



# 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



26<sup>th</sup> August, 2022

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

National Stock Exchange of India Limited  
'Exchange Plaza',  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400 051.

**Scrip Code: 540048**

**Symbol: SPAL**

Dear Sirs,

## **Sub: Intimation of Date of 17<sup>th</sup> Annual General Meeting (AGM) & Submission of 17<sup>th</sup> AGM Notice and its Related Information**

Pursuant to Regulation 30 and Schedule III of SEBI (LODR) Regulations, 2015, we inform you the following:

The Notice of 17<sup>th</sup> Annual General Meeting of S.P. Apparels Limited scheduled to be held on Monday, 19<sup>th</sup> September, 2022 on 04.00 P.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OVAM”), containing the business to be transacted thereat, is attached herewith.

Pursuant to Provisions of the Companies Act 2013 and SEBI (LODR) Regulations, 2015 it is informed that the Company fixed the following dates in connection with the ensuing 17<sup>th</sup> AGM:

Security Code	Type of Security	Book Closure From - To	Cut-off Date	Purpose
BSE – 540048 NSE - SPAL	Equity	Tuesday, 13 <sup>th</sup> September 2022 to Monday, 19 <sup>th</sup> September 2022	12/09/22	17 <sup>th</sup> Annual General Meeting scheduled to be held on 19 <sup>th</sup> September, 2022.

Kindly take the above information on record.

Thanking You,

**For S.P.Apparels Limited,**

**K.Vinodhini**  
**Company Secretary and Compliance Officer**

## NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Shareholders of the Company will be held on Monday, the 19th day of September 2022 at 04.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone & Consolidated Audited Financial Statements including Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of changes in Equity for the financial year ended 31st March, 2022, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in the place of Mr.S.Chenduran (DIN: 03173269) who retires by rotation and being eligible offers himself for re-appointment.

3. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any amendment(s) thereto or re-enactment(s) thereof, ASA & Associates LLP (Firm Registration Number: 009571N/ N500006), Chartered Accountants, Chennai, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of five financial years from the conclusion of this Annual General Meeting until the conclusion of the twenty second annual general meeting of the Company to be held in the year 2027, at a remuneration as may be mutually agreed to between the Board of Directors and the Statutory Auditors.”

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

**RESOLVED THAT** in accordance with the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-

enactment(s) thereof for the time being in force), the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mrs.S.Shantha (DIN: 00088941) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th August, 2022 and who holds office up to the date of this General Meeting in accordance with the provisions of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mrs. S Shantha as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Nomination and Remuneration Policy and the provisions of Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mrs.S.Shantha (DIN: 00088941), who is also the Managing Director of S.P. Superfine Cotton Mills Private Limited, as Joint Managing Director of the Company for a period of 3 (Three) years with effect from 11th August, 2022, on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their respective meetings held on 11th August, 2022, notwithstanding that the aggregate annual remuneration payable to Mrs.S.Shantha (DIN: 00088941), in any year, during her tenure as Joint

Managing Director together with the aggregate annual remuneration payable to other executive directors who are promoters or members of the promoter group, exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act.”

**Terms of remuneration:**

Salary: Rs. 1,00,000 (Rupees One Lakh only) per month plus other employee benefits of the Company.

**Perquisites:**

In addition to the salary, the Joint Managing Director shall also be entitled to the following perquisites and benefits:

- (a) Company maintained car with driver for official and personal use
- (b) Free landline telephone/ broadband facility at residence and mobile telephone facility.
- (c) Company’s contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the rules of the Company.
- (d) Leave and encashment of unavailed leave as per the rules of the Company.
- (e) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Mrs.S.Shantha (DIN: 00088941) Joint Managing Director, as specified in Schedule V of the Companies Act, 2013 (as amended).

**RESOLVED FURTHER THAT** the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the terms of appointment and/or remuneration payable to Mrs.S.Shantha (DIN: 00088941) as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

**RESOLVED FURTHER THAT** Mrs.S.Shantha (DIN: 00088941) during her tenure as Joint Managing Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Joint Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Nomination and Remuneration Policy and the provisions of Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr.S.Chenduran (DIN: 03173269), who is also the Managing Director of S.P. Retail Ventures Limited, as Joint Managing Director of the Company for a period of 3 (Three) years with effect from 11th August, 2022 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their respective meetings held on 11th August, 2022, notwithstanding that the aggregate annual remuneration payable to Mr.S.Chenduran (DIN: 03173269), in any year, during his tenure as Joint Managing Director together with the aggregate annual remuneration payable to other executive directors who are promoters or members of the promoter group, exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act.”

