



# 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

07<sup>th</sup> December, 2022

The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

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

**Scrip Code: 540048**

**Symbol: SPAL**

Dear Sirs,

**Sub: Completion of extinguishment of 6,00,000 (Six Lakh Only) Equity Shares of face value of Rs. 10/- each of S.P. Apparels Limited ("the Company") under the SEBI (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations")**

Pursuant to the Public Announcement dated 21<sup>st</sup> September, 2022 and Letter of Offer dated 19<sup>th</sup> October, 2022, the tendering period for the Buyback opened on November 3, 2022 and closed on 17<sup>th</sup> November, 2022.

Pursuant to Regulation 24(iv) of the SEBI Buyback Regulations, the following are the details of the Equity shares bought back by the Company during the Tendering Period and extinguished.

No. of Equity Share before Buyback	Number of Equity Shares Extinguished	No. of Equity Share after Buyback
2,56,92,600	6,00,000	2,50,92,600

The terms used but not defined in this letter shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

We enclose the following in connection with the above:

- Pre and Post Buyback Shareholding Pattern as disclosed in **Annexure A**;
- Copy of certificate dated December 02, 2022, relating to extinguishment of 6,00,000 equity shares in accordance with the provisions of Regulation 11(iv) of the SEBI Buyback Regulations as **Annexure B**;
- A copy of the letter dated December 02, 2022, received from Central Depository Services (India) Limited confirming the extinguishment of shares as **Annexure C**.

Kindly take the same on your records.

Thanking you,

For S.P. Apparels Limited,

K. Vinodhini  
Company Secretary and Compliance Officer  
Encl: As above



# S.P.APPARELS LTD.



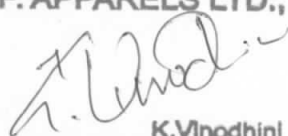
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## Annexure - A

The Shareholding Pattern of the Company Pre and Post Buyback is as under:

CATEGORY	Pre Buyback October 7 2022			Post Buyback December 2 2022		
	Number of Shares	Number of Shares	% of Shareholding	Number of Shares	Number of Shares	% of Shareholding
Alternate Invst Funds - III	1	25000	0.10	2	79543	0.32
Body Corporate - Ltd Liability Partnershi	22	40527	0.16	20	39843	0.16
Clearing Members	41	29426	0.11	31	55221	0.22
Directors	4	15837634	61.64	4	15517715	61.84
Foreign Company	1	345212	1.34	1	345212	1.38
Foreign Portfolio Investors (Corporate)	21	312710	1.22	20	290303	1.16
Foreign Portfolio Investors (Individual)	1	408	0.00	1	299	0.00
Hindu Undivided Family	1072	206970	0.81	453	185606	0.74
Mutual Funds	8	4305247	16.76	8	4229048	16.85
Non Resident (Non Repatriable)	170	70220	0.27	173	66334	0.26
Non Resident Indians	366	149758	0.58	336	135901	0.54
Other Bodies Corporate	135	295652	1.15	129	270531	1.08
Public	29008	4038865	15.72	19892	3843227	15.32
Relatives Of Director	2	32450	0.13	2	31775	0.13
Trusts	2	2521	0.01	1	2042	0.01
<b>TOTAL</b>	<b>30854</b>	<b>25692600</b>	<b>100.00</b>	<b>21073</b>	<b>25092600</b>	<b>100.00</b>

For S. P. APPARELS LTD.,

  
K. Vinodhini  
Company Secretary  
Mem. No. A24822

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY  
S.P. APPARELS LIMITED ("COMPANY")**

This certificate is being made in compliance with the requirements of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations").

Pursuant to the Public Announcement dated September 22, 2022 published on September 23, 2022 and the Letter of Offer dated October 19, 2022 ("Letter of Offer"), the tendering period for the Buyback opened on November 03, 2022 and closed on November 17, 2022 (both days inclusive) ("Tendering Period"). The following are the details of the 6,00,000 Equity Shares bought back by the Company during the Tendering Period and extinguished on November 30, 2022.

**A. Particulars of extinguishment of Equity Shares bought back in dematerialized form:**

Name of the Depository	DP Name and DP ID	Company's A/C Number	Date of Extinguishment	No. of Equity Shares Extinguished
Central Depository Services (I) Ltd	Motilal Oswal Financial Services Limited 12010900	34851344	November 30, 2022	6,00,000
<b>Total (A)</b>				<b>6,00,000</b>

**B. Particulars of extinguishment of Equity Shares bought back in physical form: Nil Tendering Received**

Sr. No	Registered Folio No	Certificate No	Distinctive No of Shares	No of Equity Shares Extinguished*
-	-	-	-	-
<b>Total (B)</b>				<b>-</b>

**C. Total number of Equity Shares extinguished / destroyed:**

<b>Total number of equity shares extinguished (A+B)</b>	<b>6,00,000</b>
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This is to certify that the above Equity Shares were extinguished in compliance with and according to the provisions of the Companies Act, 2013 and the rules made thereunder, Regulation 11 of the Buyback Regulations, and the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye laws framed thereunder.

