Plot No. 30, Institutional Sector-44

Gurgaon-122 002 Haryana (INDIA)

CIN: L17299WB1981PLC033331

28th September, 2019

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

Tel. No. 91-124- 2574325

Fax No. 91-124- 2574327

Dear Sir,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that at the 38th Annual General Meeting (AGM) of the Shareholders of the Company, which was held on 27th September, 2019 at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8th Floor, Kolkata – 700020, 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 | 27 th September, 2019 |
|--|----------------------------------|
| Book Closure Date | NIL |
| Total No. of Shareholders on record date (Cut-off date for voting- 20-09-2019) | 55 |
| No. of shareholders present in the meeting either in person or through proxy: | 14 |
| Promoters and Promoters Group | 2 |
| Public | 12 |
| No. of shareholders attended the meeting through Video Conferencing | Not Applicable |

AGENDA WISE DISCLOSURE

Resolution 1:

| Resolution required: (Ordinary/ Special) Whether promoter/promoter | | | To consider and adopt (a) the Audited Financial Statement for the financial year ended 31st March, 2019 together with the Reports of Directors and Auditors thereon; and (b) the Audited Consolidated financial statement for the year ended 31st March, 2019 together with the Reports of Auditors thereon; | | | | | | | | |
|---|------------------------------|--------------------------|--|--|------------------------------|----------------------------|--|--|--|--|--|
| group are li | nterested i | | | | | | | | | | |
| agenda/res Category | olution 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 | | - | - | - | - | 1 | - | | | |
| and Promoter | Poll | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | • | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | - | | | |
| Public- | E-Voting | _ | - | - | - | - | - | | | | |
| Institutions | Poll |] | - | - | - | - | - | - | | | |
| | Total | | | - | - | - | - | - | | | |
| Public- | E-Voting | 1,57,000 | 36,000 | 22.93 | 36,000 | - | 100 | - | | | |
| Non | Poll | 1 1,37,000 | 93,099 | 59.30 | 93,099 | - | 100 | - | | | |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | | | | |
| Total | | 7,27,012 | 2.72,276 | 37.45 | 2,72,276 | - | 100 | | | | |

Resolution 2:

| Resolution r (Ordinary/S | pecial) | | To re-app | | Mangat Ro | am Garg a | s Director | who retires | | |
|---|---------------------|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution | | No | 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 70 010 | - | - | - | - | - | - | | |
| and Promoter | Poll | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | | | |
| Public- | E-Voting | _ | - | - | - | - | - | - | | |
| Institutions | Poll | | - | - | - | - | - | - | | |
| | Total | | | - | - | - | - | - | | |
| | E-Voting | | 36,000 | 22.93 | 36,000 | - | 100 | - | | |
| Public- Non | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | - | 100 | - | | |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | - | | |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2,72,276 | - | 100 | - | | |

All the aforesaid resolutions were passed with requisite majority.

Resolution 3:

| | Resolution required: (Ordinary/ Special) | | To appoint Shri Sunii Gautam as Director of the Company | | | | | | | | |
|---|---|--------------------------|---|--|------------------------------|----------------------------|--|--|--|--|--|
| 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 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 | | - | | - | - | - | - | | | |
| and Promoter | Poll | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | - | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | - | | | |
| Public- | E-Voting | - | - | - | - | - | - | - | | | |
| Institutions | Poll | 1 | _ | - | - | - | - | - | | | |
| | Total | | | ALLS X | - | - | - | - | | | |

| E-Voting | 1 57 000 | 36,000 | 22.93 | 36,000 | - | 100 | - |
|----------|----------|------------------------------|--|---|--|--|---|
| Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | - | 100 | - |
| Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | |
| | 7,27,012 | 2,72,276 | 37.45 | 2,72,276 | - | 100 | - |
| _ | Poll | Poll 1,57,000 Total 1,57,000 | Poll 1,57,000 93,099 Total 1,57,000 1,29,099 | Poll 1,57,000 93.099 59.30 Total 1,57,000 1,29,099 82.23 | Poll 1,57,000 93,099 59.30 93,099 Total 1,57,000 1,29,099 82.23 1,29,099 | Poll 1,57,000 93,099 59.30 93,099 - Total 1,57,000 1,29,099 82.23 1,29,099 - | Poll 1,57,000 93,099 59.30 93,099 - 100 Total 1,57,000 1,29,099 82.23 1,29,099 - 100 |

All the aforesaid resolutions were passed with requisite majority.

