

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

NOTICE

Notice is hereby given that 37th Annual General Meeting of Sudha Apparels Limited will be held on Friday the 28th September, 2018 at 11.30 A.M. at the Registered Office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No.8A, 8th Floor, Kolkata-700 020, to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the (a) Audited Financial Statements for the year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements for the year ended 31st March, 2018 together with the Report of Auditors thereon and in this regard to pass the following resolution as ordinary resolution(s):

(a) "RESOLED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."

(b) "RESOLED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Auditors thereon be and are hereby considered and adopted."

2. To appoint a Director in place of Smt. 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:

"RESOLED THAT Smt. Savita Jindal (DIN 00449740), who retires by rotation and being eligible, offers herself for re-appointment be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS

3. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for related party transaction(s) with Pushpanjali Investrade Private Ltd. for providing Loan, as detailed in the Explanatory Statement to the Notice."

4. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for related party transaction(s) with Gautam Fin-Invest Private Ltd. for providing Loan, as detailed in the Explanatory Statement to the Notice."

5. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for related party transaction(s) with Sigma Infrastructure Private Ltd. for providing Loan, as detailed in the Explanatory Statement to the Notice.”

6. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company for related party transaction(s) with Crishpark Vincom Ltd. for providing Loan, as detailed in the Explanatory Statement to the Notice.”

By Order of the Board

Place: Gurgaon
Dated: 8th August, 2018

RAJESH GUPTA
Company Secretary

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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting and also the Attendance Slip duly filled in for attending the meeting.
4. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at its Registered Office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.

5. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 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 for their appointment.

Name of the Director	Smt. Savita Jindal
Age	61 Years
Qualification	Graduate
Experience	Prominent business-women having wise business experience
Date of appointment as Director of the company	30.12.2005
Relation-ship between Directors inter-se	None
Name of listed entities in which person also holds Directorship	Nil
Membership of Committee of the Board of listed entities	Nil
Shareholding of non-executive Directors	1,06,662
Inter-se relationship with other Directors	Nil

6. 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.
7. 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 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
8. 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 including Annual Reports, Notices, Circulars, etc. from the Company electronically.

9. Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through its e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or from the website of company i.e. <https://www.sudhaapparels.com>.

The e-voting period commences on September 25, 2018 (9:00 am) and ends on September 27, 2018 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled 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 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 of 21st September, 2018. 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. 21st September, 2018, 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

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.
4. Your User ID details will be as per details given below :
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*****).
- a) **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*****).
- b) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details 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 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, your 'initial password' is communicated to you on your postal address.

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.
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.

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail rashmico@icai.org to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of 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

Other information:

- 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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

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

Item No. 3:

During the year ended 31st March, 2018, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Pushpanjali Investrade Private Limited and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

- (a) Name of the Related Party- Pushpanjali Investrade Private Limited.
- (b) Name of the Director or Key Managerial personnel, who is related, if any- Mr. Mangat Ram Garg, Whole Time Director
- (c) Nature of relationship- Mr. Mangat Ram Garg, Whole Time Director's relative is a member of Pushpanjali Investrade Private Limited.
- (d) Nature of transaction, material terms, monetary value and particulars of transaction- Material terms and Particulars of the transactions:

During the year ended 31st March, 2018, the Company has provided maximum loan amounting to Rs. 1652.14 lakhs to Pushpanjali Investrade Private Limited for general corporate purposes.

- (e) Any other information relevant for the members to make a decision on the transaction- None

Your Directors commend the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise in the said resolution except Shri Mangat Ram Garg, whose relative is a member in Pushpanjali Investrade Private Limited.

Item No. 4:

During the year ended 31st March, 2018, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Gautam Fin-Invest Private Limited and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

- (a) Name of the Related Party- Gautam Fin-invest Private Limited.
- (b) Name of the Director or Key Managerial personnel, who is related, if any- Mr. Mangat Ram Garg, Whole Time Director
- (c) Nature of relationship- Mr. Mangat Ram Garg, Whole Time Director and his relative are members in Gautam Fin-Invest Private Limited
- (d) Nature of transaction, material terms, monetary value and particulars of transaction- Material terms and Particulars of the transactions:

During the year ended 31st March, 2018, the Company has provided loans amounting to Rs. 2272.98 lakhs to Gautam Fin-Invest Private Limited for general corporate purposes.

- (e) Any other information relevant for the members to make a decision on the transaction- None

Your Directors commend the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise in the said resolution except Shri Mangat Ram Garg, who along with his relative is a member in Gautam Fin-Invest Private Limited.

Item No. 5:

During the year ended 31st March, 2018, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Sigma Infrastructure Private Limited and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

- (a) Name of the Related Party- Sigma Infrastructure Private Limited.
- (b) Name of the Director or Key Managerial personnel, who is related, if any- Mr. Mangat Ram Garg, Whole Time Director
- (c) Nature of relationship- Mr. Mangat Ram Garg, Whole Time Director is a Member in Sigma Infrastructure Private Limited.
- (d) Nature of transaction, material terms, monetary value and particulars of transaction- Material terms and Particulars of the transactions:

During the year ended 31st March, 2018, the Company has provided loans amounting to Rs. 1853.73 lakhs to Sigma Infrastructure Private Limited for general corporate purposes.

- (e) Any other information relevant for the members to make a decision on the transaction- None

Your Directors commend the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise in the said resolution except Shri Mangat Ram Garg, who is member in Sigma Infrastructure Private Limited.