**Terms of remuneration:**

Salary: Rs. 2,50,000 (Rupees Two Lakh and Fifty Thousand only) per month plus other employee benefits of the Company.

Commission on net profits: Not exceeding 1 (one) percent of net profits in an accounting year of the Company subject to availability of profit.

**Perquisites:**

In addition to the salary and commission, the Joint Managing Director shall also be entitled to the following perquisites and benefits:

(a) Company maintained car with driver for official and personal use

(b) Free landline telephone/ broadband facility at residence and mobile telephone facility.

(c) Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the rules of the Company.

(d) Leave and encashment of unavailed leave as per the rules of the Company.

(e) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Mr.S.Chenduran (DIN: 03173269) Joint Managing Director, as specified in Schedule V of the Companies Act, 2013 (as amended).

**RESOLVED FURTHER THAT** the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the terms of appointment and/or remuneration payable to Mr.S.Chenduran (DIN: 03173269) as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

**RESOLVED FURTHER THAT** Mr.S.Chenduran (DIN: 03173269) during her tenure as Joint Managing Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Joint Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect

to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**

**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to delete the present Article 13 of the Articles of Association and to substitute the new Article 13 as following:

*\*Purchase of Own Shares:*

*"13. Notwithstanding anything contained in these Articles but subject to the provision of the Companies Act, 2013 or any other law for the time being in force the Company may pursuant to a resolution of the Board or Shareholders, may purchase its own Equity Shares or other securities, by way of a Buy back arrangement."*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 3:**

This statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

The Members of the Company at their twelfth Annual General Meeting held on 11th August 2017 had appointed M/s. ASA & Associates LLP (Firm Registration No. 009571N/ N500006) Chartered Accountants, Chennai as the Statutory Auditors of the Company for a period of five years till the

conclusion of the seventeenth Annual General Meeting (“AGM”) of the Company. As such, their tenure as Statutory Auditors expires at this AGM.

Pursuant to Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the present Statutory Auditors of the Company are eligible for re-appointment for a further term of five years from the conclusion of this AGM. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company have recommended the re-appointment of M/s. ASA & Associates LLP (Firm Registration No. 009571N/N500006) as Statutory Auditors of the Company for a further period of five consecutive years from the conclusion of the ensuing AGM till the conclusion of twenty second AGM to be held in the year 2027 at a remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors.

M/s. ASA & Associates LLP have consented to their re-appointment as Statutory Auditors and have confirmed that if appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Act and that they are not disqualified to be re-appointed as Statutory Auditors in terms of the provisions of Section 139(1), 141(2) and 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time.

M/s. ASA & Associates LLP has also confirmed that they hold a valid certificate issued by the peer review board of ICAI.

Brief Profile of M/s. ASA & Associates LLP, Chartered Accountants is as given below:

M/s. ASA & Associates LLP (Firm Registration No. 009571N/N500006) is a firm of Chartered Accountants in practice for 30 years. They are present in 39 countries across 60 locations. Its Main Office is located at New Delhi. Mr.Ajay Sethi is the Managing Partner of the Firm. They have various large, medium and MNC clients across industries.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

#### **Item No. 4 & 5:**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 11th August, 2022 has appointed Mrs.S.Shantha (DIN: 00088941) as an Additional Director of the Company with effect from 11th August, 2022.

Mrs.S.Shantha (DIN: 00088941) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Further, she is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (“SEBI”) order or any other authority.

The Company has received a notice from a member signifying his intention to propose the candidature of Mrs.S.Shantha (DIN: 00088941) for the office of Director of the Company under Section 160 of the Act.

Pursuant to Section 161 of the Act and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders is being sought for the appointment of Mrs.S.Shantha (DIN: 00088941) as a Director of the Company. Hence, the necessary resolution has been set out in Item No. 4 of the Notice for the approval of the members.

