



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

September 2, 2025

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: Submission of Scrutinizer Report and Declaration of Voting Results in respect of 20th Annual General Meeting of the members of the Company held on 01.09.2025.

Ref: Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements)

This is to inform you that the 20th Annual General Meeting (AGM) of the members of the Company was held on Monday, September 1, 2025, at 04.00 P.M via Video conference (VC)/ Other Audio Visual Means ('OAVM'), to transact the business mentioned in the Notice of the Annual General Meeting dated 06.08.2025.

All the items of the business mentioned in the 20th Annual General Meeting notice of the Company have been transacted therein. All the resolutions indicated in the notice were also passed with requisite majority. The Scrutinizers Report and Voting Results is enclosed.

Kindly take the above on record.

Thanking You,

Yours faithfully,
For S.P.Apparels Limited

K.Vinodhini

Company Secretary and Compliance Officer

Encl: As above



**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 and Managing Director
20th Annual General Meeting of

S.P. APPARELS LIMITED

(L18101TZ2005PLC012295)

Held on Monday, 01st September, 2025, at 04:00 PM (IST)

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 20th Annual
General Meeting of S.P. Apparels Limited held on 01st September 2025.**

I, M D Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **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 20th 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 20th Annual General Meeting of the Company held on Monday, 01st September 2025, 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") respectively from time to time 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 in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 20th Annual General Meeting dated 6th August 2025.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 20th 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 20th Annual General Meeting of the Company dated 6th August 2025, based on the reports generated from the e-voting system provided by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) ("MIPL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, since the meeting was held through VC/ OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not made available for the Meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said Meeting.

Further, in addition to the above, I submit my report as under:

- a. The Notice dated 6th August 2025 convening the 20th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under 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 20th Annual General Meeting of the Company, were sent through electronic mail to the members who had registered their email address with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the notice of the 20th Annual General Meeting on its website. Further, the Company has also sent a letter providing the web link including the exact path where the complete details of the Annual Report is available to Shareholders who had not registered their e-mail address in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. The Company has availed the e-voting services offered by MUFG Intime India Private Limited 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, 29th August 2025 at 9:00 AM (IST) and ended on Sunday, 31st August 2025 at 5:00 PM (IST). During the period, the members of the Company holding shares as on the cut-off date i.e., 25th August 2025 were entitled to vote on the resolutions set out in the Notice of the 20th Annual General Meeting. The remote e-voting module of MIIPL was disabled on Sunday, 31st August 2025 at 5:00 PM (IST).
- d. Upon the commencement of the 20th Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 20th Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolution(s) through remote e-voting, to cast their vote through e-voting facility at the 20th Annual General Meeting. After conclusion of the proceedings at 4.23 PM (IST), the e-voting facility was extended for another 15 minutes to enable the members to cast their votes. Thereafter, 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 1st September 2025 at 5:10 PM (IST) in the presence of Mr. A. Selten Jayaraj (Witness No.1) and Ms. S. Vinothini (Witness No.2), 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 MIIPL.
- 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 MUFG Intime India Private Limited, 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 20th 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, 2025 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	67	2,01,11,847	95.96
E-Voting at AGM	1	2	100.00
Total Voting	68	2,01,11,849	95.96

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	2	8,46,811	4.04
E-Voting at AGM	0	0	0.00
Total Voting	2	8,46,811	4.04

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: a. 2 Shareholders holding 31,018 equity shares have abstained from voting through remote e-voting facility.

b. 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity share and abstained from voting for 1,08,471 equity shares through remote e-voting facility.

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

Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2025

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	70	2,09,89,675	100.00
E-Voting at AGM	1	2	100.00
Total Voting	71	2,09,89,677	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	1	0.00
E-Voting at AGM	0	0	0.00
Total Voting	1	1	0.00

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: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and abstained from voting for 1,08,471 equity shares through remote e-voting facility.

Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Ordinary Business

Resolution No: 3

Ordinary Resolution

Re-appointment of Mr. 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	69	2,09,74,928	99.93
E-Voting at AGM	1	2	100.00
Total Voting	70	2,09,74,930	99.93

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	2	14,748	0.07
E-Voting at AGM	0	0	0.00
Total Voting	2	14,748	0.07

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: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and abstained from voting for 1,08,471 equity shares through remote e-voting facility.

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

Approval for appointment of MDS & Associates LLP, Company Secretaries as Secretarial Auditors of the Company for the first term of Consecutive five years from the financial year 2025-26.

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	70	2,09,89,675	100.00
E-Voting at AGM	1	2	100.00
Total Voting	71	2,09,89,677	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	1	0.00
E-Voting at AGM	0	0	0.00
Total Voting	1	1	0.00

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: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and partially abstained from voting for 1,08,471 equity shares through remote e-voting facility.

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

Approval for re-appointment of Mr. Sundararajan Perumal Mudaliar (DIN: 00003380) as Chairman and Managing 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	70	2,09,89,675	100.00
E-Voting at AGM	1	2	100.00
Total Voting	71	2,09,89,677	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	1	0.00
E-Voting at AGM	0	0	0.00
Total Voting	1	1	0.00

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: Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and partially abstained from voting for 1,08,471 equity shares through remote e-voting facility.