Resolution 4:

| Resolution (Ordinary/S | pecial) | | To appoi | nt Shri Su | nii Gautan | n as Whole | e-time Direc | tor of the | | | |
|------------------------------------|-------------------|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| Whether progroup are in agenda/res | nterested i | moter n the | No | 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 | 5,70,012 | _ | - | - | - | - | - | | | |
| and Promoter | Poli | | 1,43,177 | 25.12 | 1,43,177 | - | 100 | | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | | | | |
| Public- | E-Voting | _ | - | - | - | - | | - | | | |
| Institutions | Poll |] | - | - | - | - | - | - | | | |
| | Total | | | - | - | - | - | - | | | |
| Public- | E-Voting | 1 57 000 | 36,000 | 22.93 | 36,000 | • | 100 | - | | | |
| Non Institutions | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | - | 100 | - | | | |
| | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | | 100 | _ | | | |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2,72,276 | _ | 100 | - | | | |

Resolution 5:

| Resolution (Ordinary/S | pecial) | | To appoint | nt Ms. Ro | ma Kumar | as Indepe | endent Direc | tor of the | | | |
|------------------------------------|-------------------|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| Whether progroup are in agenda/res | nterested 1 | 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 | E-Voting | 5 70 010 | - | - | - | - | - | - | | | |
| and Promoter | Poll | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | - | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | - | | | |
| Public- | E-Voting | _ | - | - | - | | - | - | | | |
| Institutions | Poll | | - | _ | - | - | - | - | | | |
| | Total | | - | - | - | - | - | - | | | |
| Public- | E-Voting | 1 57 000 | 36,000 | 22.93 | 36,000 | - | 100 | - | | | |
| Non | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | - | 100 | | | | |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | | | | |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2,72,276 | - | 100 | - | | | |

All the aforesaid resolutions were passed with requisite majority.

Resolution 6:

| | Resolution required: Ordinary/Special) | | To issue Bonus Shares | | | | | | | | |
|--------------------------------------|---|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| Whether pr group are agenda/re | romoter/pro interested i solution | moter n the | No | · | | | , <u>, , , , , , , , , , , , , , , , , , </u> | | | | |
| 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 70 010 | - | - | - | - | - | _ | | | |
| and Promoter | Poll | 5.70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | - | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | | | | |
| | E-Voting | *** | - | AAA | - | - | - | - | | | |

| Public- Institutions | Poll | - | - | _ | - | - | - | - |
|-------------------------|----------|----------|----------|-------|----------|---|-----|---|
| : | Total | | | - | _ | - | - | - |
| | E-Voting | 1 57 000 | 36,000 | 22.93 | 36,000 | - | 100 | - |
| Public- Non | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | 1 | 100 | - |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | • |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2.72.276 | - | 100 | - |

All the aforesaid resolutions were passed with requisite majority.

Resolution 7:

| Resolution r (Ordinary/\$ | | | To approv | | | sactions wi | th Pushpanj | ali | | |
|------------------------------|---|---|---------------------------|---|------------------------------|----------------------------|--|--|--|--|
| Whether progroup are in | Whether promoter/promoter group are interested in the agenda/resolution | | Yes | | | | | | | |
| 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-Voling | 6.70.010 | - | - | - | - | - | - | | |
| and Promoter | Poll | 5,70,012 | - | - | - | - | - | - | | |
| Croup | Total | 5,70,012 | - | - | - | - | · - | - | | |
| Public- | E-Voting | | - | - | - | - | - | - | | |
| Institutions | Poll | | - | - | - | - | - | - | | |
| | Total | | | - | - | - | - | - | | |
| · · | E-Voting | - · · · · · · · · · · · · · · · · · · · | 36,000 | 22.93 | 36,000 | - | 100 | - | | |
| Public- Non | Poll | 1,57,000 | 23,099 | 14.71 | 23,099 | - | 100 | - | | |
| Institutions | Total | 1,57,000 | 59,099 | 37.64 | 59,099 | - | 100 | - | | |
| Total | | 7,27,012 | 59,099 | .8.13 | 59,099 | - | 100 | - | | |