Considering the knowledge, experience and skills and the role and responsibilities shouldered by Mrs.S.Shantha (DIN: 00088941) and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 11th August, 2022, has approved and recommended the appointment of Mrs.S.Shantha (DIN: 00088941) as Joint Managing Director of the Company for a period of 3 years with effect from 11th August, 2022 on the terms and conditions as set out in Item No.4 of this AGM Notice, subject to the requisite approval of the members of the Company.

Mrs.S.Shantha (DIN: 00088941) belongs to the Promoter Group of the Company. Considering her varied experience, skills and knowledge, the Board of Directors opine that her appointment as Joint Managing Director would be greatly beneficial to the Company.

Pursuant to Section(s) 196(4), 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolution as set out under Item No.5 of the AGM Notice is being placed before the members for approval.

Accordingly, the Board of Directors recommends the Special Resolution as set out under Item No.5 of this notice for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the appointment of Mrs.S.Shantha (DIN: 00088941) as Joint Managing Director for a period of 3 years with effect from 11th August, 2022 and the payment of remuneration, as set out under Item No.5 of the AGM Notice, are in conformity with Schedule V of the Companies Act, 2013.

Mrs.S.Shantha, being the Appointee Joint Managing Director and Mr.P.Sundararajan, Chairman and Managing Director, Mrs.S.Latha, Executive Director and Mr.S.Chenduran, Joint Managing Director, being her relatives, are directly or indirectly, financially or otherwise, interested or concerned in the Resolutions set out under Item No(s). 4 & 5.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Resolutions set out under Item No(s). 4 & 5.

**Item No. 6:**

Mr.S.Chenduran (DIN: 03173269) is currently serving as Director of the Company and considering his knowledge, experience and skills and the role and responsibilities shouldered by him and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 11th August, 2022, has approved and recommended the appointment of Mr.S.Chenduran (DIN: 03173269) as Joint Managing Director of the Company for a

period of 3 years with effect from 11th August, 2022 on the terms and conditions as set out in Item No.6 of this AGM Notice, subject to the requisite approval of the members of the Company.

Mr.S.Chenduran (DIN: 03173269) belongs to the Promoter Group of the Company. Considering his varied experience, skills and knowledge, the Board of Directors opine that his appointment as Joint Managing Director would be greatly beneficial to the Company.

Pursuant to Section(s) 196(4), 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolution as set out under Item No.6 of the AGM Notice is being placed before the members for approval.

Accordingly, the Board of Directors recommends the Special Resolution as set out under Item No.6 of this notice for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the appointment of Mr.S.Chenduran (DIN: 03173269) as Joint Managing Director for a period of 3 years with effect from 11th August, 2022 and the payment of remuneration, as set out under Item No.6 of the AGM Notice, are in conformity with Schedule V of the Companies Act, 2013.

Mr.S.Chenduran, being the Appointee Joint Managing Director and Mr.P.Sundararajan, Chairman and Managing Director, Mrs.S.Latha, Executive Director and Mrs.S.Shantha, Joint Managing Director, being his relatives, are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No. 6.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No. 6.

**Item No. 7:**

The Company is intending to propose to buy back its own shares of the Company in the future but however, the existing regulations of the Articles of Association does not empower the Company to purchase its own Equity Shares or other securities, by way of a buy back arrangement pursuant to a resolution passed by the Board of Directors or Members of the Company.

Hence, the existing regulations of the Articles of Association will require alteration so as to empower the Company to buy back its own securities.

Pursuant to Section 14 of Companies Act, 2013, any alteration(s) to the Articles of Association of the Company requires the consent of the members by way of necessary Special Resolution and such alteration(s) shall be subject to the approval of the Registrar of Companies, Coimbatore.

The Board of Directors of the Company at their meeting held on 11th August 2022 has approved the proposal for alteration of Articles of Association of the Company.

Place : Avinashi  
Date : 11.08.2022

The Board recommends the necessary Special Resolution as set out in Item No. 7 of the Notice for approval of the Members to alter the Article 13 of the Articles of Association.

A copy of the draft Articles of Association of the Company is available in the website of the Company and can be viewed by the members through the web-link <http://www.s-p-apparels.com>. Both the existing and the new set of Articles of Association of the Company are available for inspection at the registered office of the Company during business hours on any working day up to the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 7 of the Notice.

