



# S.P.APPARELS LTD.

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Web : www.s-p-apparels.com CIN No.: L18101TZ2005PLC012295



04<sup>th</sup> September, 2020

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

National Stock Exchange of India Limited  
'Exchange Plaza',  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400 051.

**Scrip Code: 540048**

**Symbol: SPAL**

Dear Sirs,

**Sub: Intimation of Date of 15<sup>th</sup> Annual General Meeting (AGM) & Submission of 15<sup>th</sup> AGM Notice and its Related Information**

Pursuant to Regulation 30 and Schedule III of SEBI (LODR) Regulations, 2015, we inform you the following:

The Notice of 15<sup>th</sup> Annual General Meeting of S.P. Apparels Limited scheduled to be held on Monday, 28<sup>th</sup> September, 2020 on 04.00 P.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OVAM”), containing the business to be transacted thereat, is attached herewith.

Pursuant to Provisions of the Companies Act 2013 and SEBI (LODR) Regulations, 2015 it is informed that the Company fixed the following dates in connection with the ensuing 15<sup>th</sup> AGM:

Security Code	Type of Security	Book Closure From - To	Cut-off Date	Purpose
BSE – 540048 NSE - SPAL	Equity	Tuesday, 22 <sup>nd</sup> September 2020 to Monday, 28 <sup>th</sup> September 2020	21.09.2020	15 <sup>th</sup> Annual General Meeting scheduled to be held on 28 <sup>th</sup> September, 2020.

Kindly take the above information on record.

Thanking You,

For S.P.Apparels Limited,

**K.Vinodhini**  
Company Secretary and Compliance Officer

## NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Shareholders of the Company will be held on Monday, the 28th day of September, 2020 at 04.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone & Consolidated Audited Financial Statements including Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of changes in Equity for the financial year ended 31st March, 2020, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr.S.Chenduran (DIN: 03173269) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee, Mr.A.S.Anandkumar (DIN : 00058292), who has given his consent for re-appointment and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of Listing Regulations, as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing him candidature for the office

of Director, be and is hereby re-appointed as an Independent Director of the Company for the second term of 5(five) consecutive years effective from 13th November 2020, and whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to continue the Directorship of Mr.A.S.Anandkumar (DIN : 00058292) who will attain the age of 75 (seventy five) years on 10th July 2022, as an Independent Director of the Company till the expiry of his term of office.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all necessary acts and take all such Steps as may be necessary, proper or expedient to give effect to this resolution.

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to re-appoint Mr.P.Sundararajan (DIN: 00003380) as Chairman and Managing Director of the Company for a period of 5 (five) years and payment of remuneration for a period of 3 years with effect from 21st November 2020 on the following terms and conditions, as recommended and approved by the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on 2nd September, 2020;

**Salary :** 10,00,000/- (Rupees Ten Lakhs only) per month plus other employee benefits of the Company.

**Commission on net profits :** Not exceeding 1 (one) percent of net profits in an accounting year of the Company subject to availability of profit.

### Perquisites :

In addition to the salary and commission, the Chairman and

Managing Director shall also be entitled to the following perquisites and benefits:

- (a) Company maintained car with driver for official and personal use
- (b) Free landline telephone/ broadband facility at residence and mobile telephone facility.
- (c) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the rules of the Company.
- (d) Leave and encashment of unavailed leave as per the rules of the Company.
- (e) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Mr.P.Sundararajan (DIN: 00003380) Chairman and Managing Director, as specified in Schedule V of the Companies Act, 2013 (as amended).

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Mr.P.Sundararajan (DIN: 00003380) Chairman and Managing Director, as it may deem fit, proper and necessary, subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Mr.P.Sundararajan (DIN: 00003380) shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to re-appoint Mrs.S.Latha (DIN: 00003388) as Executive Director of the Company for a further period of 5 (five) years and payment of remuneration for a period of 3 years with effect from 16th August 2021 on the following terms and conditions, as recommended and approved by the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on 2nd September, 2020 and shall be liable to retire by rotation;

**Salary :** 6,00,000/- (Rupees Six Lakhs only) per month plus other employee benefits of the Company.

**Commission on net profits :** Not exceeding 1 (one) percent of net profits in an accounting year of the Company subject to availability of profit.

**Perquisites :**

In addition to the salary and commission, the Executive Director shall also be entitled to the following perquisites and benefits:

- (a) Company maintained car with driver for official and personal use
- (b) Free landline telephone/ broadband facility at residence and mobile telephone facility.
- (c) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the rules of the Company.
- (d) Leave and encashment of unavailed leave as per the rules of the Company.
- (e) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Mrs.S.Latha (DIN: 00003388) Executive Director, as specified in Schedule V of the Companies Act, 2013 (as amended).

