

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
611004

(c) *e-mail ID of the company

csoffice@s-p-apparels.com

(d) *Telephone number with STD code

914296714000

(e) Website

www.s-p-apparels.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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(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	92.01
2	G	Trade	G1	Wholesale Trading	0.84
3	N	Support service to Organizations	N7	Other support services to organizations	7.14

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

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

3

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 PRIVATE LIMITED	U18101TZ1998PTC008439	Subsidiary	70
2	S.P.APPARELS (UK) (P) LTD		Subsidiary	100
3	S.P RETAIL VENTURES LIMITED	U17290TZ2021PLC036832	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	25,092,600	25,092,600
Total amount of equity shares (in Rupees)	472,500,000	256,926,000	250,926,000	250,926,000

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	25,092,600	25,092,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	472,500,000	256,926,000	250,926,000	250,926,000

(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			
Equity shares						
At the beginning of the year	345,212	25,347,388	25692600	256,926,000	256,926,000	
Increase during the year	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				0	0	
NA						
Decrease during the year	0	600,000	600000	6,000,000	6,000,000	345,000,000
i. Buy-back of shares	0	600,000	600000	6,000,000	6,000,000	345,000,000
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
At the end of the year	345,212	24,747,388	25092600	250,926,000	250,926,000	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	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" value="19/09/2022"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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"/>
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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"/>
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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
Total			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
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

9,395,220,000

(ii) Net worth of the Company

6,980,980,000

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	15,539,286	61.93	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	
	Total	15,539,286	61.93	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	3,930,529	15.66	0	
	(ii) Non-resident Indian (NRI)	215,719	0.86	0	
	(iii) Foreign national (other than NRI)	790	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	272,968	1.09	0	
7.	Mutual funds	4,389,260	17.49	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	680,546	2.71	0	
10.	Others Trust and Alternative Invest +	63,502	0.25	0	
	Total	9,553,314	38.06	0	0

Total number of shareholders (other than promoters)

18,388

**Total number of shareholders (Promoters+Public/
Other than promoters)**

18,392

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACADIAN EMERGING +	DEUTSCHE BANK AG, DB HOUSE H +			65,464	0.26
FLORIDA RETIREMENT +	DEUTSCHE BANK AG DB HOUSE, H +			36,584	0.15
TEACHERS' RETIREMEN +	CITIBANK N.A. CUSTODY SERVICES +			18,905	0.08
VIRGINIA RETIREMENT +	DEUTSCHE BANK AG DB HOUSE, H +			18,440	0.07

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CITY OF NEW YORK GF +	HSBC SECURITIES SERVICES 11TH F +			17,144	0.07
NATIONAL RAILROAD +	CITIBANK N.A. CUSTODY SERVICES +			15,167	0.06
PUBLIC EMPLOYEES RI +				14,747	0.06
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSE H +			13,232	0.05
ACADIAN SUSTAINABI +				10,642	0.04
DOVETAIL INDIA FUNI +				10,000	0.04
ACADIAN EMERGING I +				9,326	0.04
THE UNIVERSITY OF TE +				8,368	0.03
TEACHERS RETIREMEN +	JPMORGAN CHASE BANK N.A. IND +			7,429	0.03
MONETARY AUTHORIT +				6,756	0.03
EMERGING MARKETS (C +	CITIBANK N.A. CUSTODY SERVICES +			6,392	0.03
BUMA-UNIVERSAL-FO +	JPMORGAN CHASE BANK N.A. IND +			5,950	0.02
TEACHERS' RETIREMEN +	DEUTSCHE BANK AG, DB HOUSE H +			4,273	0.02
RUSSELL INVESTMENT +	DEUTSCHE BANK AG, DB HOUSE H +			2,374	0
THE EMERGING MARK +	CITIBANK N.A. CUSTODY SERVICES +			1,629	0.01
QUADRATURE CAPITA +	JPMORGAN CHASE BANK N.A., IND +			146	0

