

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L18101TZ2005PLC012295

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAJCS4031P

(ii) (a) Name of the company

S.P.APPARELS LIMITED

(b) Registered office address

39-A, EXTENSION STREET,  
KAIKATTIPUDUR  
AVINASHI TIRUPUR DISTRICT  
Coimbatore  
Tamil Nadu  
641004

(c) \*e-mail ID of the company

csoffice@s-p-apparels.com

(d) \*Telephone number with STD code

914296714000

(e) Website

www.spapparels.com

(iii) Date of Incorporation

18/11/2005

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 13/09/2021

(b) Due date of AGM 30/11/2021

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	85.84
2	G	Trade	G1	Wholesale Trading	7.1
3	N	Support service to Organizations	N7	Other support services to organizations	7.06

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	CROCODILE PRODUCTS PRIVA	U18101TZ1998PTC008439	Subsidiary	70
2	S.P.APPARELS (UK) (P) LTD		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	47,250,000	25,692,600	25,692,600	25,692,600
Total amount of equity shares (in Rupees)	472,500,000	256,926,000	256,926,000	256,926,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs 10/- each				
Number of equity shares	47,250,000	25,692,600	25,692,600	25,692,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	472,500,000	256,926,000	256,926,000	256,926,000

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	345,222	25,347,378	25692600	256,926,000	256,926,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	345,222	25,347,378	25692600	256,926,000	256,926,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

5,755,160,000

(ii) Net worth of the Company

5,691,350,000

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	15,848,634	61.69	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	15,848,634	61.69	0	0

Total number of shareholders (promoters)

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,893,821	19.05	0	
	(ii) Non-resident Indian (NRI)	239,746	0.93	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	



4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	5,544	0.02	0	
7.	Mutual funds	3,783,629	14.73	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	918,379	3.57	0	
10.	Others Trust	2,847	0.01	0	
	<b>Total</b>	<b>9,843,966</b>	<b>38.31</b>	<b>0</b>	<b>0</b>

Total number of shareholders (other than promoters) 12,086

Total number of shareholders (Promoters+Public/  
Other than promoters) 12,090

(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DOVETAIL INDIA FUNI	DBS BANK LTD, GROUND FLOOR, E			5,544	0.02

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	4
Members (other than promoters)	11,825	12,086
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	3	0	2	1	61.53	0.11
<b>B. Non-Promoter</b>	0	4	0	4	0	0

(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	4	2	5	61.53	0.11

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PERUMAL SUNDARAR	00003380	Managing Director	12,784,273	
SUNDARARAJAN LATHI	00003388	Whole-time director	3,024,509	
VENKIDUSAMY SAKTHI	00005720	Director	0	
ARAVINDA SUNDARA	00058292	Director	0	
SUNDARARAJAN CHELVA	03173269	Director	28,852	
CHATHAMUR RAMAN	08853688	Director	0	
HARIHARA SHARMA L	08858643	Director	0	
VINODHINI KANAGARA	AJFPV8820M	Company Secretar	0	
VIJAYAKUMAR BALAJI	AGRPB5632Q	CFO	5,400	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PATHIUDIAN YESUTHA	00767702	Director	28/08/2020	Retirement of Independent Director
CHATHAMUR RAMAN	08853688	Additional director	02/09/2020	Appointed as Additional Director
HARIHARA SHARMA L	08858643	Additional director	02/09/2020	Appointed as Additional Director
CHATHAMUR RAMAN	08853688	Director	28/09/2020	Appointed as Director at AGM
HARIHARA SHARMA L	08858643	Director	28/09/2020	Appointed as Director at AGM
GURUSWAMY RAMAK	06552357	Director	13/11/2020	Retirement of Independent Director
SUNDARARAJAN CHE	03173269	Director	13/02/2021	Re-designated as Non-Executive Dire

#### IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

##### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2020	13,433	58	59.51

##### B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/06/2020	7	7	100
2	02/09/2020	6	6	100
3	11/11/2020	8	8	100
4	13/02/2021	7	7	100

##### C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/06/2020	3	3	100
2	Audit Committee	02/09/2020	2	2	100
3	Audit Committee	11/11/2020	2	2	100
4	Audit Committee	13/02/2021	3	3	100
5	Nomination an	02/09/2020	2	2	100
6	Nomination an	12/02/2021	3	3	100
7	Corporate Soc	26/06/2020	3	3	100
8	Corporate Soc	02/09/2020	3	3	100
9	Corporate Soc	13/02/2021	3	3	100
10	Risk Managem	12/02/2021	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	PERUMAL SU	4	4	100	10	10	100	Yes
2	SUNDARARA	4	4	100	7	7	100	Yes
3	VENKIDUSAM	4	4	100	18	18	100	Yes
4	ARAVINDA SU	4	4	100	4	4	100	Yes
5	SUNDARARA	4	4	100	11	11	100	Yes
6	CHATHAMUR	2	2	100	4	4	100	Yes
7	HARIHARA SH	2	2	100	1	1	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PERUMAL SUNDAR	Managing Direct	10,380,000	5,000,000			15,380,000
2	SUNDARARAJAN L	Whole-time Dire	6,230,000	5,000,000			11,230,000
3	SUNDARARAJAN C	Whole-time Dire	2,550,000	5,000,000			7,550,000
	Total		19,160,000	15,000,000	0		34,160,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VINODHINI KANAG	Company Secre	780,000	0	0	0	780,000
2	VIJAYAKUMAR BA	CFO	2,500,000	0	0	0	2,500,000
	Total		3,280,000	0	0	0	3,280,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

To be digitally signed by

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

**List of attachments**

List of Shareholders as on 31st March 202  
SP Apparels\_Form MGT-8.pdf  
Committee Meeting Details.pdf  
ANNUAL RETURN CERTIFICATE.pdf

[Remove attachment](#)

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[Submit](#)

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

S.NO	JOB NO	STYLE NO	COLOR	QUALITY	QTY	DC NO	DC DATE	MCD	PROCESS	REMARKS
1	1030	KG228402	Peacout	Fleece	23.10	9973	23/05/22		Brushing+Stenter+Silicon Finish+OW+Com+260 GSM	
2	1030	KG228402	Peacout	Fleece	102.00	10376	25/05/22		Brushing+Stenter+Silicon Finish+OW+Com+260 GSM	
3	1030	KG228402	Peacout	Fleece	749.20	10377	25/05/22		Brushing+Stenter+Silicon Finish+OW+Com+260 GSM	
4	1030	KG228402	Peacout	Fleece	855.40	10525	26/05/22		Brushing+Stenter+Silicon Finish+OW+Com+260 GSM	
5	665	KG228402	Howthorn Rose	Fleece	148.00	10660	26/05/22		silicon wash+cold wash+dipwash+compacting+260GSM	
6	1188	KG228420	Peacout	Fleece	296.00	10919	27/05/22		Brushing+Stenter+Silicon Finish+OW+Com+260 GSM	
					2173.7					