

SUDHA APPARELS LIMITED

CIN: L17299WB1981PLC033331

Registered Office: 2/5 Sarat Bose Road, Sukh Sagar, Flat
No.8A, 8th Floor, Kolkata-700020, Phone: 033-30522053

Website: <http://www.sudhaapparels.com> Email: secretarial@sudhaapparels.com

NOTICE

Notice is hereby given that the 43rd Annual General Meeting ("AGM") of the members of Sudha Apparels Limited (the "Company") will be held on Monday, the 30th September, 2024 at 11:00 A.M. (IST) at the registered office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8th Floor, Kolkata – 700020 to transact the following business:

ORDINARY BUSINESS

- To consider and adopt the **(a)** Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of Directors and Auditors thereon and **(b)** the Audited Consolidated Financial Statements for the financial year ended 31st March 2024 together with Auditors' Report thereon and in this regard to pass the following resolution as an ordinary resolution:
 - "RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted and
 - RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Report of Auditors thereon be and are hereby considered and adopted."
- To appoint a Director in place of Mrs. Savita Jindal, who retires by rotation and being eligible, offers herself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED that Mrs. Savita Jindal, (DIN-00449740) who retires by rotation be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS:

- To appoint Mr. Yogesh Sharma as Director of the Company and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. Yogesh Sharma (DIN- 10725585) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st August, 2024 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, and in respect to whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member, proposing his candidature be and is hereby appointed as a Director of the Company liable to retire by rotation."
- To approve appointment and payment of remuneration to Mr. Yogesh Sharma as Whole-time Director and in this regard to pass the following resolution as an ordinary resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 200, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, consent of the members of the Company be and is hereby accorded to the appointment and payment of remuneration to Mr. Yogesh Sharma, as Whole-time Director of the Company, for a period of 3 (three) years with effect from 1st August, 2024 on the terms and conditions, as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force or any amendments thereto as may be agreed to between the Board of Directors and Mr. Yogesh Sharma.

SALARY

Rs. 25,408/- per month with such increase as may be decided by the Board of Directors from time to time in the grade of Rs 25,408-45,500/- per month.

PERQUISITES

I. The Whole Time Director shall be entitled to perquisites & benefits like furnished/non furnished accommodation or house rent allowance in lieu thereof leave travel concession for self & family, medical, and personal accident insurance, education allowance, other allowances, bonus/ex-gratia etc. as per rules of the Company. The value of perquisites shall be evaluated as per Income Tax Rules wherever applicable.

II. The Whole Time Director shall be entitled to Gratuity, encashment of earned leave at the end of the Tenure, as per the rules of the Company, and these shall not be included in the computation of perquisites.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

OTHER TERMS

- I. The Whole Time Director shall not be paid any sitting fees for attending the meeting(s) of the Board of Directors or Committees thereof.
- II. The Whole Time Director shall be entitled to reimbursement of travelling and all other expenses incurred in the course of the Company's business.
- III. The appointment may be terminated by the Company or by the Whole Time Director by giving two months prior notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. To re-appoint Mrs. Roma Kumar (DIN: 02194012) as an Independent Director and in this regard to pass the following resolution as a special resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mrs. Roma Kumar (DIN: 02194012), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from August 8, 2019 upto August 07, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Companies Act, 2013 and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from August 8, 2024 upto August 7, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board
For **Sudha Apparels Limited**

Place: Gurugram
Dated: 13th August, 2024

Bhupesh
Company Secretary
ACS 69983

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Form of Proxy is separately annexed. The instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies/bodies corporate must be supported by an appropriate resolution/authority as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

2. Members/Proxies attending the meeting are requested to bring their copy of Notice of Annual General Meeting for reference at the meeting and also the Attendance Slip duly filled in for attending the meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in order of names recorded in the Register of Members will be entitled to vote.
4. The route map showing directions to reach the venue of the meeting is annexed.
5. Relevant documents referred to in the accompanying notice are open by the members for inspection at the Registered Office of the Company between 10.00 A.M. and 5.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
6. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical / electronic mode, respectively. Copies of Annual Report will not be distributed to the members at the venue of the AGM.
7. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication from the Company electronically.
8. The Notice will also be available on the website of the Company <http://www.sudhaapparels.com> and on the website of the stock exchange i.e Calcutta stock Exchange (CSE), where the Company’s shares are listed.
9. Details under Regulation 36(3) of SEBI Listing Regulations read with Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations/disclosures for their appointment/re-appointment.
10. As per Regulation 40(1) of SEBI Listing Regulations, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company’s RTA, Alankit Assignments Ltd. for assistance in this regard.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, will be made available electronically for inspection by Members of the Company during the AGM on the basis of the request being sent on secretarial@sudhaapparels.com.
12. SEBI vide its circular established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to circular, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website www.sudhaapparels.com
13. **Voting through electronic means:**

Pursuant to provisions of Section 108 of the Companies Act, 2013, as amended from time to time and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide remote e-voting facility through National Securities Depository Limited (NSDL) as an alternate, for all its members of the Company to enable them to exercise their right to cast their votes electronically, on the resolutions mentioned in the Notice of Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members, who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the A.G.M.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 23rd September, 2024. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2024., may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Transfer Agent (RTA) of the Company at rta@alankit.com

Mr. Sandeep Agarwal (Membership No- 065643) Chartered Accountant, has been appointed as Scrutinizer to scrutinize the voting process (remote e-voting and voting through ballot/polling paper) in a fair and transparent manner.