By the order of the Board  
For S.P.Apparels Limited,

P.Sundararajan  
Chairman and Managing Director  
DIN: 00003380

**Statement of disclosures pursuant to Section II (A) of Part II of Schedule V to the Companies Act, 2013 in relation to Item No. 5 & 6 above:**

**I. GENERAL INFORMATION**

**1. Nature of Industry**

Garments Industry

**2. Date or expected date of commencement of commercial production**

The company was incorporated on 18th November 2005 and commenced commercial production subsequently in the same year.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable

**4. Financial performance based on given indicators**

(Rs. in Million)

Particulars	2021-22	2020-21
Sales & other income	7764.21	5766.88
Profit/ (Loss) before tax	1125.46	538.96
Profit/ (Loss) after tax	832.00	386.84
Paid-up equity capital	256.93	256.93
Reserves and Surplus	6044.32	5264.61
Basic Earnings per share (in Rs.)	32.38	15.06

**5. Foreign Investments or collaborations, if any -**

The Company has not incurred any expenditure in foreign exchange on account of foreign investments or collaborations during the last five years as the Company has neither made any foreign investments nor entered into any foreign collaboration agreement.

**II. INFORMATION ABOUT THE APPOINTEES**

Particulars	Mrs.S.Shantha	Mr.S.Chenduran
Background details	Mrs.S.Shantha is a B.Tech (Textiles) Graduate and a Master of Business administration (MBA) from PSG Institute of Management. She is associated with the company since 2005 and she has a vast experience in management and administration.	Mr.S.Chenduran is a Master of Science specialized in Business and Management from the University of Strathclyde. He is associated with the company since 2015 and he has a good experience in the management and administration.
Past remuneration	Not Applicable	Nil
Recognition or awards	Nil	Nil

Particulars	Mrs.S.Shantha	Mr.S.Chenduran
Job profile and his suitability	Mrs.S.Shantha as Joint Managing Director of the Company shall be in-charge of the day to day affairs of the Company and shall have substantial powers of management subject to the superintendence of the Board of directors of the Company. Considering her qualifications and experience she is best suitable for the job.	Mr.S.Chenduran as Joint Managing Director of the Company shall be in-charge of the day to day affairs of the Company and shall have substantial powers of management subject to the superintendence of the Board of directors of the Company. Considering his qualifications and experience he is best suitable for the job.
Remuneration Proposed	As per Item No. 5 of the resolution annexed to the Notice	As per Item No. 6 of the resolution annexed to the Notice
Comparative remuneration profile with respect to industry, size of the company profile of the position and person	Taking into consideration the size of the company, profile of Mrs.S.Shantha, responsibility shouldered by her and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies	Taking into consideration the size of the company, profile of Mr.S.Chenduran, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration being received, the Joint Managing Director does not have any pecuniary relationship with the company. She is related to Mr.P.Sundararajan, Chairman and Managing Director, Mrs.S.Latha, Executive Director and Mr.S.Chenduran, Joint Managing of the Company	Besides the remuneration being received, the Joint Managing Director does not have any pecuniary relationship with the company. He is related to Mr.P.Sundararajan, Chairman and Managing Director, Mrs.S.Latha, Executive Director and Mrs.S.Shantha, Joint Managing Director of the Company

### III. OTHER INFORMATION

1. Reasons for loss or inadequate profits: The operations of the Company is presently results in profits.
2. Steps taken or proposed to be taken for improvement: The Company has increased the number of factories and the production capacity. It has also taken effective cost control measures which would result in better profitability in the ensuing years.
3. Expected increase in productivity and profits in measurable terms: Barring unforeseen circumstances, the productivity and profits of the Company are expected to increase.

### IV. DISCLOSURES

The following disclosures shall be mentioned in the Board of Directors' report under the heading "Corporate Governance", if any, attached to the financial statement.

