



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

30th June, 2021

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 31st March 2021

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 2021.

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 2021**

[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 2021 ("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, except in respect of matters specified below: -

S. No.	Compliance Requirement (Regulation/Circulars/Guidelines including specific clause)	Deviation	Observations/Remarks
1.	Regulation 17(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that the Board of Directors of top 1000 listed entities shall have atleast one Independent Woman Director with effect from 1 st April 2020.	The Board of Directors of the Company did not comprise of a Women Independent Director during the period from 01.04.2020 to 01.09.2020.	The Company has appointed Smt.H.Lakshmi Priya as a Woman Independent Director on 2 nd 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.

- (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) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries 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:

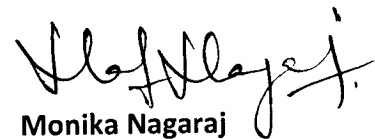


S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited	The Board of Directors of the Company did not comprise of a Women Independent Director during the period from April 01, 2020 to September 01, 2020 as required under Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	A fine of Rs.9,08,600/- was imposed by the National Stock Exchange of India Limited.	The Company has paid fine of Rs.9,08,600/- to the National Stock Exchange of India Limited on 20 th April 2021.

- (d) There were no observations made in the previous report pertaining to the financial year ended 31st March 2020 and hence, reporting under this clause (d) does not arise.
- (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 18th October 2019.

Place : Coimbatore

Date : 21.06.2021



Monika Nagaraj

Practicing Company Secretary

ACS. No: 56121; CP. No: 21059

UDIN: A056121C000488399