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

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

29th 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 37th Annual General Meeting of the Shareholders of the Company which was held on 28th 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

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

Agenda-wise Disclosures

Resolution 1:

Resolution r (Ordinary/\$ Whether pro	pecial)	moter	To 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; No							
group are in agenda/res	nterested in									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled		
Promoter	E-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-		
and Promoter	Poll	3,01,201	-	-	-	1.5	-	-		
Group	Total	5,34,251	1,07,416	20.11	1,07,416	-	100	12-		
Public-	E-Voting		1-	-	-	E=.	-	0 -		
Institutions	Poll		1.5	-		23-8	=	-		
	Total			=	-	X.=.		-		
Public-	E-Voting	1,92,761	12,000	6.23	12,000		100	1.		
Non	Poll	1,72,/01	32,000	16.60	32,000	=	100	-		
Institutions	Total	1,92,761	44,000	22.83	44,000		100			
Total	5:	7,27,012	1,51,416	20.83	1,51,416	-	100	1.		



Resolution 2:

Resolution re (Ordinary/S			To re-app rotation	oint Smt.	Savita Jind	al as Direc	tor who ret	ires by		
Whether pro group are in agenda/res	moter/pro 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-Voting	5,34,251	1,07,416	20.11	1,07,416	-	100	-		
and Promoter	Poll		-	-	1.5	2	27	-		
Group	Total	5,34,251	1,07,416	20.11	1,07,416	-	100			
Public-	E-Voting	_	-	-	-	-		N5		
Institutions	Poll		· -	-	-	-	-	-		
	Total				1=	_	PAS	=		
24 4 3 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5	E-Voting		12,000	6.23	12,000	-	100	=		
Public- Non	Poll	1,92,761	32,000	16.60	32,000	-	100	-		
Institutions	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								
	omoter/pro nterested in solution		No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled			
Promoter	E-Voting	5,34,251		0.00		-	100	-			
and Promoter	Poll		-		188	122	-	_			
Group	Total	5,34,251	-	0.00	3-	-	100	-			
	E-Voting		-	-	-			-			

Public- Institutions	Poll	-		-	-	(%)	20	
11131110110113	Total		Y=	-		10.75E	-	=
600	E-Voting	B1 NG-372 Jan Ann	12,000	6.23	12,000	1-	100	18
Public- Non	Poll	1,92,761	32,000	16.60	32,000	-	100	# G
Institutions	Total	1,92,761	44,000	22.83	44,000		100	
Total		7,27,012	44,000	6.05	44,000	-	100	A.

Resolution 4:

Resolution r (Ordinary/\$			To approv Invest Priv	e related ate Limit	party trans ed	sactions wi	th Gautam	Fin-			
Whether pro group are ir agenda/res	moter/pro nterested in		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	E-Voting	5,34,251	-	0.00	-	-	100	-			
Promoter	Poll		32	00	-	-	-	-			
Group	Total	5,34,251	(LE)	0.00	-	9.7.	100	-			
Public-	E-Voting	_	-	-		-	=	-			
Institutions	Poll		12	-	-	-	-	-			
	Total			-	-	941	-	-			
	E-Voting	1 00 7/1	12,000	6.23	12,000	-	100	-			
Public- Non	Poll	1,92,761	32,000	16.60	32,000	-	100				
Institutions	Total	1,92,761	44,000	22.83	44,000	-	100	E.			
Total		7,27,012	44,000	6.05	44,000	-	100	-			

Resolution 5:

	esolution required: Ordinary/\$pecial) Thether promoter/promoter roup are interested in the genda/resolution				l party tran ite Limited	sactions w	ith Sigma	
group are i			No					Strong St
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	E-Voting	5,34,251	5	0.00	-	-	100	-
Promoter	Poll		-	-	-	-	-	-
Group	Total	5,34,251	ē	0.00	-	-	100	_
Public-	E-Voting	y-	245	<u> </u>	ne-	_	120	-
Institutions	Poll		=0	-	:=		S#C	-
	Total			-	1.=.	¥	-	-
Dublic	E-Voting	1 00 7/1	12,000	6.23	12,000	10	100	-
Public- Non	Poll	1,92,761	32,000	16.60	32,000	-	100	-
Institutions	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 r (Ordinary/&			To approv		party tran	sactions w	ith Crishpa	rk		
Whether progroup are in agenda/res	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 and	E-Voting	5,34,251	r <u>u</u>	0.00		-	100	141		
Promoter	Poll		0=	-		N=.	-			
Group	Total	5,34,251	192	0.00		02	100	-		
Public-	E-Voting		7=	-		, 19	_	-		
Institutions	Poll			-		0.5	-			
	Total			-	(-)	0=	-	-		
	E-Voting		12,000	6.23	12,000	198	100			
Public- Non	Poll	1,92,761	32,000	16.60	32,000		100			
Institutions	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.



