



# 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



December 30, 2025

To

Listing Department

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

Scrip Code: 540048

Listing Department

National Stock Exchange of India Limited

‘Exchange Plaza’,

Bandra-Kurla Complex, Bandra, East

Mumbai - 400 051

Symbol: SPAL

Dear Sir/Madam,

**Sub:** Submission of Scrutinizer Report and Declaration of Voting Results in respect of Postal Ballot.

**Ref:** Regulation 30 & 44 of the SEBI (Listing Obligation and Disclosure Requirements)

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we wish to inform you that following resolutions are passed by the shareholders of the Company through e-voting with requisite majority.

1. Approval of Appointment of Mr. Srinivas Chidambaram (DIN: 00514665) as a Non-Executive Independent Director of the Company.

The Resolutions are deemed to be passed on the last day of the remote e-voting period, date 27.12.2025 Saturday. Herewith we enclosed the scrutinizers Report and Voting Results of the Company.

The Voting results are also available on the website of the Company [www.spapparels.com](http://www.spapparels.com). Kindly take the above on record.

Thanking You,

Yours faithfully,

**For S.P. Apparels Limited,**

K.Vinodhini

Company Secretary

Encl: As above



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**Declaration of Voting results of the voting on the resolution as set out in the Postal Ballot**  
**Notice dated 14<sup>th</sup> November 2025**

Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circular No. 3/2025 dated September 22, 2025 and other relevant circular(s) issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the consent of the Members of the Company was sought for passing the resolution set out in the Postal Ballot Notice dated 14<sup>th</sup> November 2025 by means of voting through electronic means (remote e-voting) only.

Postal Ballot Notice containing the resolution together with the statement setting out material facts concerning the resolution set out in the Notice was sent through email to all the Members whose names appeared in the Register of Members / List of Beneficiaries as on 21<sup>st</sup> November 2025 ("cut-off date") and in accordance with the aforesaid MCA circulars, the Company had provided its members the facility to vote through remote electronic voting only. The last date for receipt of voting through electronic means was Saturday, 27<sup>th</sup> December 2025 05:00 PM.

The Board of Directors of the Company at their meeting held on 14<sup>th</sup> November, 2025, has appointed Mr.M.D.Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, as Scrutinizer to conduct the Postal Ballot voting through remote electronic voting means in a fair and transparent manner and for the purpose of ascertaining the requisite majority.

Accordingly, the Scrutinizer has submitted his report on postal ballot (remote e-voting) and based on his report, it is hereby declared that the resolution set out in the Postal Ballot Notice dated 14<sup>th</sup> November 2025 have been duly passed by the members of the Company with requisite majority. A copy of the report of the Scrutinizer dated 27<sup>th</sup> December 2025 is attached hereto.

The details of the votes cast on the Resolution passed through the postal ballot process (remote e-voting) are given hereunder:

1.	Date of declaration of Postal Ballot Voting Results	Saturday, 27 <sup>th</sup> December 2025
2.	Total number of Members as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights	16,878 shareholders (as on 21 <sup>st</sup> November 2025)



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## Item No.1 – Special Resolution

Approval for the appointment of Sri. Srinivas Chidambaram (DIN: 00514665) as a Non-Executive Independent Director of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	94	2,04,80,667	-
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	94	2,04,80,667	100.00
- Assent	91	2,04,80,635	100.00
- Dissent	03	32	Negligible

*Note: 3 Shareholders holding 1,68,838 Equity Shares have partially voted in favour of the resolution for 3 shares and partially abstained from voting for 1,68,835 Equity Shares.*

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** : 30<sup>th</sup> December 2025

**Place** : Avinashi



# MDS & Associates LLP

Company Secretaries

## **SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED PURSUANT TO THE POSTAL BALLOT NOTICE DATED 14<sup>TH</sup> NOVEMBER 2025**

To  
The Chairman & Managing Director  
**S.P. APPARELS LIMITED**  
(L18101TZ2005PLC012295)  
39-A, Extension Street,  
Kaikattipudur, Avinashi,  
Tirupur -641654

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot through Remote E-voting conducted pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 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 MCA circulars issued thereunder**

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 in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with the provisions of Sections 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circular No. 3/2025 dated September 22, 2025 and other relevant circular(s) issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), in respect of the Special Resolution as set out in the Postal ballot Notice dated 14<sup>th</sup> November 2025.

### **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, as set out in the Postal Ballot Notice dated 14<sup>th</sup> November 2025.



### Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution, as set out in Item No.1 of the Postal Ballot Notice dated 14<sup>th</sup> November 2025 based on the reports generated from the e-voting system provided by MUFG Intime India Private Limited ("MI IPL"), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

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

- The Postal Ballot Notice dated 14<sup>th</sup> November 2025 along with necessary statements setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Thursday, 27<sup>th</sup> November 2025 by MUFG Intime India Private Limited, the Registrar & Share Transfer Agent through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 21<sup>st</sup> November 2025 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- The shareholders of the Company holding shares as on the "cut-off" date on Friday, 21<sup>st</sup> November 2025 were entitled to vote on the proposed resolution as set out in Item No. 1 of the Postal Ballot Notice.
- The remote e-voting period remained open from Friday, 28<sup>th</sup> November 2025, 9:00 AM to Saturday, 27<sup>th</sup> December 2025, 5:00 PM (both days inclusive). During the said period, the members of the Company, holding shares as on the cut-off date i.e. 21<sup>st</sup> November 2025 were entitled to vote on the resolution set out in the Notice of Postal ballot through remote e-voting.
- The e-voting module of MI IPL was disabled on Saturday, 27<sup>th</sup> December 2025 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Saturday, 27<sup>th</sup> December 2025 at 5:34 PM in the presence of Mr. Selten Jayaraj A and Ms. Vinothini S, 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).
- I have scrutinized the remote e-voting for the postal ballot and the votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

I now hereby submit my report on the result of the remote e-voting in respect of the said resolution, as under:

# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

## SPECIAL BUSINESS

### Resolution No: 1

#### Special resolution

Approval for the appointment of Sri. Srinivas Chidambaram (DIN: 00514665) as a Non-Executive Independent Director of the Company.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the resolution	Percentage of Total Number of votes cast
91	2,04,80,635	100.00

#### VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against the resolution	Percentage of Total Number of votes cast
3	32	Negligible

#### INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0.00

*Note: 3 Shareholders holding 1,68,838 Equity Shares have partially voted in favour of the resolution for 3 shares and partially abstained from voting for 1,68,835 Equity Shares.*

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

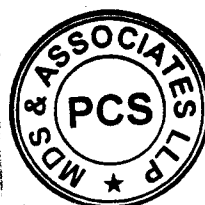
Date: 27.12.2025

Place: Coimbatore

*Based on the Scrutinizer's Report Resolution No 1 has been passed with requisite majority*

**For S P Apparels Limited**

**P Sundararajan**  
**Chairman & Managing Director**  
**DIN: 00003380**



Yours faithfully,  
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: F000960G002909041