

29th May, 2024

**The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700001**

**Stock Code : 10029405
Scrip ID : SUDHA APPARELS**

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024

Dear Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2024.

Submitted for your information and record.

Thanking You,

Yours Faithfully,

For Sudha Apparels Limited

Bhupesh

Company Secretary

RAJESH GUPTA

F.C.S. LL.B, I.P.

Practising Company Secretary

Office: 46, RAMESHWAR NAGAR, AZADPUR, DELHI – 110033

C-10 LGF, Lajpat Nagar -III, New Delhi -110024

Phone: 9999595795 Email: rguptafcs@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A(2) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I, Rajesh Gupta, have examined:

- a) All the documents and records made available to us and explanation provided by **Sudha Apparels Limited** (CIN: L17299WB1981PLC033331), having its registered office at Sukh Sagar Apartment, Flat No. 8A, 8th Floor, 2/5 Sarat Bose Road, Kolkata – 700020 ('the listed entity')
- b) The filings/ submission made by the listed entity to the stock exchange, i.e., The Calcutta Stock Exchange Limited (CSE);
- c) Website of the listed entity; and
- d) Any other document/filing, as may be relevant, which has been relied upon to make this Report,

for the year ended **March 31, 2024** ('Review Period') in respect of compliance with the provision of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable on Company during the review period**);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendment thereof;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (**Not Applicable on Company during the review period**);

e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable on Company during the review period);**

f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable on Company during the review period);**

g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof;

h) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with clients;

and Circulars/Guidelines issued thereunder.

and based on the above examination, I hereby report that during the review period:

a) The listed Company has complied with the provisions of above regulations and circulars/guideline issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines)	Regulation/Circular No.	Deviation	Action taken by	Type of Action (Advisory/Clarifications/ fine/show cause/Notice/warning etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

b) The listed entity has taken the following actions to comply with the observations made in the previous reports

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines)	Regulation/Circular No.	Deviation	Action taken by	Type of Action (Advisory/Clarifications/ fine/show cause/Notice/warning etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

I hereby report that during the review period the compliance status of the listed entity with the following requirements:-

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p><u>Adoption and timely up-dation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI</p>	Yes Yes	
3.	<p><u>Maintenance and disclosures on Website:</u> The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ Information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>	Yes Yes Yes	
4.	<p><u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	N.A. N.A	There was no subsidiary.
6.	<p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy Prescribed under SEBI LODR Regulations, 2015</p>	Yes	

7.	<u>Performance Evaluation:</u> The Listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8.	<u>Related Party Transactions(RPTs):</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes N.A.	Prior approval of audit committee was Obtained in all cases.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations,2015 within the time limits prescribed thereunder.	Yes	As verified from records and confirmed by the Compliance Officer.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s),if</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/ Guidelines issued thereunder	NA	As verified from records and confirmed by the Compliance Officer.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the Listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material Subsidiary(ies) has/have complied with paragraph 6.1And 6.2 of section V-D of chapter V of the Master Circular on compliance with the provision of the LODR Regulations by listed entities.		There was no resignation of Statutory Auditor
13.	<u>Additional Non-compliances, if any:</u> Any additional non-compliance observed for all SEBI Regulation/Circular/Guidance note etc.	None, except there was a delay in payment of Annual Listing Fees for the FY 2023-24.	As verified from records and confirmed by the Compliance Officer.

Assumption & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

<p>Date: 28.05.2024</p> <p>Place: New Delhi</p>	<p style="text-align: right;">RAJESH Digitally signed by RAJESH GUPTA GUPTA Date: 2024.05.28 10:36:32 +05'30'</p> <p style="text-align: right;">Rajesh Gupta Practicing Company Secretary Membership No.: F-4870 C.P. No.:26258 UDIN: F004870F000437676 Peer Review Certificate No. 3025/2023</p>
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