Resolution 8:

| Resolution r (Ordinary/S | | | To approv | | | sactions w | ith Gautam | fin- | | |
|-----------------------------|---|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Whether pro group are in | Whether promoter/promoter group are interested in the agenda/resolution | | Yes | | | | | | | |
| 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 : | Evoting | | <u>-</u> | - | - | - | - | - | | |
| and Promoter | Poll | 5,70,012 | _ | - | - | - | - | _ | | |
| Group | Total | 5,70,012 | - | - | - | - | - | - | | |
| Public- | E-Voting | _ | - | | - | - | - | - | | |
| Institutions | Poll | | - | - | - | - | - | - | | |
| - | Total | | | - | - | - | - | - | | |
| | E-Voling | | 36,000 | 22.93 | 36,000 | - | 100 | | | |
| Public- Non | Poll | 1,57,000 | 23,099 | 14.71 | 23,099 | - | 100 | - | | |
| Institutions | Total | 1,57,000 | 59,099 | 37.64 | 59,099 | - | 100 | - | | |
| Total | | 7,27,012 | 59,099 | 8.13 | 59,099 | - | 100 | - | | |

All the aforesaid resolutions were passed with requisite majority.

Resolution 9:

| (Ordinary/ | Resolution required: (Ordinary/Special) | | To approve related party transactions with Sigma Infrastructure Private Limited Yes | | | | | | | |
|---|--|--------------------------|---|--|------------------------------|----------------------------|--|--|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution | | | | | | | | | | |
| 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 Poll | 5,70,012 | - | - | - | - | - | - | | |
| Group | lotal | 5,70,012 | - | - | - | - | - | - | | |
| | E-Voting | | - | | - | - | | - | | |

| Public- Institutions | Poll | - | - | * | - | - | - | |
|-------------------------|----------|----------|--------|-------|--------|---|-----|--|
| | lotal | | - | - | | - | | |
| Public - | E-Voling | 1,57,000 | 36,000 | 22.93 | 36,000 | | 100 | |
| von Pol | Poll | 1,37,000 | 23,099 | 14.71 | 23,099 | | 100 | |
| Total | Total | 1,57,000 | 59,099 | 37.64 | 59,099 | - | 100 | |
| | | 7,27,012 | 59,099 | 8.13 | 59,099 | - | 100 | |

All the aforesaid resolutions were passed with requisite majority.

Resolution 10:

| (Ordinary/ Whether pr group are | hether promoter/promoter roup are interested in the genda/resolution ategory Mode of No. of | | | To approve related party transactions with Crishpark Vincom Limited Yes | | | | | | | |
|--|---|--------------------------|--|---|------------------------------|----------------------------|--|--|--|--|--|
| Category | | 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 | | | |
| (Ordinary/Special) Whether promoter/p group are interested agenda/resolution Category Mode of Voting Promoter and Promoter Group Total Public- Institutions Poll Lotal | E-Voling | 5,70,012 | - | | - | | | | | | |
| | Poli | | <u>. </u> | | | | | | | | |
| | Total | 5,70,012 | <u> </u> | | | | | · · · · · · · · · · · · · · · · · · · | | | |
| | E-Voting | | ~ | | - | - | | | | | |
| | Poli | - | | | | | | - | | | |
| 3,113 | | | - | | - | - | - | - | | | |
| | lotal | | | - | - | - | | | | | |
| Public | E-Voting | 1.53.00 | 36,000 | 22.93 | 36,000 | | 100 | <u> </u> | | | |
| Von | Poll | 1,57,000 | 23,099 | 14.71 | 23,099 | | 100 | | | | |
| nstitutions | Total | 1,57,000 | 59,099 | 37.64 | 59,099 | | | - | | | |
| fotal | | 7,27,012 | 59,099 | 8.13 | 59,099 | - | 100 | - | | | |