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be and are hereby authorized to alter

and vary the terms of re-appointment and/or remuneration payable to Mrs.S.Latha (DIN: 00003388) Executive Director, as it may deem fit, proper and necessary, subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Mrs.S.Latha (DIN: 00003388) Executive Director shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee, Mr.C. R. Rajagopal (DIN : 08853688), who was appointed as an additional director at the meeting of the board of directors of the company held on 2nd September, 2020 and who has given his consent for appointment as an independent director of the company and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of Listing Regulations, as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Director,

be and is hereby appointed as an Independent Director of the Company for a term of 5(five) consecutive years effective from 2nd September 2020, and whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all necessary acts and take all such Steps as may be necessary, proper or expedient to give effect to this resolution.

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee, Mrs. H. Lakshmi Priya (DIN : 08858643), who was appointed as an additional director at the meeting of the board of directors of the company held on 2nd September, 2020 and who has given her consent for appointment as an independent director (woman director) of the company and has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of Listing Regulations, as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5(five) consecutive years effective from 2nd September 2020, and whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all necessary acts and take all such Steps as may be necessary, proper or expedient to give effect to this resolution.

**STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 3**

Mr.A.S.Anand Kumar (DIN : 00058292) was appointed as an Independent Director of the Company for a period of 5 consecutive years effective from 13th November, 2015 and accordingly, the tenure of her office as an Independent Director expires on 12th November, 2020. In accordance with Section 149(10) of the Companies Act, 2013 read with Rule 3 and 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendation of the Nomination and Remuneration Committee and on the basis of the outcome of the performance evaluation and being eligible for re-appointment for the second term on passing of a special resolution, the Board of Directors, at their meeting held on 2nd September, 2020, has approved the re-appointment of Mr.A.S.Anand Kumar (DIN : 00058292) as an Independent Director of the Company for a further period of 5 (five) consecutive years with effect from 13th November, 2020, subject to the approval of the members of the Company by means of passing a special resolution.

Mr.A.S.Anand Kumar (DIN : 00058292), being the appointee Independent Director, have expressed his consent for re-appointment and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides that “no listed Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect”. Accordingly, Mr.A.S.Anand Kumar will attain the age of 75 years on 10th July 2022 and hence,

continuation of his directorship beyond the age of 75 years requires the approval of members by way of a special resolution.

Considering his knowledge, qualification, skills and experience and the outcome of the performance evaluation, the Board of Directors is of the opinion that his continued association would be highly beneficial to the Company. In the opinion of the Board, Mr.A.S.Anand Kumar (DIN : 00058292) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

During the tenure of appointment, Mr.A.S.Anand Kumar (DIN : 00058292) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director.

Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No.3 of this notice, for the approval of the members.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his re-appointment is available for inspection by the Members electronically on the Company’s website ([www.spapparels.com](http://www.spapparels.com)) and also at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

Except Mr.A.S.Anand Kumar (DIN : 00058292), being the appointee Independent Director, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.3.

**Item No: 4**

Mr.P.Sundararajan (DIN: 00003380) was re-appointed as the Chairman and Managing Director of the Company for a period of 5 years with effect from 21st November, 2015 and accordingly, the tenure of his office as the Chairman and

Managing Director of the Company expires on 20th November, 2020. In accordance with the provisions of Section 196 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 2nd September, 2020, has approved the re-appointment of Mr.P.Sundararajan (DIN: 00003380) as the Chairman and Managing Director for a further period of 5 years on such remuneration for a period of 3 years with effect from 21st November 2020 on the terms and conditions as set out under Item No.4 of this notice, subject to the approval of the members of the Company.

Mr.P.Sundararajan (DIN: 00003380) is one of the Promoters of the Company and has been serving this Company for over a period of 15 years and considering his wide knowledge, qualification, expertise and experience in the field of Garmenting technology, the Board of Directors opines that his re-appointment as Chairman and Managing Director would be most beneficial to the Company.

Pursuant to Section 196(4) read with Schedule V of the Companies Act, 2013, the Special Resolution set out under Item No.4 of the Notice is being placed before the members for approval. Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No.4 of this notice, for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the re-appointment of Mr.P.Sundararajan (DIN: 00003380) as Chairman and Managing Director for a further period of 5 years with effect from 21st November 2020 and the payment of remuneration for a period of 3 years, as set out under Item No.4 of the Notice, are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as Memorandum required under the provisions of Section 190 of the Companies Act, 2013.

