



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

14th September, 2021

To

Listing Department
BSE Limited
25th 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 16th Annual General Meeting of the members of the Company held on 13.09.2021.

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

This is to inform that the 16th Annual General Meeting (AGM) of the members of the Company was held on Monday, 13th September 2021 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 20.08.2021.

All the items of the business mentioned in the 16th 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 Limited,

K.Vinodhini
Company Secretary

Encl: As above



MDS & Associates

Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsassociates.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE ANNUAL GENERAL MEETING**

**(Pursuant to Section(s) 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
16th Annual General Meeting of the Equity Shareholders of
M/s. S P APPARELS LIMITED

(L18101TZ2005PLC012295)

Held on Monday, 13th September, 2021, at 04:00 PM

Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Passing of resolution(s) through remote e-voting process and through e-voting conducted at the 16th Annual General Meeting of M/s. S P Apparels Limited held on 13th September, 2021

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, 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 16th 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 on the resolution(s) as set out in the Notice convening the 16th Annual General Meeting of the Company held on Monday, 13th September, 2021, 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 General Circular dated 5th May 2020 read with Circular(s) dated 8th April 2020, 13th April 2020 and 13th January 2021 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular(s) No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021 dated 15th January, 2021 ("SEBI Circulars").



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 16th Annual General Meeting dated 20th August, 2021.

Responsibility as a Scrutinizer

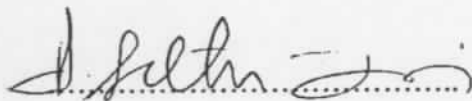
My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 16th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 4 in the Notice convening the 16th Annual General Meeting of the Company dated 20th August, 2021, 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, in addition to the above, I submit my report as under:

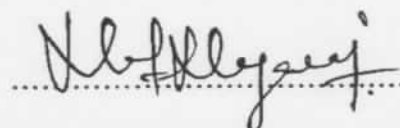
- a. The Notice dated 20th August, 2021 convening the 16th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 16th Annual General Meeting of the Company, were sent by the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA / SEBI Circulars. The Company has also placed the notice of the 16th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the M/s. Link Intime India Private Limited ("LI IPL") for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Friday, the 10th day of September, 2021 at 9:00 AM and ended on Sunday, the 12th day of September, 2021 at 5:00 PM. 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. 6th September, 2021 were entitled to vote on the resolutions set out in the Notice of the 16th Annual General Meeting. The remote e-voting module of M/s. Link Intime India Private Limited ("LI IPL") was disabled on Sunday, the 12th day of September, 2021 05:00 PM.



- d. Upon the commencement of the 16th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 16th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 16th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 04:35 PM.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 13th day of September, 2021 at 04:38 PM in the presence of Mr.A.Selten Jayaraj (the undersigned as Witness No.1) and Ms. Monika Nagaraj (the undersigned as Witness No.2), 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).

Witness No.1

Name: Mr.A.Selten Jayaraj

Witness No.2

Name: Ms. Monika Nagaraj

- 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 the M/s. Link Intime India Private Limited ("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 M/s. Link Intime India Private Limited ("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.4 in the Notice convening the 16th Annual General Meeting as under:



Ordinary Business**Resolution No: 1****Ordinary resolution**

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2021 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	65	2,13,74,648	100.00
E-Voting at AGM	0	0	0
Total Voting	65	2,13,74,648	100.00

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	1	118	Negligible
E-Voting at AGM	0	0	0
Total Voting	1	118	Negligible

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: 2 Shareholders holding 44 shares has partially abstained from remote e-voting for 40 shares.

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



Ordinary Business**Resolution No: 2****Ordinary resolution**

Declaration of the Dividend for the year 2021.

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	65	2,13,74,648	100.00
E-Voting at AGM	0	0	0
Total Voting	65	2,13,74,648	100.00

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	1	118	Negligible
E-Voting at AGM	0	0	0
Total Voting	1	118	Negligible

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: 2 Shareholders holding 44 shares has partially abstained from remote e-voting for 40 shares

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



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Mrs.S.Latha (DIN: 00003388)) as Director, who retires by 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	60	2,13,14,004	99.72
E-Voting at AGM	0	0	0
Total Voting	60	2,13,14,004	99.72

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	60,761	0.28
E-Voting at AGM	0	0	0
Total Voting	5	60,761	0.28

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) 1 Shareholder holding 13 shares has partially abstained from remote e-voting for 10 shares.

b) 1 Shareholder holding 31 shares has abstained from voting through remote e-voting facility.