Resolution 11:

| Resolution r (Ordinary/S | | | To alter | Clause III | of the Me | morandun | n of Assoc | iation | | |
|------------------------------------|-------------------|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Whether progroup are in agenda/res | nterested i | | 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 70 010 | - | - | - | - | - | - | | |
| and Promoter | Poll | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | - | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | - | | |
| Public- | E-Voting | _ | - | - | - | - | - | - | | |
| Institutions | Poll | 1 | | - | - | - | - | - | | |
| | Total | | | - | - | - | - | - | | |
| Dublia | E-Voting | 1.57.000 | 36,000 | 22.93 | 36,000 | - | 100 | - | | |
| Public- Non | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | - | 100 | - | | |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | - | | |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2,72,276 | - | 100 | - | | |

All the aforesaid resolutions were passed with requisite majority.

Resolution 12:

| Resolution (Ordinary/ | • | | To alter Clause IV of the Memorandum of Association | | | | | | | | |
|---|-------------------|--------------------------|---|--|------------------------------|----------------------------|--|--|--|--|--|
| 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 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 70 012 | - | - | - | - | - | - | | | |
| and Promoter | Poll | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | · . | | | |
| | E-Voting | | - | - | - | - | - | - | | | |



| Public- Institutions | Poli | - | - | _ | - | - [| - | - |
|-------------------------|----------|----------|----------|-------|----------|-----|-----|---|
| 11131110110113 | Total | - | | - | - | - | - | - |
| De de la c | E-Voting | | 36,000 | 22.93 | 36,000 | - | 100 | - |
| Public- Non | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | - | 100 | |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2,72,276 | • | 100 | - |

All the aforesaid resolutions were passed with requisite majority.

Resolution 13:

| Resolution r (Ordinary/S | | 1.00 | To adopt new set of Articles of Association | | | | | | | | |
|------------------------------------|-------------------|--------------------------|---|--|------------------------------|----------------------------|--|--|--|--|--|
| Whether progroup are in agenda/res | nterested i | | 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 polied | | | |
| Promoter | E-Voting | 5,70,012 | - | - | - | - | - | - | | | |
| and Promoter | Poll | | 1,43,177 | 25.12 | 1,43,177 | - | 100 | - | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | | | | |
| Public- | E-Voting | _ | - | - | - | - | - | - | | | |
| Institutions | Poll | | - | - | - | - | - | | | | |
| | Total | <u></u> | | - | - | - | - | | | | |
| Public | E-Voting | 1 57 000 | 36,000 | 22.93 | 36,000 | - | 100 | - | | | |
| Public- Non | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | - | 100 | - | | | |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | - | | | |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2.72,276 | - | 100 | - | | | |



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 ApparelsLimited 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 38th Annual General Meeting of Sudha Apparels Limited held on Friday, September 27, 2019

- 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 8th August, 2019 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 13 as set out in the Notice of 38th Annual General Meeting of the shareholders of the Company dated 8th August, 2019.
- 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 38th Annual General Meeting of the Company. My responsibility as scrutinizer for the remote e-voting process and poll conducted at the 38th 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 38th AGM.
- The Notice of 38th AGM dated 8th August, 2019 was emailed to the members on 3rdSeptember, 2019 and sent through courier on 3rdSeptember, 2019. The said notice was dispatched on the basis of Register of Members and Hagest beneficiaries as provided by the depositories as on 23rd August, 2019.

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

Chartered Accountants



- 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 38th AGM and providing e-voting facility in the English newspaper "Financial Express" and Bengali Newspaper "Sukhabar" on 6th September, 2019.
- The shareholders of the Company holding shares as on the "cut-off" date of 20thSeptember, 2019
 were entitled to yote on the resolutions as contained in the Notice of the Annual General Meeting.
- 6. The voting period for remote e-voting commenced on Tuesday, 24th September, 2019 at 09:00 a.m. (IST) and ended on Thursday, 26th September, 2019 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 38th Annual General Meeting held on 27th September, 2019 to the members present, who did not vote through remote e-voting facility.
- After the closure of the voting at the 38th 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/S pecial) Whether promoter/promoter | | | To consider and adopt (a) the Audited Financial Statement for the financial year ended 31st March, 2019 together with the Reports of Directors and Auditors thereon; and (b) the Audited Consolidated financial statement for the year ended 31st March, 2019 together with the Reports of Auditors thereon; | | | | | | | |
|--|--|--------------------------|--|--|------------------------------|----------------------------|--|--|--|--|
| group are | roup are interested in the genda/resolution | | No | | | | | | | |
| Calegory | 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 | E 70 010 | | | | 7,51 | | - | | |
| and Promoter | Poll | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | 3-7 | 100 | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | | 100 | - 1 | | |

