

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)

01/04/2025

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

31/03/2026

(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

Photograph of the registered office.pdf

(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	www.s-p-apparels.com											
iv *Date of Incorporation (DD/MM/YYYY)	18/11/2005											
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company											
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares											
(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>	Indian Non-Government company											
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No											
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ 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 style="text-align: center;">National Stock Exchange (NSE)</td> <td style="text-align: center;">A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td style="text-align: center;">Bombay Stock Exchange (BSE)</td> <td style="text-align: center;">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	1											
<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 style="text-align: center;">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	☒ Yes ☐ No											
(b) If yes, date of AGM (DD/MM/YYYY)	21/09/2026											
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026											
(d) Whether any extension for AGM granted	☐ Yes ☒ 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	86.7
2	C	Manufacturing	13	Manufacture of Textiles	6.99
3	N	Administrative and support service activities	82	Office administrative, office support and other business support activities	6.31

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

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

7

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	70.00
2		09302109	S.P.APPARELS (UK) (P) LTD	Subsidiary	100.00
3	U17290TZ2021PLC036832		S.P RETAIL VENTURES LIMITED	Subsidiary	100.00

4	U18101TN2006PTC081600		YOUNG BRAND APPAREL PRIVATE LIMITED	Subsidiary	100.00
5		00286700	S. P Apparel International Private Ltd	Subsidiary	100.00
6	U46411TN2023PTC159918		YOUNG BRAND GLOBAL PRIVATE LIMITED	Subsidiary	100.00
7		PV00325728	Urban Stitch Private Limited	Associate	40.00

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	25138883.00	25138883.00	25138883.00
Total amount of equity shares (in rupees)	472500000.00	251388830.00	251388830.00	251388830.00

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	25138883	25138883	25138883
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	472500000.00	251388830.00	251388830	251388830

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0

Total amount of preference shares (in rupees)	0	0	0	0
---	---	---	---	---

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
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	46283.00	46283.00	462830.00	462830.00	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	46283	46283.00	462830	462830	
vi Sweat equity shares allotted	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify 						
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 			0			
At the end of the year	0.00	25138883.00	25138883.00	251388830.00	251388830.00	
(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 			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	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify 			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE212I01016

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	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

0

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

11134380000

ii * Net worth of the Company

9618460000

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	61.81	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 				
	Total	15538791.00	61.81	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	3765169	14.98	0	0.00

	(ii) Non-resident Indian (NRI)	272350	1.08	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	371447	1.48	0	0.00
7	Mutual funds	3788687	15.07	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1025469	4.08	0	0.00
10	Others	226107	0.90	0	0.00
	AIF				
	Total	9600092.00	38.19	0.00	0

Total number of shareholders (other than promoters)

17078

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

17082.00

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	17082
	Total	17082.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

46

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	01/04/2025	United States	1680	0.0067
EMERGING MARKETS SOCIAL 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	01/04/2025	United States	2998	0.0119
CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	01/04/2025	United States	16676	0.0663
POLICE AND FIREMEN'S RETIREMENT SYSTEM OF NEW JERSEY MANAGED BY ACADIAN ASSET MANAGEMENT LLC	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	01/04/2025	United States	1693	0.0067
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	01/04/2025	United States	1065	0.0042

DIMENSIONAL WORLD EX U.S. 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	01/04/2025	United States	1017	0.004
EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/04/2025	United States	525	0.0021
TEACHERS RETIREMENT SYSTEM OF THE CITY OF NEW YORK	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	01/04/2025	United States	14342	0.0571
GSA QMS MASTER FUND LIMITED	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	01/04/2025	United States	10795	0.0429
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	01/04/2025	United States	4495	0.0179
ANNEMIE GODELIEVE GOEDEME	ORBIS FINANCIAL CORPORATION LTD 4 A, OCUS TECHNOPOLIS GOLF CLUB ROAD, SECTOR-54 GURGAON	01/04/2025	United States	304	0.0012
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	01/04/2025	United States	998	0.004
BUMA- UNIVERSAL- FONDS I	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	01/04/2025	United States	5950	0.0237
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	01/04/2025	United States	36	0.0001

K2J CAPITAL LLC	ORBIS FINANCIAL CORPORATION LTD 4A OCUS TECHNOPOLIS GOLF CLUB ROAD, SECTOR-54 GURGAON	01/04/2025	United States	38521	0.1532
WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/04/2025	United States	1351	0.0054
EMERGING MARKETS CORE EQUITY LOWER CARBON ESG SCREENED FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	01/04/2025	United States	710	0.0028
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	01/04/2025	United States	9532	0.0379
FLORIDA RETIREMENT SYSTEM.- ACADIAN ASSET MANAGEMENT, INC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	01/04/2025	United States	28282	0.1125
ARDAN ENTERPRISES - FZCO	ORBIS FINANCIAL CORPORATION LTD 4 A, OCUS TECHNOPOLIS SECTOR 54, GOLF CLUB ROAD GURGAON	01/04/2025	United States	1000	0.004
ACADIAN EMERGING MARKETS MICRO-CAP EQUITY MASTER FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	01/04/2025	United States	17859	0.071
EMERGING MARKETS CORE EQUITY 2 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	01/04/2025	United States	22432	0.0892
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	01/04/2025	United States	13578	0.054

