

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

L18101TZ2005PLC012295

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	S.P.APPARELS LIMITED	S.P.APPARELS LIMITED
Registered office address	39-A, EXTENSION STREET, KAIKATTIPUDUR,NA,AVINASHI TIRUPUR DISTRICT,Coimbatore,Tamil Nadu,India,641654	39-A, EXTENSION STREET, KAIKATTIPUDUR,NA,AVINASHI TIRUPUR DISTRICT,Coimbatore,Tamil Nadu,India,641654
Latitude details	11.131165	11.131165
Longitude details	77.309136	77.309136

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

RegisteredOfficePhotograph.jpeg

(b) *Permanent Account Number (PAN) of the company

AA*****1P

(c) *e-mail ID of the company

*****ice@s-p-apparels.com

(d) *Telephone number with STD code

91*****00

(e) Website	<div style="border: 1px solid black; padding: 2px;">www.s-p-apparels.com</div>									
iv *Date of Incorporation (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">18/11/2005</div>									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	<div style="border: 1px solid black; padding: 2px;">Public company</div>									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	<div style="border: 1px solid black; padding: 2px;">Company limited by shares</div>									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	<div style="border: 1px solid black; padding: 2px;">Indian Non-Government company</div>									
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
S. No.	Stock Exchange Name	Code								
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
viii Number of Registrar and Transfer Agent	<div style="border: 1px solid black; padding: 2px;">1</div>									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67190MH1999PTC118368</td> <td style="text-align: center;">MUFG INTIME INDIA PRIVATE LIMITED</td> <td>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083</td> <td style="text-align: center;">INR000004058</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent							
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058							
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) If yes, date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">01/09/2025</div>									
(c) Due date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">30/09/2025</div>									
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No									

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	14	Manufacture of Wearing Apparel	86.8
2	C	Manufacturing	13	Manufacture of Textiles	6.81
3	N	Administrative and support service activities	82	Office administrative, office support and other business support activities	6.39

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

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

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S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U18101TZ1998PTC008439		CROCODILE PRODUCTS PRIVATE LIMITED	Subsidiary	70
2		09302109	S.P.APPARELS (UK) (P) LTD	Subsidiary	100
3	U17290TZ2021PLC036832		S.P RETAIL VENTURES LIMITED	Subsidiary	100

4	U18101TN2006PTC081600		YOUNG BRAND APPAREL PRIVATE LIMITED	Subsidiary	100
5		00286700	S. P Apparel International Private Ltd	Subsidiary	100
6	U46411TN2023PTC159918		YOUNG BRAND GLOBAL PRIVATE LIMITED	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	47250000.00	25092600.00	25092600.00	25092600.00
Total amount of equity shares (in rupees)	472500000.00	250926000.00	250926000.00	250926000.00

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	47250000	25092600	25092600	25092600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	472500000.00	250926000.00	250926000	250926000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00

Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00
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Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
<input type="text"/>				
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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	25092600	25092600.00	250926000	250926000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div></div>						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
At the end of the year	0.00	25092600.00	25092600.00	250926000.00	250926000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div></div>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
Before split / Consolidation		<input type="text"/>
	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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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

Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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					

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

i *Turnover

9816230000

ii * Net worth of the Company

8778790000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	15538791	61.93	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <div></div>		0	0	0.00
	Total	15538791.00	61.93	0.00	0

Total number of shareholders (promoters)

4

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3214603	12.81	0	0.00
	(ii) Non-resident Indian (NRI)	232950	0.93	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	150863	0.60	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	453952	1.81	0	0.00
7	Mutual funds	4623426	18.43	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	712913	2.84	0	0.00
10	Others	165102	0.66	0	0.00
	Trusts, AIF				
	Total	9553809.00	38.08	0.00	0

Total number of shareholders (other than promoters)

16807

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

16811.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	0
3	Individual - Transgender	0
4	Other than individuals	16811
	Total	16811.00

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
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E.	01/01/2025	United States	65	0.0003
DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	36	0.0001
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	4719	0.0188
ACADIAN EMERGING MARKETS PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	13232	0.0527
DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	998	0.004
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	2860	0.0114
NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	15167	0.0604

