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MINUTES OF PROCEEDINGS HELD ON MONDAY, THE 23RD DAY OF APRIL 2018 AT 3.00 PM AT 39-A, EXTENSION STREET, KAIKATTIPUDUR, AVINASHI – 641 654, TIRUPUR DT., RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT AND REMOTE E-VOTING CONDUCTED PURSUANT TO SECTION 108 & 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 & 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (AS AMENDED) AND REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ON THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 15TH MARCH 2018

Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 members approval was sought for the resolutions appended to the Postal Ballot Notice dated 15th March, 2018. The Postal Ballot Notice containing the Special Resolutions together with the statement to be annexed to the Postal Ballot Notice was dispatched to all the shareholders appearing in the records of the Company / depository participants as on 16th March 2018 (cut-off date) on 22nd March 2018.

The Company has availed the services of Central Depository Services (India) Limited (CDSL) for providing the members the facility to vote by remote electronic means on the below mentioned resolutions.

Sri.M.D.Selvaraj, FCS proprietor of MDS & Associates Company Secretaries, Coimbatore was appointed as scrutinizer to carry out the scrutiny of all the votes cast electronically for the period from 9.00 AM on Friday, 23rd March 2018 upto 5.00 PM on Saturday, April 21, 2018 as well as through postal ballot forms upto 5.00 PM on Saturday, April 21, 2018. The Scrutinizer has submitted his report on 22nd April 2018 to the Chairman and he accepted the Report.

The resolution as set out in the Postal Ballot Notice shall be deemed to be passed as Special Resolutions at the General Meeting of the Company and it shall be deemed to have been passed on 21st April 2018, the last date specified for receipt of duly completed postal ballot forms or e-voting.

The Chairman then announced the following result on the Postal Ballot and remote e-voting as per the Scrutinizer's Report.


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Item No.1

Variation of the terms of issue of the 10% Redeemable Cumulative Preference Shares and its redemption

RESOLUTION

The following is the summary of the Scrutinizer's report dated 22nd April 2018 for both e-voting and Postal Ballot.

Voting Results for both e-voting and postal ballot					
Particulars	No. of valid votes Cast	Number of votes cast in favour	% of votes cast in favour	Number of votes cast against	% of votes cast against
	(a)	(b)	(c)	(d)	(e)
E-Voting	2,01,44,112	2,01,43,467	100.00	645	Negligible
Postal Ballot	3,46,950	*3,46,730	99.94	220	0.06
Total	2,04,91,062	2,04,90,197	100.00	865	Negligible

* Three Shareholders holding 165 shares abstained from voting for 80 shares on this resolution.

As the total number of votes cast in "FAVOUR" of the Resolution exceeded three times the total number of votes cast "AGAINST" the Resolution, the Chairman declared the following Resolution passed as a **Special Resolution** with requisite majority.

RESOLVED THAT pursuant to Section 48 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for variation in the terms of issue pertaining to the redemption of the preference shares to the extent and manner given herein.

"The Board of Directors of the Company shall have the option to redeem the 2,00,00,000 10% Redeemable Cumulative Preference Shares of Rs.10/- each at any time before the expiry of 10 years from the date of issue."

Save as what is mentioned hereinabove, all other terms and conditions of the said preference shares shall remain same.

FURTHER RESOLVED THAT the 2,00,00,000 10% Redeemable Cumulative Preference Shares of Rs.10/- be redeemed in accordance with the provisions of Section 55 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014.

FURTHER RESOLVED THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to take all actions as may be necessary, proper or expedient and to do all such acts, deeds, matters and things in connection therewith to give effect to this resolution.


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Item No.2

Issue of 528000 Equity Shares to Promoter of the Company on preferential basis.

RESOLUTION

The following is the summary of the Scrutinizer's report dated 22nd April 2018 for both e-voting and Postal Ballot.

Voting Results for both e-voting and postal ballot					
Particulars	No. of valid votes Cast	Number of votes cast in favour	% of votes cast in favour	Number of votes cast against	% of votes cast against
	(a)	(b)	(c)	(d)	(e)
E-Voting	2,01,44,112	2,00,38,720	99.48	1,05,392	0.52
Postal Ballot	3,46,945	*3,46,450	99.86	**495	0.14
Total	2,04,91,057	2,03,85,170	99.48	1,05,887	0.52

* One Shareholder holding 55 shares abstained from voting for 30 shares on this resolution

** Two Shareholders holding 110 shares, abstained from voting for 55 shares on this resolution

As the total number of votes cast in "FAVOUR" of the Resolution exceeded three times the total number of votes cast "AGAINST" the Resolution, the Chairman declared the following Resolution passed as a **Special Resolution** with requisite majority.

RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and in accordance with the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (hereinafter referred to as "the ICDR Regulations") and any other applicable guidelines/ regulations issued by the Securities and Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, SEBI, Stock Exchanges and any other relevant statutory or regulatory authorities, departments, institutions or bodies the consent and approval of the Members be and is hereby accorded and the Board (which includes a Committee, constituted for the time being in force thereof) be and is hereby authorized to create, offer, issue and allot upto 5,28,000 (Five Lakhs Twenty Eight Thousand) Equity Shares having face value of Rs.10/- (Rupees Ten Only) at a price to be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 to Mr.P.Sundararajan, one of the promoters of the Company in accordance with Chapter VII of the SEBI (ICDR) Regulations and applicable laws on preferential basis, more

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particularly described in the explanatory statement forming part of this resolution and in such manner and on such other terms and conditions, as the Board or its Committee may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT in accordance with Regulation 71 of the ICDR Regulations, the "Relevant Date" for determining the minimum price of the Equity Shares being allotted to the promoter on a preferential basis is 22nd March, 2018 being the date which is 30 (Thirty) days prior to 21st April, 2018 i.e., the last date for receiving postal ballot(s) from the shareholders for passing of special resolution to approve the proposed preferential issue by the shareholders.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the allottee(s) within 15 days from the date passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the 'Record Date' falls subsequent to the allotment of equity shares.

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Equity Shares to be allotted shall be subject to lock-in requirement as prescribed by the SEBI (ICDR) Regulations, from time to time.

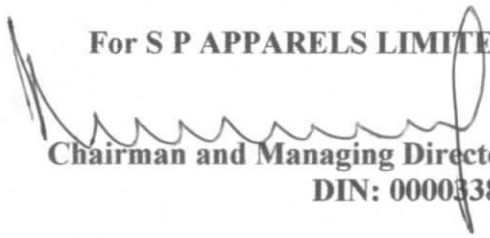
RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which includes a Committee, constituted for the time being in force thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for such purpose, including without limitation, to issue and allot Equity Shares, issuing certificates/clarifications, listing of the said securities with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilisation of the proceeds, sign all such undertakings and documents as may be required and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereof as the Board or its Committee may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

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RESOLVED FURTHER THAT the Board or its Committee be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) of the Company to give effect to the aforesaid resolution, including execution of any documents on behalf of the Company and to represent the Company before any government authorities and to appoint any professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

Date: 23.04.2018**Place:** Avinashi**For S P APPARELS LIMITED**
Chairman and Managing Director
DIN: 00003380CHAIRMAN'S
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