

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**

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)			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;					
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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		93,099	59.30	93,099	-	100	-
	Total		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 2:

Resolution required: (Ordinary/Special)			To re-appoint Shri Mangat Ram Garg 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		93,099	59.30	93,099	-	100	-
	Total		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 Sunil 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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-



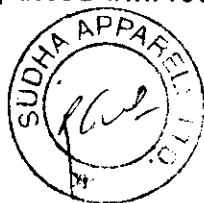
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		93,099	59.30	93,099	-	100	-
	Total	1,57,000	1,29,099	82.23	1,29,099	-	100	-
Total		7,27,012	2,72,276	37.45	2,72,276	-	100	-

All the aforesaid resolutions were passed with requisite majority.

Resolution 4:

Resolution required: (Ordinary/Special)			To appoint Shri Sunil Gautam as Whole-time 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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		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	-

All the aforesaid resolutions were passed with requisite majority.



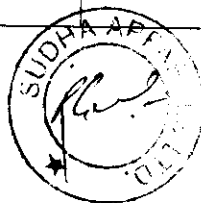
Resolution 5:

Resolution required: (Ordinary/Special)			To appoint Ms. Roma Kumar as Independent 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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		93,099	59.30	93,099	-	100	-
	Total		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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
	E-Voting		-	-	-	-	-	-



Public-Institutions	Poll	-	-	-	-	-	-	-
	Total							
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		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	-

All the aforesaid resolutions were passed with requisite majority.

Resolution 7:

Resolution required: (Ordinary/Special)			To approve related party transactions with Pushpanjali Investrade Private 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	5,70,012	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	5,70,012	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		23,099	14.71	23,099	-	100	-
	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.



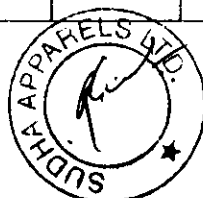
Resolution 8:

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			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	5,70,012	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		23,099	14.71	23,099	-	100	-
	Total		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:

Resolution required: (Ordinary/Special)			To approve related party transactions with Sigma Infrastructure Private 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	5,70,012	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
	E-Voting		-	-	-	-	-	-



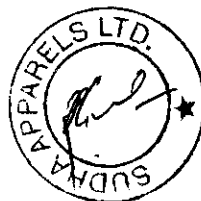
Public-Institutions	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll	-	23,099	14.71	23,099	-	100	-
	Total	1,57,000	59,099	37.64	59,099	-	100	-
Total		7,27,012	59,099	8.13	59,099	-	100	-

All the aforesaid resolutions were passed with requisite majority.

Resolution 10:

Resolution required: (Ordinary/Special) Whether promoter/promoter group are interested in the agenda/resolution			To approve related party transactions with Crishpark Vincom Limited 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	5,70,012	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		23,099	14.71	23,099	-	100	-
	Total		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 11:

Resolution required: (Ordinary/Special)			To alter Clause III 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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		93,099	59.30	93,099	-	100	-
	Total		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 required: (Ordinary/Special)			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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
	E-Voting		-	-	-	-	-	-



Public-Institutions	Poll	-	-	-	-	-	-	-
	Total			-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		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	-

All the aforesaid resolutions were passed with requisite majority.

Resolution 13:

Resolution required: (Ordinary/Special)			To adopt new set of Articles 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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		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	-

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, 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.
3. The Notice of 38th AGM dated 8th August, 2019 was emailed to the members on 3rd September, 2019 and sent through courier on 3rd September, 2019. The said notice was dispatched on the basis of Register of Members and list of beneficiaries as provided by the depositories as on 23rd August, 2019.

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



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



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.
5. The shareholders of the Company holding shares as on the "cut-off" date of 20th September, 2019 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, 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.
7. 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/Special)		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;						
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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total	5,70,012	1,43,177	25.12	1,43,177	-	100	-

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Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	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	-
Total		7,27,012	2,72,276	37.45	2,72,276	-	100	-

Resolution 2:

Resolution required: (Ordinary/Special)			To re-appoint Shri Mangat Ram Garg 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
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	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	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	-
Total		7,27,012	2,72,276	37.45	2,72,276	-	100	-

Resolution 3:

Resolution required: (Ordinary/Special)	To appoint Shri Sunil Gautam as Director of the Company
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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
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Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		93,099	59.30	93,099	-	100	-
	Total		1,29,099	82.23	1,29,099	-	100	-
Total		7,27,012	2,72,276	37.45	2,72,276	-	100	-

Resolution 4:

Resolution required: (Ordinary/Special)			To appoint Shri Sunil Gautam as Whole-time 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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-

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	Total			-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		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 required: (Ordinary/Special)			To appoint Ms. Rama Kumar as Independent 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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total	5,70,012	1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		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 6:

Resolution required: (Ordinary/Special)			To issue Bonus Shares					
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	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 and Promoter Group	E-Voting	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total	5,70,012	1,43,177	25.12	1,43,177	-	100	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		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	-

Resolution7:

Resolution required: (Ordinary/Special)			To approve related party transactions with Pushpanjali Investrade Private 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	5,70,012	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	5,70,012	-	-	-	-	-	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		23,099	14.71	23,099	-	100	-

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Institutions	Total	1,57,000	59,099	37.64	59,099	-	100	-
Total		7,27,012	59,099	8.13	59,099	-	100	-

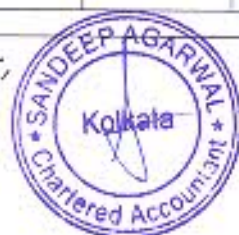
Resolution8:

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			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	5,70,012	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		23,099	14.71	23,099	-	100	-
	Total		59,099	37.64	59,099	-	100	-
Total		7,27,012	59,099	8.13	59,099	-	100	-

Resolution9:

Resolution required: (Ordinary/Special)			To approve related party transactions with Sigma Infrastructure Private 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	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 and Promoter Group	E-Voting	5,70,012	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	5,70,012	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		23,099	14.71	23,099	-	100	-
	Total	1,57,000	59,099	37.64	59,099	-	100	-
Total		7,27,012	59,099	8.13	59,099	-	100	-

Resolution10:

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	5,70,012	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	5,70,012	-	-	-	-	-	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		23,099	14.71	23,099	-	100	-
	Total	1,57,000	59,099	37.64	59,099	-	100	-
Total		7,27,012	59,099	8.13	59,099	-	100	-

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Resolution 11:

Resolution required: (Ordinary/Special)			To alter Clause III 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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		93,099	59.30	93,099	-	100	-
	Total		1,29,099	82.23	1,29,099	-	100	-
Total		7,27,012	2,72,276	37.45	2,72,276	-	100	-

Resolution 12:

Resolution required: (Ordinary/Special)			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 outstanding shares	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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Promoter and Promoter Group	E-Voting	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total	5,70,012	1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		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 13:

Resolution required: (Ordinary/Special)			To adopt new set of Articles 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 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	5,70,012	-	-	-	-	-	-
	Poll		1,43,177	25.12	1,43,177	-	100	-
	Total	5,70,012	1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	36,000	22.93	36,000	-	100	-
	Poll		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	-

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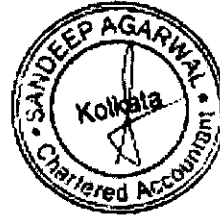
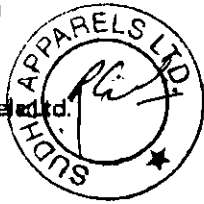
SANDEEP AGARWAL
Chartered Accountants



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 Apparels Ltd.



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

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