Except Mr.P.Sundararajan, the appointee Director and

Mrs.S.Latha, Executive Director and Mr.S.Chenduran, Director (Operations) being the relatives of appointee Director, none of the other Directors or Key Managerial Personnel of the Company or his relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in Item No. 4 of this notice.

#### **Item Nos: 5**

Mrs.S.Latha (DIN: 00003388) was re-appointed as Executive Director of the Company for a period of 5 years with effect from 16th August, 2016 and accordingly, the tenure of her office as Executive Director of the Company expires on 15th August, 2021. In accordance with the provisions of Section 196 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 2nd September, 2020, has approved the re-appointment of Mrs.S.Latha (DIN: 00003388) as Executive Director of the Company for a further period of 5 (five) years and payment of remuneration for a period of 3 years with effect from 16th August 2021 on the terms and conditions as set out under Item No.5 of this notice, subject to the approval of the members of the Company.

Mrs.S.Latha (DIN: 00003388) is one of the Promoters of the Company and has been serving this Company for over a period of 15 years and considering her wide knowledge, qualification, expertise and experience in the field of general administration, the Board of Directors opines that her re-appointment as Executive Director would be most beneficial to the Company.

Pursuant to Section 196(4) read with Schedule V of the Companies Act, 2013, the Special Resolution set out under Item No.5 of the Notice is being placed before the members for approval. Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No.5 of this notice, for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the re-appointment of Mrs.S.Latha (DIN: 00003388) as Executive Director of the Company for a further period of 5 (five) years with effect from 16th August 2021 and the payment of remuneration for a period of 3 years, as set out under Item No.5 of the Notice, are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as Memorandum required under the provisions of Section 190 of the Companies Act, 2013.

Except Mrs.S.Latha, the appointee Director and Mr.P.Sundararajan, Chairman and Managing Director and Mr.S.Chenduran, Director (Operations) being the relatives of appointee Director, none of the other Directors or Key Managerial Personnel of the Company or her relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in Item No.5 of this notice.

#### ITEM NO. 6

The board of directors of the company, pursuant to the recommendations of the nomination and remuneration committee, has appointed Mr.C.R.Rajagopal (DIN: 08853688) on 2nd September, 2020, as an additional director on the board of directors of the company, in terms of Section 161 of the Companies Act, 2013.

Mr.C.R.Rajagopal (DIN: 08853688), holds office up to the date of this annual general meeting pursuant to Section 161 of the Companies Act, 2013. The company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of independent director of the company.

The board of directors considers it in the interest of the company to appoint Mr. C.R.Rajagopal (DIN: 08853688) as an independent director of the company for a period of five consecutive years with effect from 2nd September , 2020.

Mr. C.R.Rajagopal (DIN: 08853688) , being the appointee Independent Director, have expressed his consent for appointment and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his

name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

In the opinion of the Board, Mr. C.R.Rajagopal (DIN: 08853688) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

During the tenure of appointment, Mr. C.R.Rajagopal (DIN: 08853688) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the Ordinary Resolution, as set out in Item No.6 of this notice, for the approval of the members.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members electronically on the Company's website (www.spapparels.com) and also at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

Except Mr. C.R.Rajagopal (DIN: 08853688) , being the appointee Independent Director, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.6.

#### ITEM NO. 7

The board of directors of the company, pursuant to the recommendations of the nomination and remuneration committee, has appointed Mrs. H. Lakshmi Priya (DIN: 08858643) on 2nd September, 2020, as an additional director (woman independent and non-executive) on the board of directors of the company, in terms of Section 161

of the Companies Act, 2013.

Mrs. H. Lakshmi Priya (DIN: 08858643), holds office up to the date of this annual general meeting pursuant to Section 161 of the Companies Act, 2013. The company has received notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of independent director of the company.

The board of directors considers it in the interest of the company to appoint Mrs. H. Lakshmi Priya as an independent director of the company for a period of five consecutive years with effect from 2nd September, 2020.

Mrs. H. Lakshmi Priya (DIN: 08858643), being the appointee Independent Director, have expressed her consent for appointment and has submitted necessary declaration to the effect that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that her name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

In the opinion of the Board, Mrs. H. Lakshmi Priya (DIN: 08858643) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

During the tenure of appointment, Mrs. H. Lakshmi Priya (DIN: 08858643) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the Ordinary Resolution, as set out in Item No.7 of this notice, for the approval of the members.