Item No. 6:

During the year ended 31st March, 2018, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Crishpark Vincom Limited and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

- (a) Name of the Related Party- Crishpark Vincom Limited.
- (b) Name of the Director or Key Managerial personnel, who is related, if any-
Mr. Mangat Ram Garg, Whole Time Director is a Director in Crishpark Vincom Limited
- (c) Nature of relationship- Crishpark Vincom Limited is a Subsidiary of the Company.
- (d) Nature of transaction, material terms, monetary value and particulars of transaction- Material terms and Particulars of the transactions:

During the year ended 31st March, 2018, the Company has provided loans amounting to Rs. 3819.39 lakhs to Crishpark Vincom Limited for general corporate purposes.

- (e) Any other information relevant for the members to make a decision on the transaction- None

Your Directors commend the resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise in the said resolution except Shri Mangat Ram Garg, who is Director in Crishpark Vincom Limited.

By order of the Board

Place : Gurgaon
Dated : 8th August, 2018

Rajesh Gupta
Company Secretary

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

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) ofshares 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.....

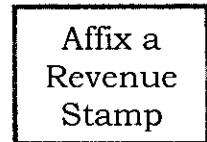
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General meeting of the Company, to be held on Friday, 28th September, 2018 at 11.30 a.m. at 2/5 Sarat Bose Road, Sukh Sagar, Flat No.8A, 8th Floor, Kolkata-700 020 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	To receive, consider and adopt (a) the Audited Financial Statement for the financial year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon; and (b) the Audited Consolidated financial statement for the year ended 31st March, 2018 together with the Reports of Auditors thereon;		
2.	To re-appoint Smt. Savita Jindal as Director who retires by rotation		

3.	To approve related party transactions with Pushpanjali Investrade Private Limited		
4.	To approve related party transactions with Gautam Fin-Invest Private Limited		
5.	To approve related party transactions with Sigma Infrastructure Private Limited		
6.	To approve related party transactions with Crishpark Vincom Limited		

*Applicable for investors holding shares in electronic form.

Signed this Day of 2018



Signature of shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

*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 37th Annual General Meeting

Folio No

DP Id*

Client Id*

I hereby record my presence at the 37th Annual General Meeting of the Company on Friday, 28th September, 2018 at 11.30 A.M. held at 2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A, 8th Floor, Kolkata- 700 020.

Name of the attending Member
(in Block Letters)

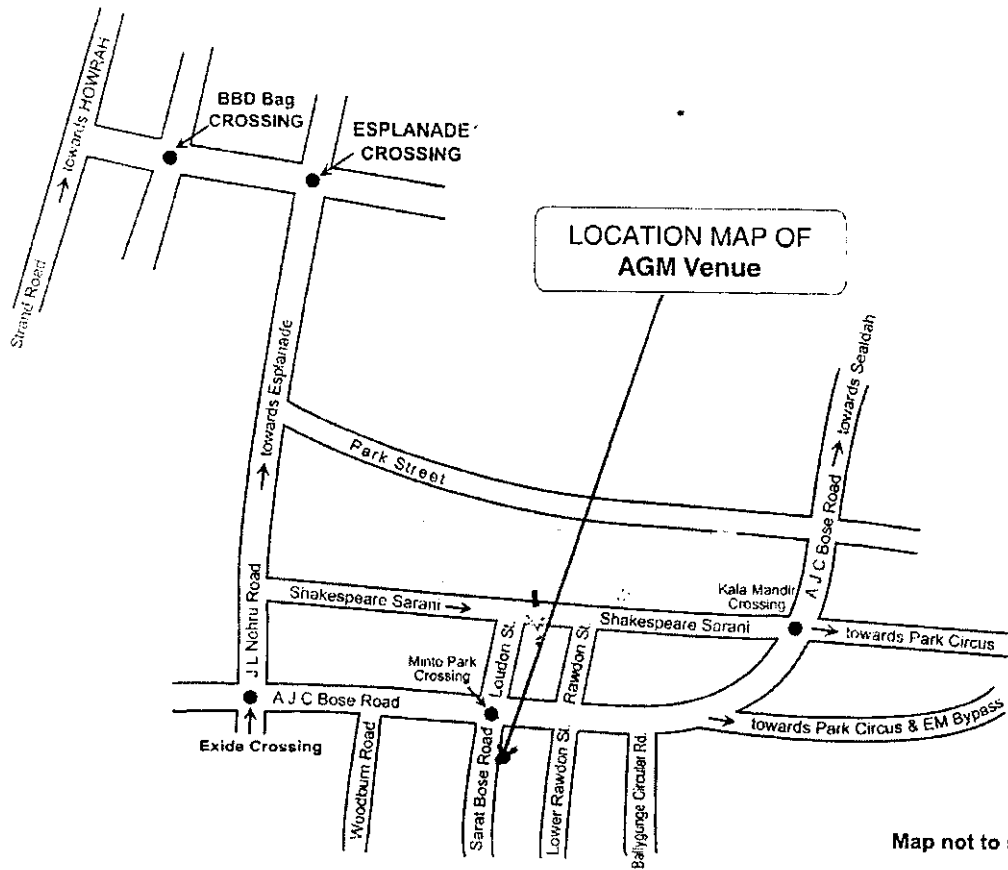
Name of the Proxy (in Block Letters)
(to be filled in, if the proxy attends instead of the member)

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.



Map not to scale