



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



29th July, 2020

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

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

Scrip Code: 540048

Symbol: SPAL

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Annual Secretarial Compliance Report for the financial year ended March 31 2020

Dear Sir/Madam,

With reference to the above captioned subject, we would like to submit herewith Annual Secretarial Compliance Report of the Company for the financial year ended 31st March 2020.

Kindly take the same on your records.

Thanking you,

For S.P.Apparels Limited,

K. Vinodhini
Company Secretary and Compliance Officer

Encl: As above



**Secretarial Compliance Report of M/s. S.P.Apparels Limited
for the year ended 31st March 2020**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019]

I, **Monika Nagaraj (ACS 56121 / CP. No. 21059), Practicing Company Secretary**, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s.S.P.Apparels Limited (CIN: L18101TZ2005PLC012295)** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to BSE Limited and National Stock Exchange of India Limited (“the stock exchanges”),
- (c) website of the listed entity
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March 2020 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”)

The specific Regulations as applicable to the listed entity, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other regulations as applicable.
- (f) circulars/ guidelines issued thereunder

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity / its promoters / directors either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and circulars/ guidelines issued thereunder.
- (d) There were no observations made in the previous report pertaining to the financial year ended 31st March 2019 and hence, reporting under this clause (d) does not arise.
- (e) There was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the period under review. Further, the Company has modified the terms of appointment of its existing auditor in compliance of the Para (6A) and 6(B) of Circular No. CIR/CFD/CMD1/1 14/2019 dated 18th October, 2019

Place : Coimbatore

Date : 29th July 2020



Monika Nagaraj

Practicing Company Secretary

ACS. No: 56121; CP. No: 21059

UDIN: A056121B000520354