SEI INSTITUTIONAL INVESTMENTS TRUST WORLD EQUITY EX-US FUND MANAGED BY ACADIAN ASSET MANAGEMENT LLC	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	01/01/2025	United States	5752	0.0229
ACADIAN SUSTAINABLE EMERGING MARKETS EQUITY EX-FOSSIL FUEL FUND, LLC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	01/01/2025	United States	16958	0.0676
BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI	01/01/2025	United States	144	0.0006
BOFA SECURITIES EUROPE SA - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	2261	0.009
BUMA- UNIVERSAL- FONDS I	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E.	01/01/2025	United States	5950	0.0237
EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	01/01/2025	United States	2924	0.0117
IBM DIVERSIFIED GLOBAL EQUITY FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	7149	0.0285
INTERNATIONAL EQUITY FUND - ACADIAN ASSET MANAGEMENT LLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	01/01/2025	United States	4795	0.0191

MONETARY AUTHORITY OF SINGAPORE ACCOUNT 1	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	10864	0.0433
ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND, LLC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	01/01/2025	United States	85326	0.34
DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	7649	0.0305
DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	1182	0.0047
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	20771	0.0828
FLORIDA RETIREMENT SYSTEM.- ACADIAN ASSET MANAGEMENT, INC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	01/01/2025	United States	36584	0.1458
OPSEU PENSION PLAN TRUST FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/01/2025	United States	4107	0.0164
RUSSELL INVESTMENT COMPANY PLC - ACADIAN EMERGING MARKETS EQUITY UCITS II	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	01/01/2025	United States	7735	0.0308

ACADIAN EMERGING MARKETS EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	01/01/2025	United States	16090	0.0641
DOVETAIL INDIA FUND CLASS 5 SHARES	DBS BANK INDIA LTD FIRST FLOOR EXPRESS TOWERS NARIMAN POINT	01/01/2025	United States	14500	0.0578

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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)	15673	16807
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	4	0	4	0	61.93	0
B Non-Promoter	0	4	0	4	0.00	0.00
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	0.00	0.00
i. Banks and 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	4	4	4	4	61.93	0.00

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

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B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
KANAGARAJ VINODHINI	AJFPV8820M	Company Secretary	0	
VIJAYAKUMAR BALAJI	AGRPB5632Q	CFO	0	
SUNDARARAJAN LATHA	00003388	Whole-time director	2961510	
SUNDARARAJAN PERUMAL MUDALIAR	00003380	Managing Director	12538759	
ARAVINDA SUNDARA ANAND KUMAR	00058292	Director	0	
SUNDARARAJAN SHANTHA	00088941	Managing Director	10771	
SUNDARARAJAN CHENDURAN	03173269	Managing Director	27751	
CHATHAMUR RAMAN RAJAGOPAL	08853688	Director	0	
HARIHARA SHARMA LAKSHMI PRIYA	08858643	Director	0	
RAVISHANKAR BALARAMAN	07148483	Additional Director	135	

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

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
VENKIDUSAMY SAKTHIVEL	00005720	Director	29/03/2025	Cessation
RAVISHANKAR BALARAMAN	07148483	Additional Director	07/03/2025	Appointment

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

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	26/09/2024	15902	40	64.04

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/05/2024	8	8	100
2	10/08/2024	8	7	87.5
3	11/11/2024	8	8	100
4	10/02/2025	8	8	100
5	07/03/2025	9	9	100

C COMMITTEE MEETINGS

Number of meetings held

26

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE MEETING	21/05/2024	3	3	100

