



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

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

SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND REMOTE E-VOTING
(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20
and 22 of the Companies (Management and Administration) Rules, 2014 - as
amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015)

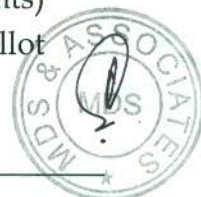
Date: 22nd April 2018

To
The Chairman and Managing Director
M/s. S.P. APPARELS LIMITED
(L18101TZ2005PLC010010)
39-A, Extension Street,
Kaikattipudur,
Avinashi - 641 654,
Tirupur Dt.,
Tamilnadu, India

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot and Remote E-voting conducted
pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013
("the Act") read with Rule 20 & 22 of the Companies (Management and
Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

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 to scrutinize the Postal Ballot forms received from the shareholders in a fair and transparent manner and for ascertaining the requisite majority on the Remote E-voting and Postal Ballot carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolution(s) as set out in the Postal ballot Notice dated 15th March 2018.



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 Postal Ballot and electronic means on the Resolution(s) as set out in the Postal ballot Notice dated 15th March 2018.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) as set out in the Postal ballot Notice dated 15th March 2018, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing Remote e-voting facilities and of the Postal Ballot forms received up to 17:00 hours on Saturday, 21st April 2018.

Further in addition to the above, I submit my report as under:

- The Company has on Thursday, 22nd March 2018,, (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelop to its members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 16th March 2018, and who had not registered their email ID with the Company / Depositories; (ii) sent electronic mail, of Postal Ballot Notice and Ballot Form to its members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 16th March 2018, and who had registered their email ID with the Company / Depositories.
- The shareholders of the Company holding shares as on the "cut-off" date of Friday, 16th March 2018 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 2 of the Postal ballot Notice.
- The Remote e-voting period remained open from Friday, 23rd March 2018, 9:00 A:M to Saturday, 21st April 2018, 5:00 P:M. 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. 16th March 2018 were entitled to vote on the resolutions set out in the Notice of Postal ballot.



- The Postal Ballot forms received up to 5:00 P:M on Saturday, 21st April 2018 were considered valid for scrutiny. The Postal Ballot forms which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of CDSL was disabled on Saturday, 21st April 2018 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Saturday, 21st April 2018 at 5:18 P:M in the presence of Mr. A Selten Jayaraj (the undersigned as Witness No.1) and Mrs. V Daisy (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

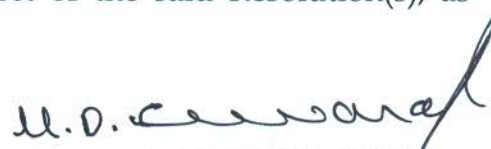
Name: Mr. A Selten Jayaraj

Witness No.2

Name: Mrs. V Daisy

- I have scrutinized the postal ballot papers and remote e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 - as amended.

I now hereby submit my Consolidated Report on the Result of the Postal ballot together with that of the remote e-voting in respect of the said Resolution(s), as under:



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

Resolution No: 1

Special resolution

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

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	83	2,01,43,467	100.00
Postal Ballot Form	*32	3,46,730	99.94
Total Voting	115	2,04,90,197	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	8	645	0.00
Postal Ballot Form	4	220	0.06
Total Voting	12	865	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	3	36
Total Voting	3	36

* Three Shareholders holding 165 shares abstained from voting for 80 shares



Resolution No: 2**Special resolution**

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

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	79	2,00,38,720	99.48
Postal Ballot Form	*26	3,46,450	99.86
Total Voting	105	2,03,85,170	99.48

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	12	105392	0.52
Postal Ballot Form	**10	495	0.14
Total Voting	22	1,05,887	0.52

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	3	36
Total Voting	3	36

* One Shareholder holding 55 shares abstained from voting for 30 shares

** Two Shareholders holding 110 shares abstained from voting for 55 shares

Yours faithfully,

Based on the Scrutinizer's Report

Resolution nos 1- 2 have been passed with requisite majority

M.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