



# S.P.APPARELS LTD.



Regd. Office : 39-A, Extension Street, Kaikattipudur, AVINASHI - 641 654, Tamil Nadu, India.  
Phone : +91-4296-714000 E-mail : spindia@s-p-apparels.com  
Web : www.s-p-apparels.com CIN No.: L18101TZZ2005PLC012295

03.09.2019

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

**Scrip Code: 540048**

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

**Symbol: SPAL**

**SUB: Intimation of Date of the 14<sup>th</sup> Annual General Meeting (AGM) & Submission of 14<sup>th</sup> AGM Notice and its Related Information.**

Dear Sirs/Madam,

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

The Notice of the 14<sup>th</sup> Annual general Meeting of S.P.Apparels Limited scheduled to be held on Friday 20<sup>th</sup> September, 2019 on 3.00 P.M. at the Gokulam Park, No.116/2, Avinashi Road, Coimbatore – 641062, 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 14<sup>th</sup> AGM:

S. No	Activities	Benpos date for Solicited Data	Remark
1	Book Closure From Date : 14.09.2019 To Date : 20.09.2019	13 <sup>th</sup> September, 2019	
2	e-Voting 1 <sup>st</sup> Cut Off	23 <sup>rd</sup> August, 2019	
3	e-Voting 2 <sup>nd</sup> Cut Off	13 <sup>th</sup> September, 2019	Voting will commence from 9.00 AM on Tuesday 17 <sup>th</sup> Sep, 2019 and will end on 5.00 PM on Thursday 19 <sup>th</sup> Sep 2019.



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4	AGM / <del>EGM</del> / <del>CCM</del>	20 <sup>th</sup> September, 2019	Venue: Gokulam Park, No.116/2, Avinashi Road, Coimbatore - 641 042 at 03.00 p.m.
5	Bonus	Nil	
6	Dividend	Nil	

Kindly take the above on your records.

Thanking you.

Yours faithfully,

For S.P. APPARELS LTD

  
Company Secretary

Enclosure: Notice of AGM

## NOTICE

**NOTICE** is hereby given that the Fourteenth Annual General Meeting of the Shareholders of the Company will be held on Friday, the 20th day of September, 2019 at 3.00 p.m. at the Gokulam Park, No.116/2, Avinashi Road, Coimbatore - 641 062 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, 2019, 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 Mrs. S. Latha, Whole Time Director, (DIN: 00003388) who retires by rotation and being eligible offers herself 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, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended), and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr.V.Sakthivel (DIN : 00005720), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for Independence as provided in Section 146(6) of the Act, and Regulation 16(1)(b) of Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, to hold office for his second term of 5 (five) consecutive years with effect from 30th March 2020, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), the consent of the members of the Company be and is hereby accorded to continue the Directorship of Mr.V.Sakthivel (DIN: 00005720) who will attain the age of 75 (seventy five) years on 9th August 2024, 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 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 Sections 196,197,203 and Schedule V and subject to other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force and as per the recommendation/approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors at their meeting held on 13th August 2019 and subject to such approvals, if any as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr.S.Chenduran (DIN: 03173269) as Whole-time Director (Designated as Director (operations)) of the Company for a further period of 3 (three) years with effect from 30th March 2020 on the terms and conditions, as set out below and shall be liable to retire by rotation.

**Salary** : 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) per month plus other employee benefits of the Company.

### Commission:

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

### Benefits, Perquisites & Allowances:

- (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

### Other Terms and Conditions:

The terms and conditions of appointment of Mr. S. Chenduran, Whole-time Director (Designated as Director (Operations)) may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Whole-time Director (Designated as Director (Operations)) for attending meeting of the Board of Directors or any committee thereof.

In the event of loss or inadequacy of profits in any financial year during his tenure of office, the remuneration payable to the Whole Time Director shall be subject to the limits mentioned in Section II of Para II of Schedule V of the Companies Act, 2013.

## NOTICE (CONTD.)

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

RESOLVED THAT pursuant to Section 13 and 61 and all other applicable provisions if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Authorised Share Capital of the Company of Rs.47,25,00,000/- (Rupees Forty Seven Crores Twenty Five Lakhs Only) divided into 2,72,50,000 (Two Crores Seventy Two Lakhs Fifty Thousand). Equity Shares of Rs.10/- (Rupees Ten only) each and 2,00,00,000 (Two Crores) Preference Shares of Rs.10/- (Rupees Ten only) each be and is hereby reclassified into 4,72,50,000 (Four Crores Seventy Two Lakhs Fifty Thousand) Equity shares of Rs.10/- (Rupees Ten only) each."

