

**CORPORATE GOVERNANCE REPORT**

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

**QUARTER ENDED ON : 30<sup>TH</sup> JUNE 2021**

**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	28/09/2020	-----	N.A.	One	Audit Committee – 0 Stakeholder Committee – 0	Audit Committee – 0 Stakeholder Committee – 0
Mrs	S.Latha	ADQPS58 17G	00003388	Executive Director	28/09/2020	-----	N.A.	One	Audit Committee – 0 Stakeholder Committee – 1	Audit Committee – 0 Stakeholder Committee – 0
Mr.	S.Chenduran	AIPPC109 2H	03173269	Director (Operations)	20/09/2019	-----	N.A.	One	Audit Committee – 0 Stakeholder Committee – 1	Audit Committee – 0 Stakeholder Committee – 0
Mr.	V.Sakthivel	AHXPS44 36L	00005720	Independent Director	20/09/2019	-----	6.3 years	One	Audit Committee - 0 Stakeholder Committee – 0	Audit Committee - 1 Stakeholder Committee – 1
Mr.	A.S. Anand Kumar	AEQPA31 73G	00058292	Independent Director	28/09/2020	-----	5.7 years	Two	Audit Committee - 1 Stakeholder	Audit Committee - 1 Stakeholder

									Committee – 0	Committee – 0
Mr.	C.R.Rajagopal	ADNPR67 88C	08853688	Independent Director	02/09/2020	-----	0.9 years	One	Audit Committee - 1 Stakeholder Committee – 0	Audit Committee - 0 Stakeholder Committee – 1
Mrs.	H.Lakshmi Priya	AACPL01 56G	08858643	Independent Director	02/09/2020	-----	0.9 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)<sup>§</sup></b>
1. Audit Committee	1.Mr.V.Sakthivel	Independent Director - Chairman
	2. Mr.C.R.Rajagopal	Independent Director
	3.Mr.A.S.Anand Kumar	Independent Director
2.Nomination & Remuneration Committee	1.Mr. C.R.Rajagopal	Independent Director - Chairman
	2.Mr.V.Sakthivel	Independent Director
	3.Mr. H.Lakshmi Priya	Independent Director
3. Risk Management Committee (if applicable)	1.Mr.P.Sundararajan	Managing Director – Chairman
	2.Mr. C.R.Rajagopal	Independent Director
	3.Mr.S.Chenduran	Director (Operations)
4.Stakeholders Relationship Committee	1.Mr. C.R.Rajagopal	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

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<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>
13/02/2021	29/05/2021	104 days gap between 13.02.2019 and 23.05.2019
	21/06/2021	22 days gap between 29.05.2021 and 21.06.2021

<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	29/05/2021 & 21/06/2021	104 days & 22 days
13/02/2019			
Stakeholders Relationship Committee	Yes	09/04/2021	87 days
11/01/2019			
Nomination & Remuneration Committee	NA	-----	-----
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Risk Management Committee	NA	-----	-----
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Corporate Social Responsibility Committee	NA	21/06/2021	127 days
13/02/2021			

\*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 100 listed entities) – Yes
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**