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| Public- Institutions | E-Voting | | - | | | | 2 | - |
|-------------------------|----------|-----------|----------|-------|----------|------|-----|-----|
| | Poll | 5.00 | - | 12 | 197 | - 23 | 3 | 120 |
| | Total | | | 15 | 14 | - 5 | | |
| Public- Non | E-Voting | 2/02/2020 | 36.000 | 22.93 | 36,000 | -27 | 100 | - |
| | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | 72.7 | 100 | 2 |
| Institutions | Total | 1,57,000 | 1.29.099 | 82.23 | 1,29,099 | | 100 | - |
| Total | | 7,27,012 | 2.72.276 | 37.45 | 2,72,276 | -57 | 100 | |

Resolution 2:

| Resolution r (Ordinary/S | | | To re-app | | Mangat Ro | am Garg a | s Director | who retires | | | |
|---|-------------------|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| Whether pro group are in agenda/res | nterested i | | No | 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 | 5,70,012 | L. | 19 | | - 2 | 2 | 2 | | | |
| | Poll | | 1,43,177 | 25.12 | 1,43,177 | - | 100 | | | | |
| Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | 100 | 100 | - 3 | | | |
| Public- | E-Voting | 10.5 | 1 50 | 16. | | - | - 4 | 1.0 | | | |
| Institutions | Poll | | - 5 | | | | | | | | |
| | Total | | | - | 74 | - 3 | | - | | | |
| BURTA | E-Vating | 1.67.000 | 36,000 | 22.93 | 36,000 | | 100 | | | | |
| Public- Non | Pall | 1.57,000 | 93.099 | 59.30 | 93,099 | - | 100 | | | | |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - 72 | 100 | | | | |
| Total | | 7,27,012 | 2.72.276 | 37.45 | 2,72,276 | 94. | 100 | 1 | | | |

Resolution 3:

Resolution required: To appoint Shri Sunil Gautam as Director of the Company (Ordinary/Special)

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| Whether pro group are i agenda/res | nterested in | | 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-Votin and Promoter Pall | E-Voting | 5 70 010 | | - | 100 | | 100 | | | |
| | Poll | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | 74 | 100 | 2 | | |
| Group | Tatal | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | - 10 | 100 | | | |
| Public- | E-Voting | | 7-2 | 21 | - | - | 15. | - | | |
| institutions | Poll | 100 | - 100 | Э. | | - 4, | 1121 | - | | |
| | Total + 1 | No. | | 31 | - | 1- | · · · · · · · · · · · · · · · · · · · | | | |
| e con trans | E-Voting | | 36.000 | 22.93 | 36,000 | - | 100 | | | |
| Public- Non | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | | 100 | - | | |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | 1.5 | | |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2.72.276 | | 100 | 35 | | |

Resolution 4:

| Resolution (Ordinary/ | | | To appoi Company | nt Shri Su | nil Gautan | n as Whole | e-time Direc | tor of the | | | |
|--------------------------|---|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| group are i | Whether promoter/promoter group are interested in the agenda/resolution | | No | | | | | | | | |
| Category | Mode of Voling | 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 | 6.70.010 | 8 | 10 | - | | | 1.4 | | | |
| and Promater | Poll | 5,70,012 | 1,43,177 | 25,12 | 1,43,177 | - 4 | 100 | | | | |
| Graup | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | 0 | 100 | | | | |
| Public- | E-Voting | | | | V | | 1.100.70 | | | | |
| nstitutions | Poll | 30 | X | - | 947 | 25 | - 2 | | | | |