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors for the year 2021-22.
- (ii) Details of fixed component and performance linked incentives along with the performance criteria
- (iii) Service contracts, notice period, severance fees
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Secretarial Standards on General Meetings, brief profile of the Directors, who are proposed to be re-appointed, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other Directors of the Company are given below:

Name of the Director	Mr.S.Chenduran	Mrs.S.Shantha
DIN	03173269	00088941
Date of Birth/Age	18/03/1989 / 33 years	04/12/1982 / 39 years
Nationality	Indian	Indian
Date of appointment on the Board	30.03.2015	11.08.2022
Qualification	M.Sc in Business and Management from the University of Strathclyde	B.Tech (Textiles), MBA
Experience / Area of Expertise	Vast experience in Management & retail business	Vast experience in Management & retail business
No. of Shares held in the Company	28,852 Equity Shares	11,000 Equity Shares
Inter-se Relationship with other directors	Related to Mr.P.Sundararajan, Chairman & Managing Director, Mrs.S.Latha, Executive Director and Mrs.S.Shantha, Joint Managing Director	Related to Mr.P.Sundararajan, Chairman & Managing Director, Mrs.S.Latha, Executive Director and Mr.S.Chenduran, Joint Managing Director
Board position held	Director	Additional Director
Terms of Appointment/ Re-appointment	Liable to retire by rotation & Appointed as Joint Managing Director of the Company for a period of 3 years w.e.f. 11.08.2022	Appointed as Director liable to retire by rotation / Joint Managing Director of the Company for a period of 3 years w.e.f. 11.08.2022
Remuneration sought to be paid	As per Item No. 6 of the resolution annexed to the Notice	As per Item Nos. 4 & 5 of the resolution annexed to the Notice
Remuneration last drawn	Nil	Not Applicable
No. of Board Meetings attended during the year	6 (Six)	Not Applicable
List of Directorships held in other Companies	1. Poornam Enterprises Private Limited	1. S P Superfine Cotton Mills Private Limited (MD)
	2. S.P Retail Ventures Limited (MD)	2. S.P. Retail Brands Limited
	3. Crocodile Products Private Limited	
	4. S.P. Retail Brands Limited	
Details of Membership in Committees of Other Companies	Nil	Nil
Names of listed entities in which the person has resigned in the past three years	Nil	Nil

**Notes :**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 14th December 2021 and 5th May 2022 (collectively referred to as “MCA Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide their circulars dated 12th May, 2020, 15th January, 2021 and 13th May 2022 (collectively referred to as “SEBI Circulars”). The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) MCA Circulars and SEBI Circulars, the 17th AGM of the Company is being held through VC / OAVM. Members desirous of participating in the 17th AGM through VC/OAVM, may refer to the procedures mentioned below.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN COMPLIANCE WITH THE CIRCULARS THE AGM IS BEING HELD THROUGH VC / OAVM. PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to the Company at csoffice@s-p-apparels.com and to its RTA at enotices@linkintime.co.in.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 17th AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/ Company/Depositories. Members may note that the physical copy of the Notice of the AGM along with the Annual Report will not be sent. Members may note that the Notice of the 17th Annual General Meeting and the Annual Report for the financial year 2021-22 will also be available on the Company’s website www.s-p-apparels.com, website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Link Intime India Private Limited at www.instavote.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking re-appointment/ appointment at the 17th Annual General Meeting are furnished as annexure and forms part of the Notice.
9. The Company has paid the annual listing fees for the period 2022-23 to the Stock Exchange, BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI

- (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and share transfer books of the Company will remain closed during the period from Tuesday, 13th September, 2022 to Monday, 19th September, 2022 (both days inclusive) for determining the names of the members eligible for Annual General Meeting.
11. a. Members are requested to notify immediately any change in their address:
    - i. to their Depository Participant(s) (“DPs”) in respect of the shares held in electronic form, and
    - ii. to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz, Aadhar Card /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
  - b. In case the registered mailing address is without the Postal Identification Number Code (“PIN CODE”), Members are requested to kindly inform their PIN CODE immediately to the Company/ RTA/ DPs.
12. Soft copies the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at [www.s-p-apparels.com](http://www.s-p-apparels.com) during the time of the AGM.
  13. Non-Resident Indian (“NRI”) Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
    - a) the change in the residential status on return to India for permanent settlement or
    - b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
  14. Those members who have not encashed dividend warrants of earlier years may return the time barred dividend warrants to the Company or its Registrars and Share transfer Agents for revalidation of such instruments.
  15. Members who wish to claim dividends, which remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (“IEPF”). The details of unpaid dividend can be viewed on the Company’s website [www.s-p-apparels.com](http://www.s-p-apparels.com).