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

RESOLVED THAT, the present Clause V of the Memorandum of Association of the Company be deleted and the following new Clause V be substituted therefor:

V. The authorized share capital of the Company is Rs.47,25,00,000/- (Rupees Forty Seven Crores Twenty Five Lakhs Only) divided into 4,72,50,000 (Four Crores Seventy Two Lakhs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce the capital of the Company and to reclassify or divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, redeemable, qualified with special rights, privileges, conditions or restrictions as may be determined by or in accordance with the provisions of the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company or the legislative provisions for the time being in force.

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

#### ITEM NO. 3

Mr.V.Sakthivel (DIN : 00005720) was appointed as Independent Non-Executive Director of the Company by the Members at the Extra Ordinary Annual General Meeting held on 30th March 2015 to hold office for a term of five (5) consecutive years with effect from 30th March 2015.

Mr.V.Sakthivel shall be completing his first term of appointment upon completion of five years with effect from 30th March 2020, he is eligible for re-appointment for another term of five consecutive years subject to the approval of the members by way of passing a Special Resolution.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation

of Mr.V.Sakthivel has recommended his re-appointment as Independent Director for a second term of five (5) consecutive years, subject to the approval of Members, to hold office with effect from 30th March 2020. Further, the Board of Directors are of the opinion that the continued association of Mr.V.Sakthivel would be immensely beneficial to the Company.

Mr.V.Sakthivel is not disqualified from being appointed as Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. He has given his consent to act as Director along with the declaration stating that he meet the criteria of independence as prescribed under the Companies Act,2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Mr.V.Sakthivel fulfill the conditions specified under the Act read with the rules made thereunder and the Listing Regulations for his re-appointment as Independent Non-Executive Director of the Company and is independent of the management.

The Company has also received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr.V.Sakthivel for the office of Independent Director of the Company.

Copy of the draft letter for appointment of Mr.V.Sakthivel as Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during usual business hours on any business day.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, inter alia, provides that "no listed Company shall appoint a person or continue the directorship of any person as a nonexecutive 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. V.Sakthivel will attain the age of 75 years on 9th August, 2024, the board of the opinion that the contribution of Mr.V.Sakthivel as a chairman of the Audit Committee, with the vast experience and sound knowledge on accounts, audit, finance, taxation, internal control has played a significant role in the growth of the Company and the continued association of Mr.V Sakthivel would be immensely beneficial for the company and hence, continuation of his directorship beyond the age of 75 years requires the approval of members by way of a special resolution.

During the tenure of appointment of Mr.V.Sakthivel, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr.V.Sakthivel as Independent Director for another term of five (5) consecutive years, for approval by the shareholders of the Company.

## NOTICE (CONTD.)

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 is furnished and forms a part of this Notice.

Except Mr.V.Sakthivel, the appointee Independent 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.3 of this notice.

### Item No: 4

The Board of Directors of the Company at their meeting held on 13th August 2019 have re-appointed Mr.S.Chenduran (DIN: 03173269) Whole-time Director (Designated as as Director (Operations) of the Company for a further period of 3 years with effect from 30th March 2020 on such remuneration as recommended by the Nomination and Remuneration Committee as set out in the Resolution.

Mr.S.Chenduran (DIN: 03173269) is a dynamic professional with over 5 years of rich overseas & domestic experience in Profit Centre Operations, Strategic Planning & Management and Garment Operations.

The Nomination and Remuneration Committee and Audit Committee at their meeting(s) held on 13th August 2019 has approved and recommended his appointment.

Accordingly, the Board recommends Ordinary Resolution in relation to the re-appointment of Mr.S.Chenduran as Whole-time Director (Designated as Director (Operations) for another term of Three (3) years, for approval by the shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 is furnished and forms a part of this Notice.

Except Mr.S.Chenduran, the appointee Director and Mr.P.Sundararajan, Chairman and Managing Director and Mrs.S.Latha, Executive Director 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 & 6

The present Authorised Share Capital of the Company is Rs.47,25,00,000/- (Rupees Forty Seven Crores Twenty Five Lakhs Only) divided into 2,72,50,000 (Two Crores Seventy Two Lakhs Fifty Thousand) equity shares of Rs.10/- (Rupees Ten only) each and 2,00,00,000 (Two Crores) Preference Shares of Rs.10/- (Rupees Ten only) each. It is considered desirable, that the entire Preference Share Capital of the company be converted into Equity Shares to enable the company to raise additional capital.