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| | Total | | | | | | | |
|----------------|----------|-----------------|----------|-------|----------|-----|-----|-----|
| Public- Non | E-Voting | retrager to use | 36,000 | 22.93 | 36,000 | 4 | 100 | 3.4 |
| | Poll | 1,57,000 | 93,099 | 59.30 | 93.099 | 124 | 100 | -5 |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | 22. | 100 | |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2.72.276 | | 100 | - |

Resolution 5:

| Resolution ((Ordinary/\$ | | | To appoint | | ma Kumar | as Indepe | endent Direc | tor of the |
|---|-------------------|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|
| Whether pro group are in agenda/res | nterested i | | 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 | 5,70,012 | 757 | | - 2 | | - | |
| | Poll | | 1,43,177 | 25,12 | 1,43,177 | | 100 | 85 |
| Group | Total | 5.70.012 | 1,43,177 | 25.12 | 1,43,177 | 18 | 100 | 9. |
| Public- | E-Voting | | - | 1.20 | 70 | 1- | - | 172 |
| Institutions | Poll | | | 163 | | | 84 | Ι. « |
| | Total | - | | - | | 0 | 12 | - |
| | E-Voting | | 36.000 | 22.93 | 36,000 | 7 | 100 | 1% |
| Public- Non | Poll | 1.57.000 | 93,099 | 59.30 | 93,099 | - 2 | 100 | |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | | 100 | 100 |
| Total | (8) | 7,27,012 | 2.72,276 | 37.45 | 2,72,276 | 12 | 100 | - 12 |

Resolution 6:

| Resolution (Ordinary/ | A STATE OF THE PARTY OF THE PAR | | To issue B | onus Sho | res | | | |
|--------------------------|--|--------------------------|---------------------------|-----------------|------------------------------|----------------------------|-------------------------------|--------------------------|
| | omoter/pro interested i solution | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | Votes Polled | No. of Votes In favour | No. of Votes against | % of Votes in favour on | % of Votes against |

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| | | | | on outsta nding shares | | | votes polled | on votes polled |
|--|----------|-----------------|----------|---------------------------------|----------|-----|-----------------|--------------------|
| Promoter | E-Voting | . 70.010 | (4) | 350 | - | - | - 64 | |
| and Promoter | Poll | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | | 100 | |
| Promoter Group | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | | 100 | - |
| Public- | E-Voting | | | 355 | 56 | | | 2- |
| Institutions | Poll | | | | - | | - 3 | |
| | Total | | | | 21 | - 1 | - | 12 |
| 0.111 | E-Voting | \$100 M (100 S) | 36,000 | 22.93 | 36,000 | - | 100 | - |
| Public- Non | Poll | 1,57,000 | 93,099 | 59.30 | 93,099 | 14 | 100 | - 54 |
| The state of the s | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - 9 | 100 | - |
| Total | | 7,27,012 | 2,72,276 | 37,45 | 2,72,276 | 17. | 100 | E- |

Resolution7:

| Resolution (Ordinary/ | | | To approv | ve related e Private | party tran | sactions w | ith Pushpanj | ali |
|--|-------------------|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|
| Whether pr group are i agenda/re | nterested i | | Yes | | | | | |
| 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 | F 70 010 | 8 | | | - 5 | | - |
| and Promoter | Poll | 5,70,012 | - 1 | 19 | - | | - 3 | - 0 |
| Group | Total | 5,70,012 | | | - 35 | | - | |
| Public- | E-Voting | | | - 2 | 10 | 39 | - | |
| Institutions | Poll | 126 | - | - | | - 1 | 2 | |
| | Tatal | | | 15 | | | | |
| 0 | E-Voting | | 36,000 | 22.93 | 36,000 | 13 | 100 | . 5 |
| Public- Non | Poll | 1,57,000 | 23,099 | 14.71 | 23,099 | +: | 100 | |

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| Institutions | Total | 1,57,000 | 59,099 | 37.64 | 59,099 | 3,5 | 100 | |
|--------------|-------|----------|--------|-------|--------|-----|-----|--|
| Total | | 7,27,012 | 59,099 | 8.13 | 59,099 | 45 | 100 | |