2	AUDIT COMMITTEE MEETING	10/08/2024	3	3	100
3	AUDIT COMMITTEE MEETING	11/11/2024	3	3	100
4	AUDIT COMMITTEE MEETING	10/02/2025	3	3	100
5	AUDIT COMMITTEE MEETING	07/03/2025	3	2	66.67
6	NOMINATION AND REMUNERATION COMMITTEE	10/08/2024	3	3	100
7	NOMINATION AND REMUNERATION COMMITTEE	26/09/2024	3	3	100
8	NOMINATION AND REMUNERATION COMMITTEE	14/11/2024	3	3	100
9	NOMINATION AND REMUNERATION COMMITTEE	27/01/2025	3	3	100
10	NOMINATION AND REMUNERATION COMMITTEE	07/03/2025	3	3	100
11	CORPORATE SOCIAL RESPONSIBILITY	20/05/2024	3	3	100
12	CORPORATE SOCIAL RESPONSIBILITY	10/08/2024	3	3	100
13	STAKEHOLDERS RELATIONSHIP COMMITTEE	10/04/2024	3	3	100
14	STAKEHOLDERS RELATIONSHIP COMMITTEE	10/07/2024	3	3	100
15	STAKEHOLDERS RELATIONSHIP COMMITTEE	10/10/2024	3	3	100
16	STAKEHOLDERS RELATIONSHIP COMMITTEE	09/01/2025	3	3	100
17	RISK MANAGEMENT COMMITTEE	01/07/2024	3	3	100
18	RISK MANAGEMENT COMMITTEE	14/11/2024	3	3	100
19	INVESTMENT COMMITTEE	10/08/2024	3	3	100
20	INVESTMENT COMMITTEE	11/09/2024	3	3	100

21	INVESTMENT COMMITTEE	10/02/2025	3	3	100
22	ACQUISITION COMMITTEE	21/06/2024	3	3	100
23	BORROWING AND BANK OPERATIONS COMMITTEE	04/04/2024	3	3	100
24	BORROWING AND BANK OPERATIONS COMMITTEE	05/06/2024	3	3	100
25	BORROWING AND BANK OPERATIONS COMMITTEE	09/09/2024	3	3	100
26	BORROWING AND BANK OPERATIONS COMMITTEE	27/12/2024	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	
								01/09/2025 (Y/N/NA)
1	SUNDARARAJAN LATHA	5	5	100	6	6	100	Yes
2	SUNDARARAJAN PERUMAL MUDALIAR	5	5	100	12	12	100	Yes
3	ARAVINDA SUNDARA ANAND KUMAR	5	5	100	5	4	80	Yes
4	SUNDARARAJAN SHANTHA	5	5	100	0	0	0	Yes
5	SUNDARARAJAN CHENDURAN	5	5	100	13	13	100	Yes
6	CHATHAMUR RAMAN RAJAGOPAL	5	5	100	17	17	100	Yes
7	HARIHARA SHARMA LAKSHMI PRIYA	5	4	80	5	5	100	Yes
8	RAVISHANKAR BALARAMAN	1	1	100	1	1	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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 LATHA	Whole-time director	7200000	12000000	0	0	19200000.00
2	SUNDARARAJAN PERUMAL MUDALIAR	Managing Director	12000000	12000000	0	0	24000000.00
3	SUNDARARAJAN SHANTHA	Managing Director	1200000	0	0	0	1200000.00
4	SUNDARARAJAN CHENDURAN	Managing Director	3000000	12000000	0	0	15000000.00
	Total		23400000.00	36000000.00	0.00	0.00	59400000.00

B *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	KANAGARAJ VINODHINI	Company Secretary	1640000	0	0	0	1640000.00
2	VIJAYAKUMAR BALAJI	CFO	3660000	0	0	0	3660000.00
	Total		5300000.00	0.00	0.00	0.00	5300000.00

C *Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	CHATHAMUR RAMAN RAJAGOPAL	Director	0	0	0	360000	360000.00
2	ARAVINDA SUNDARA ANAND KUMAR	Director	0	0	0	360000	360000.00
3	VENKIDUSAMY SAKTHIVEL	Director	0	0	0	360000	360000.00
4	HARIHARA SHARMA LAKSHMI PRIYA	Director	0	0	0	160000	160000.00
5	RAVISHANKAR BALARAMAN	Director	0	0	0	36000	36000.00

	Total		0.00	0.00	0.00	1276000.00	1276000.00
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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

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

16811

XIV Attachments

(a) List of share holders, debenture holders

SP Apparels details of
shareholders .xslm

(b) Optional Attachment(s), if any

Clarification Letter.pdf
Form No. MGT-8.pdf
Details of FII.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of S.P.APPARELS LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

M D SELVARAJ

Date (DD/MM/YYYY)

23/12/2025

Place

COIMBATORE

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

4*1

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

24822

*(b) Name of the Designated Person

KANAGARAJ VINODHINI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of 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:

1 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.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*0*3*8*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2*8*2

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0036545

eForm filing date (DD/MM/YYYY)

24/12/2025

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