SEI TRUST COMPANY, AS TRUSTEE ON BEHALF OF ACADIAN ALL COUNTRY WORLD EX US SMALL-CAP EQUITY CIT	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	01/04/2025	United States	5519	0.022
ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND, LLC	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	01/04/2025	United States	74879	0.2979

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)	16807	17078
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	61.81	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	61.81	0.00

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

10

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	
SRINIVAS CHIDAMBARAM	00514665	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	Director	135	

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

8

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)
SRINIVAS CHIDAMBARAM	00514665	Director	12/11/2025	Appointment

SUNDARARAJAN PERUMAL MUDALIAR	00003380	Managing Director	21/11/2025	Change in designation
RAVISHANKAR BALARAMAN	07148483	Director	07/03/2025	Change in designation
SUNDARARAJAN CHENDURAN	03173269	Managing Director	11/08/2025	Change in designation
SUNDARARAJAN SHANTHA	00088941	Managing Director	11/08/2025	Change in designation
HARIHARA SHARMA LAKSHMI PRIYA	08858643	Director	02/09/2025	Change in designation
CHATHAMUR RAMAN RAJAGOPAL	08853688	Director	02/09/2025	Change in designation
ARAVINDA SUNDARA ANAND KUMAR	00058292	Director	12/11/2025	Cessation

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 GENRAL MEETING	01/09/2025	17206	39	63.32

B BOARD MEETINGS

*Number of meetings held

6

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	27/05/2025	8	8	100
2	06/08/2025	8	8	100
3	14/08/2025	8	7	87.5

4	12/11/2025	8	5	62.5
5	14/11/2025	8	8	100
6	11/02/2026	8	8	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	27/05/2025	3	3	100
2	Audit Committee	06/08/2025	3	3	100
3	Audit Committee	14/08/2025	3	2	66.67
4	Audit Committee	14/11/2025	3	2	66.67
5	Audit Committee	11/02/2026	3	2	66.67
6	Nomination and Remuneration Committee	06/08/2025	3	3	100
7	Nomination and Remuneration Committee	12/11/2025	3	3	100
8	Nomination and Remuneration Committee	11/02/2026	3	3	100
9	Nomination and Remuneration Committee	02/03/2026	3	3	100
10	Corporate Social Responsibility Committee	20/05/2025	3	3	100
11	Corporate Social Responsibility Committee	05/08/2025	3	3	100
12	Stakeholders Relationship Committee	10/04/2025	3	3	100
13	Stakeholders Relationship Committee	10/07/2025	3	3	100
14	Stakeholders Relationship Committee	10/10/2025	3	3	100

15	Stakeholders Relationship Committee	10/01/2026	3	3	100
16	Risk management Committee	27/05/2025	3	3	100
17	Risk management Committee	14/11/2025	3	3	100
18	Investment Committee	04/04/2025	3	3	100
19	Investment Committee	06/06/2025	3	3	100
20	Investment Committee	29/10/2025	3	3	100
21	Borrowing and Bank Operations Committee	04/04/2025	3	3	100
22	Borrowing and Bank Operations Committee	24/06/2025	3	3	100
23	Borrowing and Bank Operations Committee	01/08/2025	3	3	100
24	Borrowing and Bank Operations Committee	14/11/2025	3	3	100
25	Borrowing and Bank Operations Committee	08/12/2025	3	3	100
26	Borrowing and Bank Operations Committee	11/02/2026	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	
								21/09/2026 (Y/N/NA)
1	SUNDARARAJAN LATHA	6	6	100	6	6	100	
2	SUNDARARAJAN PERUMAL MUDALIAR	6	6	100	13	13	100	
3	SRINIVAS CHIDAMBARAM	2	2	100	2	0	0	
4	SUNDARARAJAN SHANTHA	6	6	100	0	0	0	
5	SUNDARARAJAN CHENDURAN	6	6	100	15	15	100	
6	HARIHARA SHARMA LAKSHMI PRIYA	6	5	83	9	9	100	

7	RAVISHANKAR BALARAMAN	6	5	83	4	4	100	
8	CHATHAMUR RAMAN RAJAGOPAL	6	5	83	26	26	100	

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	11000000	0	0	18200000.00
2	SUNDARARAJAN PERUMAL MUDALIAR	Managing Director	12000000	11000000	0	0	23000000.00
3	SUNDARARAJAN SHANTHA	Managing Director	1200000	0	0	0	1200000.00
4	SUNDARARAJAN CHENDURAN	Managing Director	3000000	11000000	0	0	14000000.00
	Total		23400000.00	33000000.00	0.00	0.00	56400000.00

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	1840000	0	0	0	1840000.00
2	VIJAYAKUMAR BALAJI	CFO	3660000	0	0	0	3660000.00
	Total		5500000.00	0.00	0.00	0.00	5500000.00

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	160000	160000.00
3	HARIHARA SHARMA LAKSHMI PRIYA	Director	0	0	0	360000	360000.00
4	RAVISHANKAR BALARAMAN	Director	0	0	0	200000	200000.00
5	Srinivas Chidambaram	Director	0	0	0	80000	80000.00
	Total		0.00	0.00	0.00	1160000. 00	1160000.00

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

17082

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Details of FII_2026.pdf
Clarification Letter.PDF
Form No. MGT-8.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) **31/03/2026**

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)

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* 35 dated* (DD/MM/YYYY) 11/08/2022 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)

AC5981791

eForm filing date (DD/MM/YYYY)

17/09/2026

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