A copy of the draft letter for appointment of the Independent

Director setting out the terms and conditions of her appointment is available for inspection by the Members electronically on the Company's website (www.spapparels.com) and also at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

Except Mrs. H. Lakshmi Priya (DIN: 08858643), being the appointee Independent Director, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.7.

**Statement of Disclosures pursuant to Schedule V to the Companies Act, 2013 in relation to Item No. 4 and 5 above:**

**I. GENERAL INFORMATION**

**1. Nature of Industry**

Garments Industry

**2. Date or expected date of commencement of commercial production**

The company was incorporated on 18th November 2005 and commenced commercial production subsequently in the same year.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable

**4. Financial performance based on given indicators**

(₹ in Million)

Particulars	2019-20	2018-19
Sales & other income	7821.18	7815.56
Profit/ (Loss) before tax	506.46	1047.00
Profit/ (Loss) after tax	440.27	697.71
Paid-up equity capital	256.93	256.93
Reserves and Surplus	4963.30	4597.58
Basic Earnings per share (in Rs.)	17.14	27.25

**5. Foreign Investments or collaborations, if any - .**

Nil



II. A. INFORMATION ABOUT THE APPOINTEE

Particulars	Mr.P.Sundararajan	Mrs. S.Latha
Background details	Mr.P.Sundararajan (DIN: 00011326), is having wide knowledge in Marketing vision, Entrepreneurship and business Strategy, Tailor-made structural design, Garmenting technology, Integrating skills for accomplishment, Affable people management. He is one of the Promoters of the Company and he is currently heading the entire business activities of the Company as Chairman and Managing Director	Mrs.S.Latha (DIN: 00003388), is having wide knowledge in Retail business, Entrepreneurship and business strategy, Marketing vision, General Administration. She is one of the Promoters of the Company.
Past remuneration	During the year 2019-20, Mr.P.Sundararajan has received the remuneration of Rs.1,20,00,000/- .	During the year 2019-20, Mrs. S.Latha has received the remuneration of Rs.72,00,000/- .
Recognition or awards	Nil	Nil
Job profile and his suitability	Mr.P.Sundararajan (DIN: 00011326), Chairman and Managing Director of the Company, is managing the overall affairs of the company and is entrusted with the substantial powers of management under the superintendence, control and direction of the Board of Directors. Mr.P.Sundararajan has adequate managerial experience in the relevant field and he is considered suitable for the said managerial position	Mrs. S.Latha as Executive Director of the Company shall be in-charge of the general administration of directors of the Company. Considering her qualifications and experience she is best suitable for the job.
Remuneration Proposed	As per Item No. 4 of the resolution annexed to the Notice	As per Item No. 5 of the resolution annexed to the Notice
Comparative remuneration profile with respect to industry, size of the company profile of the position and person	Taking into consideration the size of the company, profile of Mr.P.Sundararajan, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies	Taking into consideration the size of the company, profile of Mrs. S.Latha, responsibility shouldered by her and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration being received, the Chairman and Managing Director does not have any pecuniary relationship with the company. He is related to Mr.S.Chenduran, Director (Operations) and Mrs.S.Latha, Executive Director of the Company	Besides the remuneration being received, the Executive Director does not have any pecuniary relationship with the company. She is related to Mr.P.Sundararajan, Chairman and Managing Director and Mr.S.Chenduran, Director (Operations) of the Company

### III. OTHER INFORMATION

1. Reasons for loss or inadequate profits: The operations of the Company is presently results in profits.
2. Steps taken or proposed to be taken for improvement: During the year under review the Company has received good orders from various customers. The Company has taken effective cost control measures which would result in better profitability in the ensuing years.

Expected increase in productivity and profits in measurable terms: The Company is under the process of increasing the number of factories and capacity in the coming years.

### IV. DISCLOSURES

The following disclosures shall be mentioned in the Board of Directors' report under the heading "Corporate Governance", if any, attached to the financial statement.

- (i) **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors for the year 2019-20.**

Disclosed in Corporate Governance Report attached.