As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring unclaimed shares on which the beneficial owner has not encashed any dividend warrant continuously for seven years to the IEPF Account as identified by the IEPF Authority. Details of shares transferred during the year 2021-22 are available at the Company’s website [www.s-p-apparels.com](http://www.s-p-apparels.com).

The shareholders, whose unclaimed shares or unpaid dividend amount has been transferred to the IEPF Authority Account, may claim the same from the IEPF Authority by filing Form IEPF-5 along with requisite documents. Mrs. Vinodhini K, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.
  16. Shareholders holding shares in Demat form and who have not yet registered their e-mail address are requested to register their email address with their respective Depository Participant (DP) immediately.
  17. The Securities and Exchange Board of India (“SEBI”) has mandated that the transfer of securities held in physical form, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from April 1, 2019. Further, the Securities and Exchange Board of India (“SEBI”) vide its Circular No.SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated that the Company or its Registrars and Share Transfer Agents shall issue the securities in dematerialized form only

while dealing the requests for issue of duplicate share certificate, transmission or transposition, with effect from 25th January, 2022. Therefore, the members, who are holding share(s) in physical form, are requested to immediately dematerialize their shareholding in the company. Necessary prior intimation in this regard has already been provided to the shareholders.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) in the prescribed form with whom they are maintaining their demat account(s).
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company Secretary at least seven working days prior to the date of the 17th Annual General Meeting. The same will be replied by the company suitably.
21. The Company has entered into agreements with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
22. Members are requested to forward their share related queries and communications directly to the Registrars and Share Transfer Agents of the Company - Link

Intime India Pvt. Limited, Branch Office at “Surya”, 35 May Flower Avenue, II Floor, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, email id: coimbatore@linkintime.co.in or the Company Secretary of the Company; email id: csoffice@s-p-apparels.com.

23. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its Registrar and Share Transfer Agent, Link Intime India Pvt. Limited, Branch Office at “Surya”, 35 May Flower Avenue, II Floor, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028; email id: coimbatore@linkintime.co.in., by quoting the Folio number or the Client ID number with DP ID number.

#### 24. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (“remote e-voting”) using an electronic voting system provided by Link Intime India Private Ltd (‘LI IPL’), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as on Monday, 12th September, 2022, may refer to this Notice of the Annual General Meeting, posted on Company’s website [www.s-p-apparels.com](http://www.s-p-apparels.com) for detailed procedure with regard to remote e-voting. Any person who


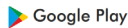


ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. The voting period begins on Friday, 16th September, 2022 9.00 A.M. (IST) and ends on Sunday, 18th September 2022 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 12th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p data-bbox="424 1761 683 1783">NSDL Mobile App is available on</p> <div data-bbox="424 1793 683 1821">   </div> <div data-bbox="448 1836 528 1917">  </div> <div data-bbox="584 1836 663 1917">  </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period</p>

<p>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -             <ol style="list-style-type: none"> <li>A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                 <p>*Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <ul style="list-style-type: none"> <li>● Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>● Click “confirm” (Your password is now generated).</li> </ul> </li> </ol> </li> <li>3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> </ol> <p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>
--	---

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

#### **InstaVote Support Desk**

#### **Link Intime India Private Limited**

#### **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - Select the “Company” and ‘Event Date’ and register with your following details: -
    - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
      - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
    - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. Mobile No.: Enter your mobile number.
    - D. Email ID: Enter your email id, as recorded with your DP/Company.
      - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

#### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id: [spindia@s-p-apparels.com](mailto:spindia@s-p-apparels.com)
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

#### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk**  
**Link Intime India Private Limited**

#### **Annexure**

#### **Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>  
or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.  Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

**INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

Members can join the AGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date of Monday, 12th September, 2022.
- V. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Annual General Meeting.
- VI. The Company has appointed Sri. M D Selvaraj, FCS of MDS & Associates, Company Secretaries in Practice, Coimbatore as the Scrutinizer to scrutinize the remote e-voting and e-voting process at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.
- VII. The Chairman shall, at the 17th Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the 17th Annual General Meeting but who have not cast their votes by availing remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the consolidated report of the Scrutinizer shall be placed on the website of the Company [www.s-p-apparels.com](http://www.s-p-apparels.com) and on the website of LIPL and communicated to the Stock Exchanges where the Company's shares are listed.