



S.P.APPARELS LTD.



Regd. Office : 39-A, Extension Street, Kaikattipudur, AVINASHI - 641 654, Tirupur Dt., Tamil Nadu, India.
Phone : +91-4296-714000 E-mail : spindia@s-p-apparels.com
Web : www.s-p-apparels.com CIN No.: L18101TZ2005PLC012295

18th September 2018

To
Listing Department
BSE Limited
25th Floor, PJ Towers, Dalal Street
Mumbai - 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra, East
Mumbai - 400 051

Dear Sir

Sub: Proceedings of the 13th Annual General Meeting of the Company held on 17th September 2018

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 13th Annual General Meeting of the Company was duly held on Monday the 17th day of September, 2018 at 3.30 P.M at the Registered Office of the Company situated at 39-A, Extension Street, Kaikattipudur, Avinashi - 641654, Tamil Nadu, India.

Mr.P Sundararajan, (DIN: 00003380), Chairman and Managing Director, chaired the 13th Annual General Meeting. He further informed that 32 members are present in person and 2 members are present through proxies. Requisite quorum in accordance with Section 103 of the Companies Act, 2013 being present, the Chairman called the 13th Annual General Meeting to order and conducted the proceedings.

All the items of business as mentioned in the Annual General Meeting Notice dated 14th August 2018 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by remote e-voting and through poll at the Annual General Meeting.

1.	Detail of the Agenda:	Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM.
2.	Detail of the Agenda:	Declaration of dividend on 10% Redeemable Cumulative Preference Shares of Rs.10/- each for the year ended 31st March, 2018.
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.

(A GOVT. OF INDIA RECOGNISED THREE STAR EXPORT HOUSE)



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3	Detail of the Agenda:	Declaration of dividend on the equity shares of the Company for the year ended 31st March, 2018.
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed unanimously by Remote E-voting and votes cast on poll at the venue of AGM.
4	Detail of the Agenda:	Re-appointment of Mr.S.Chenduran, Director (Operations), (DIN: 03173269) as a Director on retirement by rotation.
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
5	Detail of the Agenda:	Continuation of the appointment of M/s. ASA & Associates LLP, (Firm Registration No. 009571N/N500006) Chartered Accountants, Chennai, as the Statutory Auditors of the Company without ratification at every subsequent Annual General Meeting.
	Resolution Required:	Ordinary Resolution.
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.

A copy of the combined Scrutinizer Report on remote e-voting and poll conducted at the venue of the 13th Annual General Meeting is also attached.

Kindly take this intimation on record.

Thanking you

Yours faithfully

For S.P.Apparels Limited

Director (Operations)
(DIN : 03173269)



COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL
(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule
21 of the Companies (Management and Administration) Rules, 2014 - as amended)

To

The Chairman

13th Annual General Meeting of the Equity Shareholders of

M/s. S.P. APPARELS LIMITED

(L18101TZ2005PLC012295)

Held on Monday, the 17th Day of September, 2018 at 3.30 PM at
the Registered Office of the Company situated at 39-A, Extension Street,
Kaikattipudur,
Avinashi - 641 654.

Dear Sir,

Sub: Passing of Resolution through Remote E-voting Process and through Poll
conducted at the 13th Annual General Meeting of M/s. S.P. APPARELS
LIMITED held on 17th day of September 2018.

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of M/s. S.P. APPARELS LIMITED ("the Company") as a Scrutinizer for the remote e-voting process held between Friday the 14th day of September, 2018 at 9:00 AM to Sunday, the 16th day of September 2018 till 5:00 PM and for the poll taken at the 13th Annual General Meeting of the Company held on Monday the 17th day of September, 2018 at 3:30 PM at 39-A, Extension Street, Kaikattipudur, Avinashi - 641 654, Tamilnadu, India on the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the said 13th Annual General Meeting dated 14th August 2018.



Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 13th Annual General Meeting dated 14th August 2018.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 13th Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the 13th Annual General Meeting, based on the reports generated from the e-voting portal provided by the Link Intime India Private Limited (LIPL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 13th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 18th September, 2018 on the remote e-voting process and also a separate Scrutinizer's Report dated 18th September, 2018, in the prescribed Form No.MGT-13 on the Poll taken at the 13th Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;



Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	49	2,11,70,922	100.00
Poll	15	3,45,748	100.00
Total Voting	64	2,15,16,670	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of dividend on 10% Redeemable Cumulative Preference Shares of Rs.10/- each for the year ended 31st March, 2018.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	2,11,70,802	100.00
Poll	15	3,45,748	100.00
Total Voting	63	2,15,16,550	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	120	0.00
Poll	0	0	0.00
Total Voting	1	120	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Ordinary Business

