

04th October, 2021

**The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700001**

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

Sub: VOTING RESULTS AND SCRUTINIZER'S REPORT OF THE 40th ANNUAL GENERAL MEETING AS PER REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015

This is to inform that the Annual General Meeting of the Company was held on Thursday, 30th September, 2021 at 11:30 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Please find the enclosed following disclosures pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 pertaining to the said Annual General Meeting.

1. Scrutinizer's Report
2. Voting Results of the AGM

Submitted for your information and record.

Thanking You,

Yours Faithfully,

For **SUDHA APPARELS LIMITED**



**RAJESH GUPTA
COMPANY SECRETARY**



CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairperson
Annual General Meeting of the Equity Shareholders of
Sudha Apparels Limited
Held on September 30, 2021 at 11:30 A.M

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of 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 and e-voting for the AGM through video conferencing ('VC') / other audio-visual means ('OAVM') without physical presence of the members at the AGM Venue.

I, **Ajit Kumar Mishra**, Proprietor of **Ajit Mishra & Associates**, Practicing Company Secretary, had been appointed as a Scrutinizer by the Board of Directors of **Sudha Apparels Limited** ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing remote e-voting and e-voting at the AGM in respect of resolution(s) as set out in the Notice dated **August 12, 2021** for the AGM held on **September 30, 2021** through VC / OAVM without physical presence of the members at the AGM Venue in compliance with MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular"). The deemed venue of the AGM had been the Registered Office of the Company at **2/5, Sarat Bose Road, Sukh Sagar, Flat No 8A, 8th Floor, Kolkata-700020, West Bengal, India.**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI relating to conducting of AGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of AGM of the Equity Shareholders of the Company.

My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "**in favour**" or "**against**" the resolutions stated below, based on the reports

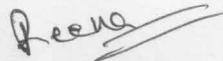
generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the AGM through VC/OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC/OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC/OAVM offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
2. In line with MCA Circulars and SEBI Circular, the Notice calling the AGM had been uploaded on the website of the company on **September 8, 2021** and on the website of NSDL at www.evoting.nsdl.com.
3. The Annual Report along with the Notice of AGM were sent on **Wednesday, September 8, 2021** by the electronic mode to those members whose e-mail addresses were registered with the Company or Depository Participant(s) pursuant to applicable circulars.
4. The shareholders holding shares as on the "cut off" date i.e. **September 23, 2021** were entitled to vote on the proposed resolution(s) item no. **1 to 4** as set out in the Notice of the **40th AGM** of the Company by remote e-voting or e-voting at AGM through VC/OAVM.
5. The remote e-voting period remained open from **September 27, 2021 to September 29, 2021**.
6. At the AGM, the Chairman announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC/OAVM and who did not participate in the remote e-voting to cast their votes.
7. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on **Thursday, September 30, 2021 at 12.15 p.m.** in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Sarika)

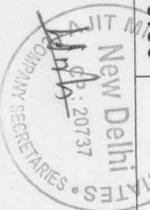


(Reena Yadav)



The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each resolution are given hereunder:

Resolution required: (Ordinary/Special)		Resolution No.1: Adoption of the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2021, together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution)									
Whether promoter/promoter group are interested in the agenda/resolution		No									
Category	Mode of Voting	No. of shares held by total members on record date (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	Remote E-Voting	570012	393450	69.02	393450	0	100.00	0.00			
	E-voting at the AGM		0	0	0	0	0	0			
	Total	570012	393450	69.02	393450	0	100.00	0.00			
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0			
	E-voting at the AGM		0	0	0	0	0	0			
	Total	0	0	0	0	0	0	0			
Public-Non Institutions	Remote E-Voting	157000	129096	82.23	129096	0	100.00	0.00			
	E-voting at the AGM		0	0	0	0	0	0			
	Total	157000	129096	82.23	129096	0	100.00	0.00			
Total		727012	522546	71.87	522546	0	100.00	0.00			



Note: 62,800 Equity shares allotted to non-promoter/public shareholders as bonus shares are yet to be credited to shareholders' demat account as the requisite approval from NDSL/CDSL/Calcutta Stock Exchange is yet to be received.

