Plot No. 30, Institutional Sector-44 Gurgaon-122 002 Haryana (INDIA)

CIN: L17299WB1981PLC033331

Tel. No. 91-124- 2574325 Fax No. 91-124- 2574327

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	30th September, 2016
Record Date	23rd 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	
Public	11
No. of shareholders attended the meeting through Video Conferencing	Not Applicable

Agenda-wise Disclosures

Resolution No: 1

Resolution red	quired: (Orc	Resolution required: (Ordinary/ Special)	To consider a March, 2016 to Consolidated the Reports of	r and adopt the Au 6 together with the Re ed Financial Stateme 5 of Auditors thereon;	Audited Finance Reports of Dirence in nents for the finance it.	cial Statements ectors and Aud nancial year er	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;	year ended 31st (b) the Audited 016 together with
Whether pron interested in	noter/promithe agenda	Whether promoter/promoter group are interested in the agenda/resolution	O Z	\$5				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=f(2)/(1)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	E-Voting	5,34,251	1,07,416	20.11	1,07,416	ı	100	Į.
Promoter	Poll		1	г	.IE	ı	Л	
Group	Total	5,34,251	1,07,416	20.11	1,07,416	Ē	100	-
P.IDIIO.	E-Voting	1	1	ı	1	1	1	ı
Institutions	Poll	,	Į.	ı	1	ī	200	T,
	Total			1	-1	1	ı	-
	E-Voting	11	25,600	13.28	25,600	Ĩ	100	ı
Public-Non Institutions	Poll	1,72,761	1,22,461	63.53	1,22,461	ï	100	1
	Total	1,92,761	1,48,061	76.81	1,48,061	1	100	ı
Total		7,27,012	2,55,477	35.14	2,55,477	1	100	Í



Resolution No: 2

Resolution re	quired: (Ord	Resolution required: (Ordinary/\$ pecial)	Re-appointme	ment of Smt. Savita Jindal as Director who retires by rotation	Jindal as Dire	ctor who retire	s by rotation	
Whether pror interested in	noter/proma the agenda	Whether promoter/promoter group are interested in the agenda/resolution	0 Z					
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	E-Voting	5,34,251	1,07,416	20.11	1,07,416	ă.	100	J
Promoter	Poll		ı,	· t	31 3		1	i
Group	Total	5,34,251	1,07,416	20.11	1,07,416		100	ı
Public-	E-Voting	ī	ľ	T	140	1	Ľ	F
Institutions	Poll		ı	1	1	ı	1	í
	Total			1	1		ı	_1
	E-Voting	1 00 1/1	25,600	13.28	25,600	ľ	100	1
rubilc-non Institutions	Poll	1,72,701	1,22,461	63.53	1,22,461	1	100	ı
	Total	1,92,761	1,48,061	76.81	1,48,061	1	100	1
Total		7,27,012	2,55,477	35.14	2,55,477	1	100	Ü



Resolution No: 3

Whether promoter/promoter group are interested in the agenda/resolution Category Mode of No. of shares Voting held (1) Promoter E-Voting 5,34,251 Promoter Poll E-Voting E-Voting E-Voting Foull Foll Foll Foll Foll Foll Foll Fol					מווסוו היווים וויסווו היווים וויסווו היווים וויסווו היווים וויסוווים וויסווי		
Mode of Voting E-Voting Poll Total E-Voting Total	(3	0 Z	t.				
noter E-Voting noter Poll Up Total ic- E-Voting ic- Poll Total		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
up Total E-Voting ic- tutions Poll Total		1,07,416	20.11	1,07,416	· ·	100	1
Total E-Voting ons Poll Total			ţ.	ľ	1	ı	1
ens Poll Total		1,07,416	20.11	1,07,416	1	100	1
ons Poll Total	1		ı	1	.1.	•	, f
Total				1	1	1	1
			ı	1	1	1	1
E-Voting		25,600	13.28	25,600	1	100	t
Public-Non Poll 1,92,761 Institutions		1,22,461	63.53	1,22,461	ıć.	100	1
Total 1,92,761		1,48,061	76.81	1,48,061	31	100	E
Total 7,27,012		2,55,477	35.14	2,55,477	•	100	<u>R</u>



All the aforesaid resolutions were passed with requisite majority.

Chartered Accountants



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-votingprocess and by Pollingat 35th Annual General Meeting of Sudha Apparels Limitedheld 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 20and 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 35thAnnual 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.
- 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@icai.org

Chartered Accountants



- 5. The shareholders of the Company holding shares as on the "cut-off" date of23rdSeptember, 2016 were entitled to vote on the resolutions ascontained in the Notice of the Annual General Meeting.
- 6. The voting period for remote e-voting commenced on Tuesday, 27thSeptember, 2016 at09:00 a.m. (IST) and ended on Thursday, 29thSeptember, 2016 at 05:00 p.m. (IST) atthe 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 (Ordinary/\$ Whether progroup are I agenda/res	omoter/pro		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; No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter	E-Voting	5.34.251	1,07,416	20.11	1,07,416	-	100	-	
and Promoter	Poll	3,34,231	1,07,410	- 20.11	-	-	-	-	
Group	Total	5,34,251	1,07,416	20.11	1,07,416	-	100		
Public- Institutions	E-Voting Poll	-	-	-	-	-	-	-	
	Total				-	-	-	-	

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2017 24 1005	E-Voting		25,600	13.28	25,600	-	100	-
Public- Non	Poll	1,92,761	1,22,461	63.53	1,22,461	-	100	
Institutions	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 r (Ordinary/\$			Re-appoli		Smt. Savit	a Jindal a	s Director	who retires
Whether progroup are is agenda/res	omoter/pro nterested i	moter n the	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding 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	E-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-
	Poll	1	•	-	-	•	-	
Group	Total	5,34,251	1,07,416	20.11	1,07,416	-	100	
Public-	E-Voting	_		-	-		-	-
Institutions	Poll			-	-	-	-	•
	Total			-	-	-	-	-
	E-Voting	1 00 7/1	25,600	13.28	25,600	-	100	-
Public- Non	Poll	1,92,761	1,22,461	63.53	1,22,461	-	100	-
Institutions	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:	Appointment of Auditors and fixing their remuneration
(Ordinary/ Special)	

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Whether progroup are in agenda/res	iterested in	moter the	No los los los los los los los los los lo							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polied	% of Votes against on votes polled		
Promoter and Promoter Group	E-Voting	5,34,251	1,07,416	20.11	1,07,416	•	100	-		
	Poll			-	-	-	1.5	-		
	Total	5,34,251	1,07,416	20.11	1,07,416	7 2	100	-		
Public-	E-Voting		-	-	•	-	-	-		
Institutions	Poll -			-	-	-	-	-		
	Total			-	-	-	-	-		
	E-Voting		25,600	13.28	25,600	-	100	-		
Public- Non	Poll	1,92,761	1,22,461	63.53	1,22,461	-	100	-		
Institutions	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	-		

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

CHAPTER ACCOUNTS

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

Place: Kolkata Date: 30.09.2016

For Sudha Apparels Limited

Countersigned For Sudha Apparels Ltd.

Company Secretary

LATESH GUPTA

213, Todi Chamber, 2, Lal Bazar Street Kolkata 700001 Contact No. (033)2230-2329/4005-4218 e-mail- rashmico@icai.org