



# 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

March 23, 2026

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 Re-appointment & payment of remuneration of Mrs. Sundararajan Latha (DIN: 00003388) as a Whole Time Director designate as Executive Director of the Company.
2. Approval for advancing loan or giving guarantee or providing security in connection with loan availed by any person specified under Section 185 of the Companies Act, 2013.

The Resolutions are deemed to be passed on the last day of the remote e-voting period, date 21.03.2026 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 11<sup>th</sup> February 2026**

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 resolutions set out in the Postal Ballot Notice dated 11<sup>th</sup> February 2026 by means of voting through electronic means (remote e-voting) only.

Postal Ballot Notice containing the resolutions together with the statement setting out material facts concerning the resolutions 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 13<sup>th</sup> February 2026 (“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, 21<sup>st</sup> March 2026, at 05:00 PM (IST).

The Board of Directors of the Company at their meeting held on 11<sup>th</sup> February, 2026, 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 resolutions set out in the Postal Ballot Notice dated 11<sup>th</sup> February 2026 have been duly passed by the members of the Company with requisite majority. A copy of the report of the Scrutinizer dated 21<sup>st</sup> March 2026 is attached hereto.

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

1.	Date of declaration of Postal Ballot Voting Results	Monday, 23 <sup>rd</sup> March 2026
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	17054 shareholders (as on 13 <sup>th</sup> February 2026)



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## Item No.1 – Special Resolution

**Approval of re-appointment & payment of remuneration of Mrs. S. Latha (DIN: 00003388) as Whole-Time Director designated as Executive Director of the Company.**

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	82	1,97,82,655	
(b) Less: Invalid votes	-	-	
(c) Net Valid E-Votes	82	1,97,82,655	100.00
- Assent	75	1,89,75,777	95.92
- Dissent	7	806878	4.08

*Note: 2 Shareholders holding 1,57,429 Equity Shares have partially voted against the resolution for 2 shares and partially abstained from voting for 1,57,427 Equity Shares.*

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

## Item No.2 – Special Resolution

**Approval for advancing loan or giving guarantee or providing security in connection with loan availed by any person specified under Section 185 of the Companies Act, 2013.**

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	82	1,97,82,655	
(b) Less: Invalid votes	-	-	
(c) Net Valid E-Votes	82	1,97,82,655	100.00
- Assent	49	1,64,05,567	82.93
- Dissent	33	33,77,088	17.07

*Note: 2 Shareholders holding 1,57,429 Equity Shares have partially voted against the resolution for 2 shares and partially abstained from voting for 1,57,427 Equity Shares.*



# **S.P.APPARELS LTD.**

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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** : 23<sup>rd</sup> March 2026

**Place** : Avinashi

**Encl:** Scrutinizer Report dated March 21, 2026

**SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED PURSUANT TO THE  
POSTAL BALLOT NOTICE DATED 11<sup>TH</sup> FEBRUARY 2026**

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 Resolutions as set out in the Postal ballot Notice dated 11<sup>th</sup> February 2026.

**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 Resolutions as set out in the Postal Ballot Notice dated 11<sup>th</sup> February 2026.



### 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 & 2 of the Postal Ballot Notice dated 11<sup>th</sup> February 2026 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 11<sup>th</sup> February 2026 along with necessary statements setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Thursday, 19<sup>th</sup> February 2026 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, 13<sup>th</sup> February 2026 ("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, 13<sup>th</sup> February 2026 were entitled to vote on the proposed resolutions as set out in Item No. 1 & 2 of the Postal Ballot Notice.
- The remote e-voting period remained open from Friday, 20<sup>th</sup> February 2026, 9:00 AM to Saturday, 21<sup>st</sup> March 2026, 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. 13<sup>th</sup> February 2026 were entitled to vote on the resolutions set out in the Notice of Postal ballot through remote e-voting.
- The e-voting module of MI IPL was disabled on Saturday, 21<sup>st</sup> March 2026 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Saturday, 21<sup>st</sup> March 2026 at 05.13 PM in the presence of Mr. Selten Jayaraj A (Witness No.1) and Ms. Ravina V (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).
- 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 resolutions, as under:



**SPECIAL BUSINESS**

**Resolution No: 1**

**Special resolution**

Approval of re-appointment & payment of remuneration of Mrs. S. Latha (DIN: 00003388) as Whole-Time Director designated as Executive 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
75	1,89,75,777	95.92

**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
7	8,06,878	4.08

**INVALID VOTES**

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

*Note: 2 Shareholders holding 1,57,429 Equity Shares have partially voted against the resolution for 2 shares and partially abstained from voting for 1,57,427 Equity Shares.*

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



**SPECIAL BUSINESS**

**Resolution No: 2**

**Special resolution**

Approval for advancing loan or giving guarantee or providing security in connection with loan availed by any person specified under Section 185 of the Companies Act, 2013.

**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
49	1,64,05,567	82.93

**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
33	33,77,088	17.07

**INVALID VOTES**

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

Note: 2 Shareholders holding 1,57,429 Equity Shares have partially voted against the resolution for 2 shares and partially abstained from voting for 1,57,427 Equity Shares.

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

Date: 21.03.2026

Place: Coimbatore

*Based on the Scrutinizer's Report Resolution Nos. 1 & 2 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: F000960G004099582**