



# 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.: L18101TZ2005PLC012295

21<sup>st</sup> September 2019

To

Listing Department  
BSE Limited  
25<sup>th</sup> Floor, PJ Towers, Dalal Street  
Mumbai – 400 001

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

Dear Sir

**Sub: Proceedings of the 14<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September 2019**

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 14<sup>th</sup> Annual General Meeting of the Company was duly held on Friday the 20<sup>th</sup> day of September, 2019 at 3.00 P.M at Gokulam Park, No.116/2 Avinashi Road, Coimbatore – 641 062, Tamil Nadu, India.

Mr.P Sundararajan, (DIN: 00003380), Chairman and Managing Director, chaired the 14<sup>th</sup> Annual General Meeting. He further informed that 68 members are present in person and no members are present through proxies. Requisite quorum in accordance with Section 103 of the Companies Act, 2013 being present, the Chairman called the 14<sup>th</sup> Annual General Meeting to order and conducted the proceedings.

All the items of business as mentioned in the Annual General Meeting Notice dated 13<sup>th</sup> August 2019 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.	<b>Detail of the Agenda:</b>	<b>Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.</b>
	<b>Resolution Required:</b>	Ordinary Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
2.	<b>Detail of the Agenda:</b>	<b>Appointment of 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.</b>
	<b>Resolution Required:</b>	Ordinary Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.

3	<b>Detail of the Agenda:</b>	<b>Re-appointment of Mr.V.Sakthivel, (DIN: 00005720), as an Independent Director for his second term of five consecutive years, with effect from 30<sup>th</sup> March, 2020.</b>
	<b>Resolution Required:</b>	Special Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
4	<b>Detail of the Agenda:</b>	<b>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 30<sup>th</sup> March 2020</b>
	<b>Resolution Required:</b>	Ordinary Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
5	<b>Detail of the Agenda:</b>	<b>Reclassification of authorised share capital of the Company</b>
	<b>Resolution Required:</b>	Special Resolution.
	<b>Mode of voting:</b>	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM.
6	<b>Detail of the Agenda:</b>	<b>Alteration in Clause V of the Memorandum of Association of the Company</b>
	<b>Resolution Required:</b>	Special Resolution.
	<b>Mode of voting:</b>	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 14<sup>th</sup> Annual General Meeting is also attached.

Kindly take this intimation on record.

Thanking you

Yours faithfully

**For S.P. APPARELS LTD**



**P.SUNDARARAJAN**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**(DIN : 00003380)**



**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

14<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s. S.P. APPARELS LIMITED**

(L18101TZ2005PLC012295)

Held on Friday, the 20<sup>th</sup> Day of September, 2019 at 3.00 PM at

Gokulam Park, No.116/2 Avinashi Road,

Coimbatore - 641 062.

Dear Sir,

**Sub: Passing of Resolution through Remote E-voting Process and through Poll**  
**conducted at the 14<sup>th</sup> Annual General Meeting of M/s. S.P. APPARELS**  
**LIMITED held on 20<sup>th</sup> day of September 2019.**

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 Tuesday the 17<sup>th</sup> day of September, 2019 at 9:00 AM to Thursday, the 19<sup>th</sup> day of September 2019 till 5:00 PM and for the poll taken at the 14<sup>th</sup> Annual General Meeting of the Company held on Friday the 20<sup>th</sup> day of September, 2019 at 3:00 PM at Gokulam Park, No.116/2 Avinashi Road, Coimbatore - 641 062, Tamilnadu, India on the Resolution(s) set out under Item No.1 to Item No.6 in the Notice convening the said 14<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> August 2019.





**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 14<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> August 2019.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 14<sup>th</sup> 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.6 in the Notice convening the 14<sup>th</sup> 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 14<sup>th</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 21<sup>st</sup> September, 2019 on the remote e-voting process and also a separate Scrutinizer's Report dated 21<sup>st</sup> September, 2019, in the prescribed Form No.MGT-13 on the Poll taken at the 14<sup>th</sup> 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 31<sup>st</sup> March, 2019 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	*36	2,11,57,905	100.00
Poll	27	1,290	100.00
<b>Total Voting</b>	<b>63</b>	<b>2,11,59,195</b>	<b>100.00</b>

**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	*2	63	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>63</b>	<b>0.00</b>

**INVALID VOTES**

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

\*2 shareholders voted partly in "favour" and partly "against"



Ordinary BusinessResolution No: 2**Ordinary Resolution**

Appointment of 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.

**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	*35	2,11,57,714	100.00
Poll	27	1,290	100.00
<b>Total Voting</b>	<b>62</b>	<b>2,11,59,004</b>	<b>100.00</b>

**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	*3	254	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>3</b>	<b>254</b>	<b>0.00</b>

**INVALID VOTES**

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

\*2 shareholders voted partly in "favour" and partly "against"





Special Business

Resolution No: 3

**Special Resolution**

Re-appointment of Mr.V.Sakthivel, (DIN: 00005720), as an Independent Director for his second term of five consecutive years, with effect from 30<sup>th</sup> March, 2020.