- (ii) **Details of fixed component and performance linked incentives along with the performance criteria**

Disclosed

- (iii) **Service contracts, notice period, severance fees**

Disclosed

- (iv) **Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable**

The Company has not issued any Stock option

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Secretarial Standards on General Meetings, brief profile of the Directors, who are proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other Directors of the Company are given below:

Name of the Directors	Mr.P.Sundararajan	Mrs.S.Latha	Mr.S.Chenduran
DIN	00003380	00003388	03173269
Date of Birth/Age	17/05/1956 / 64 years	17/04/1964/56 years	18/03/1989 / 31 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	18.11.2005	18.11.2005	30.03.2015
Qualification	B.Sc	Higher Secondary	M.Sc in Business and Management from the University of Strathclyde
Expertise /Skills	Vast experience in Management & Garments	Vast experience in retail business, Management & Garments	Vast experience in Management & retail business
Shareholding	1,27,84,273 Equity Shares	30,24,509 Equity Shares	28,852 Equity Shares
Relationship	Related to Mrs.S.Latha, Executive Director and Mr.S.Chenduran, Whole-time Director (Designated as Director (operations))	Related to Mr.P.Sundararajan, Chairman & Managing Director and Mr.S.Chenduran, Whole-time Director (Designated as Director (operations))	Related to Mr.P.Sundararajan, Chairman & Managing Director and Mrs.S.Latha, Executive Director
Terms of Appointment/ Re-appointment	Re-appointed as Chairman and Managing Director for a period of 5 years w.e.f.20.11.2020	Re-appointed as Executive Director for a period of 5 years w.e.f. 16.08.2021	Liabile to retire by rotation.
Remuneration sought to be paid	As per Item No. 4 of the resolution annexed to the Notice	As per Item No. 5 of the resolution annexed to the Notice	
Remuneration last drawn	Rs.12.00 Million	Rs.7.20 Million	Rs.3.00 Million
No. of Board Meetings attended	5 (Five)	4 (Four)	5 (Five)
List of Directorships held in other Companies	1.Poornam Enterprises Pvt Ltd 2. Crocodile Products Pvt Ltd 3. S P Superfine Cotton Mills Private Limited	1. Crocodile Products Pvt Ltd	1.Poornam Enterprises Pvt Ltd 2. Crocodile Products Pvt Ltd 3. S.P. Retail Brands Limited
Other Companies Committee Details			

Name of the Directors	Mr.A.S.Anandkumar	Mr.C.R.Rajagopal	Mrs.H.Lakshmi Priya
DIN	00058292	08853688	08858643
Date of Birth/Age	10/07/1947/ 73 years	08/01/1960/ 60 years	25/11/1973/ 46 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	13.11.2015	02.09.2020	02.09.2020
Qualification	Post graduate in Mathematics and a CAIIB holder	Chartered Accountant	Lawyer
Expertise /Skills	Expert debt and equity syndications, debt restructuring, M&A, etc	Expert in finance, Corporate restructuring, Governance management and strategy development	Expert in Corporate and Securities laws, M&A and Joint ventures, PE/ VC investments, Regulatory and exchange control
Shareholding	Nil	Nil	Nil
Relationship	Not related to any other Directors	Not related to any other Directors	Not related to any other Directors
Terms of Appointment/ Re-appointment	Re-appointed as an Independent Director for a period of 5 years w.e.f.13.11.2020	Appointment as an Independent Director for a period of 5 years w.e.f.02.09.2020	Appointment as an Independent Director for a period of 5 years w.e.f.02.09.2020
Remuneration sought to be paid	Sitting Fees only	Sitting Fees only	Sitting Fees only
Remuneration last drawn	Rs.0.18 Million	-	-
No. of Board Meetings attended	5 (Five)	NA	NA
List of Directorships held in other Companies	1. Value Vision Consultants Private Limited 2. Neueon Towers Limited 3. V V Corporate Financial Services Private Limited	Nil	Nil
Other Companies Committee Details	1. Neueon Towers Limited - Audit Committee.	Nil	Nil

Place : Avinashi  
Date : 02.09.2020

By the order of the Board  
For S.P.Apparels Limited,

P.Sundararajan  
Chairman and Managing Director  
DIN: 00003380

Notes :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedure to be adopted as mentioned in serial No 22 below.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to spindia@s-p-apparels.com and enotices@linkintime.co.in.
4. The Register of Members and share transfer books of the Company will remain closed from Tuesday, 22nd September, 2020 to Monday, 28th September, 2020 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
5. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
6. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., name of the Bank, Branch, IFSC code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent transactions.
7. a) Members are requested to notify immediately any change of address:
  - i. to their Depository Participants (“DPs”) in respect of the shares held in electronic form, and
  - ii. to the Company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/ Telephone Bill/ Ration Card/Voter ID Card/ Passport etc.b) In case the registered mailing address is without the Postal Identification Number Code (“PIN CODE”), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
8. Non-Resident Indian (“NRI”) Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
  - a. the change in the residential status on return to India for permanent settlementor
  - b. the particulars of the NRE/NRO Account with a Bank

