



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.: L18101T22005PLC012295



20th September, 2022

To

Listing Department
BSE Limited
25th 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 17th Annual General Meeting of the Company held on Monday the 19th day of September, 2022 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 17th Annual General Meeting of the Company was duly held on Monday the 19th day of September, 2022 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 the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") during the years 2020, 2021 & 2022 and as per the applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder and the proceedings of the said meeting is given hereunder:

Mrs. K Vinodhini, Company Secretary, welcomed all the members and informed that this 17th Annual General Meeting of S P Apparels Limited is being held through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility.

Present:

The following Directors were present at the 17th Annual General Meeting from various locations through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

Name of the Director	Category / Designation
Mr. P.Sundararajan	Chairman & Managing Director
Mrs.S.Latha	Executive Director
Mr. S Chenduran	Joint Managing Director
Mrs. S Shantha	Joint Managing Director
Mr. C. R. Rajagopal	Independent Director & Chairman of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Member of the Audit Committee authorised to attend the AGM
Mrs. Lakshmi Priya	Independent Director





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



In attendance

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

Mr. V Balaji, Chief Financial Officer (CFO)

Mrs. K Vinodhini, Company Secretary

Sri. D.K. Giridharan, Partner of M/s. ASA & Associates LLP, Statutory Auditors and Mr. M D Selvaraj, FCS, of MDS & Associates, Secretarial Auditor and Scrutinizer for the meeting were also present at the 17th Annual General Meeting through VC/OAVM.

Mr. V Sakhivel and Mr. A S Anandkumar Independent Directors being pre-occupied with other commitments could not make it to the meeting.

A total of 43 members representing 1,66,87,605 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Thereafter, she briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio-visual means. She 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, 16th September, 2022 at 9:00 AM and ended on Sunday, 18th September, 2022 at 5:00 PM (IST). Further, 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 have 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 17th AGM in a fair and transparent manner and to ascertain the requisite majority.

She then introduced the Chairman of Nomination and Remuneration Committee, Stakeholders Relationship Committee and member of the Audit Committee authorised to attend the AGM and other Directors / Statutory Auditor / Secretarial Auditor / Scrutiniser / and the Key Executives present in the meeting through VC/OAVM facility.

Then she invited Mr. P.Sundararajan, Chairman of the meeting to conduct the 17th Annual General Meeting.

Mr. P.Sundararajan, Chairman informed that the requisite quorum is present and called the meeting to order. Thereafter, he welcomed the shareholders, Directors, Auditors and the Scrutinizer for the 17th Annual General Meeting held through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility. Thereafter, he informed that the registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.





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

He 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.

Thereafter he briefed about the performance of the Company.

Mrs. K Vinodhini, Company Secretary then read the summary of the resolutions set out in the agenda Item No.1 to 7 of the Notice of the 17th Annual General Meeting dated 11th August, 2022 as follows;

Ordinary Business:

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Re-appointment of Sri.S.Chenduran (DIN: 03173269) as Director, who retires on rotation. (Ordinary Resolution)
3. Re-appointment of M/s. ASA & Associates LLP (Firm Registration Number: 009571N/ N500006), Chartered Accountants, Chennai as Statutory Auditors of the Company for a second term of five financial years. (Ordinary Resolution)

Special Business:

4. Appointment of Smt.S.Shantha (DIN: 00088941) as Director of the Company. (Ordinary Resolution)
5. Appointment of Smt.S.Shantha (DIN: 00088941) as Joint Managing Director of the Company for a period of 3 (Three) years with effect from 11th August, 2022. (Special Resolution)
6. Appointment of Sri.S.Chenduran (DIN: 03173269) as Joint Managing Director of the Company for a period of 3 (Three) years with effect from 11th August, 2022. (Special Resolution)
7. Alteration of Article 13 of Articles of Association of the Company. (Special Resolution)

She then opened the floor for the registered speaker shareholders to raise their queries and explained them about the procedure to be followed.

Mr. P.Sundararajan, Chairman then invited the shareholders who had registered themselves as speakers to ask question or express their views through video conferencing facility. The Chairman then clarified the queries raised by the members.





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

Thereafter, Mrs. K Vinodhini, 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. She further informed 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 Intime India Private Limited (<https://instavote.linkintime.co.in>), BSE Limited, National Stock Exchange of India Limited and would also be placed on the Company's website (www.s-p-apparels.com).

She then thanked all the shareholders / Directors / Auditors / Scrutiniser, who have joined the 17th Annual General Meeting through video conferencing facility/other audio-visual means.

The 17th AGM was concluded at 5:10 PM.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For S P Apparels Limited

Company Secretary
Mem.No:A24822