



# 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

30<sup>th</sup> May, 2022

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 31<sup>st</sup> March 2022**

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 31<sup>st</sup> March 2022.

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 31<sup>st</sup> March 2022**

*[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 8<sup>th</sup> February 2019]*

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

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

for the year ended 31<sup>st</sup> March 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- 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, except in respect of matters specified below: -

S. No.	Compliance Requirement (Regulation/Circulars/Guidelines including specific clause)	Deviation	Observations/Remarks
1.	Regulation 30 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III Part A Para A Clause 12 of disclosures of events or information, intimation to Stock Exchange about the issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.	The newspaper advertisements published by the listed entity in respect of the financial results for the quarters ended 30 <sup>th</sup> September 2021 and 31 <sup>st</sup> December 2021 were not intimated to the stock exchanges	The Company has not intimated the financial results for the quarters ended 30 <sup>th</sup> September 2021 and 31 <sup>st</sup> December 2021 advertised in the newspaper(s) to the stock exchanges.

- (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) The listed entity has taken the following actions to comply with the observations made in previous reports.





<b>S. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 31<sup>st</sup> March 2021</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity.</b>
1.	The Company has appointed Smt.H.Lakshmi Priya as a Woman Independent Director on 2 <sup>nd</sup> September 2020. Accordingly, the composition of Board was not in compliance with Regulation 17(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 01.04.2020 to 01.09.2020.	The Board of Directors of the Company did not comprise of a Women Independent Director during the period from April 01, 2020 to September 01, 2020	The Company has appointed Smt.H.Lakshmi Priya as a Woman Independent Director on 2 <sup>nd</sup> September 2020.	The Board composition was corrected with the appointment of Smt.H.Lakshmi Priya as a Woman Independent Director on 2 <sup>nd</sup> September 2020.

- (e) There was no event of appointment/ re-appointment / resignation of statutory auditors of the Company during the period under review. Further, terms of appointment of its existing auditors is in compliance of Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019.

**Place : Coimbatore**

**Date : 20.05.2022**

**Monika Nagaraj**

**Practicing Company Secretary**

**ACS. No: 56121; CP. No: 21059**

**UDIN: A056121D000325588**

**Peer Review No. 1768/2022**