

# FORM NO. MGT-7

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



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L18101TZ2005PLC012295

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAJCS4031P

(ii) (a) Name of the company

S.P.APPARELS LIMITED

(b) Registered office address

39-A, EXTENSION STREET,  
KAIKATTIPUDUR  
AVINASHI TIRUPUR DISTRICT  
Coimbatore  
Tamil Nadu  
611054



(c) \*e-mail ID of the company

csoffice@s-p-apparels.com

(d) \*Telephone number with STD code

914296714000

(e) Website

www.s-p-apparels.com

(iii) Date of Incorporation

18/11/2005

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh  
roli (West), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

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	C2	Textile, leather and other apparel products	93.65
2	N	Support service to Organizations	N7	Other support services to organizations	6.35

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

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

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CROCODILE PRODUCTS PRIVATE LIMITED	U18101TZ1998PTC008439	Subsidiary	70

2	S.P.APPARELS (UK) (P) LTD		Subsidiary	100
3	S.P RETAIL VENTURES LIMITED	U17290TZ2021PLC036832	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	47,250,000	25,692,600	25,092,600	25,092,600
Total amount of equity shares (in Rupees)	472,500,000	256,926,000	250,926,000	250,926,000

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	47,250,000	25,692,600	25,092,600	25,092,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	472,500,000	256,926,000	250,926,000	250,926,000

###### (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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	345,212	24,747,388	25092600	250,926,000	250,926,000	
<b>Increase during the year</b>	0	345,212	345212	3,452,120	3,452,120	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Dematerialization of Equity Shares during the year	0	345,212	345212	3,452,120	3,452,120	
<b>Decrease during the year</b>	345,212	0	345212	3,452,120	3,452,120	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Dematerialization of Equity Shares during the year	345,212	0	345212	3,452,120	3,452,120	
<b>At the end of the year</b>	0	25,092,600	25092600	250,926,000	250,926,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

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		(i)	(ii)	(iii)
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

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of 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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(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
<b>Total</b>					

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

9,483,200,000

**(ii) Net worth of the Company**

7,943,370,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	15,539,291	61.93	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	15,539,291	61.93	0	0

**Total number of shareholders (promoters)**

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,519,047	14.02	0	
	(ii) Non-resident Indian (NRI)	193,987	0.77	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	



4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	383,252	1.53	0	
7.	Mutual funds	4,359,531	17.37	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	719,450	2.87	0	
10.	Others Trust and Alternate Investm +	378,042	1.51	0	
	<b>Total</b>	9,553,309	38.07	0	0

**Total number of shareholders (other than promoters)**

15,673

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

15,677

**(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
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSE H +			13,232	0.05
BOARD OF PENSIONS +	DEUTSCHE BANK AG DB HOUSE, H +			7,096	0.03
EMERGING MARKETS I +	CITIBANK N.A. CUSTODY SERVICES +			1,832	0.01
WEST VIRGINIA INVES +	CITIBANK N.A. CUSTODY SERVICES +			2,549	0.01
COPTHALL MAURITIUS +	JP Morgan Chase Bank N.A, INDIA +			257	0
NATIONAL RAILROAD +	CITIBANK N.A. CUSTODY SERVICES +			15,167	0.06
SEI INSTITUTIONAL IN +	HSBC SECURITIES SERVICES 11TH F +			5,752	0.02
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSE H +			6,992	0.03
BUMA-UNIVERSAL-FO +	JP Morgan Chase Bank N.A, INDIA +			5,950	0.02
EMERGING MARKETS C +	CITIBANK N.A. CUSTODY SERVICES +			9,666	0.04
IBM DIVERSIFIED GLO +	CITIBANK N.A. CUSTODY SERVICES +			7,149	0.03
INTERNATIONAL EQUI +	DEUTSCHE BANK AG, DB HOUSE H +			4,795	0.02
CITY OF NEW YORK GF +	HSBC SECURITIES SERVICES 11TH F +			16,676	0.07

