



"Surya Enclave", 37, Mayflower Avenue, Sowripalayam Road, Coimbatore - 641 028
Phone : 0422-2318780, 2316755 E-mail : mds@mdsassociates.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE ANNUAL GENERAL MEETING
(Pursuant to Section 108 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

17th Annual General Meeting of the Equity Shareholders of

M/s. S.P. APPARELS LIMITED

(L18101TZ2005PLC012295)

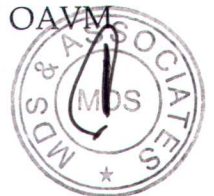
Held on Monday, 19th September, 2022, at 04:00 PM

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

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 17th Annual General Meeting of M/s. S.P. Apparels Limited held on 19th September 2022.

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 17th 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 at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 17th Annual General Meeting of the Company held on Monday, 19th September 2022, at 4:00 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 Securities and Exchange Board of India ("SEBI Circulars") during the years 2020, 2021 & 2022 permitting the conduct of the Annual General Meeting through VC / OAVM facility.



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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 17th Annual General Meeting dated 11th August 2022.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 17th 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 17th Annual General Meeting of the Company dated 11th August 2022, based on the reports generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LI IPL"), 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 11th August 2022 convening the 17th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 17th Annual General Meeting of the Company, were sent by the M/s. Link Intime India Private Limited ("LI IPL") through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the notice of the 17th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by LI IPL 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, 16th September 2022 at 9:00 AM (IST) and ended on Sunday, 18th September 2022 at 5:00 PM (IST). 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., 12th September 2022 were entitled to vote on the resolutions set out in the Notice of the 17th Annual General Meeting. The remote e-voting module of LI IPL was disabled on Sunday, 18th September 2022 at 5:00 PM (IST).



- d. Upon the commencement of the 17th Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 17th Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 19th September 2022 at 5:10 PM in the presence of Mr.A.Selten Jayaraj and Ms. Monika Nagaraj, 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).
- 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 LI IPL.
- 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 LI IPL, 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 of the Notice convening the 17th Annual General Meeting as under:



Ordinary Business

Resolution No: 1

Ordinary resolution

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.

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	64	2,07,29,067	100.00
E-Voting at AGM	4	3,81,118	100.00
Total Voting	68	2,11,10,185	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	1	98	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	98	Negligible

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: 1 Shareholder holding 18,965 shares has abstained from voting through remote e-voting facility.

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



Ordinary Business

Resolution No: 2

Ordinary resolution

Re-appointment of Sri.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	53	2,05,37,640	98.99
E-Voting at AGM	4	3,81,118	100.00
Total Voting	57	2,09,18,758	99.00

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	13	2,10,490	1.01
E-Voting at AGM	0	0	0.00
Total Voting	13	2,10,490	1.00

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. 2 may be considered as passed with requisite majority.



Ordinary BusinessResolution No: 3**Ordinary resolution**

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.

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	61	2,06,87,490	99.71
E-Voting at AGM	4	3,81,118	100.00
Total Voting	65	2,10,68,608	99.71

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	5	60,640	0.29
E-Voting at AGM	0	0	0.00
Total Voting	5	60,640	0.29

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. 3 may be considered as passed with requisite majority.



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

Appointment of Smt.S.Shantha (DIN: 00088941) as Director of the Company.

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	50	1,95,68,975	94.32
E-Voting at AGM	4	3,81,118	100.00
Total Voting	54	1,99,50,093	94.42

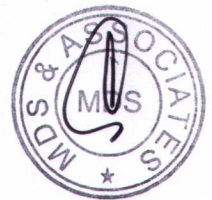
VOTES CAST AGAINST THE RESOLUTION

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	16	11,79,155	5.68
E-Voting at AGM	0	0	0.00
Total Voting	16	11,79,155	5.58

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. 4 may be considered as passed with requisite majority.



Special Business**Resolution No: 5****Special resolution**

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.

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	50	1,95,68,975	94.32
E-Voting at AGM	4	3,81,118	100.00
Total Voting	54	1,99,50,093	94.42

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	16	11,79,155	5.68
E-Voting at AGM	0	0	0.00
Total Voting	16	11,79,155	5.58

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 Special Resolution as given in Item No. 5 may be considered as passed with requisite majority.



Special Business

Resolution No: 6

Special resolution

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.

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	50	1,95,68,975	94.32
E-Voting at AGM	4	3,81,118	100.00
Total Voting	54	1,99,50,093	94.42

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	16	11,79,155	5.68
E-Voting at AGM	0	0	0.00
Total Voting	16	11,79,155	5.58

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 Special Resolution as given in Item No. 6 may be considered as passed with requisite majority.



Special Business

Resolution No: 7

Special resolution

Alteration of Article 13 of Articles of Association of the Company.

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	65	2,07,48,032	100.00
E-Voting at AGM	4	3,81,118	100.00
Total Voting	69	2,11,29,150	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	1	98	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	98	Negligible

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 Special Resolution as given in Item No. 7 may be considered as passed with requisite majority.

Place : Coimbatore

Date : 19th September 2022

Based on the Scrutinizer's Report

Resolution nos 1- 7 have been passed with requisite majority

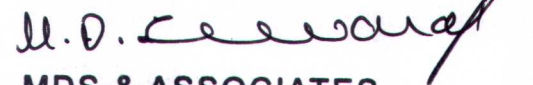
For S P Apparels Limited

P Sundararajan

DIN: 00003380

Chairman & Managing Director

Yours faithfully



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: F000960D000985053