

CORPORATE GOVERNANCE REPORT

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

QUARTER ENDED ON : 31TH DECEMBER 2024

I. Composition of Board of Directors

S. No	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Date of Birth	Whether Director is Disqualified?	Whether Special Resolution passed? (Refer Reg 17 (1A) of listing Regulation)	Date of Passing Special Resolution	Date of Appointment	Date of Reappointment	No of Directorship	
												in listed entity	Independent Director in Listed entity
1.	Mr	P.Sundararajan	AGQPS1345A	00003380	Executive Director & Chairperson	17-05-1956	No	NA		18-11-2005	28-09-2020	1	0
2.	Mrs.	S.Latha	ADQPS5817G	00003388	Executive Director	17-04-1964	No	NA		18-11-2005	28-09-2020	1	0
3.	Mr	S.Chenduran	AIPPC1092H	03173269	Executive Director	18-03-1989	No	NA		30-03-2015	11-08-2022	1	0
4.	Mrs	S.Shantha	BCFPS5785L	00088941	Executive Director	04-12-1982	No	NA		11-08-2022	11-08-2022	1	0
5.	Mr	V.Sakthivel	AHXPS4436L	00005720	Non-Executive - Independent Director	10-08-1949	No	Yes	20.09.2019	30-03-2015	20-09-2019	1	1
6.	Mr	A.S. Anand Kumar	AEQPA3173G	00058292	Non-Executive - Independent Director	10-07-1947	No	Yes	28.09.2020	13-11-2015	28-09-2020	1	1
7.	Mr	C.R.Rajagopal	ADNPR6788C	08853688	Non-Executive - Independent Director	08-01-1960	No	NA		02-09-2020	02-09-2020	1	1
8.	Mrs	H.Lakshmi Priya	AACPL0156G	08858643	Non-Executive - Independent Director	25-11-1973	No	NA		02-09-2020	02-09-2020	1	1

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)^s
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

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 consecutives (in number of days)
10/08/2024	11/11/2024	92 days gap between 10.08.2024 and 11.11.2024

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	10.08.2024	92 days
11.11.2024			
Stakeholders Relationship Committee	Yes	10.07.2024	91 days
10.10.2024			
Nomination & Remuneration Committee	NA	26.09.2024	48 days
14.11.2024			
Risk Management Committee	NA	01.07.2024	135 days
14.11.2024			

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)^{refer note below}
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