

# IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

## BIDDER'S UNDERTAKING FOR BID CUM APPLICATION FORM

**(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORIZATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST APPLICANT WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT APPLICANTS. THE FIRST APPLICANT SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF EQUITY SHARES.)**

On the basis of the Red Herring Prospectus dated July 19, 2016 (the "RHP") and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for Allotment to me/us of the Equity Shares in the Offer upto my/our Bids for maximum number of Equity Shares at or above the Offer Price, net of discount, if any, to be discovered through the Book Building Process. I/We hereby confirm that I am/We are eligible person(s) to invest in the Offer in accordance with applicable laws. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be allotted to me/us subject to the terms of the RHP, Abridged Prospectus, the GID, Bid cum Application Form and other applicable laws. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be allotted and to register my/our address as given in the depository records. I/We note that in case of QIB Bidders, the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject Bids at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Investors and Retail Individual Investors based only on technical grounds and/or as specified in the Abridged Prospectus, GID and the RHP. I/We authorize the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the Registrar of Companies, Tamil Nadu at Coimbatore without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of this Offer.

**I/WE CONFIRM THAT:** EITHER I am/We are Indian National(s) resident in India and I am/We are not applying for the said Equity Shares as nominees of any person resident outside India or Foreign Nationals OR I am/We are Indian National(s) resident in India and I am/We are applying for the said Equity Shares as Power of Attorney holder(s) of Non-Resident Indian(s) as mentioned on Non-Repatriation basis OR I am/We are Indian National(s) resident outside India and I am/we are applying for the said Equity Shares on my/our own behalf through NRO account on Non Repatriation basis. I am/We are, or at any time the Equity Shares are purchased will be, the beneficial owner of such Equity Shares and (a) I/ We and any customer I/We represent, am/are located outside the United States within the meaning of Regulation S under the Securities Act, (b) am/are not an affiliate of the Company or a person acting on behalf of such affiliate.

**FOR QIB BIDDERS:** We confirm that the Bid size/maximum Equity Shares applied for by us do not exceed the relevant regulatory approvals/limits. We are not prohibited from accessing capital markets under any order/ruling/ judgment of any regulatory, judicial or any other authority, including SEBI or under the provisions of any law, regulation or statute.

**Further:** 1) In accordance with ASBA process provided in SEBI ICDR Regulations and as disclosed in the RHP, I/We authorize (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSBs or the RTAs or the CDPs to do all acts as are necessary to make the Application in the Offer, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Bid cum Application Form, transfer of funds to the Public Offer Account on receipt of instruction from Registrar to the Offer, after finalization of Basis of Allotment; and (b) the Registrar to the Offer to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, net of discount, if any, the SCSB shall reject the Application. 3) I/We hereby authorize the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or CDPs or the RTAs, as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

## INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM

1. Name of Sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the first Bidder (which should also be the first holder in which the beneficiary account is held) should be provided in the Bid cum Application Form.
2. The first Bidder, should mention his/ her PAN allotted under the Income-tax Act, and any Bid cum Application Form without the PAN is liable to be rejected. Except for Bids by or on behalf of the Central or State Government and the officials appointed by the Courts and by investors residing in the state of Sikkim, the Bidders, or in the case of Bid in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. Any Bid cum Application Form without the PAN is liable to be rejected.
3. Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar will obtain demographic details registered with Depository Participants to be used for allotment, technical rejections, or unblocking of ASBA Account. Hence, Bidders are advised to immediately update any change in their details as appearing on the records of the Depository Participant. Please note that failure to do so could result in failure in allotment of Equity Shares, delays in unblocking of ASBA at the Bidders sole risk and neither the Syndicate or the Registrar or RTAs/CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
4. **Bid Lot and Price Band:** The Price Band, discount offered, if any, and the Minimum Bid Lot for the Offer will be decided by the Company and the Selling Shareholder in consultation with the BRLMs and will be advertised at least five Working Days prior to the Bid/Offer Opening Date in: all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta, and the Coimbatore edition of the Tamil newspaper, Dinamani (Tamil being the regional language of Tamil Nadu, where the Registered Office of the Company is located), each with wide circulation, in accordance with SEBI ICDR Regulations. In case of revision of the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the terminals of the Syndicate Members.  
**Maximum and Minimum Bid Size:** In case of resident Retail Individual Investors, such number of Equity Shares such that the Bid Amount does not exceed ₹ 200,000, net of discount, if any. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Offer Price, net of discount, if any at the completion of the Book Building Process. In case of Non-Institutional Investors and QIB Bidders, the minimum Bid size shall be such number of Equity Shares such that bid amount exceeds ₹ 200,000. The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws.
5. Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
6. Please tick investor status as applicable. Please ensure investor status is updated in your Depository records.
7. Total amount payable must be calculated for the highest of three options, at Net Price, i.e., Bid Price less discount offered, if any, to Bidder's category if any, at the time of the submission of the Bid cum Application Form. **"Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted"**. All NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms are required to authorize their SCBS to block their NRE/ FCNR/ ASBA Accounts, and all NRI Bidders bidding on a non-repatriation basis by using Resident Forms are required authorize their SCBS to block their NRO accounts for the full Bid amount, net of discount, if any, at the time of the submission of the Bid cum Application Form. The NRI Applicants can obtain the Bid cum Application Form from the Company's Registered Office or from any of the members of the Syndicate or CDPs or RTAs or Registered Brokers from their offices. Bidders to please ensure that your Bank has notified an SCBS Branch in the city where Bid cum Application Form is being submitted.
8. Only the first Bidder is required to sign the Bid cum Application Form /Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Bank Account holder is mandatory.
9. **Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the members of the Syndicate, Registered Brokers, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms. c. Ensure that all applicable documents in support of the Bid are attached with the Application Form.
10. The Applicants may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected.
11. The Equity Shares offered in the Offer have not been and will not be registered under the Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered, sold and delivered outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

Note :Terms used but not defined herein shall have the meaning assigned to such terms in the RHP.

TEAR HERE

	COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS
<ul style="list-style-type: none"> <li>• In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Offer</li> <li>• In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB</li> <li>• In case of queries related to upload of Bids submitted to the Syndicate Members/Sub-Syndicate/Agent RTAs/ Registered Brokers/CDPs, as applicable the Bidders should contact the relevant Designated Intermediary.</li> </ul>	<p><b>S.P. APPARELS LIMITED</b>  <b>Registered Office:</b> 39-A, Extension Street, Kaikattipudur Avinashi 641 654, Tirupur District, Tamil Nadu, India  <b>Tel:</b> +91 4296 304000; <b>Fax:</b> +91 4296 304280  <b>Contact Person:</b> Ms. K. Vinodhini, Company Secretary and Compliance Officer  <b>E-mail:</b> csoffice@s-p-apparels.com;  <b>Website:</b> http://www.spapparels.com  <b>Corporate Identity Number:</b> U18101TZ2005PLC012295</p>	<p><b>LINK INTIME INDIA PRIVATE LIMITED</b>  C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, Maharashtra, India.  <b>Tel :</b> (91 22) 6171 5400; <b>Fax :</b> (91 22) 2596 0329  <b>E-mail:</b> spal.ipo@linkintime.co.in  <b>Investor Grievance E-mail:</b> spal.ipo@linkintime.co.in  <b>Website:</b> www.linkintime.co.in  <b>Contact Person:</b> Shanti Gopalkrishnan  <b>SEBI Registration No.:</b> INR000004058</p>