



# 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



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

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 / Madam,

**Sub: Proceedings of the 15<sup>th</sup> Annual General Meeting of the Company held on Monday the 28<sup>th</sup> day of September, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**

Pursuant to Regulation 30 read with para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 15<sup>th</sup> Annual General Meeting of the Company was duly held on Monday the 28<sup>th</sup> day of September, 2020 at 04:00 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with Circular No. 14/2020 dated 8<sup>th</sup> April 2020 and Circular No. 17/2020 dated 13<sup>th</sup> April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular dated 12<sup>th</sup> May, 2020 issued by the SEBI and the proceedings of the said meeting is given hereunder:

## Present:

The following Directors were present at the 15<sup>th</sup> Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

Name of the Director	Category / Designation
Mr. Sundararajan	Chairman & Managing Director
Mrs.S.Latha	Executive Director
Mr. S Chenduran	Director – Operations
Mr. V Sakthivel	Independent Director and Chairman of the Audit & Stakeholders Relationship Committee
Mr. G Ramakrishnan	Independent Director and Chairman of the Nomination and Remuneration Committee
Mr. A S Anandkumar	Independent Director
Mr. C. R. Rajagopal	Independent Director
Mrs. Lakshmi Priya	Independent Director



### **In attendance**

Mrs.P V .Jeeva – Chief Executive Officer (CEO)

Mr. V Balaji, Chief Financial Officer (CFO)

Mrs. K Vinodhini, Company Secretary

Sri.S.Soundarrajan of M/s. ASA & Associates LLP, Statutory Auditor and Mr. M D Selvaraj, FCS, of MDS & Associates, Secretarial Auditor and Scrutinizer for the meeting were also present at the 15<sup>th</sup> Annual General Meeting through VC/OAVM.

A total of 58 members representing 1,52,90,498 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Mrs. K Vinodhini, Company Secretary, welcomed all the members and informed that this 15<sup>th</sup> Annual General Meeting of S P Apparels Limited is being held through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility.

Thereafter, the Company Secretary briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio visual means. She also informed that the Company has received requests from a member to register him as speaker during the meeting and accordingly, the floor would be open to such registered speaker shareholders to raise his questions or express his views once the Chairman opens the floor for questions. The Company Secretary informed further that the Company had provided to the Shareholders, the facility to cast their vote electronically on all resolutions set forth in the Notice of the AGM through remote e-voting facility provided by the Link Intime India Private Limited (LIPL), which had commenced on Friday, 25<sup>th</sup> September, 2020 at 9:00 AM and ended on Sunday, 27<sup>th</sup> September, 2020 at 5:00 PM (IST). She informed that the shareholders, who are present at the AGM and had not cast their vote through remote e-voting, has been provided an opportunity to cast their votes through e-voting at the meeting. In this regard, the Board of Directors has appointed Mr.M.D.Selvaraj, FCS, of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer to conduct the remote e-voting and e-voting process at the 15<sup>th</sup> AGM in a fair and transparent manner and to ascertain the requisite majority.

The Company Secretary then introduced the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and other Directors / Statutory Auditor / Secretarial Auditor / Scrutiniser / and the Key Executives present in the meeting through VC/OAVM facility.

The Company Secretary informed that the requisite quorum is present and she called the meeting to order. Thereafter, she welcomed the shareholders, Directors, Auditors and the Scrutinizer for the 15<sup>th</sup> Annual General Meeting held through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility. Thereafter, the Company Secretary informed that the registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

The Company Secretary further informed that since the notice of the AGM along with the audited financial statements and the Directors' report has already been circulated to all the members, the same has been taken as read. Further, as there are no qualifications or comments or remarks in



the Statutory Auditors Report and the Secretarial Auditor's Report for the financial year ended 31<sup>st</sup> March, 2020, I take the same as read.

Then she invited Mr. Sundararajan, Chairman of the meeting to conduct the 15<sup>th</sup> Annual General Meeting.

Thereafter the Chairman briefed about the performance of the Company.

The Chairman then opened the floor for the registered speaker shareholder to raise his queries and then asked the moderator to invite the one registered speaker shareholder to express his views and raise queries. However, the registered speaker shareholder did not join the meeting.

