

Plot No. 30, Institutional Sector-44  
Gurgaon-122 002 Haryana (INDIA)  
CIN: L17299WB1981PLC033331

30<sup>th</sup> September, 2020

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, we wish to inform that at the 39th Annual General Meeting (AGM) of the Shareholders of the Company, which was held on 28th September, 2020 through Video Conferencing ("VC).

All items of the business contained in the notice were considered and approved by the shareholders.

The details of the voting results along with Consolidated Scrutinizer's Report 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**

<b>Date of AGM</b>	<b>28<sup>th</sup> September, 2020</b>
<b>Total no. of Shareholders as on Record Date</b> (Cut-off date for voting- 21-09-2020)	<b>55</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>N.A.</b>
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	<b>12</b>
Promoters and Promoters Group	1
Public	11

**Agenda-wise Disclosures**

<b>Resolution required: (Ordinary/Special)</b>			<b>Resolution No.1: Adoption of the Audited Financial Statements and Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution)</b>					
Whether promoter/promoter group are interested in the agenda/resolution			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	570012	570012	100.00	570012	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
<b>Total</b>		<b>727012</b>	<b>629114</b>	<b>86.53</b>	<b>629114</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Invalid votes – Nil**

**Result – The resolution is passed with requisite majority**



Resolution required: (Ordinary/Special)			Resolution No.2: Appointment of Smt. Savita Jindal, (DIN-00449740) as Director, who retires by rotation (Ordinary Resolution)					
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	570012	570012	100.00	570012	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	629114	86.53	629114	0	100.00	0.00

Invalid votes – Nil

Result – The resolution is passed with requisite majority



Resolution required: (Ordinary/Special)			Resolution No.3: Approval for Appointment of M/s Kanodia Sanyal & Associates, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration (Ordinary Resolution)					
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	570012	570012	100.00	570012	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	629114	86.53	629114	0	100.00	0.00

Invalid votes – Nil

Result – The resolution is passed with requisite majority



Resolution required: (Ordinary/Special)			Resolution No.4: Approval for related party transactions with Pushpanjali Investrade Private Ltd. (Ordinary Resolution)					
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	570012	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	59102	8.13	59102	0	100.00	0.00

Invalid votes – Nil

Result – The resolution is passed with requisite majority



Resolution required: (Ordinary/Special)			Resolution No.5: Approval for related party transactions with Gautam Fin-Invest Private Ltd (Ordinary Resolution)					
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	570012	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	59102	8.13	59102	0	100.00	0.00

Invalid votes – Nil

Result – The resolution is passed with requisite majority



Resolution required: (Ordinary/Special)			Resolution No.6: Approval for related party transactions with Sigma Infrastructure Private Ltd (Ordinary Resolution)					
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	570012	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	59102	8.13	59102	0	100.00	0.00

Invalid votes – Nil

Result – The resolution is passed with requisite majority



<b>Resolution required: (Ordinary/Special)</b>			<b>Resolution No.7: Approval for related party transactions with Crishpark Vincom Ltd (Ordinary Resolution)</b>					
Whether promoter/promoter group are interested in the agenda/resolution			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	570012	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
<b>Total</b>		<b>727012</b>	<b>59102</b>	<b>8.13</b>	<b>59102</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Invalid votes – Nil

Result – The resolution is passed with requisite majority







# Ajit Mishra & Associates

COMPANY SECRETARIES

182-Shubham, Pocket-4, Sector-12, Dwarka, New Delhi-110075  
Mob.: +91-9310144664, E-mail : amadelihi12@gmail.com

## CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,  
The Chairperson  
Annual General Meeting of the Equity Shareholders of  
Sudha Apparels Limited  
Held on September 28, 2020 At 3:00 P.M.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the AGM through video conferencing ('VC') / other audio-visual means ('OAVM') without physical presence of the members at the AGM Venue.**

I, Ajit K Misha, Proprietor of Ajit Mishra & Associates, Practicing Company Secretary, had been appointed as a Scrutinizer by the Board of Directors of **Sudha Apparels Limited** ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing remote e-voting and e-voting at the AGM in respect of resolution(s) as set out in the Notice dated **August 24, 2020** for the AGM held on **September 28, 2020** through VC / OAVM without physical presence of the members at the AGM Venue in compliance with MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular"). The deemed venue of the AGM had been the Registered Office of the Company at **2/5, Sarat Bose Road, Sukh Sagar, Flat No 8A, 8<sup>th</sup> Floor, Kolkata-700020, West Bengal.**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI relating to conducting of AGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of AGM of the Equity Shareholders of the Company.

