

01st October, 2016

The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700 001

Stock Code: 10029405
Scrip ID : SUDHA APPARELS

**Sub: Disclosure of Voting Results pursuant to Regulation 44 of SEBI
(Listing Obligations And Disclosure Requirements) Regulations, 2015**

Dear Sir,

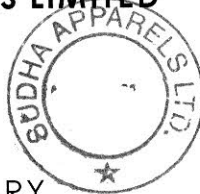
Pursuant to Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, we wish to inform that at the 35th Annual General Meeting of the Shareholders of the Company which was held on 30th September, 2016 at the registered office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8th Floor, Kolkata – 700020 (West Bengal), all items of the business contained in the notice were considered and approved by the shareholders.

The details of the voting results at the AGM are enclosed herewith in the prescribed format

Thanking you,

Yours faithfully,
For SUDHA APPARELS LIMITED


RAJESH GUPTA
COMPANY SECRETARY



Encl: As above.

SUDHA APPARELS LIMITED

Date of AGM	30 th September, 2016
Record Date	23 rd September, 2016
Total No. of Shareholders on record date	73
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoters Group	1
Public	11
No. of shareholders attended the meeting through Video Conferencing	Not Applicable

Agenda-wise Disclosures

Resolution No: 1

Resolution required: (Ordinary/Special)		To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of Auditors thereon;									
Whether promoter/promoter group are interested in the agenda/resolution		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-			
	Poll		-	-	-	-	-	-			
	Total	5,34,251	1,07,416	20.11	1,07,416	-	100	-			
Public-Institutions	E-Voting	-	-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Total										
Public-Non Institutions	E-Voting	1,92,761	25,600	13.28	25,600	-	100	-			
	Poll		1,22,461	63.53	1,22,461	-	100	-			
	Total	1,92,761	1,48,061	76.81	1,48,061	-	100	-			
Total		7,27,012	2,55,477	35.14	2,55,477	-	100	-			



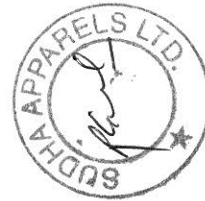
Resolution No: 2

Resolution required: (Ordinary/Special)										Re-appointment of Smt. Savita Jindal as Director who retires by rotation			
Whether promoter/promoter group are interested in the agenda/resolution										No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100					
Promoter and Promoter Group	E-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-					
	Poll		-	-	-	-	-	-					
	Total	5,34,251	1,07,416	20.11	1,07,416	-	100	-					
Public-Institutions	E-Voting		-	-	-	-	-	-					
	Poll		-	-	-	-	-	-					
	Total												
Public-Non Institutions	E-Voting	1,92,761	25,600	13.28	25,600	-	100	-					
	Poll		1,22,461	63.53	1,22,461	-	100	-					
	Total	1,92,761	1,48,061	76.81	1,48,061	-	100	-					
Total		7,27,012	2,55,477	35.14	2,55,477	-	100	-					



Resolution No: 3

Resolution required: (Ordinary/Special)		Appointment of Auditors and fixing their remuneration									
Whether promoter/promoter group are interested in the agenda/resolution		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-			
	Poll		-	-	-	-	-	-			
	Total	5,34,251	1,07,416	20.11	1,07,416	-	100	-			
Public-Institutions	E-Voting	-	-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Total		-	-	-	-	-	-			
Public-Non Institutions	E-Voting	1,92,761	25,600	13.28	25,600	-	100	-			
	Poll		1,22,461	63.53	1,22,461	-	100	-			
	Total	1,92,761	1,48,061	76.81	1,48,061	-	100	-			
Total		7,27,012	2,55,477	35.14	2,55,477	-	100	-			



All the aforesaid resolutions were passed with requisite majority.



CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and administration) Rules, 2014

To,
Chairman
Sudha Apparels Limited
2/5, Sarat Bose Road,
Sukh Sagar, Flat No. 8A, 8th Floor,
Kolkata-700020, West Bengal

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting done through remote e-voting process and by Polling at 35th Annual General Meeting of Sudha Apparels Limited held on Friday, September 30, 2016

1. I, Sandeep Aggarwal, Chartered Accountant, was appointed as the Scrutinizer by the Board of Directors of **Sudha Apparels Limited** ('the Company') in its meeting held on 10th August, 2016 for the purpose of scrutinizing the voting done through remote e-voting process and by use of polling papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of The Companies (Management and Administration) Rules, 2014 as amended, for passing of the as mentioned under item numbers 1 to 3 as set out in the Notice of 35th Annual General Meeting of the shareholders of the Company dated 10th August, 2016.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice of 35th Annual General Meeting of the Company. My responsibility as scrutinizer for the remote e-voting process and poll conducted at the 35th Annual General Meeting is restricted to make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated by the National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting for e-voting and poll conducted at the 35th AGM.
3. The Notice of 35th AGM dated 10th August, 2016 was sent to the members through courier on 5th September, 2016 and emailed on 6th September, 2016. The said notice was dispatched on the basis of Register of Members and list of beneficiaries as provided by the depositories as on 26th August, 2016.
4. As per the provision of Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of the 35th AGM and providing e-voting facility in the English newspaper "The Echo of India" and Bengali Newspaper "Arthik Lipi" on 8th September, 2016.

213, Todi Chamber,
2, Lal Bazar Street
Kolkata 700001



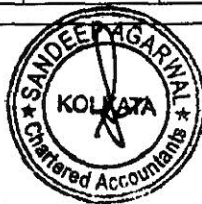
Contact No. (033)2230-2329/4005-4218
e-mail- rashmico@ical.org

5. The shareholders of the Company holding shares as on the "cut-off" date of 23rd September, 2016 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.
6. The voting period for remote e-voting commenced on Tuesday, 27th September, 2016 at 09:00 a.m. (IST) and ended on Thursday, 29th September, 2016 at 05:00 p.m. (IST) at the NSDL e-voting platform provided by the National Securities Depository Limited (NSDL). The Company also provided Polling Papers for casting vote at the 35th Annual General Meeting held on 30th September, 2016 to the members present, who did not vote through remote e-voting facility.
7. After the closure of the voting at the 35th Annual General Meeting, the votes cast through polling papers were counted, thereafter the votes cast under remote e-voting facility provided by National Securities Depository Limited (NSDL) were unblocked in the presence of 2 witnesses, who are not in the employment with the Company.
8. The summary of the voting through e-voting and polling papers are as follows:

Resolution 1:

Resolution required: (Ordinary/Special)			To consider and adopt (a) the Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Reports of Auditors thereon;					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-
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	Total		1,07,416	20.11	1,07,416	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-

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Public-Non Institutions	E-Voting	1,92,761	25,600	13.28	25,600	-	100	-
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	Total	1,92,761	1,48,061	76.81	1,48,061	-	100	-
Total		7,27,012	2,55,477	35.14	2,55,477	-	100	-

Resolution 2:

Resolution required: (Ordinary/Special)			Re-appointment of Smt. Savita Jindal as Director who retires by rotation					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
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	Poll		-	-	-	-	-	-
	Total	5,34,251	1,07,416	20.11	1,07,416	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	25,600	13.28	25,600	-	100	-
	Poll		1,22,461	63.53	1,22,461	-	100	-
	Total	1,92,761	1,48,061	76.81	1,48,061	-	100	-
Total		7,27,012	2,55,477	35.14	2,55,477	-	100	-

Resolution3:

Resolution required: (Ordinary/Special)	Appointment of Auditors and fixing their remuneration
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Whether promoter/promoter group are interested in the agenda/resolution			No					
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	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
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Total		7,27,012	2,55,477	35.14	2,55,477	-	100	-

The Register, all other papers and relevant records relating to poll and e-voting shall remain in my custody until the Chairman considers, approves and sign the minutes of the above said meeting and the same will be handed over to the Company Secretary for safe keeping



Sandeep Agarwal
(Sandeep Agarwal)
Chartered Accountant
Membership No. 065643

Place: Kolkata
Date: 30.09.2016

For Sudha Apparels Limited

Countersigned
For Sudha Apparels Ltd.

Rajesh Gupta
Company Secretary
RAJESH GUPTA

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2, Lal Bazar Street
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