



# 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

10.04.2025

To

The Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 Scrip Code: 540048	Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400051 Scrip Code: SPAL
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Dear Sir/Madam,

**Subject: Declaration of Voting results on the Resolution as set out in the Postal Ballot Notice dated 7<sup>th</sup> March 2025.**

Pursuant to Sections 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 Circulars No. 14/2020 dated 8<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020 read with other relevant circulars, including General Circular No. 9/2024 dated 19<sup>th</sup> September, 2024 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 7<sup>th</sup> March 2025 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 7<sup>th</sup> March 2025 (“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 Wednesday, 9<sup>th</sup> April 2025 05:00 PM.

The Board of Directors of the Company at their meeting held on 7<sup>th</sup> March, 2025, has appointed Mr.M.D.Selvaraj, FCS, Managing Partner of M/s. 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 7<sup>th</sup> March 2025 have been duly passed by the members of the Company with requisite majority. A copy of the report of the Scrutinizer dated 10<sup>th</sup> April 2025 is attached hereto.



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

1.	Date of declaration of Postal Ballot Voting Results	Thursday, 10 <sup>th</sup> April 2025
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	16642 shareholders (as on 7 <sup>th</sup> March 2025)

## **Item No.1 – Special Resolution**

Approval for the appointment of Sri. Ravishankar Balaraman (DIN: 07148483) as a Non-Executive Independent Director of the Company.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	92	2,06,98,585	--
(b) Less: Invalid ballot forms / Abstained	Nil	Nil	--
(c) Net Valid ballot forms / e-votes	92	2,06,98,585	100.00
- Assent	*89	1,98,51,757	95.91
- Dissent	3	8,46,828	4.09

Note: \*3 Shareholders holding 131748 Equity shares have partially voted in favour of resolution for 3 Equity shares and partially abstained from voting for 131745 Equity shares.

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

## **Item No.2 – Special Resolution**

Approval for re-appointment of Sri. Sundararajan Chenduran (DIN: 03173269) as a Joint Managing Director of the Company.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	92	2,06,98,585	--
(b) Less: Invalid ballot forms / Abstained	Nil	Nil	--
(c) Net Valid ballot forms / e-votes	92	2,06,98,585	100.00



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- Assent	*84	1,95,45,446	94.43
- Dissent	8	11,53,139	5.57

Note: \*3 Shareholders holding 131748 Equity shares have partially voted in favour of resolution for 3 Equity Shares and partially abstained from voting for 131745 Equity shares.

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

### Item No.3 – Special Resolution

Approval for re-appointment of Smt. Sundararajan Shantha (DIN: 00088941) as Joint Managing Director of the Company.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	92	2,06,98,585	--
(b) Less: Invalid ballot forms / Abstained	Nil	Nil	--
(c) Net Valid ballot forms / e-votes	92	2,06,98,585	100.00
- Assent	*84	1,95,45,446	94.43
- Dissent	8	11,53,139	5.57

Note: \*3 Shareholders holding 1,31,748 Equity shares have partially voted in favour of resolution for 3 Equity Shares and partially abstained from voting for 1,31,745 Equity shares.

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

For S.P.Apparels Limited

Place : Coimbatore

Date : 10.04.2025

P Sundararajan  
Chairman & Managing Director  
DIN: 00003380



# MDS & Associates LLP

Company Secretaries

## SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED PURSUANT TO THE POSTAL BALLOT NOTICE DATED 7<sup>TH</sup> MARCH 2025

To  
The Chairman & Managing Director  
M/s. S.P.Apparels Limited  
(CIN: 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 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 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, 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. 14/2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020 read with other relevant circulars, including General Circular No. 9/2024 dated 19<sup>th</sup> September 2024 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 7<sup>th</sup> March 2025.

### **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 7<sup>th</sup> March 2025.





### 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 Resolutions, as set out in Item No.1 to 3 of the Postal Ballot Notice dated 7<sup>th</sup> March 2025 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 7<sup>th</sup> March 2025 along with necessary statements setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Monday, 10<sup>th</sup> March 2025 by MI IPL, 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, 7<sup>th</sup> March 2025 ("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, 7<sup>th</sup> March 2025 were entitled to vote on the proposed resolutions as set out in Item No(s). 1 to 3 of the Postal Ballot Notice.
- The remote e-voting period remained open from Tuesday, 11<sup>th</sup> March 2025, 9:00 AM to Wednesday, 9<sup>th</sup> April 2025, 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. 7<sup>th</sup> March 2025 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 Wednesday, 9<sup>th</sup> April 2025 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Wednesday, 9<sup>th</sup> April 2025 at 5:08 in the presence of Mr. A Selten Jayaraj and Ms. S Vinothini, 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 for the appointment of Sri. Ravishankar Balaraman (DIN: 07148483) as a Non-Executive Independent 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
*89	1,98,51,757	95.91

#### 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
3	8,46,828	4.09

#### INVALID VOTES

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

Note: \*3 Shareholders holding 1,31,748 Equity shares have partially voted in favour of resolution for 3 Equity shares and partially abstained from voting for 1,31,745 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 re-appointment of Sri. Sundararajan Chenduran (DIN: 03173269) as a Joint Managing 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
*84	1,95,45,446	94.43

#### 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
8	11,53,139	5.57

#### INVALID VOTES

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

Note: \*3 Shareholders holding 1,31,748 Equity shares have partially voted in favour of resolution for 3 Equity Shares and partially abstained from voting for 1,31,745 Equity shares.

Thus, the Special 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 for re-appointment of Smt. Sundararajan Shantha (DIN: 00088941) as Joint Managing 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
*84	1,95,45,446	94.43

#### 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
8	11,53,139	5.57

#### INVALID VOTES

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

Note: \*3 Shareholders holding 1,31,748 Equity shares have partially voted in favour of resolution for 3 Equity Shares and partially abstained from voting for 1,31,745 Equity shares.

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

Date: 10.04.2025

Place: Coimbatore

Based on the Scrutinizer's Report  
Resolution No(s) 1 to 3 have 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: F000960G000062714