The Company Secretary then read the summary of the resolutions set out in the agenda Item No.1 to 7 of the Notice of the 15<sup>th</sup> Annual General Meeting dated 2<sup>nd</sup> September, 2020 as follows;

**Ordinary Business:**

1. Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. S. Chenduran (DIN: 03173269) as Director, who retires on rotation

**Special Business:**

3. Re-appointment of Mr. A.S. Anand Kumar, (DIN: 00058292), as an Independent Director for his second term of five consecutive years, with effect from 13<sup>th</sup> November, 2020.
4. Re-appointment of Mr. P. Sundararajan (DIN: 00003380) as Chairman and Managing Director of the Company for a further period of 5 (five) years and payment of remuneration for a period of 3 years with effect from 21<sup>st</sup> November 2020
5. Re-appointment of Mrs. S. Latha (DIN: 00003388) as Executive Director of the Company for a further period of 5 (five) years and payment of remuneration for a period of 3 years with effect from 16<sup>th</sup> August 2021.
6. Appointment of Mr. C.R. Rajagopal (DIN: 08853688) as Independent Director of the Company for a further period of 5 (five) years with effect from 2<sup>nd</sup> September 2020
7. Appointment of Mrs. H. Lakshmi Priya (DIN: 08858643) as Independent Director of the Company for a further period of 5 (five) years with effect from 2<sup>nd</sup> September 2020

The Company Secretary informed that the e-voting facility provided by the Link Intime India Private Limited (LIPL) would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting, to cast their votes electronically. He informed further that the results of the voting shall be declared within the prescribed time and the consolidated scrutinizer's report along with the voting results would be submitted to the Link India Private Limited (<https://instavote.linkintime.co.in>), Bombay Stock Exchange Limited, National Stock Exchange of India Limited and would also be placed on the Company's website ([www.s-p-apparels.com](http://www.s-p-apparels.com)).



The Company Secretary then thanked all the shareholders / Directors / Auditors / Scrutiniser, who have joined the 15<sup>th</sup> Annual General Meeting through video conferencing facility/other audio visual means.

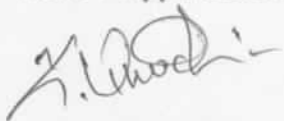
The 15<sup>th</sup> AGM was concluded at 04:40 PM.

Kindly take the above on record.

Thanking you,

Yours faithfully,

**For S P Apparels Limited**



**Company Secretary**





*MDS & Associates*

Company Secretaries in Practice

*M.D. Selvaraj* M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsassociates.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND  
E-VOTING AT THE ANNUAL GENERAL MEETING**

**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014 - as amended and  
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015)**

To

The Chairman

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

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

(L18101TZ2005PLC012295)

Held on Monday, 28<sup>th</sup> September, 2020, at 04:00 PM

Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Passing of resolution(s) through remote e-voting process and through e-voting conducted at the 15<sup>th</sup> Annual General Meeting of M/s. S P Apparels Limited held on 28<sup>th</sup> September, 2020**

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 the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 15<sup>th</sup> Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting on the resolution(s) as set out in the Notice convening the 15<sup>th</sup> Annual General Meeting of the Company held on Monday, 28<sup>th</sup> September, 2020, at 04:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with Circular No. 14/2020 dated 8<sup>th</sup> April 2020 and Circular No. 17/2020 dated 13<sup>th</sup> April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars").



**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 electronic means, on the resolution(s) as set out in the Notice convening the 15<sup>th</sup> Annual General Meeting dated 2<sup>nd</sup> September, 2020.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 15<sup>th</sup> Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 7 in the Notice convening the 15<sup>th</sup> Annual General Meeting of the Company dated 2<sup>nd</sup> September, 2020, based on the reports generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LIPL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

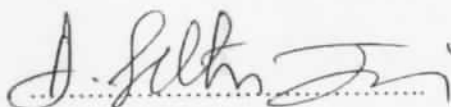
Further, in addition to the above, I submit my report as under:

- a. The Notice dated 2<sup>nd</sup> September, 2020 convening the 15<sup>th</sup> Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 15<sup>th</sup> Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars. The Company has also placed the notice of the 15<sup>th</sup> Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the M/s. Link Intime India Private Limited ("LIPL") for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Friday, the 25<sup>th</sup> day of September, 2020 at 9:00 AM and ended on Sunday, the 27<sup>th</sup> day of September, 2020 at 5:00 PM. During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. 21<sup>st</sup> September, 2020 were entitled to vote on the resolutions set out in the Notice of the 15<sup>th</sup> Annual General Meeting. The remote e-voting module of M/s. Link Intime India Private Limited ("LIPL") was disabled on Sunday, the 27<sup>th</sup> day of September, 2020 at 05:00 PM.