Resolution8:

| Resolution ((Ordinary/S | | | To approv | ve related | party tran | sactions w | ith Gautam | Fin- |
|---|---------------------------|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|
| Whether pro group are in agenda/res | omoter/pro nterested i | | Yes | | | | | |
| 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 | 5,70,012 | - 52 | | | - | 97. | |
| ond Promoter | Poll | | | | | | | 19 |
| Group | Total | 5.70,012 | - 4 | 2.6 | 21 | (4) | (4) | |
| Public- | E-Voting | 22 | 13 | 38 | × | | - 52 | |
| Institutions | Poll | | | 0.00 | 1.0 | | 65 | - |
| | Total | | | - 2 | - 20 | | 12 | |
| m. services | E-Voting | | 36,000 | 22.93 | 36,000 | | 100 | |
| Public- Non | Poll | 1,57,000 | 23,099 | 14,71 | 23,099 | | 100 | |
| NON | Total | 1,57,000 | 59.099 | 37.64 | 59,099 | | 100 | |
| Total | | 7,27,012 | 59.099 | 8.13 | 59,099 | - 2 | 100 | 102 |

Resolution9:

| | iary/Special) Infrastr | | To appro | ve relate | d party tran | sactions w | rith Sigma | |
|----------|--|--------------------------|---------------------------|---|------------------------------|----------------------------|--|--|
| | omoter/pro interested i solution | | Yes | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outsta | 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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| | | | | nding shares | | | | |
|-------------------------|----------|------------|--------|-----------------|--------|-----|-------|-----|
| Promoter | E-Voting | £ 20 010 | 9 | 72. | - 20 | | - 121 | |
| and Promoter | Poll | 5,70,012 | 0 - 2 | 150 | 5/ | - 3 | 15 | - |
| Graup | Total | 5,70,012 | | 1.5 | - | 19. | 84 | - |
| Public- Institutions | E-Voting | | 17. | 100 | | | - 19 | 1.3 |
| | Poll | | 15 | 27. | - 5 | | 25 | 13: |
| | Total | | | (-) | 22 | | 727 | |
| A. 1. 11 . | E-Voting | | 36,000 | 22.93 | 36,000 | - 8 | 100 | 15 |
| Public- Non | Poll | 1,57,000 - | 23.099 | 14.71 | 23.099 | | 100 | 100 |
| Institutions | Total | 1,57,000 | 59,099 | 37.64 | 59,099 | | 100 | |
| Total | | 7,27,012 | 59,099 | 8.13 | 59,099 | 75 | 100 | Ú. |

Resolution10:

| Resolution (Ordinary/S | | | To approv | e related | party tran | sactions w | ith Crishpa | rk |
|--|-------------------|--------------------------|---------------------------|--|------------|---|--------------------------------|--|
| Whether pr group are i agenda/re | nterested I | | Yes | | | of No. of Votes in Votes in favour on votes polled ding nares | | |
| Calegory | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outsta nding shares | Votes in | Votes | Votes in favour on votes | % of Votes against on votes polled |
| Promoter and Promoter | E-Voting | 5,70,012 | - | | 12 | - | | |
| | Poll | | T | | | | 9 | |
| Group | Total | 5,70,012 | - | | | - | | |
| Public- | E-Voting | | 2 | 100 | 144 | | | |
| Institutions | Poll | 2.70 | T 77. | 9 | 94 | - 41 | V. | |
| | Total | | | - 5 | | - | 70 | - |
| on sus | E-Voting | | 36,000 | 22.93 | 36,000 | 10.5 | 100 | |
| Public- Non | Poll | 1,57,000 | 23,099 | 14.71 | 23.099 | 100 | 100 | |
| Institutions | Total | 1.57,000 | 59.099 | 37.64 | 59,099 | 850 | 100 | |
| Total | | 7,27,012 | 59.099 | 8.13 | 59,099 | - | 100 | |

