



# 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



27<sup>th</sup> September 2024

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:** Submission of Scrutinizer Report and Declaration of Voting Results in respect of 19<sup>th</sup> Annual General Meeting of the members of the Company held on 26.09.2024.

**Ref:** Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements)

This is to inform that the 19<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on Thursday, 26<sup>th</sup> September 2024 at 04.00 P.M via Video conference (VC)/ Other Audio Visual Means ('OAVM'), to transact the business mentioned in the Notice of the Annual General Meeting dated 10.08.2024.

All the items of the business mentioned in the 19<sup>th</sup> Annual General Meeting notice of the Company have been transacted therein. All the resolutions indicated in the notice were also passed with requisite majority. The Scrutinizers Report and Voting Results is enclosed.

Kindly take the above on record.

Thanking You,

Yours faithfully,

For S. P. APPARELS LTD.,

K.Vinodhini  
Company Secretary  
Mem. No. A24822

Encl: As above



**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND  
E-VOTING AT THE ANNUAL GENERAL MEETING**  
**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014 - as amended and  
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015)**

To  
The Chairman and Managing Director  
19<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. S.P. APPARELS LIMITED**  
(L18101TZ2005PLC012295)  
Held on Thursday, 26<sup>th</sup> September, 2024, at 04:00 PM (IST)  
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 19<sup>th</sup>  
Annual General Meeting of M/s. S.P. Apparels Limited held on 26<sup>th</sup>  
September 2024.**

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of M/s. S.P. Apparels Limited ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 19<sup>th</sup> Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 19<sup>th</sup> Annual General Meeting of the Company held on Thursday, 26<sup>th</sup> September 2024, at 4:00 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 Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility.



## 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 resolution(s) as set out in the Notice convening the 19<sup>th</sup> Annual General Meeting dated 10<sup>th</sup> August 2024.

## Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 19<sup>th</sup> Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 5 in the Notice convening the 19<sup>th</sup> Annual General Meeting of the Company dated 10<sup>th</sup> August 2024, based on the reports generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LI IPL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, since the meeting was held through VC/ OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not made available for the Meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said Meeting.

Further, in addition to the above, I submit my report as under:

- a. The Notice dated 10<sup>th</sup> August 2024 convening the 19<sup>th</sup> Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 19<sup>th</sup> Annual General Meeting of the Company, were sent by the M/s. Link Intime India Private Limited ("LI IPL") through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the notice of the 19<sup>th</sup> Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by LI IPL for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.



# MDS & Associates LLP

Continuation Sheet...

Company Secretaries

c. The remote e-voting period commenced on Monday, 23<sup>rd</sup> September 2024 at 9:00 AM (IST) and ended on Wednesday, 25<sup>th</sup> September 2024 at 5:00 PM (IST). During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 19<sup>th</sup> September 2024 were entitled to vote on the resolutions set out in the Notice of the 19<sup>th</sup> Annual General Meeting. The remote e-voting module of LIPL was disabled on Wednesday, 25<sup>th</sup> September 2024 at 5:00 PM (IST).

- d. Upon the commencement of the 19<sup>th</sup> Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 19<sup>th</sup> Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolution(s) through remote e-voting, to cast their vote through e-voting facility at the 19<sup>th</sup> Annual General Meeting. After conclusion of the proceedings at 4.30 PM (IST), the e-voting facility was extended for another 15 minutes to enable the members to cast their votes. Thereafter, the e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 26<sup>th</sup> September 2024 at 5:01 PM (IST) in the presence of two witnesses 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).
- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of LIPL.
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of LIPL, I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.5 of the Notice convening 19<sup>th</sup> Annual General Meeting as under:



# MDS & Associates LLP

Company Secretaries  
Ordinary Business

Continuation Sheet...

## Resolution No: 1

### Ordinary resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon.

### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	74	1,99,77,286	95.93
E-Voting at AGM	5	21,856	100.00
Total Voting	79	1,99,99,142	95.94

### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	5	8,46,814	4.07
E-Voting at AGM	0	0	0.00
Total Voting	5	8,46,814	4.06

### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: a. 3 Shareholders holding 34,494 equity shares have abstained from voting through remote e-voting facility.

b. 3 Shareholders holding 1,14,004 equity shares have partially voted against the resolution for 3 equity shares and partially abstained from voting for 1,14,001 equity shares through remote e-voting facility.

c. 1 Shareholder holding 28 equity shares have partially voted in favour of the resolution for 1 equity share and abstained from voting for 27 equity shares through remote e-voting facility.

