

**CORPORATE GOVERNANCE REPORT**

**NAME OF THE LISTED ENTITY: S.P.APPARELS LIMITED**

**QUARTER ENDED ON : 30<sup>TH</sup> SEPTEMBER 2019**

**I. Composition of Board of Directors**

Title (Mr./ Ms)	Name of the Director	PAN <sup>§</sup> & DIN		Category (Chairperson /Executive/ Non- executive / independent/ Nominee) <sup>&amp;</sup>	Date of appointment in the current term/cessation		Tenure*	No.of directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No.of memberships in Audit/ Stakeholder committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of chairperson in Audit/ Stakeholder committee held in listed entities including this listed entity (Refer Regulation 26(1) Listing Regulations)
		PAN	DIN		Date of appointment	Date of Cessation				
Mr.	P.Sundararajan	AGQPS13 45A	00003380	Chairman & Managing Director	30/09/2015	-----	N.A.	One	Audit Committee – 0 Stakeholder Committee – 0	Audit Committee – 0 Stakeholder Committee – 0
Ms	S.Latha	ADQPS58 17G	00003388	Executive Director	07/07/2016	-----	N.A.	One	Audit Committee – 0 Stakeholder Committee – 1	Audit Committee – 0 Stakeholder Committee – 0
Mr.	S.Chenduran	AIPPC109 2H	03173269	Director (Operations)	30/03/2015	-----	N.A.	One	Audit Committee – 0 Stakeholder Committee – 1	Audit Committee – 0 Stakeholder Committee – 0
Mr.	V.Sakthivel	AHXPS44 36L	00005720	Independent Director	30/03/2015	-----	3.9 years	One	Audit Committee - 0 Stakeholder Committee – 0	Audit Committee - 1 Stakeholder Committee – 1
Mr.	P.Yesuthasen	AAAPY33 03L	00767702	Independent Director	28/08/2015	-----	3.4 years	One	Audit Committee - 1	Audit Committee - 0

									Stakeholder Committee – 0	Stakeholder Committee – 0
Mr.	A.S. Anand Kumar	AEQPA31 73G	00058292	Independent Director	13/11/2015	-----	3.2 years	Two	Audit Committee - 1 Stakeholder Committee – 0	Audit Committee - 1 Stakeholder Committee – 0
Mr.	G. Ramakrishnan	AAAPR21 89M	06552357	Independent Director	13/11/2015	-----	3.2 year	One	Audit Committee - 0 Stakeholder Committee – 0	Audit Committee – 0 Stakeholder Committee – 0

§ Pan number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)§</b>
1. Audit Committee	1.Mr.V.Sakthivel	Independent Director - Chairman
	2.Mr.P.Yesuthasen	Independent Director
	3.Mr.A.S.Anand Kumar	Independent Director
2.Nomination & Remuneration Committee	1.Mr.G.Ramakrishnan	Independent Director - Chairman
	2.Mr.V.Sakthivel	Independent Director
	3.Mr.P.Yesuthasen	Independent Director
3. Risk Management Committee (if applicable)	1.Mr.P.Sundararajan	Managing Director – Chairman
	2.Mr.P.Yesuthasen	Independent Director
	3.Mr.S.Chenduran	Director (Operations)
4.Stakeholders Relationship Committee	1.Mr.V.Sakthivel	Independent Director - Chairman
	2.Mrs.S.Latha	Executive Director
	3.Mr.S.Chenduran	Director (Operations)
5. Corporate Social Responsibility Committee	1.Mr. P.Sundararajan	Managing Director – Chairman
	2.Mrs.S.Latha	Executive Director
	3.Mr. V.Sakthivel	Independent Director

& Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
23/05/2019	13/08/2019	81 days gap between 23.05.2019 and 13.08.2019

<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee	Yes	23/05/2019	81 days
13/08/2019			
Stakeholders Relationship Committee	Yes	16/04/2019	84 days
10/07/2019			
Nomination & Remuneration Committee	NA	NA	-----
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Risk Management Committee	NA	NA	-----
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Corporate Social Responsibility Committee	NA	23/05/2019	98 days
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\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)<sup>refer note below</sup></b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For Example, if the board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The Composition of Board of Directors is in terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. - Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee - Yes
  - b. Nomination & Remuneration Committee - Yes
  - c. Stakeholders relationship Committee - Yes
  - d. Risk Management Committee (applicable to the top 500 listed entities) – NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. - Yes
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
  - b. Any comments/observations/advance of Board of Directors may be mentioned here. - ---

**For S.P.Apparels Limited****Sd/-****K.Vinodhini****Company Secretary and Compliance Officer**

<b>I. Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**For S.P.Apparels Limited**

**Sd/-  
K.Vinodhini  
Company Secretary and Compliance Officer**