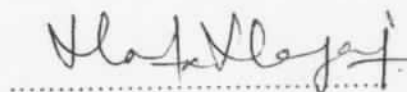




- d. Upon the commencement of the 15<sup>th</sup> Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 15<sup>th</sup> Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 15<sup>th</sup> Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 04:40 PM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 28<sup>th</sup> day of September, 2020 at 04:45 PM in the presence of Mr.A.Selten Jayaraj (the undersigned as Witness No.1) and Ms. Monika Nagaraj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

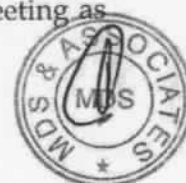
Witness No.1

Name: Mr.A.Selten Jayaraj

Witness No.2

Name: Ms. Monika Nagaraj

- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the M/s. Link Intime India Private Limited ("LIPL").
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of M/s. Link Intime India Private Limited ("LIPL"), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.7 in the Notice convening the 15<sup>th</sup> Annual General Meeting as under:



Ordinary BusinessResolution No: 1Ordinary 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, 2020 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	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	63	2,00,58,829	100.00
E-Voting at AGM	5	695	100.00
<b>Total Voting</b>	<b>68</b>	<b>2,00,59,524</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed unanimously.





Ordinary BusinessResolution No: 2Ordinary resolution

Re-appointment of Mr. S. Chenduran (DIN: 03173269) as Director, who retires on rotation.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	62	2,00,58,679	100.00
E-Voting at AGM	5	695	100.00
<b>Total Voting</b>	<b>67</b>	<b>2,00,59,374</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	150	Negligible
E-Voting at AGM	0	0	0
<b>Total Voting</b>	<b>1</b>	<b>150</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Special BusinessResolution No: 3Special resolution

Re-appointment of Mr. A.S. Anand Kumar, (DIN: 00058292), as an Independent Director for his second term of five consecutive years, with effect from 13<sup>th</sup> November, 2020.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	62	2,00,58,679	100.00
E-Voting at AGM	5	695	100.00
<b>Total Voting</b>	<b>67</b>	<b>2,00,59,374</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	150	Negligible
E-Voting at AGM	0	0	0
<b>Total Voting</b>	<b>1</b>	<b>150</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: Thus, the Special Resolution as given in Item No. 3 may be considered as passed with requisite majority.



Special BusinessResolution No: 4Ordinary resolution

Re-appointment of Mr. P. Sundararajan (DIN: 00003380) as Chairman and Managing Director of the Company for a further period of 5 (five) years and payment of remuneration for a period of 3 years with effect from 21<sup>st</sup> November 2020.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	62	2,00,58,679	100.00
E-Voting at AGM	5	695	100.00
<b>Total Voting</b>	<b>67</b>	<b>2,00,59,374</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	150	Negligible
E-Voting at AGM	0	0	0
<b>Total Voting</b>	<b>1</b>	<b>150</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: Thus, the Ordinary Resolution as given in Item No. 4 may be considered as passed with requisite majority.



Special BusinessResolution No: 5Ordinary resolution

Re-appointment of Mrs. S. Latha (DIN: 00003388) as Executive Director of the Company for a further period of 5 (five) years and payment of remuneration for a period of 3 years with effect from 16<sup>th</sup> August 2021.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	62	2,00,58,679	100.00
E-Voting at AGM	5	695	100.00
<b>Total Voting</b>	<b>67</b>	<b>2,00,59,374</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	150	Negligible
E-Voting at AGM	0	0	0
<b>Total Voting</b>	<b>1</b>	<b>150</b>	<b>Negligible</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: Thus, the Ordinary Resolution as given in Item No. 5 may be considered as passed with requisite majority.



Special BusinessResolution No: 6

## Ordinary resolution

Appointment of Mr. C.R. Rajagopal (DIN: 08853688) as Independent Director of the Company for a further period of 5 (five) years with effect from 2<sup>nd</sup> September 2020.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	63	2,00,58,829	100.00
E-Voting at AGM	5	695	100.00
Total Voting	68	2,00,59,524	100.00

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	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
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 6 may be considered as passed unanimously.