**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	4	4
Members (other than promoters)	18,346	18,388
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
A. Promoter	2	1	4	0	61.93	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	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	2	5	4	4	61.93	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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)
SUNDARARAJAN PER ✚	00003380	Managing Director	12,538,759	
SUNDARARAJAN LATHI ✚	00003388	Whole-time director	2,961,505	
VENKIDUSAMY SAKTHI ✚	00005720	Director	0	
ARAVINDA SUNDARA ✚	00058292	Director	0	
SUNDARARAJAN SHANMUGAM ✚	00088941	Managing Director	10,771	
SUNDARARAJAN CHELUMURI ✚	03173269	Managing Director	28,251	
CHATHAMUR RAMAN ✚	08853688	Director	0	
HARIHARA SHARMA LALITHA ✚	08858643	Director	0	
VINODHINI KANAGARAJAN ✚	AJFPV8820M	Company Secretary	0	
VIJAYAKUMAR BALAJI ✚	AGRPB5632Q	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 4

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)
SUNDARARAJAN SHA	00088941	Additional director	11/08/2022	Appointed as Additional Director
SUNDARARAJAN SHA	00088941	Director	19/09/2022	Appointed as Director
SUNDARARAJAN SHA	00088941	Managing Director	19/09/2022	Change in Designation as Joint Mana
SUNDARARAJAN CHE	03173269	Managing Director	11/08/2022	Change in Designation as Joint Mana

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

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	19/09/2022	19,013	43	3.27

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2022	7	6	85.71
2	11/08/2022	7	7	100
3	21/09/2022	8	8	100
4	31/10/2022	8	8	100
5	09/02/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

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

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	20/05/2022	3	2	66.67
2	Audit Committee	11/08/2022	3	3	100
3	Audit Committee	31/10/2022	3	3	100
4	Audit Committee	09/02/2023	3	3	100
5	Nomination and Remuneration	11/08/2022	3	3	100
6	Nomination and Remuneration	08/02/2023	3	3	100
7	Nomination and Remuneration	10/03/2023	3	3	100
8	Corporate Social Responsibility	19/05/2022	3	3	100
9	Stakeholders Forum	09/04/2022	3	3	100
10	Stakeholders Forum	08/07/2022	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	SUNDARARA	5	5	100	21	21	100	
2	SUNDARARA	5	5	100	11	11	100	
3	VENKIDUSAM	5	5	100	19	19	100	
4	ARAVINDA S	5	4	80	4	3	75	
5	SUNDARARA	3	3	100	0	0	0	
6	SUNDARARA	5	5	100	18	18	100	
7	CHATHAMUR	5	5	100	14	14	100	
8	HARIHARA S	5	5	100	3	3	100	

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNDARARAJAN F	Managing Direct	12,000,000	10,000,000	0	0	22,000,000
2	SUNDARARAJAN L	Managing Direct	7,200,000	10,000,000	0	0	17,200,000
3	SUNDARARAJAN C	Managing Direct	3,000,000	10,000,000	0	0	13,000,000
4	SUNDARARAJAN S	Managing Direct	700,000	0	0	0	700,000
	Total		22,900,000	30,000,000	0	0	52,900,000

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	VIJAYAKUMAR BA	CFO	3,200,000	0	0	0	3,200,000
2	VINODHINI KANAG	Company Secre	1,160,000	0	0	0	1,160,000
	Total		4,360,000	0	0	0	4,360,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENKIDUSAMY SA	Director	0	0	0	320,000	320,000
2	ARAVINDA SUNDA	Director	0	0	0	250,000	250,000
3	CHATHAMUR RAM	Director	0	0	0	320,000	320,000
4	HARIHARA SHARM	Director	0	0	0	180,000	180,000
	Total		0	0	0	1,070,000	1,070,000

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

Please refer Form MGT-8 and Secretarial Audit Report in Form MR-3

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:

- 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.
- 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 Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

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