

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

**29<sup>th</sup> September, 2018**

**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 37<sup>th</sup> Annual General Meeting of the Shareholders of the Company which was held on 28<sup>th</sup> September, 2018 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

<b>Date of AGM</b>	<b>28<sup>th</sup> September, 2018</b>
<b>Book Closure Date</b>	<b>NIL</b>
<b>Total No. of Shareholders on record date</b> (Cut-off date for voting- 21-09-2018)	<b>73</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>14</b>
Promoters and Promoters Group	<b>1</b>
Public	<b>13</b>
<b>No. of shareholders attended the meeting through Video Conferencing</b>	<b>Not Applicable</b>

### Agenda-wise Disclosures

#### Resolution 1:

<b>Resolution required:</b> (Ordinary/Special)			<b>To consider and adopt</b> (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;					
<b>Whether promoter/promoter group are interested in the agenda/resolution</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
Promoter and Promoter Group	E-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-
	Poll		-	-	-	-	-	-
	Total		1,07,416	20.11	1,07,416	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total		44,000	22.83	44,000	-	100	-
<b>Total</b>		<b>7,27,012</b>	<b>1,51,416</b>	<b>20.83</b>	<b>1,51,416</b>	<b>-</b>	<b>100</b>	<b>-</b>

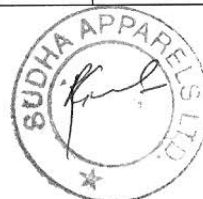


**Resolution 2:**

Resolution required: (Ordinary/Special)			To re-appoint Smt. Savita Jindal as Director who retires by rotation					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-
	Poll		-	-	-	-	-	-
	Total	5,34,251	1,07,416	20.11	1,07,416	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total	1,92,761	44,000	22.83	44,000	-	100	-
Total		7,27,012	1,51,416	20.83	1,51,416	-	100	-

**Resolution 3:**

Resolution required: (Ordinary/Special)			To approve related party transactions with Pushpanjali Investrade Private Limited					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	5,34,251	-	0.00	-	-	100	-
	Poll		-	-	-	-	-	-
	Total	5,34,251	-	0.00	-	-	100	-
	E-Voting		-	-	-	-	-	-



Public-Institutions	Poll	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total	1,92,761	44,000	22.83	44,000	-	100	-
Total		7,27,012	44,000	6.05	44,000	-	100	-

**Resolution 4:**

<b>Resolution required: (Ordinary/Special)</b>			<b>To approve related party transactions with Gautam Fin- Invest Private Limited</b>					
<b>Whether promoter/promoter group are interested in the agenda/resolution</b>			<b>No</b>					
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 Group	E-Voting	5,34,251	-	0.00	-	-	100	-
	Poll		-	-	-	-	-	-
	Total	5,34,251	-	0.00	-	-	100	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total	1,92,761	44,000	22.83	44,000	-	100	-
Total		7,27,012	44,000	6.05	44,000	-	100	-

**Resolution 5:**

<b>Resolution required: (Ordinary/Special)</b>			<b>To approve related party transactions with Sigma Infrastructure Private Limited</b>					
<b>Whether promoter/promoter group are interested in the agenda/resolution</b>			<b>No</b>					
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



				nding shares				
Promoter and Promoter Group	E-Voting	5,34,251	-	0.00	-	-	100	-
	Poll		-	-	-	-	-	-
	Total	5,34,251	-	0.00	-	-	100	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total	1,92,761	44,000	22.83	44,000	-	100	-
Total		7,27,012	44,000	6.05	44,000	-	100	-

**Resolution 6:**

Resolution required: (Ordinary/Special)			To approve related party transactions with Crishpark Vincom Limited					
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 and Promoter Group	E-Voting	5,34,251	-	0.00	-	-	100	-
	Poll		-	-	-	-	-	-
	Total	5,34,251	-	0.00	-	-	100	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total	1,92,761	44,000	22.83	44,000	-	100	-
Total		7,27,012	44,000	6.05	44,000	-	100	-

All the aforesaid resolutions were passed with requisite majority.