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



# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

## Ordinary Business

### Resolution No: 2

#### Ordinary resolution

Re-appointment of Smt. S Shantha (DIN: 00088941) as Director, who retires on rotation.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	52	2,02,77,205	97.21
E-Voting at AGM	5	21,856	100.00
<b>Total Voting</b>	<b>57</b>	<b>2,02,99,061</b>	<b>97.22</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	29	5,81,385	2.79
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>29</b>	<b>5,81,385</b>	<b>2.78</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: a. 1 Shareholder holding 4 equity shares have abstained from voting through remote e-voting facility.

b. 4 Shareholders holding 1,14,032 equity shares have partially voted in favour of the resolution for 4 equity shares and abstained from voting for 1,14,028 equity shares through remote e-voting facility.

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



# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

## Special Business

### Resolution No: 3

#### Special resolution

Approval of the SPAL Employee Stock Option Plan (SPAL ESOP 2024) and grant of Employee Stock Options under SPAL ESOP 2024 to the employees of the company.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	40	1,63,17,889	78.23
E-Voting at AGM	4	21,850	99.97
<b>Total Voting</b>	<b>44</b>	<b>1,63,39,739</b>	<b>78.25</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	42	45,40,705	21.77
E-Voting at AGM	1	6	0.03
<b>Total Voting</b>	<b>43</b>	<b>45,40,711</b>	<b>21.75</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: a. 3 Shareholders holding 1,14,004 equity shares have partially voted against the resolution for 3 equity shares and abstained from voting for 1,14,001 equity shares through remote e-voting facility.

b. 1 Shareholder holding 28 equity shares have partially voted for the resolution for 1 equity share and abstained from voting for 27 equity shares through remote e-voting facility.

Note: Thus, the Special Resolution as given in Item No. 3 may be considered as passed with requisite majority.



# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

## Special Business

### Resolution No: 4

#### Special resolution

Approval of the grant of Employee Stock Options under SPAL Employee Stock Option Plan (SPAL ESOP 2024) to the employees of the Subsidiary company(ies).

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	40	1,63,17,889	78.23
E-Voting at AGM	4	21,850	99.97
<b>Total Voting</b>	<b>44</b>	<b>1,63,39,739</b>	<b>78.25</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	42	45,40,705	21.77
E-Voting at AGM	1	6	0.03
<b>Total Voting</b>	<b>43</b>	<b>45,40,711</b>	<b>21.75</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: a. 3 Shareholders holding 114004 equity shares have partially voted against the resolution for 3 equity shares and partially abstained from voting for 1,14,001 equity shares through remote e-voting facility.

b. 1 Shareholder holding 28 equity shares have partially voted in favour of the resolution for 1 shares and partially abstained from voting for 27 equity shares through remote e-voting facility.

Note: Thus, the Special Resolution as given in Item No. 4 may be considered as passed with requisite majority.





# MDS & Associates LLP

Company Secretaries  
Special Business

Continuation Sheet...

Resolution No: 5

Special resolution

Approval for revision in payment of remuneration to Mr. Sundararajan Perumal Mudaliar (DIN: 00003380) Chairman and Managing Director of the Company.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	78	2,08,58,333	100.00
E-Voting at AGM	5	21,856	100.00
<b>Total Voting</b>	<b>83</b>	<b>2,08,80,189</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	3	257	Negligible
E-Voting at AGM	0	0	0
<b>Total Voting</b>	<b>3</b>	<b>257</b>	<b>Negligible</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

Note: a. 1 Shareholder holding 4 equity shares have abstained from voting through remote e-voting facility.

b. 4 Shareholder holding 1,14,032 equity shares have partially voted in favour for 4 equity shares and partially abstained from voting for 1,14,028 equity shares through remote e-voting facility.

Note: Thus, the Special Resolution as given in Item No. 5 may be considered as passed with requisite majority.

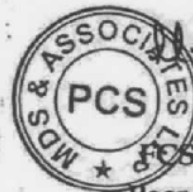
Date : 27<sup>th</sup> September 2024

Based on the Scrutinizer's Report, the Resolution Nos.1 to 5 has been passed with requisite majority

For S P Apparels Limited

P Sundararajan  
DIN: 00003380

Chairman & Managing Director



For MDS & Associates LLP  
Company Secretaries

M D Selvaraj

Managing Partner

PCS No.: 960; C P No.: 411

Peer Review No. 3030/2023

UDIN: F000960F001333302



# S.P.APPARELS LTD.



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**Declaration of results of the voting on resolution(s) set out in the  
Notice of the 19<sup>th</sup> Annual General Meeting of the Company held through  
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 26<sup>th</sup> September, 2024**

The 19<sup>th</sup> Annual General Meeting of the Company was held on Thursday, 26<sup>th</sup> September, 2024, at 04:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to seek the approval of the members on the Resolution(s) as set out in the Notice of AGM dated 10<sup>th</sup> August 2024 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") respectively from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA / SEBI Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 19<sup>th</sup> Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. M D Selvaraj, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 19<sup>th</sup> Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the 19<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2024 which has been attached hereto.