**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	*33	2,07,99,113	98.30
Poll	27	1290	100.00
<b>Total Voting</b>	<b>60</b>	<b>2,08,00,403</b>	<b>98.30</b>

**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	*4	3,58,855	1.70
Poll	0	0	0.00
<b>Total Voting</b>	<b>4</b>	<b>3,58,855</b>	<b>1.70</b>

**INVALID VOTES**

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

\*1 shareholder voted partly in "favour" and partly "against"



**Special Business****Resolution No: 4****Ordinary Resolution**

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 30<sup>th</sup> March 2020.

**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	*34	2,08,23,949	98.42
Poll	26	1,280	99.22
<b>Total Voting</b>	60	2,08,25,229	98.42

**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	*4	3,34,019	1.58
Poll	1	10	0.78
<b>Total Voting</b>	5	3,34,029	1.58

**INVALID VOTES**

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

\*2 shareholders voted partly in "favour" and partly "against"





**Special Business**

**Resolution No: 5**

**Special Resolution**

Reclassification of authorised share capital of the Company.

**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	*36	2,11,57,965	100.00
Poll	27	1,290	100.00
<b>Total Voting</b>	<b>63</b>	<b>2,11,59,255</b>	<b>100.00</b>

**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	3	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>1</b>	<b>3</b>	<b>0.00</b>

**INVALID VOTES**

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

\*1 shareholder voted partly in "favour" and partly "against"



Special BusinessResolution No: 6Special Resolution

Alteration in Clause V of the Memorandum of Association of the Company.

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	*36	2,11,57,963	100.00
Poll	26	1,280	99.22
Total Voting	62	2,11,59,243	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	5	0.00
Poll	1	10	0.78
Total Voting	2	15	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

\*1 shareholder voted partly in "favour" and partly "against"

Place : Coimbatore

Date : 21<sup>st</sup> September, 2019

Based on the Scrutinizer's Report

Resolution nos 1- 6 have been passed with requisite majority

For S.P. APPARELS LTD

P. SUNDARAJAN  
CHAIRMAN AND MANAGING DIRECTOR  
(DIN : 00033380)

Yours faithfully

*M.D. Selvaraj*

**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



# S.P.APPARELS LTD.



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## **Declaration of results of the voting on resolution(s) set out in the Notice of the 14<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September, 2019**

The 14<sup>th</sup> Annual General Meeting of the Company was held on Friday the 20<sup>th</sup> day of September, 2019 at 3.00 P.M at Gokulam Park, No.116/2 Avinashi Road, Coimbatore – 641 062, Tamil Nadu, India, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 13<sup>th</sup> August 2019.

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 14<sup>th</sup> 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 21<sup>st</sup> September, 2019, which has been attached hereto.

Accordingly, based on the report of the Scrutinizer dated 21<sup>st</sup> September, 2019, it is hereby declared that the Resolution(s) under Item No(s).1 to 6 set out in the Notice dated 13<sup>th</sup> August, 2019, as detailed herein below, have been 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 31<sup>st</sup> March, 2019 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	65	2,11,59,258	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	65	2,11,59,258	100.00
- Assent	*63	2,11,59,195	100.00
- Dissent	*2	63	0.00



\*2 shareholders voted partly in "favour" and partly "against"

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

#### **Item No.2 – Ordinary Resolution**

Appointment of 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.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	65	2,11,59,258	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	65	2,11,59,258	100.00
- Assent	*62	2,11,59,004	100.00
- Dissent	*3	254	0.00

\*2 shareholders voted partly in "favour" and partly "against"

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

#### **Item No.3 – Special Resolution**

Re-appointment of Mr.V.Sakthivel, (DIN: 00005720), as an Independent Director for his second term of five consecutive years, with effect from 30<sup>th</sup> March, 2020.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	64	2,11,59,258	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	64	2,11,59,258	100.00
- Assent	*60	2,08,00,403	98.30
- Dissent	*4	3,58,855	1.70

\*1 shareholder voted partly in "favour" and partly "against"

Accordingly, the above Resolution has been carried as a **Special Resolution** with requisite majority.

**Item No.4 – Ordinary Resolution**

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 30<sup>th</sup> March 2020.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	65	2,11,59,258	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	65	2,11,59,258	100.00
- Assent	*60	2,08,25,229	98.42
- Dissent	*5	3,34,029	1.58

\*2 shareholders voted partly in "favour" and partly "against"

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

**Item No.5 – Special Resolution**

Reclassification of authorised share capital of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	64	2,11,59,258	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	64	2,11,59,258	100.00
- Assent	*63	2,11,59,255	100.00
- Dissent	*1	3	0.00

\*1 shareholder voted partly in "favour" and partly "against"

Accordingly, the above Resolution has been carried as a **Special Resolution** with requisite majority.

**Item No.6 – Special Resolution**

Alteration in Clause V of the Memorandum of Association of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	64	2,11,59,258	100.00
(b) Less: Invalid Ballot Forms / Abstained	0	0	0.00
(c) Net Valid Ballot Forms / E-Votes	64	2,11,59,258	100.00
- Assent	*62	2,11,59,243	100.00
- Dissent	*2	15	0.00

\*1 shareholder voted partly in "favour" and partly "against"

Accordingly, the above Resolution has been carried as a **Special Resolution** with requisite majority.

**For S.P. APPARELS LTD**

  
P. SUNDARARAJAN  
CHAIRMAN AND MANAGING DIRECTOR  
(DIN : 00003380)

Place: Avinashi

Date: 21<sup>st</sup> September, 2019