Number of Members voted on the Resolution	
In Favour	18
Against	0
Total	18

Invalid votes – Nil

Result – The resolution is passed with requisite majority

Resolution required: (Ordinary/Special)		Resolution No.2: Appointment of Shri Sunil Gautam, (DIN-08125576) as Director, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)									
Whether promoter/promoter group are interested in the agenda/resolution		NO									
Category	Mode of Voting	No. of shares held by total members on record date (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	Remote E-Voting	570012	393450	69.02	393450	0	100.00	0	0.00		
	E-voting at the AGM		0	0	0	0	0	0	0		
	Total	570012	393450	69.02	393450	0	100.00	0	0.00		
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0	0		



Public-Non Institutions	E-voting at the AGM		0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0	0.00
Remote E-Voting		157000	129096	82.23	129096	0	100.00			
	Total	157000	129096	82.23	129096	0	100.00			0.00
E-voting at the AGM			0	0	0	0	0	0	0	0
	Total	157000	129096	82.23	129096	0	100.00			0.00
Total		727012	522546	71.87	522546	0	100.00			0.00

Note: 62,800 Equity shares allotted to non-promoter/public shareholders as bonus shares are yet to be credited to shareholders' demat account as the requisite approval from NDSL/CDSL/Calcutta Stock Exchange is yet to be received.

Number of Memembs voted on the Resolution	
In Favour	18
Against	0
Total	18

Invalid votes – Nil

Result – The resolution is passed with requisite majority



Resolution required: (Ordinary/Special)			Resolution No.3: Approval for related party transactions with Pushpanjali Investrade Private Limited for providing loan (Ordinary Resolution)						
Whether promoter/promoter group are interested in the agenda/resolution			Yes						
Category	Mode of Voting	No. of shares held by total members on record date (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	Remote E-Voting	570012	0	0	0	0	0	0.00	
	E-voting at the AGM		0	0	0	0	0	0	
	Total	570012	0	0	0	0	0	0	
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0	
	E-voting at the AGM		0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public-Non Institutions	Remote E-Voting	157000	59096	37.64	59096	0	100.00	0.00	
	E-voting at the AGM		0	0	0	0	0	0	
	Total	157000	59096	37.64	59096	0	100.00	0.00	
Total		727012	59096	8.13	59096	0	100.00	0.00	

Note: 62,800 Equity shares allotted to non-promoter/public shareholders as bonus shares are yet to be credited to shareholders' demat account as the requisite approval from NDSL/CDSL/Calcutta Stock Exchange is yet to be received.



Number of Mememrs voted on the Resolution	
In Favour	12
Against	0
Total	12

Invalid votes – 393450 (Voted by 5 Members)

Result – The resolution is passed with requisite majority

Resolution required: (Ordinary/Special)		Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution)						
Whether promoter/promoter group are interested in the agenda/resolution		Yes						
Category	Mode of Voting	No. of shares held by total members on record date (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	Remote E-Voting	570012	0	0	0	0	0	0
	E-voting at the AGM		0	0	0	0	0	0
	Total	570012	0	0	0	0	0	0
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0
	E-voting at the AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0



Public-Non Institutions	Remote E-Voting	157000	59096	37.64	59096	0	100.00	0.00
	E-voting at the AGM		0	0	0	0	0	0
Total		157000	59096	37.64	59096	0	100.00	0.00
Total		727012	59096	8.13	59096	0	100.00	0.00

Note: 62,800 Equity shares allotted to non-promoter/public shareholders as bonus shares are yet to be credited to shareholders' demat account as the requisite approval from NDSL/CDSL/Calcutta Stock Exchange is yet to be received.