<p>For S.P. Apparels Limited</p> <p><b>SUNDARARAJAN PERUMAL MUDALIAR</b></p> <p>Name: Perumal Sundararajan Designation: Managing Director</p>	<p>For S.P. Apparels Limited</p> <p><b>sundararajan latha</b></p> <p>Name: Sundararajan Latha Designation: Executive Director</p>	<p>For S.P. Apparels Limited</p> <p><i>[Signature]</i></p> <p>Name: Ms. Kanagaraj Vinodhini Designation: Company Secretary &amp; Compliance Officer</p>
<p>For ASA &amp; Associates LLP ICAI Firm Registration No.: 009571N/N500006</p> <p><i>[Signature]</i></p> <p>Name: D K Giridharan Designation: Partner Membership No.: 028738 UDIN: 22028738 BER N5C3920</p> <p><i>[Circular Stamp: ASA &amp; Associates LLP, Chennai, FRN:009571N/N500006]</i></p>		<p>For Link Intime India Private Limited Registrar to the Buyback</p> <p><i>[Signature]</i></p> <p>Name: Dnyanesh Gharote Designation: Vice President</p> <p><i>[Circular Stamp: LINK INTIME INDIA PVT. LTD.]</i></p>

Enclosed: Confirmation from the depository dated December 1, 2022 for extinguishment of Equity Shares in dematerialized format.



To

Board of Directors  
S.P. Apparels Limited,  
39-A, Extension Street,  
Kaikattipudur, Avinashi,  
Tirupur, Tamil Nadu, 641654

**Auditors' Certificate**

The Statutory auditors' certificate with respect to extinguishment of 6,00,000 equity shares of Rs. 10 each ('equity shares') bought back by S.P Apparels Limited ('the Company') in compliance with the requirements of Regulation 11 of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the Regulations).

- 1) This certificate is issued in accordance with the terms of our agreement dated letter dated November 22, 2022.
- 2) For the purpose of issuing this certificate, we have verified the particulars contained in the attached Certificate of Extinguishment of Equity Shares bought back by S.P. Apparels Limited (the Statement), prepared by the Company and confirmed by the Registrar to the buy-back – Link Intime India Private Limited.
- 3) We are informed by the Company that 6,00,000 equity shares of Rs. 10 each have been bought back pursuant to the Public Announcement for the Buyback dated September 22, 2022.
- 4) In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate with respect to extinguishment of the above equity shares for submission to the Securities and Exchange Board of India (SEBI), BSE Limited (BSE) and National Stock Exchange Limited (NSE).

**Management's Responsibility for the Extinguishment Declaration**

5) The preparation of the Extinguishment Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other relevant records supporting its contents including the confirmation from Central Depository Services (India) Limited ("CDSL") for extinguishment of 600000 shares in dematerialised form and ensuring compliance with the provisions of the Regulations. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

6) The Management is responsible for cancellation / extinguishment of shares bought back including those held in dematerialized form under the Buyback offer during the period Thursday, November 03, 2022, to Thursday, November 17, 2022 as set out in the Statement.

7) The Management is also responsible for ensuring extinguishment of shares and destruction of share certificates representing such shares and that the Company complies with the requirements of the Regulations



and the Companies Act, 2013 in relation to buy back of equity shares and for providing all the information to the Securities Exchange Board of India.

#### **Auditors' Responsibility**

8) Our responsibility, for the purpose of this certificate, is to provide a reasonable assurance in the form of an opinion that the extinguishment of equity shares, as per the particulars contained in the Statement, is in compliance with the Regulations.

9) Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. In this respect, we performed the following procedures:

- a) Examined the share extinguishment confirmation received by the Company from Central Depository Services (India) Limited (CDSL) with respect to the shares held in dematerialized form which were bought back;
- b) Obtained appropriate representations from the management of the Company.

10) We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

11) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### **Conclusion**

12) Based on our examination and inspection as above, to the best of our knowledge and the information and explanations, we certify that the particulars of equity Shares bought back and extinguished as detailed in the accompanying statement has been extinguished in accordance with the buyback regulations.

#### **Restriction on Use**

13) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.



14) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, for submission to the Securities Exchange Board of India ('SEBI'), BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') pursuant to the Regulations and should not be used by any other person or for any other purpose. Accordingly, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

**For ASA & Associates LLP**  
**Chartered Accountants**

Firm Registration No: 009571N/N500006

  
**D K Giridharan**  
**Partner**

Membership No: 028738  
UDIN:22028738BERWSC3920



Place: Chennai

Date: December 02, 2022



# Central Depository Services (India) Limited



CDSL/OPS/IPO-CA/2022-23/CA-500536.001

December 01 , 2022

**The Company Secretary,**  
**S.P. Apparels Limited**  
39-A, Extension Street  
Kaikattipudur  
Avinashi Tirupur District, Tamil Nadu,  
India - 641654

Dear Sir,

## **Sub:- Buyback**

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
500536.001	Debit ISIN INE212I01016	S.P. Apparels Limited # Equity Shares	30-Nov-2022	1	600000

Thanking you,

Yours faithfully,  
For **Central Depository Services (India) Limited**

**Vinifer T. Kodia**  
**Asst. Vice President – Operations**

**c.c Link Intime India Private Limited**

Digitally signed by VINIFER TEHMTON KODIA  
Date: 2022.12.01 12:39:37 +05:30

**Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi  
Marg, Lower Parel (East), Mumbai - 400013.**  
**Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443**  
**Website : www.cdslindia.com**