Accordingly, 2,00,00,000 (Two Crores) Preference Shares of Rs.10/- (Rupees Ten only) each in the Authorized Capital is proposed to be reclassified into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten only) each.

On conversion, the Authorized Share Capital of the Company will be Rs.47,25,00,000/- (Rupees Forty Seven Crores Twenty Five Lakhs Only) divided into 4,72,50,000 (Four Crores Seventy Two Lakhs Fifty Thousand) equity shares of Rs.10/- (Rupees Ten only) each.

Further the Memorandum of Association will require alteration so as to reflect the conversion of the entire Redeemable Preference Shares into Equity Shares.

Hence special resolution(s) proposed in Item No.5 & 6 of the Notice is to alter Clause V of the Memorandum of Association.

The Board of Directors recommend the Resolutions in Item No.5 & 6 of the Notice for approval by the Members.

A copy of the Memorandum together with proposed alterations is available for inspection at the registered office of the company on any working day during the usual business hours.

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(s) as set out in Item Nos. 5 & 6 of this notice.

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

#### I. GENERAL INFORMATION

- Nature of Industry  
Garments Industry
- 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.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus  
Not Applicable
- Financial performance based on given indicators

(Rs. in Million)

Particulars	2018-19	2017-18
Sales & other income	7815.56	6444.65
Profit/ (Loss) before tax	1047.00	675.97
Profit/ (Loss) after tax	697.71	420.12
Paid-up equity capital	256.93	251.68
Reserves and Surplus	4597.58	3773.23
Basic Earnings per share (in Rs.)	27.25	16.69

- Foreign Investments or collaborations, if any.  
Nil

## NOTICE (CONTD.)

### II. INFORMATION ABOUT THE APPOINTEE

1. Background details

Mr.S.Chenduran has been associated with the Company since 2015. He has a vast experience in Management of the Garments Industry.

2. Past remuneration

During the year 2018-19, Mr.S.Chenduran has received a remuneration of Rs.80,00,000/-.

3. Recognition or awards

Nil

4. Job profile and his suitability

Mr.S.Chenduran as Whole-time Director (Designated as Director (Operations)) of the Company shall be in-charge of the affairs of the Company and shall have substantial powers of management subject to the superintendence of the Board of directors of the Company. Mr.S.Chenduran is qualified M.Sc in Business and Management from the University of Strathclyde, United Kingdom and has been associated with the Company for the past 5 years. Considering his qualifications and experience he is best suitable for the job.

5. Remuneration proposed

Details of proposed remuneration have been disclosed in Item No. 4.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of their origin)

Taking into consideration the size of the company, profile of Mr.S.Chenduran, 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.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration being received, the Director (Operations) does not have any pecuniary relationship with the company. He is related to Mr.P.Sundararajan, Chairman and Managing Director and Mrs.S.Latha, Executive Director 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 2018-19.

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

**NOTICE (CONTD.)**

## Annexure to the Notice

**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 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:

<b>Name of the Directors</b>	<b>Mrs.S.Latha</b>	<b>Mr.V.Sakthivel</b>	<b>Mr.S.Chenduran</b>
DIN	00003388	00005720	03173269
Date of Birth/Age	17/04/1964 / 55 years	10/08/1949 / 71	18/03/1989 / 30
Nationality	Indian	Indian	Indian
Year of induction to the Board	2006	2006	2015
Qualification	Higher Secondary	Chartered Accountant	M.Sc in Business and Management from the University of Strathclyde
Expertise /Skills	Vast experience in Management & Garments	Vast experience in Garments	Vast experience in Management & Garments
Shareholding	30,24,509 Equity Shares	Nil	25,712 Equity Shares
Relationship	Related to Mr.P.Sundararajan, Chairman & Managing Director and Mr.S.Chenduran, Whole-time Director (Designated as Director (operations))	Not related to any other Director	Related to Mr.P.Sundararajan, Chairman & Managing Director and Mrs.S.Latha, Executive Director
Terms of Appointment/ Re-appointment	Liable to retire by rotation.	Re-appointed as Independent Director for a period of 5 years w.e.f.30.03.2020	Re-appointed as Director (Operations) for a period of 3 years w.e.f.30.03.2020
Remuneration sought to be paid	Rs. 7.20 million and not more than One percent commission on the net Profit of the Accounting Year	N.A.	As per Agenda No.4 of the Notice
Remuneration last drawn	Rs.12.20 Million	Sitting Fees of Rs.1,20,000/-	Rs.8 Million
No. of Board Meetings attended	3 (Three)	3 (Three)	4 (Four)
List of Directorships held in other Companies	1. Crocodile Products Pvt Ltd	1.Crocodile Products Pvt. Ltd.,	1.Poornam Enterprises Pvt Ltd 2.Crocodile Products Pvt. Ltd.,
Other Companies Committee Details	--	--	--