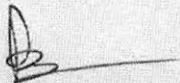
My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "**in favour**" or "**against**" the resolutions stated below, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the AGM through VC/OAVM.

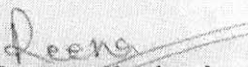
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I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC/OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC/OAVM offered by Central Depository Services (India) Limited (CDSL) to the shareholders of the Company.
2. In line with MCA Circulars and SEBI Circular, the Notice calling the AGM had been uploaded on the website of the company on **September 5, 2020** and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
3. The Annual Report along with the Notice of AGM were sent on **Saturday, September 5, 2020** by the electronic mode to those members whose e-mail addresses were registered with the Company or Depository Participant(s) pursuant to applicable circulars.
4. The shareholders holding shares as on the "cut off" date i.e. **September 21, 2020** were entitled to vote on the proposed resolution(s) item no. **1 to 7** as set out in the Notice of the **39<sup>th</sup> AGM** of the Company by remote e-voting or e-voting at AGM through VC/OAVM.
5. The remote e-voting period remained open from **September 25, 2020 to September 27, 2020**.
6. At the AGM, the Chairman announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC/OAVM and who did not participate in the remote e-voting to cast their votes.
7. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on **Monday, September 28, 2020 at 4.30 p.m.** in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
(Pushpendra Sharma)  
ACS-26269

  
(Reena Yadav)  
PAN-AGZPY1876F

The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each resolution are given hereunder:

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Resolution required: (Ordinary/Special)			Resolution No.1: Adoption of the Audited Financial Statements and Audited Consolidated Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2020, together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution)					
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	570012	570012	100.00	570012	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	629114	86.53	629114	0	100.00	0.00

Invalid votes - Nil

Result - The resolution is passed with requisite majority

-3-



Resolution required: (Ordinary/Special)			Resolution No.2: Appointment of Smt. Savita Jindal, (DIN-00449740) as Director, who retires by rotation (Ordinary Resolution)					
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	570012	570012	100.00	570012	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	629114	86.53	629114	0	100.00	0.00

Invalid votes – Nil

Result – The resolution is passed with requisite majority

-4-





Resolution required: (Ordinary/Special)			Resolution No.3: Approval for Appointment of M/s Kanodia Sanyal & Associates, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration (Ordinary Resolution)					
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	570012	570012	100.00	570012	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	629114	86.53	629114	0	100.00	0.00

Invalid votes - Nil

Result - The resolution is passed with requisite majority

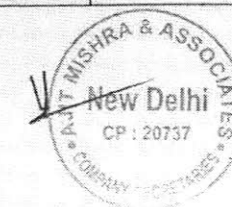
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Resolution required: (Ordinary/Special)			Resolution No.4: Approval for related party transactions with Pushpanjali Investrade Private Ltd. (Ordinary Resolution)					
Whether promoter/promoter group are interested in the agenda/resolution			No					
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	570012	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	59102	8.13	59102	0	100.00	0.00

Invalid votes - Nil

Result - The resolution is passed with requisite majority





Resolution required: (Ordinary/Special)			Resolution No.5: Approval for related party transactions with Gautam Fin-Invest Private Ltd (Ordinary Resolution)					
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	570012	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	59102	8.13	59102	0	100.00	0.00

Invalid votes - Nil

Result - The resolution is passed with requisite majority

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Resolution required: (Ordinary/Special)			Resolution No.6: Approval for related party transactions with Sigma Infrastructure Private Ltd (Ordinary Resolution)					
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	570012	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	59102	8.13	59102	0	100.00	0.00

Invalid votes - Nil

Result - The resolution is passed with requisite majority

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Resolution required: (Ordinary/Special)			Resolution No.7: Approval for related party transactions with Crishpark Vincom Ltd (Ordinary Resolution)					
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	570012	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	157000	59102	37.64	59102	0	100.00	0.00
Total		727012	59102	8.13	59102	0	100.00	0.00

Invalid votes - Nil

Result - The resolution is passed with requisite majority

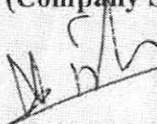
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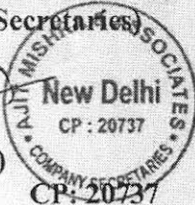


8. The electronic data and other relevant records related to remote e-voting and e-voting at AGM through VC/OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,  
For Ajit Mishra & Associates  
(Company Secretaries)

  
(Ajit K Mishra)  
FCS: 9703 CP: 20737



Countersigned by:  
For Sudha Apparels Limited  
For Sudha Apparels Limited

  
Company Secretary  
(Chairperson/ Authorised Signatory)

UDIN : F009703B000807335.

Place : New Delhi  
Date : 29th September, 2020