

CORPORATE GOVERNANCE REPORT

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

QUARTER ENDED ON : 30TH SEPTEMBER 2021

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/Execut ive/ Non-executive / independent/ Nominee) ^a	Date of appointment in the current		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 Cessati on	
Mr.	P.Sundararajan	AGQPS1345A	00003 3 8 0	Chairman & Managing Director	28/09/2020	-----	N.A.	One	Audit Committee - 0 Stakeholder Committee - 0	Audit Committee - 0 Stakeholder Committee - 0
Mrs	S.Latha	ADQPS5817G	00003 3 8 8	Executive Director	28/09/2020	-----	N.A.	One	Audit Committee - 0 Stakeholder Committee - 1	Audit Committee - 0 Stakeholder Committee - 0
Mr.	S.Chenduran	AIPPC1092H	03173 2 6 9	Director (Operations)	20/09/2019	-----	N.A.	One	Audit Committee - 0 Stakeholder Committee - 1	Audit Committee - 0 Stakeholder Committee - 0
Mr.	V.Sakthivel	AHXPS4436L	00005	Independent	20/09/2019	-----	6.6 years	One	Audit	Audit

			7 2 0	Director					Committee - 0 Stakeholder Committee - 0	Committee - 1 Stakeholder Committee - 1
Mr.	A.S. Anand Kumar	AEQPA3173G	00058 2 9 2	Independent Director	28/09/2020	-----	5.10 years	Two	Audit Committee - 1 Stakeholder Committee - 0	Audit Committee - 1 Stakeholder Committee - 0
Mr.	C.R.Rajagopal	ADNPR6788C	08853 6 8 8	Independent Director	02/09/2020	-----	1.1 years	One	Audit Committee - 1 Stakeholder Committee - 0	Audit Committee - 0 Stakeholder Committee - 1
Mrs.	H.Lakshmi Priya	AACPL0156G	08858 6 4 3	Independent Director	02/09/2020	-----	1.1 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.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)[§]
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.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	Non Executive Director
	1.Mr. P.Sundararajan	Managing Director – Chairman
5. Corporate Social Responsibility Committee	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.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
29/05/2021	13/08/2021	52 days gap between 21.06.2021 and 13.08.2021
21/06/2021	20/08/2021	6 days gap between 13.08.2021 and 20.08.2021

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	Yes	29/05/2021	52 days
13/08/2021		21/06/2021	
Stakeholders Relationship Committee	Yes	09/04/2021	NA
09/07/2021		21/06/2021	
Corporate Social Responsibility Committee	Yes		
NA			

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA) <small>refer note below</small>
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

I. Affirmations		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)^{refer note below}
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**