Number of Memembs voted on the Resolution	
In Favour	12
Against	0
Total	12

Invalid votes – 393450 (Voted by 5 Members)

Result – The resolution is passed with requisite majority



8. The electronic data and other relevant records related to remote e-voting and e-voting at AGM through VC/OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,
For Ajit Mishra & Associates
(Company Secretaries)

(Ajit K Mishra)
FCS: 9703 CP: 20737

UDIN : F009703C001067353

Place : New Delhi
Date : 01st October, 2021



Counter-signed by:
For Sudha Apparels Limited
[Signature]
Chairperson/Authorised Signatory)

Date of the AGM	30th September, 2021
Total number of shareholders on record date (23.09.2021)	56
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	11 2 9

Resolution required: (Ordinary/Special)		Resolution No.1: Adoption of the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2021, together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution)						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held by total members on record date (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	Remote E-Voting	570012	393450	69.02	393450	0	100.00	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	570012	393450	69.02	393450	0	100.00	0.00
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0
	E- voting at the AGM		0	0	0	0	0	0



	Total	0	0	0	0	0	0	0
Public-Non Institutions	Remote E-Voting	157000	129096	82.23	129096	0	100.00	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	157000	129096	82.23	129096	0	100.00	0.00
Total		727012	522546	71.87	522546	0	100.00	0.00

Note: 62,800 Equity shares allotted to non-promoter/public shareholders as bonus shares are yet to be credited to shareholders' demat account as the requisite approval from NDSL/CDSL/Calcutta Stock Exchange is yet to be received.

Number of Members voted on the Resolution	
In Favour	18
Against	0
Total	18

Invalid votes – Nil

Result – The resolution is passed with requisite majority

Resolution required: (Ordinary/Special)			Resolution No.2: Appointment of Shri Sunil Gautam, (DIN-08125576) as Director, who retires by rotation, offers himself for re-appointment (Ordinary Resolution)					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held by total members on record date	No. of votes polled (2)	% of Votes Polled on outstanding 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

		(1)						
Promoter and Promoter Group	Remote E-Voting	570012	393450	69.02	393450	0	100.00	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	570012	393450	69.02	393450	0	100.00	0.00
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0
	E- voting at the AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	Remote E-Voting	157000	129096	82.23	129096	0	100.00	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	157000	129096	82.23	129096	0	100.00	0.00
Total		727012	522546	71.87	522546	0	100.00	0.00

Note: 62,800 Equity shares allotted to non-promoter/public shareholders as bonus shares are yet to be credited to shareholders' demat account as the requisite approval from NDSL/CDSL/Calcutta Stock Exchange is yet to be received.

Number of Members voted on the Resolution	
In Favour	18
Against	0
Total	18

Invalid votes – Nil

Result – The resolution is passed with requisite majority



Resolution required: (Ordinary/Special)			Resolution No.3: Approval for related party transactions with Pushpanjali Investrade Private Limited for providing loan (Ordinary Resolution)					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held by total members on record date (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	Remote E-Voting	570012	0	0	0	0	0	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	570012	0	0	0	0	0	0.00
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0
	E- voting at the AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	Remote E-Voting	157000	59096	37.64	59096	0	100.00	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	157000	59096	37.64	59096	0	100.00	0.00
Total		727012	59096	8.12	59096	0	100.00	0.00

Note: 62,800 Equity shares allotted to non-promoter/public shareholders as bonus shares are yet to be credited to shareholders' demat account as the requisite approval from NDSL/CDSL/Calcutta Stock Exchange is yet to be received.

Number of Members voted on the Resolution	
In Favour	17
Against	0
Total	17

Invalid votes – 393450

Result – The resolution is passed with requisite majority

Resolution required: (Ordinary/Special)		Resolution No.4: Approval for related party transactions with Gautam Fin-Invest Private limited for providing loan (Ordinary Resolution)						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held by total members on record date (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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	Remote E-Voting	570012	0	0	0	0	0	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	570012	0	0	0	0	0	0.00
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0

	E- voting at the AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	Remote E-Voting	157000	59096	37.64	59096	0	100.00	0.00
	E- voting at the AGM		0	0	0	0	0	0
	Total	157000	59096	37.64	59096	0	100.00	0.00
Total		727012	59096	8.12	59096	0	100.00	0.00

Note: 62,800 Equity shares allotted to non-promoter/public shareholders as bonus shares are yet to be credited to shareholders' demat account as the requisite approval from NDSL/CDSL/Calcutta Stock Exchange is yet to be received.

Number of Members voted on the Resolution	
In Favour	17
Against	0
Total	17

Invalid votes – 393450

Result – The resolution is passed with requisite majority

