

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

21st December, 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 Extra- Ordinary General Meeting (EGM) of the Shareholders of the Company, which was held on 20th December, 2019 at Jindal Corporate Centre, Plot No. 30, Institutional Sector 44, Gurugram- 122003, Haryana, the item of the business contained in the notice was considered and approved by the shareholders.

The details of the voting results along with Scrutinizer Report 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 EGM	20 th December, 2019
Book Closure Date	NIL
Total No. of Shareholders on record date (Cut-off date for voting- 13-12-2019)	55
No. of shareholders present in the meeting either in person or through proxy:	10
Promoters and Promoters Group	2
Public	8
No. of shareholders attended the meeting through Video Conferencing	Not Applicable

AGENDA WISE DISCLOSURE

Resolution 1:

Resolution required: (Ordinary/Special)		To appoint M/s. Kanodia Sanyal & Associates, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Bidasaria & Associates, and fix their remuneration.						
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	1,43,177	25.12	1,43,177	-	100	-
	Poll		-	-	-	-	-	-
	Total		1,43,177	25.12	1,43,177	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	1,57,000	1,06,000	67.52	1,06,000	-	100	-
	Poll		10	0.00	10	-	100	-
	Total		1,06,010	67.52	1,06,000	-	100	-
Total		7,27,012	2,49,187	34.28	2,49,187	-	100	-





PUNEET & ASSOCIATES

Company Secretaries

G-92, Vardhman Grand Plaza, Mangalam Place, Sector - 3, Rohini, New Delhi - 110085

To
The Chairman
SUDHA APPARELS LIMITED
Plot No. 30, Institutional Sector-44
Gurugram, Haryana- 122003

Dear Sir

Subject: Consolidated Scrutinizer's Report on e-voting and voting by Ballot conducted at the Extra-Ordinary General Meeting (EGM) of SUDHA APPARELS LIMITED held on Friday, the 20th day of December, 2019 at 11.30 A.M. at Jindal Corporate Centre, Plot No. 30, Institutional Sector-44, Gurugram-122003, Haryana.

1. I, Puneet, Proprietor of PUNEET AND ASSOCIATES, Practicing Company Secretary, was appointed as the Scrutinizer by the Board of Directors of SUDHA APPARELS LIMITED (the Company) in its meeting held on 15th October, 2019 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") and by use of polling papers at the meeting on the resolution contained in Notice dated 15th October, 2019 calling the Extra-Ordinary General Meeting. The Extra-ordinary General Meeting was convened on Friday, the 20th day of December, 2019 at 11.30 A.M. at Jindal Corporate Centre, Plot No. 30, Institutional Sector-44, Gurugram-122003, Haryana. The said appointment as Scrutinizer is pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with) read with Rule 20 and 21 of The Companies (Management and Administration) Rules, 2014 as amended.
2. The Notice dated October 15, 2019 along with statement setting out material facts under Section 102 of the Act, as confirmed by the Company, were sent to the members in respect of the below mentioned resolution proposed at the EGM. The notice was emailed to the members on 13th November, 2019 and sent through courier on 13th November, 2019. The said notice was dispatched on the basis of Register of Members and list of beneficiaries as provided by the depositories as on 8th November, 2019
3. 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 EGM and providing e-voting facility in the English newspaper "Financial Express" and Bengali Newspaper "Sukhabar" on 15th November, 2019.
4. The shareholders of the Company holding shares as on the "cut-off" date of 13th December, 2019 were entitled to vote on the resolutions as contained in the Notice of the Extra- Ordinary General Meeting.

E-mail: puneetandassociates@gmail.com Mobile No.: +91-9899429978. Telephone: 011-47027248.

5. The shareholders of the Company holding shares as on the "cut-off" date of 13th December, 2019 were entitled to vote on the resolutions as contained in the Notice of the Extra- Ordinary General Meeting.
6. The voting period for e-voting commenced on Tuesday, December 17, 2019 at 9.00 a.m. (IST) and ended on Thursday, December 19, 2019 at 5.00 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 Extra- Ordinary General Meeting held on 20th December, 2019 to the members present, who did not vote through remote e-voting facility.
7. After the closure of the voting at the EGM, 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 Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice of Extra- Ordinary General Meeting of the Company.
9. My responsibility as scrutinizer for the remote e-voting process and poll conducted at the Extra- Ordinary General Meeting is restricted to making 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 EGM.
10. I now submit my consolidated Report as under on the result of the e-voting and voting through ballot at the EGM in respect of the said resolutions.

RESOLUTION NO. 1:

To appoint M/s. Kanodia Sanyal & Associates, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Bidasaria & Associates, and fix their remuneration. (Ordinary Resolution).



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	570012	143177	25.12	143177	-	100	-
	Poll		-	-	-	-	-	-
	Total	570012	143177	25.12	143177	-	100	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	157000	106000	67.52	106000	-	100	-
	Poll		10	0.00	10	-	100	-
	Total	157000	106010	67.52	106000	-	100	-
Total		727012	249187	34.28	249187	-	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.

Thanking You
Yours Faithfully

For PUNEET AND ASSOCIATES
Company Secretaries



(PUNEET)
Proprietor

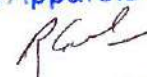
FCS 9056; COP 10597

G-92, Vardhman Grand Plaza, Manglam
Place, Sector 3, Rohini, Delhi - 110085

Place: Gurugram
Dated: December 21, 2019

Countersigned
For Sudha Apparels Ltd.

For Sudha Apparels Limited


Company Secretary