- in India, if not furnished earlier.
9. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company, Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
  10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA, namely, M/s Link Intime India Pvt. Limited, "Surya", 35 May Flower Avenue, II Floor, Behind Senthil Nagar, Sowripalayam, Coimbatore - 641028 by quoting the Folio number or the Client ID number with DP ID number.
  11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  12. A member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach him at least 7 days before the meeting. The same will be replied by the Company suitably.
  13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.spapparels.com](http://www.spapparels.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime India Private Limited at [instavote.linkintime.co.in](http://instavote.linkintime.co.in). Members can attend and participate in the Annual General Meeting through VC/ OAVM facility only.
  14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  15. Members may note that M/s. ASA & Associates LLP, (Firm Registration No. 009571N/N500006) Chartered Accountants, Chennai, the Statutory Auditors of the Company were appointed by the Shareholders at their Annual General Meeting (AGM) held on 11th August, 2017, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2022, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7th May 2018 has amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Accordingly, the original resolution appointing the Statutory Auditors passed by the Shareholders at their AGM held on 11th August, 2017 was amended vide an ordinary resolution approved by the Shareholders at their 13th AGM held on 17th September 2018 and omitted the requirement for ratification of the appointment of statutory auditors by the shareholders at every AGM. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this 15th Annual General Meeting.
  16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
  17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s).
  18. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
  19. Annual financial statements and related details is posted on the Company's website and is also kept for inspection at the Registered Office of the Company. A copy of the same will be provided to the members on request.

20. Soft copies the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM. Members seeking to inspect such registers can send their request to [spindia@s-p-apparels.com](mailto:spindia@s-p-apparels.com)

21. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholders has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) In case of shares held in physical form, kindly log in to the website of our RTA, Link Intime India Private Ltd at [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/ Bank detail Registration - fill in the details and upload the required documents and submit. (or)
- (ii) In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the

22. VOTING THROUGH ELECTRONIC MEANS

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 the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote

e-voting") using an electronic voting system provided by Link Intime India Private Ltd ('LI IPL'), as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Monday, 21st September, 2020, may refer to this Notice of the Annual General Meeting, posted on Company's website [www.s-p-apparels.com](http://www.s-p-apparels.com) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. Members attending the meeting through VC shall be provided the facility of voting through e-voting during the meeting. During this time, members who have not already cast their vote through remote e-voting may exercise their vote through the said modes at the meeting.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV. The e-voting period begins on Friday, 25th September, 2020 9.00 A.M. and ends on Sunday, 27th September 2020 at 5.00 P.M.. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2020 may cast their votes electronically. The remote e-voting module shall be disabled by LI IPL for voting thereafter.

Instructions for shareholders to vote electronically:

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number.</li> </ul>

DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	<p>Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions



contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

#### Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

#### General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen

signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
  - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.
23. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
1. For physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [spindia@s-p-apparels.com](mailto:spindia@s-p-apparels.com).
  2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [spindia@s-p-apparels.com](mailto:spindia@s-p-apparels.com) or [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in).
  3. The company/Registered Share Transfer Agent shall co-ordinate to provide the login credentials to the above-mentioned shareholders
24. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:
- 1) Shareholders/Members are entitled to attend the

Annual General Meeting through VC/OAVM provided by LIPL by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

- 2) Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 30 (Thirty) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
  - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
  - b. PAN: Enter your 10 digit Permanent Account Number (PAN) (Members who have not updated their PAN with the depository participants or Company, shall use the sequence number provided to you)
  - c. Mobile No.
  - d. Email ID
2. Click “Go to Meeting”

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for

better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : ( 022-49186175 )

#### **Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [spindia@s-p-apparels.com](mailto:spindia@s-p-apparels.com) from 21st September 2020 at 9.00 AM to 26th September 2020 at 12.00 PM.

The first 20 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [spindia@s-p-apparels.com](mailto:spindia@s-p-apparels.com). The same will be replied by the company suitably.

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

#### **Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for

- e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
  3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
  4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : ( 022-49186175 )

- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date (record date) of 21st September, 2020.

- V. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held all e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing remote e-voting facility.
- VI. Mr. M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries in Practice, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VIII. The Results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer’s Report shall be placed on the Company’s website [www.spapparels.com](http://www.spapparels.com) and on the website of LI IPL and communicated to the Stock Exchanges where the Company’s shares are listed.