

**S.P.APPARELS LIMITED**

CIN: L18101TZ2005PLC012295

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22<sup>nd</sup> September, 2023

To

Listing Department  
BSE Limited  
25<sup>th</sup> Floor, PJ Towers, Dalal Street  
Mumbai – 400 001

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1 Block G  
BandraKurla Complex, Bandra, East  
Mumbai - 400 051

Dear Sir / Madam,

**Sub: Proceedings of the 18<sup>th</sup> Annual General Meeting of the Company held on Friday the 22<sup>nd</sup> day of September, 2023 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 18<sup>th</sup> Annual General Meeting of the Company was duly held on Friday the 22<sup>nd</sup> day of September, 2023 at 04:00 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") during the years 2020, 2021, 2022 & 2023 and as per the applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder and the proceedings of the said meeting is given hereunder:

Mrs. K Vinodhini, Company Secretary, welcomed all the members and informed that this 18<sup>th</sup> Annual General Meeting of the Company is being held through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility.

**Present:**

The following Directors were present at the 18<sup>th</sup> Annual General Meeting from various locations through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

Name of the Director	Category / Designation
Mr. P.Sundararajan	Chairman & Managing Director
Mrs.S.Latha	Executive Director and Member of the Stakeholders Relationship Committee authorised to attend the AGM
Mr. S Chenduran	Joint Managing Director
Mrs. S Shantha	Joint Managing Director

Name of the Director	Category / Designation
Mr.. V. Sakthivel	Independent Director and Member of the Nomination and Remuneration Committee authorised to attend the AGM
Mrs. Lakshmi Priya	Independent Director

### **In attendance**

Mrs.P V .Jeeva – Chief Executive Officer (CEO)

Mr. V Balaji, Chief Financial Officer (CFO)

Mrs. K Vinodhini, Company Secretary

Mr. D.K. Giridharan, Partner of M/s. ASA & Associates LLP, Statutory Auditors and Mr. M D Selvaraj, Managing Partner of MDS & Associates LLP, Secretarial Auditor and Scrutinizer for the meeting were also present at the 18<sup>th</sup> Annual General Meeting through VC/OAVM.

Mr. C. R. Rajagopal and Mr. A S Anandkumar Independent Directors being pre-occupied with other commitments could not make it to the meeting.

A total of 46 members representing 1,61,44,255 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Thereafter, she briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio-visual means. She informed further that the Company had provided to the Shareholders, the facility to cast their vote electronically on all resolutions set forth in the Notice of the AGM through remote e-voting facility provided by the Link Intime India Private Limited (LIPL), which had commenced on Tuesday, 19<sup>th</sup> September, 2023 at 9:00 AM and ended on Thursday, 21<sup>st</sup> September, 2023 at 5:00 PM (IST). Further, she informed that the shareholders, who are present at the AGM and had not cast their vote through remote e-voting, have been provided an opportunity to cast their votes through e-voting at the Meeting. In this regard, the Board of Directors have appointed Mr. M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the remote e-voting and e-voting process at the 18<sup>th</sup> AGM in a fair and transparent manner and to ascertain the requisite majority.

Then she invited Mr. P.Sundararajan, Chairman of the meeting to conduct the 18<sup>th</sup> Annual General Meeting.

Mr. P.Sundararajan, Chairman informed that the requisite quorum is present and called the meeting to order. Thereafter, he welcomed the shareholders, Directors, Auditors and the Scrutinizer for the 18<sup>th</sup> Annual General Meeting held through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility. Thereafter, he informed that the registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

He further informed that since the notice of the AGM along with the audited financial statements and the Directors' report has already been circulated to all the members, the same has been taken as read.

Thereafter he briefed about the performance of the Company.

Mrs. K Vinodhini, Company Secretary then read the summary of the resolutions set out in the agenda Item No.1 to 5 of the Notice of the 18<sup>th</sup> Annual General Meeting dated 11<sup>th</sup> August, 2023 as follows;

**Ordinary Business:**

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Declaration of dividend on equity shares for the financial year ended March 31, 2023. (Ordinary Resolution)
3. Re-appointment of Mrs.S.Latha (DIN: 00003388) as Director, who retires on rotation. (Ordinary Resolution)

**Special Business:**

4. Payment of remuneration to Mr.P.Sundararajan (DIN: 00003380) Chairman and Managing Director of the Company for the period from 21<sup>st</sup> November 2023 till the remaining period of his present term i.e. till 20<sup>th</sup> November 2025. (Special Resolution)
5. Payment of remuneration to Mrs. S. Latha (DIN: 00003388) Executive Director of the Company for the period from 16<sup>th</sup> August 2024 till the remaining period of her present term i.e. till 15<sup>th</sup> August 2026. (Special Resolution)

She then opened the floor for the registered speaker shareholders to raise their queries and explained them about the procedure to be followed.

Mr. P.Sundararajan, Chairman then invited the shareholders who had registered themselves as speakers to ask question or express their views through video conferencing facility. The Chairman then clarified the queries raised by the members.

Thereafter, Mrs. K Vinodhini, Company Secretary informed that the e-voting facility provided by the Link Intime India Private Limited (LIPL) would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting, to cast their votes electronically. She further informed that the results of the voting shall be declared within the prescribed time and the consolidated scrutinizer's report along with the voting results would be submitted to the Link Intime India Private Limited (<https://instavote.linkintime.co.in>), BSE Limited, National Stock Exchange of India Limited and would also be placed on the Company's website ([www.s-p-apparels.com](http://www.s-p-apparels.com)).

She then thanked all the shareholders / Directors / Auditors / Scrutiniser, who have joined the 18<sup>th</sup> Annual General Meeting through video conferencing facility/other audio-visual means.

The 18<sup>th</sup> AGM was concluded at 5:00 PM.

Kindly take the above on record.

Thanking you,

Yours faithfully,

**For S P Apparels Limited**

**Company Secretary**