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

Approval for re-appointment of Mrs. Lakshmi Priya (DIN: 07148483) as an Independent Director of the Company for the second term of consecutive five 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	65	2,01,20,925	95.86
E-Voting at AGM	1	2	100
Total Voting	66	2,01,20,927	95.86

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	6	8,68,751	4.14
E-Voting at AGM	0	0	0.00
Total Voting	6	8,68,751	4.14

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: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and partially abstained from voting for 1,08,471 equity shares through remote e-voting facility.

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

Approval for re-appointment of Mr. C.R. Rajagopal (DIN: 08853688) as an Independent Director of the Company for the second term of consecutive five 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	65	2,01,20,925	95.86
E-Voting at AGM	1	2	100
Total Voting	66	2,01,20,927	95.86

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	6	8,68,751	4.14
E-Voting at AGM	0	0	0.00
Total Voting	6	8,68,751	4.14

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: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and partially abstained from voting for 1,08,471 equity shares through remote e-voting facility.

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

Date : 2nd September 2025

Based on the Scrutinizer's Report, the Resolution Nos.1 to 7 have been duly passed with requisite majority

For S P Apparels Limited

P Sundararajan
Chairman & Managing Director
DIN: 00003380



For MDS & Associates LLP
Company Secretaries

M. D. Selvaraj

M D Selvaraj

Managing Partner

FCS No.: 960 | C P No.: 411

Peer Review No. 6468/2025

UDIN: F000960G001124711



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**Declaration of results of the voting on resolution(s) set out in the
Notice of the 20th Annual General Meeting of the Company held through
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 1st September, 2025**

The 20th Annual General Meeting ("AGM") of the Company was held on Monday, 1st September, 2025, at 04:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to seek the approval of the members on the Resolution(s) as set out in the Notice of AGM dated 6th August 2025 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") respectively from time to time permitting the conduct of the AGM through VC/OAVM facility.

Further, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the AGM through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the AGM in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the AGM held on 1st September, 2025 which has been attached hereto.

Based on the report of the Scrutinizer dated 2nd September, 2025, it is hereby declared that the Resolution(s) under Item No(s).1 to 7 set out in the Notice dated 6th August, 2025, as detailed herein below, have been duly passed by the shareholders with requisite majority.



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Item No.1 – Ordinary Resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	70	2,09,58,660	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	70	2,09,58,660	100.00
- Assent	68	2,01,11,849	95.96
- Dissent	2	8,46,811	4.04

Note: a. 2 Shareholders holding 31,018 equity shares have abstained from voting through remote e-voting facility.

b. 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity share and abstained from voting for 1,08,471 equity shares through remote e-voting facility.

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.2 – Ordinary Resolution

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2025.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	72	2,09,89,678	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	72	2,09,89,678	100.00
- Assent	71	2,09,89,677	100.00
- Dissent	1	1	0.00

Note: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and abstained from voting for 1,08,471 equity shares through remote e-voting facility.

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.



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Item No.3 – Ordinary Resolution

Re-appointment of Mr. S Chenduran (DIN: 03173269) as Director, who retires on rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	72	2,09,89,678	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	72	2,09,89,678	100.00
- Assent	70	2,09,74,930	99.93
- Dissent	2	14,748	0.07

Note: 4 Shareholders holding 1,08,484 equity shares have partially voted for the resolution for 13 equity shares and abstained from voting for 1,08,471 equity shares through remote e-voting facility.

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.4 – Ordinary Resolution

Appointment of MDS & Associates LLP, Company Secretaries as Secretarial Auditors of the Company for the first term of Consecutive five years from the financial year 2025-26.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	72	2,09,89,678	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	72	2,09,89,678	100.00
- Assent	71	2,09,89,677	100.00
- Dissent	1	1	0.00

Note: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and partially abstained from voting for 1,08,471 equity shares through remote e-voting facility.

Accordingly, the above Resolution is declared as passed an **Ordinary Resolution** with requisite majority.



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Item No.5 – Special Resolution

Re-appointment of Mr. Sundararajan Perumal Mudaliar (DIN: 00003380) as Chairman and Managing Director of the Company

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	72	2,09,89,678	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	72	2,09,89,678	100.00
- Assent	71	2,09,89,677	100.00
- Dissent	1	1	0.00

Note: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and partially abstained from voting for 1,08,471 equity shares through remote e-voting facility.

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.

Item No.6 – Special Resolution

Re-appointment of Mrs. Lakshmi Priya (DIN: 07148483) as an Independent Director of the Company for the second term of consecutive five years.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	72	2,09,89,678	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	72	2,09,89,678	100.00
- Assent	66	2,01,20,927	95.86
- Dissent	6	8,68,751	4.14

Note: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and partially abstained from voting for 1,08,471 equity shares through remote e-voting facility.

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.



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Item No.7 – Special Resolution

Re-appointment of Mr. C.R. Rajagopal (DIN: 08853688) as an Independent Director of the Company for the second term of consecutive five years.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	72	2,09,89,678	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	72	2,09,89,678	100.00
- Assent	66	2,01,20,927	95.86
- Dissent	6	8,68,751	4.14

Note: 4 Shareholders holding 1,08,484 equity shares have partially voted in favour of the resolution for 13 equity shares and partially abstained from voting for 1,08,471 equity shares through remote e-voting facility.

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.

For S P Apparels Limited

P. Sundararajan
Chairman & Managing Director
DIN: 00003380

Date : 02nd September, 2025

Place : Avinashi