Based on the report of the Scrutinizer dated 27<sup>th</sup> September, 2024, it is hereby declared that the Resolution(s) under Item No(s).1 to 5 set out in the Notice dated 10<sup>th</sup> August, 2024, as detailed herein below, have been duly passed by the shareholders with requisite majority.





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## Item No.1 – Ordinary Resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	84	2,08,45,956	100.00
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	84	2,08,45,956	100.00
- Assent	79	1,99,99,142	95.94
- Dissent	5	8,46,814	4.06

Note: a. 3 Shareholders holding 34,494 equity shares have abstained from voting through remote e-voting facility.

b. 3 Shareholders holding 1,14,004 equity shares have partially voted against the resolution for 3 equity shares and partially abstained from voting for 1,14,001 equity shares through remote e-voting facility.

c. 1 Shareholder holding 28 equity shares have partially voted in favour of the resolution for 1 equity share and abstained from voting for 27 equity shares through remote e-voting facility.

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

## Item No.2 – Ordinary Resolution

Re-appointment of Smt. S Shantha (DIN: 00088941) as Director, who retires on rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	86	2,08,80,446	100.00
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	86	2,08,80,446	100.00
- Assent	57	2,02,99,061	97.22
- Dissent	29	5,81,385	2.78

Note: a. 1 Shareholder holding 4 equity shares have abstained from voting through remote e-voting facility.

b. 4 Shareholders holding 1,14,032 equity shares have partially voted in favour of the resolution for 4 equity shares and abstained from voting for 1,14,028 equity shares through remote e-voting facility.

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.



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## Item No.3 – Special Resolution

Approval of the SPAL Employee Stock Option Plan (SPAL ESOP 2024) and grant of Employee Stock Options under SPAL ESOP 2024 to the employees of the company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	87	2,08,80,450	100.00
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	87	2,08,80,450	100.00
- Assent	44	1,63,39,739	78.25
- Dissent	43	45,40,711	21.75

- Note: a. 3 Shareholders holding 1,14,004 equity shares have partially voted against the resolution for 3 equity shares and abstained from voting for 1,14,001 equity shares through remote e-voting facility.
- b. 1 Shareholder holding 28 equity shares have partially voted for the resolution for 1 equity share and abstained from voting for 27 equity shares through remote e-voting facility.

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

## Item No.4 – Special Resolution

Approval of the grant of Employee Stock Options under SPAL Employee Stock Option Plan (SPAL ESOP 2024) to the employees of the Subsidiary company(ies).

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	87	2,08,80,450	100.00
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	87	2,08,80,450	100.00
- Assent	44	1,63,39,739	78.25
- Dissent	43	45,40,711	21.75

- Note: a. 3 Shareholders holding 114004 equity shares have partially voted against the resolution for 3 equity shares and partially abstained from voting for 1,14,001 equity shares through remote e-voting facility.
- b. 1 Shareholder holding 28 equity shares have partially voted in favour of the resolution for 1 shares and partially abstained from voting for 27 equity shares through remote e-voting facility

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



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## **Item No.5 – Special Resolution**

Approval for revision in payment of remuneration to Mr. Sundararajan Perumal Mudaliar (DIN: 00003380) Chairman and Managing Director of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	86	2,08,80,446	100.00
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	86	2,08,80,446	100.00
- Assent	83	2,08,80,189	100.00
- Dissent	3	257	Negligible

- Note: a. 1 Shareholder holding 4 equity shares have abstained from voting through remote e-voting facility.  
b. 4 Shareholder holding 1,14,032 equity shares have partially voted in favour for 4 equity shares and partially abstained from voting for 1,14,028 equity shares through remote e-voting facility.

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

### **For S P Apparels Limited**



**P. Sundararajan**

**DIN: 00003380**

**Chairman & Managing Director**



**Date** : 27<sup>th</sup> September, 2024

**Place** : Avinashi