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

Place: Avinashi  
Date: 13th August, 2019

**P.Sundararajan**  
Chairman and Managing Director  
DIN: 00003380

## NOTES:

- 1. A Member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company.**

**The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.**

**A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. 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 14th Annual General Meeting.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
5. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI in respect of the Director seeking re-appointment at the Annual General Meeting is furnished and forms part of the Notice.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from Saturday, the 14th September, 2019 to Friday, the 20th September, 2019 (both days inclusive) for determining the names of the Members eligible for dividend on equity shares, if declared at the meeting.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or the Registrars cannot act on any request received directly from the Members holding shares in electronic form for any such change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend, are requested to write to the registrar and share transfer agent of the company.
8. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrars & Share Transfer Agents and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company / Registrars & Share Transfer Agents.
9. 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.
10. Members desirous and requiring any information on the accounts or operations of the Company are requested to forward his / her queries to the Company atleast seven working days prior to the meeting, so that the required information may be made available at the meeting.
11. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts.
12. Members are requested to register / update their Email address in respect of shares held in dematerialized form with their respective Depository Participants.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Electronic copy of the Annual Report for 2019, the Notice of the 14th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent to all the Members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode.
15. Members are requested to note that the venue of the 14th Annual General Meeting is at Gokulam Park, No. 116/2, Avinashi Road, Coimbatore - 641 062 and route map containing the complete particulars of the venue is printed to this Notice.
16. Members may also note that the Notice of 14th Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website at <http://www.spapparels.com>
17. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file Nomination in the prescribed SH-13 with the Company's RTA. In respect of shares held in electronic / demat form, the members may please contact their respective participant.



Votes cast by members who hold shares on cutoff date viz 13th September, 2019 alone will be counted.

**18. Voting through electronic means:**

In compliance with 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. The Company has engaged the services of Link Intime India Private Limited for the purpose of providing Remote E-voting facility to all its Members.

The facility for voting, through polling paper shall also be made available at the venue of the meeting and members attending the meeting who have not already cast their vote by remote voting may exercise their vote through polling paper at the meeting.

The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. If a member cast votes through remote e-voting and also at the AGM, then voting done through remote e-voting shall prevail and voting done at AGM shall be treated as invalid.

Any person who acquires shares of the company and becomes member of the Company after despatch of Annual general Meeting Notice and holding shares as of cut off date ie.9th August, 2019, may refer to this notice of Annual General Meeting of the Company, posted on the Company's website: <http://www.s-p-apparels.com/investors/shares/> for detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the Company on the cut-off date and is in receipt of this notice, shall treat this notice for information purpose only.

**I. Instructions for shareholders to vote electronically:**

The voting period begins on 17th September 2019 at 9.00 AM and ends on 19th September 2019 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date of 13th September, 2019, may cast their vote electronically. The e-voting shall be disabled by LIPL for voting thereafter.

**Log-in to e-Voting website of Link Intime India Private Limited (LIPL).**

- i. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- ii. Click on "Login" tab, available under 'Shareholders' section.
- iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

iv. 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.

v. 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).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <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 which is printed on Attendance Slip indicated in the PAN Field.</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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details 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:

- a. Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
- b. In case 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

- i. 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.
- ii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- iii. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
- iv. 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'.
- v. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- vi. 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.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

viii. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

#### II 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.

#### III Queries in relation to E-voting

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.

- IV. The Voting rights of the shareholders shall be in proportion to their shares of the paid up equity capital of the Company as on the cut-off date (record date) ie. 13th September, 2019
- V. Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. 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 atleast 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.
- VII. 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 <http://www.spapparels.com> and on the website of LIPL and communicated to the Stock Exchanges where the Company's shares are listed.

Place: Avinashi  
Date: 13th August, 2019

By the order of the Board  
For **S.P.Apparels Limited**,  
**P.Sundararajan**  
Chairman and Managing Director  
DIN: 00003380

ROUTE MAP