**CONSOLIDATED SCRUTINIZER'S REPORT**

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

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting done through remote e-voting process and by Polling at 37<sup>th</sup> Annual General Meeting of Sudha Apparels Company Limited held on Friday, September 28, 2018

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 8<sup>th</sup> August, 2018 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 6 as set out in the Notice of 37<sup>th</sup> Annual General Meeting of the shareholders of the Company dated 8<sup>th</sup> August, 2018.
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 37<sup>th</sup> Annual General Meeting of the Company. My responsibility as scrutinizer for the remote e-voting process and poll conducted at the 37<sup>th</sup> 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 37<sup>th</sup> AGM.
3. The Notice of 37<sup>th</sup> AGM dated 8<sup>th</sup> August, 2018 was emailed to the members on 3<sup>rd</sup> September, 2018 and sent through courier on 3<sup>rd</sup> September, 2018. The said notice was dispatched on the basis of Register of Members and list of beneficiaries as provided by the depositories as on 24<sup>th</sup> August, 2018.
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 37<sup>th</sup> AGM and providing e-voting facility in the English newspaper "Financial Express" and Bengali Newspaper "Sangbad Nazar" on 5<sup>th</sup> September, 2018.

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5. The shareholders of the Company holding shares as on the "cut-off" date of 21<sup>st</sup> September, 2018 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.
6. The voting period for remote e-voting commenced on Tuesday, 25<sup>th</sup> September, 2018 at 09:00 a.m. (IST) and ended on Thursday, 27<sup>th</sup> September, 2018 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 37<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018 to the members present, who did not vote through remote e-voting facility.
7. After the closure of the voting at the 37<sup>th</sup> Annual General Meeting, the votes cast through polling papers were counted, thereafter the votes cast under remote e-voting facility provided by National Securities Depository Limited (NSDL) were unblocked in the presence of 2 witnesses, who are not in the employment with the Company.
8. The summary of the voting through e-voting and polling papers are as follows:

**Resolution 1:**

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

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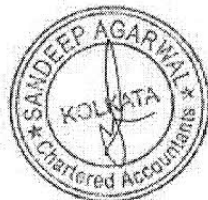
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	Total			-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total	1,92,761	44,000	22.83	44,000	-	100	-
Total		7,27,012	1,51,416	20.83	1,51,416	-	100	-

**Resolution 2:**

Resolution required: (Ordinary/Special)			To re-appoint Smt. Savita Jindal as Director who retires by rotation					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-
	Poll		-	-	-	-	-	-
	Total	5,34,251	1,07,416	20.11	1,07,416	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total	1,92,761	44,000	22.83	44,000	-	100	-
Total		7,27,012	1,51,416	20.83	1,51,416	-	100	-



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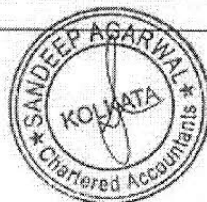
**Resolution3:**

Resolution required: (Ordinary/Special)			To approve related party transactions with Pushpanjali Investrade Private Limited					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	5,34,251	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total		44,000	22.83	44,000	-	100	-
Total		7,27,012	44,000	6.05	44,000	-	100	-

**Resolution 4:**

Resolution required: (Ordinary/Special)			To approve related party transactions with Gautam Fin-Invest Private Limited					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting	5,34,251	-	-	-	-	-	-

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and Promoter Group	Poll		-	-	-	-	-	-
	Total	5,34,251	-	-	-	-	-	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total	1,92,761	44,000	22.83	44,000	-	100	-
Total		7,27,012	44,000	6.05	44,000	-	100	-

**Resolution5:**

Resolution required: (Ordinary/Special)			To approve related party transactions with Sigma Infrastructure Private Limited					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	5,34,251	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	5,34,251	-	-	-	-	-	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total	1,92,761	44,000	22.83	44,000	-	100	-
Total		7,27,012	44,000	6.05	44,000	-	100	-

**Resolution6:**

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Resolution required: (Ordinary/Special)			To approve related party transactions with Crishpark Vincom Limited					
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 outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	5,34,251	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	-	100	-
	Poll		32,000	16.60	32,000	-	100	-
	Total		44,000	22.83	44,000	-	100	-
Total		7,27,012	44,000	6.05	44,000	-	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.

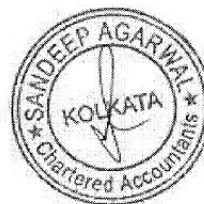


Place: Kolkata  
Date: 29.09.2018

**RAJESH GUPTA**

Countersigned  
For Sudha Apparels Ltd.

*Company Secretary*



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

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