Resolution No: 3

Ordinary resolution

Declaration of dividend on the equity shares of the Company for the year ended 31st March, 2018.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	49	2,11,70,922	100.00
Poll	15	3,45,748	100.00
Total Voting	64	2,15,16,670	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Ordinary Business

Resolution No: 4

Ordinary resolution

Re-appointment of Mr.S.Chenduran, Director (Operations), (DIN: 03173269) as a Director on retirement by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	2,07,00,757	97.78
Poll	15	3,45,748	100.00
Total Voting	63	2,10,46,505	97.81

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	4,70,165	2.22
Poll	0	0	0.00
Total Voting	1	4,70,165	2.19

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Ordinary Business

Resolution No: 5

Ordinary resolution

Continuation of the appointment of M/s. ASA & Associates LLP, (Firm Registration No. 009571N/N500006) Chartered Accountants, Chennai, as the Statutory Auditors of the Company without ratification at every subsequent Annual General Meeting.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	2,11,69,122	99.99
Poll	15	3,45,748	100.00
Total Voting	63	2,15,14,870	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	1,800	0.01
Poll	0	0	0.00
Total Voting	1	1,800	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

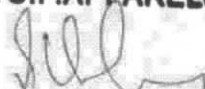
Place : Coimbatore

Date : 18th September, 2018

Based on the Scrutinizer's Report

Resolution nos 1- 5 have been passed with requisite majority

FOR S.P.APPARELS LIMITED



DIRECTOR.

[DIN: 03173269]

Yours faithfully



MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE

FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028



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Declaration of results of the voting on resolution(s) set out in the Notice of the 13th Annual General Meeting of the Company held on 17th September, 2018

The 13th Annual General Meeting of the Company was held on Monday the 17th day of September, 2018 at 3.30 P.M at the Registered Office of the Company situated at 39-A, Extension Street, Kaikattipudur, Avinashi – 641654, Tamil Nadu, India, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 14th August 2018.

Further, pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, through poll at the 13th Annual General Meeting, on the below mentioned resolution(s). Accordingly, the Company has appointed Mr.M.D.Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the voting in a fair and transparent manner.

The Scrutinizer has submitted his Combined Report on remote e-voting process and voting through poll dated 18th September, 2018, which has been attached hereto.

Accordingly, based on the report of the Scrutinizer dated 18th September, 2018, it is hereby declared that the Resolution(s) under Item No(s).1 to 5 set out in the Notice dated 14th August, 2018, as detailed herein below, have been unanimously passed by the shareholders.

Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	64	2,15,16,670	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	64	2,15,16,670	100.00
- Assent	64	2,15,16,670	100.00
- Dissent	0	.0	0.00

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Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.



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Item No.2 – Ordinary Resolution

Declaration of dividend on 10% Redeemable Cumulative Preference Shares of Rs.10/- each for the year ended 31st March, 2018.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	64	2,15,16,670	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	64	2,15,16,670	100.00
- Assent	63	2,15,16,550	100.00
- Dissent	1	120	0.00

Accordingly, the above Resolution has been carried as an **Ordinary Resolution** with requisite majority.

Item No.3 – Ordinary Resolution

Declaration of dividend on the equity shares of the Company for the year ended 31st March, 2018.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	64	2,15,16,670	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	64	2,15,16,670	100.00
- Assent	64	2,15,16,670	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.



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Item No.4 – Ordinary Resolution

Re-appointment of Mr.S.Chenduran, Director (Operations), (DIN: 03173269) as a Director on retirement by rotation.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	64	2,15,16,670	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	64	2,15,16,670	100.00
- Assent	63	2,10,46,505	97.81
- Dissent	1	4,70,165	2.19

Accordingly, the above Resolution has been carried as an **Ordinary Resolution** with requisite majority.

Item No.5 – Ordinary Resolution

Continuation of the appointment of M/s. ASA & Associates LLP, (Firm Registration No. 009571N/N500006) Chartered Accountants, Chennai, as the Statutory Auditors of the Company without ratification at every subsequent Annual General Meeting.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	64	2,15,16,670	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	64	2,15,16,670	100.00
- Assent	63	2,15,14,870	99.99
- Dissent	1	1,800	0.01

Accordingly, the above Resolution has been carried as an **Ordinary Resolution** with requisite majority.

For S.P.Apparels Limited

Place: Avinashi

Date: 18th September, 2018

Director (Operations)
(DIN : 03173269)