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS (	DEUTSCHE BANK AG, DB HOUSE H			1,448	0.01
MONETARY AUTHORIT	CITIBANK N.A. CUSTODY SERVICES			6,756	0.03
PUBLIC EMPLOYEES RI	HSBC SECURITIES SERVICES 11TH F			14,757	0.06
SEI TRUST COMPANY,	HSBC SECURITIES SERVICES 11TH F			2,065	0.01
TEACHERS RETIREMEN	JP Morgan Chase Bank N.A, INDIA			17,814	0.07
TEACHERS&apos; RETI	2815 WEST WASHINGTON STREET			7,372	0.03
THE UNIVERSITY OF TE	DEUTSCHE BANK AG, DB HOUSE H			8,368	0.03
ANNEMIE GODELIEVE	ORBIS FINANCIAL CORPORATION I			304	0
DOVETAIL INDIA FUNI	DBS BANK INDIA LTD FIRST FLOOR			14,500	0.06
RUSSELL INVESTMENT	DEUTSCHE BANK AG, DB HOUSE H			3,460	0.01
ACADIAN EMERGING I	DEUTSCHE BANK AG, DB HOUSE H			6,057	0.02
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE H			1,931	0.01

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, 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)	18,388	15,673
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
<b>A. Promoter</b>	4	0	4	0	61.93	0
<b>B. Non-Promoter</b>	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0

(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & 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

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

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUNDARARAJAN LAT	00003388	Whole-time director	2,961,510	
SUNDARARAJAN PEF	00003380	Managing Director	12,538,759	
VENKIDUSAMY SAKT	00005720	Director	0	
ARAVINDA SUNDARA	00058292	Director	0	
SUNDARARAJAN SHA	00088941	Managing Director	10,771	
SUNDARARAJAN CHE	03173269	Managing Director	28,251	
CHATHAMUR RAMAN	08853688	Director	0	
HARIHARA SHARMA I	08858643	Director	0	
VINODHINI KANAGAR	AJFPV8820M	Company Secretar	0	
VIJAYAKUMAR BALA	AGRPB5632Q	CFO	0	

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

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ 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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANUAL GENERAL MEETIN	22/09/2023	19,013	46	64.34

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2023	8	8	100
2	11/08/2023	8	8	100
3	02/09/2023	8	5	62.5
4	07/11/2023	8	8	100
5	09/12/2023	8	8	100
6	12/02/2024	8	8	100

### C. COMMITTEE MEETINGS

Number of meetings held

21

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committe	16/05/2023	3	3	100
2	Audit Committe	11/08/2023	3	3	100
3	Audit Committe	07/11/2023	3	3	100
4	Audit Committe	12/02/2024	3	3	100
5	Nomination an	11/08/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Nomination an	12/02/2024	3	3	100
7	Corporate Soc	17/05/2023	3	3	100
8	Corporate Soc	11/08/2023	3	3	100
9	Stakeholder R	10/04/2023	3	3	100
10	Stakeholder R	07/07/2023	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	
1	SUNDARARA	6	6	100	6	6	100	
2	SUNDARARA	6	6	100	11	11	100	
3	VENKIDUSAM	6	6	100	13	13	100	
4	ARAVINDA SI	6	5	83.33	4	4	100	
5	SUNDARARA	6	6	100	0	0	0	
6	SUNDARARA	6	6	100	11	11	100	
7	CHATHAMUR	6	5	83.33	14	14	100	
8	HARIHARA SI	6	5	83.33	2	2	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

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 L	Whole-time direc	7,200,000	12,000,000	0	0	19,200,000
2	SUNDARARAJAN R	Managing Direct	12,000,000	12,000,000	0	0	24,000,000
3	SUNDARARAJAN S	Managing Direct	1,200,000	0	0	0	1,200,000
4	SUNDARARAJAN C	Managing Direct	3,000,000	12,000,000	0	0	15,000,000
	Total		23,400,000	36,000,000	0	0	59,400,000

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 VINO	Company Secre	1,470,000	0	0	0	1,470,000
2	VIJAYAKUMAR BA	CFO	3,520,000	0	0	0	3,520,000
	Total		4,990,000	0	0	0	4,990,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HARIHARA SHARM	Director	0	0	0	160,000	160,000
2	VENKIDUSAMY SA	Director	0	0	0	400,000	400,000
3	ARAVINDA SUNDA	Director	0	0	0	360,000	360,000
4	CHATHAMUR RAM	Director	0	0	0	360,000	360,000
	Total		0	0	0	1,280,000	1,280,000

#### 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

Please refer Form MGT-8 and Secretarial Audit Report in Form MR-3

#### 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	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	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. 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.

Name

M D SELVARAJ

Whether associate or fellow

Associate  Fellow

Certificate of practice number

411

**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 all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... 35 dated 11/08/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the 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:

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

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

**List of attachments**

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**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**