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



Special BusinessResolution No: 4Special resolution

Consent to the board of directors to sell, transfer, lease, slump sale the whole of the undertakings of its retail division pursuant to section 180(1)(a) of Companies Act, 2013.

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	62	2,13,74,144	100.00
E-Voting at AGM	0	0	0
Total Voting	62	2,13,74,144	100.00

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	4	623	Negligible
E-Voting at AGM	0	0	0
Total Voting	4	623	Negligible

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: 2 Shareholders holding 44 shares has partially abstained from remote e-voting for 39 shares

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

Yours faithfully

Place : Coimbatore

Date : 14th September, 2021

Based on the Scrutinizer's Report

Resolution nos 1- 4 have been passed with requisite majority

For S P Apparels Limited

P Sundararajan

DIN: 00003380

Chairman & Managing Director

U. D. Selvaraj

MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028

UDIN: F000960C000936983



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Web : www.s-p-apparels.com CIN No.: L18101TZ2005PLC012295



**Declaration of results of the voting on resolution(s) set out in the
Notice of the 16th Annual General Meeting of the Company held through
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 13th September, 2021**

The 16th Annual General Meeting of the Company was held on Monday, 13th September, 2021, 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 circulars dated 5th May 2020 read with Circular dated 8th April 2020, 13th April 2020 and 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular dated 12th May, 2020 and 15th January 2021 issued by the Securities and Exchange Board of India, to seek the approval of the members on the Resolution(s) as set out in the Notice dated 20th August, 2021.

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 16th 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, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 15th 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 16th Annual General Meeting dated 13th September, 2021 which has been attached hereto.

Based on the report of the Scrutinizer dated 14th September, 2021, it is hereby declared that the Resolution(s) under Item No(s).1 to 4 set out in the Notice dated 20th August, 2021, as detailed herein below, have been duly passed by the shareholders with requisite majority.



Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2021 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	66	2,13,74,766	--
(b) Less: Invalid votes	-	-	--
(c) Net Valid E-Votes	66	2,13,74,766	100.00
- Assent	65	2,13,74,648	100.00
- Dissent	1	118	Negligible

Note: 2 Shareholders holding 44 shares has partially abstained from remote e-voting for 40 shares

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

Item No.2 – Ordinary Resolution

Declaration of the Dividend for the year 2021.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	66	2,13,74,766	--
(b) Less: Invalid votes	-	-	--
(c) Net Valid E-Votes	66	2,13,74,766	100.00
- Assent	65	2,13,74,648	100.00
- Dissent	1	118	Negligible

Note: 2 Shareholders holding 44 shares has partially abstained from remote e-voting for 40 shares

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



Item No.3 – Ordinary Resolution

Re-appointment of Mrs.S.Latha (DIN: 00003388)) as Director, who retires by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	65	2,13,74,765	--
(b) Less: Invalid votes	-	-	--
(c) Net Valid E-Votes	65	2,13,74,765	100.00
- Assent	60	2,13,14,004	99.72
- Dissent	5	60,761	0.28

Note: a) 1 Shareholder holding 13 shares has partially abstained from remote e-voting for 10 shares.

b) 1 Shareholder holding 31 shares has abstained from voting through remote e-voting facility

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

Item No.4 – Special Resolution

Consent to the board of directors to sell, transfer, lease, slump sale the whole of the undertakings of its retail division pursuant to section 180(1)(a) of Companies Act, 2013.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	66	2,13,74,767	--
(b) Less: Invalid votes	-	-	--
(c) Net Valid E-Votes	66	2,13,74,767	100.00
- Assent	62	2,13,74,144	100.00
- Dissent	4	623	Negligible

Note: 2 Shareholders holding 44 shares has partially abstained from remote e-voting for 39 shares

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

For S P Apparels Limited,

P. Sundararajan

DIN: 00003380

Chairman & Managing Director

Date : 14th September, 2021

Place : Avinashi