The remote-voting period commences on Thursday, September 26, 2024 (9:00 am) and ends on Sunday, September 29, 2024 (5:00 pm). During this period Members of the Company may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Scrutinizer shall submit his report, to the Chairman of the meeting, within two working days from the conclusion of AGM. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.sudhaapparels.com and shall simultaneously be communicated to the Calcutta Stock Exchange.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number (131354) followed by Folio Number registered with the Company For example if folio number is 001*** then user ID is 131354001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@sudhaapparels.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@sudhaapparels.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

I. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 022-4886-7000 or send a request at evoting@nsdl.com or rtal@alankit.com or to Company at secretarial@sudhaapparels.com. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 022-4886-7000. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

III. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2024.

IV. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2024., may obtain the login ID and password by sending a request at evoting@nsdl.com or Registrar and Transfer Agent (RTA) of the Company. The Individual Shareholders holding securities in de-mat mode, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”

V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting and a person who is not a Member as on the cut-off date i.e 23rd September, 2024, should treat this Notice for information purposes only.

A. E-voting result

1. The Scrutinizer shall immediately after the conclusion of the AGM, unblock the votes cast through remote e-voting and through ballot/polling paper during AGM and will make, not later than two working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company <http://www.sudhaapparels.com> and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the CSE Limited.

Other instructions

1. Please note that:
 - Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
 - Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the Companies in which you are the Shareholder
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

By order of the Board
For **Sudha Apparels Limited**

Place: Gurugram
Dated: 13th August, 2024

Bhupesh
Company Secretary
ACS 69983

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 & 4

Mr. Yogesh Sharma was appointed as an Additional Director of the Company w.e.f. 1st August, 2024. Pursuant to Section 161 of the Companies Act, 2013 (the Act), he holds office upto the date of the ensuing Annual General Meeting.

Mr. Yogesh Sharma, aged about 55 years having a rich and diversified experience of more than 30 years in the field of finance and accounts. The Company has received notice, in writing, from a member under Section 160 of the Act, proposing the candidature of Mr. Yogesh Sharma as Director of the Company. Mr. Yogesh Sharma has given his consent to act as Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

Accordingly, it is proposed to appoint Mr. Yogesh Sharma as a Director of the Company, liable to retire by rotation.

The Board of Directors as per the recommendation of Nomination and Remuneration Committee of the Company has also appointed Mr. Yogesh Sharma as Whole-time Director of the Company for a period of 3 years w.e.f. 1st August, 2024 on the terms and conditions, set out in the resolution, subject to approval of shareholders of the Company.

Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. General Information

- (1) Nature of Industry: Financial Services
- (2) Date or expected date of commencement of commercial production: Company is already in Operation.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators: Financial performance of the Company during last three year:

Financial Parameters	Financial Year		
	2023-24	2022-23	2021-22
Total Revenue	11,094.99	9,035.72	11,299.31
Net profit after tax as per Statement of Profit and Loss	(602.77)	(359.01)	1,466.72

- (5) Foreign Investments or collaborations, if any: None

II. Information about the appointee:

Background details:	Mr. Yogesh Sharma is having a rich and diversified experience of more than 30 years in the field of finance and accounts.
Past remuneration:	Not Applicable
Recognition or awards:	Nil
Job profile and his suitability:	Mr. Yogesh Sharma is looking after all the overall operations of the Company. Considering the increase in responsibilities shouldered by him and his qualification, vast Experience of the business in which the Company operates, the remuneration proposed is justified.
Remuneration proposed	Mentioned in the Resolution.
Comparative remuneration profile:	The remuneration being paid to him is most reasonable considering the size of the Company, the type of industry and his position and profile.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:	Besides the remuneration to be paid to him as Whole-time Director, he does not have any other pecuniary relationship with the Company.

III. Other Information:

Reasons of loss or inadequate profits:	Due to reduction in receipt of rent.
Steps taken or proposed to be taken for improvement:	The Company is taking adequate steps for improvement.
Expected increase in productivity and profits in measurable terms:	The Company is taking adequate steps for improvement.

Except Mr. Yogesh Sharma and his relatives who may be deemed to be interested in the resolution to the extent of their shareholding, if any, none of the other Directors/ Key Managerial Personnel and their relatives are interested financially or otherwise in the resolution.

The Board recommends the resolutions as set out in Item no. 3 & 4 of this Notice for approval of members.