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

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- The shareholders of the Company holding shares as on the "cut-off" date of 21st 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, 25th September, 2018 at 09:00 a.m. (IST) and ended on Thursday, 27th 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 37th Annual General Meeting held on 28th September, 2018 to the members present, who did not vote through remote e-voting facility.
- 7. After the closure of the voting at the 37th 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:

Whether pr	(a) the Audited Financial Statements for tended 31st March, 2018 together with the Directors and Auditors thereon; and (b) the Audited Consolidated financial styear ended 31st March, 2018 together with Auditors thereon; her promoter/promoter promoter promoter promoter are interested in the da/resolution					e Reports of	for the	
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	E-Voting	5.34,251	1,07,416	20.11	1.07,416	-	100	The state of the s
Promoter	Poll		-	-				-
Group	Total	5,34,251	1,07,416	20.11	1.07.416	•	100	
Public-	E-Voting			:-ek			*	*
Institutions	Poll		*	. *		*	**************************************	

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	Total			J.	-	-	~	0
A. 12.81.a	E-Voting	1 00 70	12,000	6.23	12,000	-	100	15.
Public- Non	Poll	1,92,761	32,000	16.60	32,000	-	100	m
Institutions	Total	1,92,761	44,000	22.83	44,000	COLOR CONTRACTOR ON LABORATOR ASSESSMENT	100	······································
Total		7,27,012	1,51,416	20.83	1,51,416	*	100	

Resolution 2:

Resolution (Ordinary/S			To re-app	oint Smt.	Savita Jind	lal as Direc	tor who re	lires by			
Whether pro group are i agenda/res	omoter/pro 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	E-Voting	5.34.251	1,07,416	20.11	1.07,416	-	100	/· ···			
Promoter	Poll			-		-	•	2.3			
Group	Total	5,34,251	1,07,416	20.11	1,07,416	+	100				
Public-	E-Vating	_		~		•		*			
Institutions	Poll					*	· ·	-			
	Total			-		*	M:	*			
	E-Voting		12,000	6.23	12,000	-90	100				
Public- Non	Poll	1,92,761	32,000	16.60	32,000	2	100	*			
Institutions	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 No								
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	E-Voting	5,34,251				-	-				
and Promoter	Pall		»	•	34	99	*	-			
Group	Total	5,34,251	*	-	***************************************	-	***************************************				
Public-	E-Voling		de contractor de	entre establishment in an anna anna anna an air sin air sin an anna an anna an air sin air sin air sin air sin		-	no.				
Institutions	Poll		-	-		-	*				
	Total	***************************************	*		-	-	-	-			
Public- Non Institutions	E-Voting		12,000	6.23	12.000	4	100				
	Poll	1,92,761	32,000	16.60	32,000		. 100	-			
	Total	1,92,761	44,000	22.83	44,000	-	100;	l .			
Total		7,27,012	44,000	6.05	44,000	*	100				

Resolution 4:

Resolution required: (Ordinary/Special) Whether promoter/promoter group are interested in the agenda/resolution		To approve related party transactions with Gautam Fin- Invest Private Limited No								
Promoter	E-Voting	5,34,251		N.		-	-			

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Poll		-	- 1	-	-	-	
Total	5,34,251	*	*	.44	*	*	A STATE OF THE PARTY OF THE PAR
E-Voting			*	41		-	-
Poll		*	- [4		*	*
Total			•	·		·	**************************************
E-Voting	1.00.77	12,000	6.23	12,000		100	10:000 · · · · · · · · · · · · · · · · ·
Poll	1,92,761	32,000	16.60	32,000	*	100	
Total	1,92,761	44,000	22.83	44,000		100	retretten in an in a
	7,27,012	44,000	6.05	44,000	-	100	and the state of t
	Total E-Voting Poil Total E-Voting Poll	Total 5,34,251 E-Voting Poll Total E-Voting Poll Total 1,92,761 Total 1,92,761	Total 5,34,251 - E-Voting - Poll - Total E-Voting 1,92,761 32,000 Total 1,92,761 44,000	Total 5.34,251	Total 5.34,251	Total 5,34,251	Total 5,34,251

Resolution5:

Resolution required: (Ordinary/Special)			To approve related party transactions with Sigma Infrastructure Private Limited No								
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 Group	E-Voting	5,34,251		_		>4.	-	56			
	Poll		-	-	•	*	*	M.			
	Total	5,34,251	-	-	-	-		*			
Public-	E-Voting	*	*	*	**(- 74	- .	***			
Institutions	Poll		-	-	-	*	-	**			
	Total		***************************************	-	-	-	-	·4			
Public- Non Institutions	E-Voting	1,92,761	12,000	6.23	12,000	*	100	*			
	Poli		32,000	16.60	32,000		100	/w			
	Total	1,92,761	44,000	22.83	44,000	*	100	ж.			
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 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 Group	E-Voling	5,34,251	*		***************************************	-	. 39-				
	Poll		*		-		-5	*			
	Total	5,34,251		(4.)	-		2.82				
Public-	E-Voting	, and	*	-	•	~	. 46.	*			
Institutions	Poll		-		-	-	\max.	×.			
	Total			-	ÁN.	*		*			
Public- Non Institutions	E-Yoting	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	*			

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 RAJES

RAJESHGUPTA

Countersigned

For Sudha Apparels Ltd.

rang secretary

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

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