

**1<sup>st</sup> October, 2015**

**THE CALCUTTA STOCK EXCHANGE LIMITED**

Listing Department  
7<sup>TH</sup> Lyons Range,  
Kolkata - 700 001

**Stock Code: SUDHA APPARELS**  
**Scrip ID : 10029405**

**Sub: Disclosure of Voting Results pursuant to Clause 35A of the Listing Agreement.**

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, we wish to inform that at the 34<sup>th</sup> Annual General Meeting of the Shareholders of the Company which was held on 30<sup>th</sup> September, 2015 at the Registered Office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8<sup>th</sup> 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

### Details of Voting Results

Sr. No.	Description	Particulars
A	Date of A.G.M.	30 <sup>th</sup> September, 2015
B	Total No. of Shareholder on cut-off date for e-voting-23.09.2015	76
C	No. of shareholders present in the meeting either in person or through proxy:	8
	(1)Promoters and Promoters Group	1
	(2)Public	7
D	No. of shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was made available

**Resolution wise details of voting (including votes by ballot paper and remote e-voting) are as under:**

**Resolution No. 1: Adoption of the**

**(a) the Audited financial statement for the year ended 31st March, 2015 together with the Reports of Directors and Auditors thereon; and**

**(b) the Audited Consolidated financial statement for the year ended 31st March, 2015 together with the Report of Auditors thereon;**

**(Ordinary Resolution)**

Promoter/ Public	No. of shares held	No. of shares polled	% of votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No of votes in favour	No of votes against	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	534251	107416	20.11	107416	-	100	-
Public Institution al holders	-	-	-	-	-	-	-
Public – Others	192761	144961	75.20	144961	-	100	-
<b>Total</b>	<b>727012</b>	<b>252377</b>	<b>34.71</b>	<b>252377</b>	<b>-</b>	<b>100</b>	<b>-</b>



**Resolution No. 2: Appointment of Shri Mangat Ram Garg (DIN: 00449709), who retires by rotation (Ordinary Resolution)**

Promoter/ Public	No. of shares held	No. of shares polled	% of votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No of votes in favour	No of votes against	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	534251	107416	20.11	107416	-	100	-
Public Institution al holders	-	-	-	-	-	-	-
Public – Others	192761	144961	75.20	144961	-	100	-
<b>Total</b>	<b>727012</b>	<b>252377</b>	<b>34.71</b>	<b>252377</b>	<b>-</b>	<b>100</b>	<b>-</b>

**Resolution No. 3: Appointment of M/s. Khandelwal Prajapati & Co., Chartered Accountants (Firm Registration No. 313154E) as Auditors of the Company. (Ordinary Resolution)**

Promoter/ Public	No. of shares held	No. of shares polled	% of votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No of votes in favour	No of votes against	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	534251	107416	20.11	107416	-	100	-
Public Institution al holders	-	-	-	-	-	-	-
Public – Others	192761	144961	75.20	144961	-	100	-
<b>Total</b>	<b>727012</b>	<b>252377</b>	<b>34.71</b>	<b>252377</b>	<b>-</b>	<b>100</b>	<b>-</b>



**Resolution No. 4: Approval of related party transaction(s) with Sigma Infrastructure Private Limited  
(Special Resolution)**

Promoter/ Public	No. of shares held  (1)	No. of shares polled  (2)	% of votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No of votes in favour  (4)	No of votes against  (5)	% of votes in favour on votes polled  (6)=[(4)/ (2)]*100	% of votes against on votes polled  (7)=[(5)/ (2)]*100
Promoter and Promoter Group	534251	107416	20.11	107416	-	100	-
Public Institution al holders	-	-	-	-	-	-	-
Public – Others	192761	74961	38.89	74961	-	100	-
<b>Total</b>	<b>727012</b>	<b>182377</b>	<b>25.09</b>	<b>182377</b>	<b>-</b>	<b>100</b>	<b>-</b>

**All the aforesaid resolutions were passed with requisite majority.**

**This may also be considered as compliance of clause 31(d) of the Listing Agreement**



**SANDEEP AGARWAL**

Chartered Accountant



To,  
Chairman  
**Sudha Apparels Ltd.**  
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 remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Sudha Apparels Ltd. held on Wednesday, September 30, 2015 at 11.30 a.m.

I, Sandeep Aggarwal, Chartered Accountant, had been appointed as the Scrutinizer by the Board of Directors of **Sudha Apparels Ltd.** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of **Sudha Apparels Ltd.** held on Wednesday, 30<sup>th</sup> September, 2015 at 11.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on 30<sup>th</sup> September, 2015. The Notice dated 10<sup>th</sup> August, 2015 were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting by ballot papers to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of 23<sup>rd</sup> September, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Sunday, 27<sup>th</sup> September, 2015 at 09:00 a.m. (IST) and ended on Tuesday, 29<sup>th</sup> September, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

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

*S. Aggarwal*

Contact No. (033)2230-2329/4005-4218  
e-mail- rashmico@icai.org

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited(NSDL) e-voting system. I now submit my consolidated Report as under on the result of the remote e- voting/ and voting through Ballot Papers at the meeting in respect of the said Resolutions.

**Resolution 1: Ordinary Resolution**

Adoption of the

- (a) Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon;  
 (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Auditors thereon;

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	2,52,377	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(ii) Invalid Votes:-

Number of members whose votes were declared	Number of votes cast by them
Nil	Nil

<b>Result: May be considered passed with requisite majority</b>
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**Resolution 2: Ordinary Resolution**

Re-appointment of Shri Mangat Ram Gargas Director who retires by rotation

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	2,52,377	100%



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(ii) Invalid Votes:

Number of members whose votes were declared	Number of votes cast by them
Nil	Nil
<b>Result: May be considered passed with requisite majority</b>	

**Resolution 3: Ordinary Resolution**

Appointment of Auditors and fixing their remuneration

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	2,52,377	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(ii) Invalid Votes:

Number of members whose votes were declared	Number of votes cast by them
Nil	Nil
<b>Result: May be considered passed with requisite majority</b>	

**Resolution 4: Special Resolution**

Approval of related party transactions with Sigma Infrastructure Pvt. Limited

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	1,82,377	100%

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2, Lal Bazar Street  
Kolkata 700001

*S. Agarwal*

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e-mail- rashmico@icai.org

**SANDEEP AGARWAL**

Chartered Accountant



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(ii) Invalid Votes:

Number of members whose votes were declared	Number of votes cast by them
Nil	Nil

**Result: May be considered passed with requisite majority**

Thanking you,

Yours faithfully,

*Sandeep Agarwal*  
(Sandeep Agarwal)

Chartered Accountant

Membership No. 065643

Place: Kolkata

Date: 01.10.2015

For Sudha Apparels Limited

Company Secretary  
**RAJESH GUPTA**  
FCS-4870

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

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