Item No. 5

Mrs. Roma Kumar (DIN: 00296388) is currently an Independent Director of the Company, member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. Mrs. Roma Kumar was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from August 8, 2019 upto August 07, 2024 (both days inclusive) and is eligible for re-appointment for a second term as Independent Director the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 7, 2024, proposed the re-appointment of Mrs. Roma Kumar as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from August 8, 2024 upto August 7, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mrs. Roma Kumar aged about 59 years is an eminent Clinical Psychologist with extensive experience in the field. As a Senior Consultant, she has built a distinguished career by providing expert guidance and innovative solutions in clinical settings. Her deep expertise and dedication make her a valuable asset as an independent director, offering strategic insights and a nuanced understanding of mental health and well-being.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Mrs. Roma Kumar confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Roma Kumar has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Roma Kumar has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mrs. Roma Kumar has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mrs. Roma Kumar has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mrs. Roma Kumar is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA. In the opinion of the Board, Mrs. Roma Kumar fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mrs. Roma Kumar as an Independent Director is now placed for the approval of the Members by a Special Resolution.

By order of the Board
For **Sudha Apparels Limited**

Place: Gurugram
Dated: 13th August, 2024

Bhupesh
Company Secretary
ACS 69983

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India.

Particulars	Mrs. Savita Jindal	Mr. Yogesh Sharma	Mrs. Roma Kumar
Age	67 Years	55 Years	59 Years
Qualifications	Graduate	Secondary	Ph. D.
Brief Profile Expertise in specific functional area	Prominent business-Women having wise business experience	Mr. Yogesh Sharma is having a rich and diversified experience of more than 30 years in the field of finance and accounts.	Mrs. Roma Kumar is an eminent Clinical Psychologist with extensive experience in the field. As a Senior Consultant, she has built a distinguished career by providing expert guidance and innovative solutions in clinical settings. Her deep expertise and dedication make her a valuable asset as an independent director, offering strategic insights and a nuanced understanding of mental health and well-being.
Terms and Conditions of Appointment/ Re-appointment	Mrs. Savita Jindal is liable to retire by rotation.	Mr. Yogesh Sharma is to be appointed as Whole-time Director of the Company at forthcoming Annual General Meeting.	As per the resolution at Item No. 5 of the Notice convening this meeting read with Explanatory Statement thereto, Mrs. Roma Kumar is proposed to be appointed as an Independent Director for the second term.
Remuneration last drawn (including sitting fees, if any)	Nil	Not applicable	Nil
Date of first appointment on the Board	30.12.2005	01.08.2024	08.08.2019
Shareholding in the Company as on March 31, 2024	106662	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	None	None	None
Directorships of other Boards as on March 31, 2024	1. Odd & Even Trades & Finance Limited 2. Power Buildwell Private Limited	None	1. Maharashtra Seamless Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2024.	None	None	Member- Corporate Social Responsibility Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of Maharashtra Seamless Limited

SUDHA APPARELS LIMITED

CIN: L17299WB1981PLC033331

Registered Office: 2/5, Sarat Bose Road, Sukh Sagar,
Flat No.8A, 8th Floor, Kolkata-700 020, Phone: 033-30522053

Website: <http://www.sudhaapparels.com>; Email: secretarial@sudhaapparels.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the member(s):

Registered address

E-mail ID:

Folio No. / DP ID and Client ID:

I/We, being the member(s) of shares of Sudha Apparels Limited, hereby appoint

1) Name:

Address:

Signature.....or failing him/her

2) Name:

Address:

Signature..... or failing him/her

3) Name:

Address:

Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General meeting of the Company, to be held on Monday, 30th September, 2024 at 11.00 A.M at the registered office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8th Floor, Kolkata – 700020 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolutions	For	Against
Ordinary Business:		
1. To consider and adopt (a) the Audited Financial Statements for the financial year ended 31st March, 2024 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements for the financial year ended 31st March 2024 together with Report of Auditors' thereon.		
2. To appoint a Director in place of Mrs. Savita Jindal, who retires by rotation.		
Special Business:		
3. To appoint Mr. Yogesh Sharma as Director of the Company		
4. To approve appointment and payment of remuneration to Mr. Yogesh Sharma as Whole-time Director		
5. To re-appoint Mrs. Roma Kumar (DIN: 02194012) as an Independent Director		

*Applicable for investors holding shares in electronic form.

Signed this Day of 2024

.....
Signature of shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Affix a
Revenue
Stamp

*Please put a (✓) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the

resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) In case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the proxy form.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

SUDHA APPARELS LIMITED

CIN: L17299WB1981PLC033331

Registered Office: 2/5, Sarat Bose Road, Sukh Sagar,
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Website: <http://www.sudhaapparels.com> Email: secretarial@sudhaapparels.com

Attendance Slip for the 43rd Annual General Meeting of the Financial Year 2023-2024

Folio No

DP Id*

Client Id*

I/we hereby record my/our presence at the 43rd Annual General Meeting of the Company on Monday, 30th September, 2024 at 11.00 A.M. registered office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8th Floor, Kolkata – 700020

Name of the attending Member
(in Block Letters)

Name of the Proxy (in Block Letters)
(to be filled in, if the proxy attends instead of the member) No. of

Shares held.....

.....
Members/Proxy's Signature

Note: This attendance slip duly filled in should be handed over at the entrance of the meeting hall.

*Applicable for investors holding shares in demat form.

ROUTE MAP TO REACH AGM VENUE