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Resolution 11:

| Resolution ((Ordinary/S | | | To alter | Clause II | of the Me | morandur | n of Assoc | iation |
|---|---------------------------|--------------------------|---------------------------|--|------------------------------|----------------------------|--|--|
| Whether pro group are la agenda/res | omoter/pro nterested i | | No | | | | | |
| Calegory | 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 | 5.70.012 | 12 | - | | | | |
| | Poll- | | 1,43,177 | 25,12 | 1,43,177 | | 100 | 39 |
| Group | Total | 5.70,012 | 1,43,177 | 25.12 | 1,43,177 | - | 100 | 102 |
| Public- | E-Voting | 12 | - | - | Ψ. | 12 | 52 | - 72 |
| Institutions | Poll | | | | | 12 | 14 | 0,3 |
| | Total | | | - | /2 | - | | |
| | E-Voting | | 36,000 | 22,93 | 36,000 | - | 100 | 13 |
| Public- Non | Poll | 1,57,000 | 93.099 | 59.30 | 93,099 | - | 100 | |
| Institutions | Total | 1,57,000 | 1.29,099 | 82.23 | 1,29,099 | | 100 | 3.4 |
| Total | | 7,27,012 | 2,72,276 | 37.45 | 2.72,276 | | 100 | |

Resolution 12:

| Resolution (Ordinary/ | | | To alter | Clause I | V of the Me | emorandu | m of Assoc | ciation |
|--------------------------|--|--------------------------|--|-----------------------|-------------|------------------|--------------------------------|--|
| | omoter/pro interested i solution | | No. of Votes Votes in Polled Polled favour on outsta | | | | | |
| Category | Mode of Voting | No. of shares held | votes | Votes Polled on | Votes in | Votes against | Votes in favour on votes | % of Votes against on votes polled |

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| Promoter | E-Voting | | | - 8 | | 200 | 24 | - |
|-----------------|----------|------------|----------|-------|----------|------|-----|-----|
| and Promoter | Poll | 5.70.012 | 1,43,177 | 25.12 | 1.43.177 | 100 | 100 | - 2 |
| Group | Total | 5.70.012 | 1,43,177 | 25.12 | 1,43,177 | 100 | 100 | 7.5 |
| Public- | E-Voting | - | - | - 6 | | 451 | 70 | 0 |
| Institutions | Poll | | - | × | - 5 | 1920 | | 0 |
| | Total | | | 8 | | 188 | 30 | - |
| 2012400 | E-Voting | To passing | 36,000 | 22.93 | 36,000 | 992 | 100 | - |
| Public- Non | Poll | 1,57,000 | 93.099 | 59.30 | 93.099 | | 100 | - 5 |
| Institutions | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | 141 | 100 | |
| Tatal | | 7,27,012 | 2,72,276 | 37.45 | 2,72,276 | - 1 | 100 | - 5 |

Resolution 13:

| Resolution required: (Ordinary/Special) Whether promoter/promoter group are interested in the agenda/resolution | | | To adopt new set of Articles of Association No | | | | | |
|---|----------|----------|---|-------|----------|------|-----|------|
| | | | | | | | | |
| Promoter and Promoter Group | E-Voting | 5,70,012 | 58 | - 20 | | - | - | |
| | Poll | | 1,43,177 | 25.12 | 1,43,177 | 72 | 100 | |
| | Total | 5,70,012 | 1,43,177 | 25.12 | 1,43,177 | | 100 | |
| Public: Institutions | E-Voting | | | | | | 888 | - |
| | Poll | | 52% | | - V | \$22 | | |
| | Tatal | | | 90 | - | 12- | 240 | - |
| Public- Non Institutions | E-Voting | 1.57.000 | 36,000 | 22.93 | 36,000 | - | 100 | 7 |
| | Poll | | 93,099 | 59.30 | 93,099 | 18 | 100 | 10- |
| | Total | 1,57,000 | 1,29,099 | 82.23 | 1,29,099 | - | 100 | 14 |
| Total | | 7,27,012 | 2.72.276 | 37.45 | 2,72,276 | - | 100 | - 35 |

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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.

Place: Kolkata Date: 27.09.2019

Countersigned & For Sudha Appareled

(Sandeep Agarwal)
Chartered Accountant
Membership No. 065643