Special BusinessResolution No: 7

## Ordinary resolution

Appointment of Mrs. H. Lakshmi Priya (DIN: 08858643) as Independent Director of the Company for a further period of 5 (five) years with effect from 2<sup>nd</sup> September 2020.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	63	2,00,58,829	100.00
E-Voting at AGM	5	695	100.00
Total Voting	68	2,00,59,524	100.00

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	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
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 7 may be considered as passed unanimously.

Place : Coimbatore

Date : 29<sup>th</sup> September, 2020

Based on the Scrutinizer's Report  
Resolution nos 1- 7 have been passed with requisite majority  
For S P Apparels Limited

P Sundararajan  
DIN: 00003380  
Chairman & Managing Director

Yours faithfully

*U. 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

UDIN: F000960B000799991





# **S.P.APPARELS LTD.**

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Phone : +91-4296-714000 E-mail : spindia@s-p-apparels.com  
Web : www.s-p-apparels.com CIN No.: L18101TZ2005PLC012295



**Declaration of results of the voting on resolution(s) set out in the  
Notice of the 15<sup>th</sup> Annual General Meeting of the Company held through  
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 28<sup>th</sup> September, 2020**

The 15<sup>th</sup> Annual General Meeting of the Company was held on Monday, 28<sup>th</sup> September, 2020, at 04:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with Circular No. 14/2020 dated 8<sup>th</sup> April 2020 and Circular No. 17/2020 dated 13<sup>th</sup> April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Circular dated 12<sup>th</sup> May, 2020 issued by the SEBI, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 2<sup>nd</sup> September, 2020.

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 read with the MCA Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 15<sup>th</sup> Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. M D Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 15<sup>th</sup> Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the 15<sup>th</sup> Annual General Meeting dated 29<sup>th</sup> September, 2020 which has been attached hereto.

Based on the report of the Scrutinizer dated 29<sup>th</sup> September, 2020, it is hereby declared that the Resolution(s) under Item No(s).1 to 7 set out in the Notice dated 2<sup>nd</sup> September, 2020, as detailed herein below, have been duly passed by the shareholders with requisite majority.



#### **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, 2020 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	2,00,59,524	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	68	2,00,59,524	100.00
- Assent	68	2,00,59,524	100.00
- Dissent	0	0	0

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

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

Re-appointment of Mr. S. Chenduran (DIN: 03173269) as Director, who retires on rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	2,00,59,524	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	68	2,00,59,524	100.00
- Assent	67	2,00,59,374	100.00
- Dissent	1	150	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.



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

Re-appointment of Mr. A.S. Anand Kumar, (DIN: 00058292), as an Independent Director for his second term of five consecutive years, with effect from 13<sup>th</sup> November, 2020.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	2,00,59,524	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	68	2,00,59,524	100.00
- Assent	67	2,00,59,374	100.00
- Dissent	1	150	Negligible

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.

### **Item No.4 – Ordinary Resolution**

Re-appointment of Mr. P. Sundararajan (DIN: 00003380) as Chairman and Managing Director of the Company for a further period of 5 (five) years and payment of remuneration for a period of 3 years with effect from 21<sup>st</sup> November 2020.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	2,00,59,524	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	68	2,00,59,524	100.00
- Assent	67	2,00,59,374	100.00
- Dissent	1	150	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.



**Item No.5 – Ordinary Resolution**

Re-appointment of Mrs. S. Latha (DIN: 00003388) as Executive Director of the Company for a further period of 5 (five) years and payment of remuneration for a period of 3 years with effect from 16<sup>th</sup> August 2021.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	2,00,59,524	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	68	2,00,59,524	100.00
- Assent	67	2,00,59,374	100.00
- Dissent	1	150	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

**Item No.6 – Ordinary Resolution**

Appointment of Mr. C.R. Rajagopal (DIN: 08853688) as Independent Director of the Company for a further period of 5 (five) years with effect from 2<sup>nd</sup> September 2020.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	2,00,59,524	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	68	2,00,59,524	100.00
- Assent	68	2,00,59,524	100.00
- Dissent	0	0	0

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



**Item No.7 – Ordinary Resolution**

Appointment of Mrs. H. Lakshmi Priya (DIN: 08858643) as Independent Director of the Company for a further period of 5 (five) years with effect from 2<sup>nd</sup> September 2020.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	2,00,59,524	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	68	2,00,59,524	100.00
- Assent	68	2,00,59,524	100.00
- Dissent	0	0	0

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

For S P Apparels Limited



P. Sundararajan  
DIN: 00003380  
Chairman & Managing Director

Date : 29<sup>th</sup> September, 2020

Place : Avinashi