



# 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



06<sup>th</sup> August 2025

The Listing Department  
Bombay Stock Exchange 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: Outcome of the Board Meeting**

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) we wish to inform you that on the Recommendation of Nomination and Remuneration Committee the Board of Directors of the Company at their Meeting held on 06<sup>th</sup> August 2025, have approved the following:

**1. Approval of**

- i.) Re-Appointment & Payment of Remuneration of Mr. Sundararajan Perumal Mudaliar (DIN: 00003380) as a Chairman & Managing Director of the Company.
- ii.) Re-Appointment of Mrs. H. Lakshmi Priya (DIN: 08858643) as a non-executive Independent Director of the Company.
- iii.) Re-Appointment of Mr. C.R. Rajagopal (DIN: 08853688) as a non-executive Independent Director of the Company.
- iv.) Appointment of MDS & Associates LLP, Company Secretaries as Secretarial Auditor of the Company for the first term of five years.

**2. Date of AGM:** The 20th Annual General Meeting of the members of the Company will be held virtually on Monday, September 1, 2025.

**3. Recommendation of final dividend:** The Board has recommended a final dividend of Rs.2.00 per Share (20 %) on the face value of Rs.10/- each for the financial year ended 31.03.2025. The dividend will be paid within 30 days from the date of Annual General Meeting.



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- 4. Book Closure Date:** Register of Members and share transfer books of the Company will remain closed from Tuesday 26.08.2025 to Monday 01.09.2025 (both day inclusive) for taking on record of the members of the Company for the purpose of 20<sup>th</sup> Annual General Meeting.
- 5. Cut-off date:** The Board has fixed 25.08.2025 as the cut-off date for the purpose the eligibility of shareholders to vote by electronic means in the virtual AGM and remote evoting.

Further the Outcome of the Board Meeting dt. 06.08.2025 is available on the Website of the Company <https://www.s-p-apparels.com>.

The Board Meeting Commenced at 11.30 AM and concluded at 12.30 PM.

Further herewith we attached the details required under SEBI (LODR) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11" November 2024 as Annexure – A.

Kindly take the above on your record.

Thank you,

For S.P. Apparels Limited,

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



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## Annexure – A

**Details as required form SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155**

**dated 11 November 2024.**

1. Re-appointment & Payment of Remuneration of Mr. Sundararajan Perumal Mudaliar (DIN: 00003380) as a Chairman & Managing Director of the Company.

Name of the Director	Mr. Sundararajan Perumal Mudaliar (DIN: 00003380)
Reason for Change	Re-appointment as a Chairman & Managing Director
Date of Re-appointment	The Board Meeting held on August 6, 2025, on recommendation from the Nomination and Remuneration Committee re-appointed Mr. Sundararajan Perumal Mudaliar (DIN: 00003380) as a Chairman & Managing Director w.e.f November 21, 2025, subject to the approval of Shareholders at the ensuing Annual General Meeting.
Terms of Re - appointment	Re-appointed for a period of 3 years from November 21, 2025, subject to the approval of Shareholders through Annual General Meeting.
Brief Profile	Mr. Sundararajan Perumal Mudaliar (DIN: 00003380), Chairman and Managing Director of the Company, is managing the overall affairs of the company and is entrusted with the substantial powers of management under the superintendence, control and direction of the Board of Directors. Mr. Sundararajan Perumal Mudaliar has adequate managerial experience in the relevant field and he is considered suitable for the said managerial position
Disclosure of Relationships with Directors	Related to Mrs.S.Latha, Executive Director, Mrs.S.Shantha & Mr.S.Chenduran, Joint Managing Directors
With reference to NSE Circular - NSE/CML/2018/02 dated June 20, 2018 - Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Yes, not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.



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## 2. Re-Appointment of Mrs. H. Lakshmi Priya (DIN: 08858643) as a non-executive Independent Director of the Company.

Name of the Director	Mrs. H. Lakshmi Priya (DIN: 08858643)
Reason for Change	Re- Appointment as as a non-executive Independent Director
Date of Re-appointment	The Board Meeting held on August 6, 2025, on recommendation from the Nomination and Remuneration Committee appointed Mrs. H. Lakshmi Priya (DIN: 08858643) as a non-executive Independent Director w.e.f September 2, 2025, subject to the approval of Shareholders at the ensuing Annual General Meeting.
Terms of Re-appointment	Re-appointed as an Independent Director to hold office for a second term of five consecutive years w.e.f September 2, 2025, subject to the approval of Shareholders through Annual General Meeting.
Brief Profile	Mrs. H. Lakshmi Priya has vast in experience in Corporate and Securities laws, M&A and Joint ventures, PE/ VC investments, Regulatory and exchange control
Disclosure of Relationships with Directors	She is not related to any other Directors
With reference to NSE Circular - NSE/CML/2018/02 dated June 20, 2018 - Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Yes, not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.



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## 3. Re-Appointment of Mr. C.R. Rajagopal (DIN: 08853688) as a non-executive Independent Director of the Company.

Name of the Director	Mr. C.R. Rajagopal (DIN: 08853688)
Reason for Change	Re- appointment as a non-executive Independent Director
Date of Re-appointment	The Board Meeting held on August 6, 2025, on recommendation from the Nomination and Remuneration Committee appointed Mr. C.R. Rajagopal (DIN: 08853688) as an non-executive Independent Director w.e.f September 2, 2025, subject to the approval of Shareholders at the ensuing Annual General Meeting.
Terms of Re-appointment	Re-appointed as an Independent Director to hold office for a second term of five consecutive years w.e.f September 2, 2025, subject to the approval of Shareholders through Annual General Meeting.
Brief Profile	Mr. C.R. Rajagopal has vast experience in finance, Corporate restructuring, Governance management and strategy development
Disclosure of Relationships with Directors	He is not related to any other Directors
With reference to NSE Circular - NSE/CML/2018/02 dated June 20, 2018 - Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Yes, not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.



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## 4. Appointment of MDS & Associates LLP, Company Secretaries as Secretarial Auditor of the Company for the first term of five years.

Name of the Auditor Firm	MDS & Associates LLP
Reason for Change	M/s. MDS & Associates LLP (LLPIN: ABZ - 8060), has been recommended by the Board to be appointed as a Secretarial Auditor of the company, subject to the approval of Shareholders at the ensuing Annual General Meeting.
Date & Terms of Re-appointment	M/s, MDS & Associates LLP (LLPIN: ABZ – 8060) will be held office as a secretarial auditor of the Company for a term of five consecutive years commencing from the financial year 2025-26 at such remuneration mutually agreed, subject to the approval of Shareholders at the ensuing Annual General Meeting.
Brief Profile	MDS & Associates LLP, Company Secretaries, a Limited Liability Partnership, is a Practicing Company Secretaries' firm based in Coimbatore, Tamil Nadu. The firm houses a team of qualified and seasoned professionals who bring together more than 36 years of rich experience and expertise knowledge in the field of Corporate, Securities and allied laws. The Firm is specialized in Secretarial Audits, Board Process Audits, Corporate Governance Audits, Corporate Actions / Transactions based Due Diligence Audits and mergers and acquisitions. The firm consists of 3 partners who are fellow members of The Institute of Company Secretaries of India (ICSI). Sri. M. D. Selvaraj, FCS, is the Managing Partner. The firm holds a valid Peer Review Certificate issued by ICSI and meets the criteria of appointment as prescribed under Regulation 24A of the SEBI Listing Regulations.
Disclosure of Relationships with Directors	None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested