S.P.APPARELS LTD.

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14th September, 2021

To

Listing Department	Listing Department
BSE Limited	National Stock Exchange of India Limited
25th Floor, PJ Towers, Dalal Street	Exchange Plaza, C-1 Block G
Mumbai – 400 001	BandraKurla Complex, Bandra, East
	Mumbai - 400 051

Dear Sir / Madam,

Sub: Proceedings of the 16th Annual General Meeting of the Company held on Monday the 13th day of September, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Pursuant to Regulation 30 read with para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 16th Annual General Meeting of the Company was duly held on Monday the 13th day of 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 and as per the applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder and the proceedings of the said meeting is given hereunder:

Present:

The following Directors were present at the 16th Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

Name of the Director	Category / Designation
Mr. Sundararajan	Chairman & Managing Director
Mrs.S.Latha	Executive Director
Mr. S Chenduran	Non-Executive Director
Mr. V Sakthivel	Independent Director and Chairman of the Audit Committee
Mr. A S Anandkumar	Independent Director
Mr. C. R. Rajagopal	Independent Director and Chairman of the Nomination and Remuneration Committee & Stakeholders Relationship Committee
Mrs. Lakshmi Priya	Independent Director

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In attendance

Mrs.P V .Jeeva – Chief Executive Officer (CEO)
Mr. V Balaji, Chief Financial Officer (CFO)
Mrs. K Vinodhini, Company Secretary
Sri.D K Giridharan of M/s. ASA & Associates LLP, Statutory Auditor and Mr. M D Selvaraj, FCS, of MDS & Associates, Secretarial Auditor and Scrutinizer for the meeting were also present at the 16th Annual General Meeting through VC/OAVM.

A total of 46 members representing 43,81,043 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Mrs. K Vinodhini, Company Secretary, welcomed all the members and informed that this 16th Annual General Meeting of S P Apparels Limited is being held through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility.

Thereafter, the Company Secretary briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio visual means. The Company Secretary informed further that the Company had provided to the Shareholders, the facility to cast their vote electronically on all resolutions set forth in the Notice of the AGM through remote e-voting facility provided by the Link Intime India Private Limited (LIIPL), which had commenced on Friday, 10th September, 2021 at 9:00 AM and ended on Sunday, 12th September, 2021 at 5:00 PM (IST). She informed that the shareholders, who are present at the AGM and had not cast their vote through remote e-voting, has been provided an opportunity to cast their votes through e-voting at the meeting. In this regard, the Board of Directors have appointed Mr.M.D.Selvaraj, FCS, of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer to conduct the remote e-voting and e-voting process at the 16th AGM in a fair and transparent manner and to ascertain the requisite majority.

The Company Secretary then introduced the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and other Directors / Statutory Auditor / Secretarial Auditor / Scrutiniser / and the Key Executives present in the meeting through VC/OAVM facility.

Then she invited Mr. P.Sundararajan, Chairman of the meeting to conduct the 16th Annual General Meeting.

The Chairman informed that the requisite quorum is present and he called the meeting to order. Thereafter, he welcomed the shareholders, Directors, Auditors and the Scrutinizer for the 16th Annual General Meeting held through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility. Thereafter, the Chairman informed that the registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

The Chairman further informed that since the notice of the AGM along with the audited financial statements and the Directors' report has already been circulated to all the members, the same has been taken as read. Further, as there are no qualifications or comments or remarks in the Statutory Auditors Report for the year ended 31st March 2021 however the Secretarial Auditor has qualified non-appointment of Women Independent Director till 02.09.2020 and non-filing of MGT 14 in his

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Report for the financial year ended 31st March, 2021 and in this regard the Company has suitably replied in directors report.

Thereafter the Chairman briefed about the performance of the Company.

The Company Secretary then read the summary of the resolutions set out in the agenda Item No.1 to 4 of the Notice of the 16th Annual General Meeting dated 20th August, 2021 as follows;

Ordinary Business:

1. 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.

2. Declaration of the Dividend for the year 2021.

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

Special Business:

4. 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.

The Company Secretary informed that there are no registered speaker shareholders. She further informed that the e-voting facility provided by the Link Intime India Private Limited (LIIPL) would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting, to cast their votes electronically. She informed further that the results of the voting shall be declared within the prescribed time and the consolidated scrutinizer's report along with the voting results would be submitted to the Link Intime India Private Limited (https://instavote.linkintime.co.in), Bombay Stock Exchange Limited, National Stock Exchange of India Limited and would also be placed on the Company's website (www.s-p-apparels.com).

The Company Secretary then thanked all the shareholders / Directors / Auditors / Scrutiniser, who have joined the 16th Annual General Meeting through video conferencing facility/other audio visual means.

The 16th AGM was concluded at 04:35 PM.

Kindly take the above on record.

Thanking you,
Yours faithfully,

For S P Apparels Limited

Company Secretary

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