

A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Entity : S.P. Apparels Limited

2. Quarter ending : 31.12.2025

I. Composition of Board of Directors												
Title (Mr/ Mrs)	Name of the Director	PAN \$ & DIN	Category (Chairman/ Executive/ Non-Executive/ Independent / Nominee)#	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [In refer to Reg 17A (1)]	No. of Independent Directorship in listed entities including this listed entity [In refer to Reg 17A (1)]	No. of membership in Audit/ Stakeholder Committee's including this listed entity [In refer to Reg 26 (1)]	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity [In refer to Reg 26 (1)]
Mr	P.Sundararajan	AXXXXXXXX5A & 00003380	Executive Director & Chairperson	18-11-2005	28-09-2020			17.05.1956	1	0	0	0
Mrs.	S.Latha	AXXXXXXXX7G & 00003388	Executive Director	18-11-2005	28-09-2020			17-04-1964	1	0	1	0
Mr	S.Chenduran	AXXXXXXXX2H & 03173269	Executive Director	30-03-2015	11-08-2022			18-03-1989	1	0	1	0
Mrs	S.Shantha	BXXXXXXX5L & 00088941	Executive Director	11-08-2022	11-08-2022			04-12-1982	1	0	0	0
Mr	A.S. Anand Kumar	AXXXXXXXX3G & 00058292	Non-Executive - Independent Director	13-11-2015	28-09-2020	12-11-2025	120	10-07-1947	1	1	1	0
Mr	C.R.Rajagopal	AXXXXXXXX8C & 08853688	Non-Executive - Independent Director	02-09-2020	-		63	08-01-1960	2	2	2	3
Mrs	H.Lakshmi Priya	AXXXXXXXX6G & 08858643	Non-Executive - Independent Director	02-09-2020	-		63	25-11-1973	1	1	1	0
Mr	B.Ravishankar	AXXXXXXXX7L & 07148483	Non-Executive - Independent Director	07-03-2025	-		10		1	1	0	0
Mr	Srinivas Chidambaram	AXXXXXXXX8J & 00514665	Non-Executive - Independent Director	12-11-2025	-		2	21-05-1966	1	1	1	0

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	Yes
\$SPAN 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	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^s	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr.C.R.Rajagopal	Independent Director - Chairman	28.12.2015	NA
		2. Mrs. H. Lakshmi Priya	Independent Director	07.03.2025	12.11.2025
		3.Mr.A.S.Anand Kumar	Independent Director	11.11.2020	NA
		4.Srinivas Chidambaran	Independent Director	12.11.2025	NA
2.Nomination & Remuneration Committee	Yes	1.Mr. C.R.Rajagopal	Independent Director - Chairman	11.11.2020	NA
		2.Mr.B. Ravishankar	Independent Director	07.03.2025	NA
		3.Mr. H.Lakshmi Priya	Independent Director	11.11.2020	NA
3. Risk Management Committee (if applicable)	Yes	1.Mr.P.Sundararajan	Managing Director – Chairman	28.12.2015	NA
		2.Mr. C.R.Rajagopal	Independent Director	11.11.2020	NA
		3.Mr.S.Chenduran	Director (Operations)	28.08.2015	NA
4.Stakeholders Relationship Committee	Yes	1.Mr. C.R.Rajagopal	Independent Director - Chairman	11.11.2020	NA
		2.Mrs.S.Latha	Executive Director	13.11.2015	NA
		3.Mr.S.Chenduran	Director (Operations)	13.11.2015	NA
5. Corporate Social Responsibility Committee	Yes	1.Mr. P.Sundararajan	Managing Director – Chairman	28.12.2015	NA
		2.Mrs.S.Latha	Executive Director	28.12.2015	NA
		3.Mr. C.R.Rajagopal	Independent Director	07.03.2025	NA

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with

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III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether Requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutives (in number of days)
12.11.2025	Yes	8	1	06.08.2025 14.08.2025	89 days gap between 14.08.2025 and 12.11.2025
14.11.2025	Yes	8	4	06.08.2025 14.08.2025	1 days gap between 12.11.2025 and 14.11.2025
* to be filled in only for the current quarter meetings					

IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	14.11.2025	Yes	2	2	06.08.2025 14.08.2025	91 days
Nomination & Remuneration Committee	12.11.2025	Yes	3	3	06.08.2025	85 days
Stakeholder Relationship Committee	10.10.2025	Yes	3	3	10.07.2025	91 days
Risk Management Committee	14.11.2025	Yes	3	3	27.05.2025	170 days

V. 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. - **NIL**

Name : K.Vinodhini

Designation : Company Secretary & Compliance Officer

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement “same as previous quarter” may be given.

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NIL					

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
NIL					

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
			NIL	

F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC

HALF YEAR ENDING – NOT APPLICABLE

I) Disclosure of Loans/guarantee / Comfort letters / securities etc.			
A) Any Loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate Amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee , Comfort Letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			

Promoter group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
C) Any Security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (Cash, Shares etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
II) Affirmations. All loans (or other forms of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s), (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name –			

Designation -	
Place -	
Date -	
<p>Note</p> <ol style="list-style-type: none"> 1. These disclosures shall exclude any loan (or other form of debt), guarantees / comfort letter (by whatever name called), or security provided in connection with any loan or any other form of debt; <ol style="list-style-type: none"> a) by a government company to/ for the Government or government company. b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity. c) by a banking company or an insurance company; and d) by the listed entity to its employees or directors as a part of the service conditions. 2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table. 	

G. AFFIRMATIONS ON COMPLIANCE REQUIREMENTS FOR AGM - NOT APPLICABLE

Affirmations				
S.No	Particulars	Regulation Number	Compliance Status	If Status if No details of non-compliance may be given here.
1.	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website	46(2)		
2.	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)		
3.	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)		
4.	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)		

5.	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)		
6.	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)		
7.	Submission of Annual Secretarial Compliance Report	24A(2)		
8.	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V		

H. WEBSITE AFFIRMATIONS – Not Applicable

I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS – Not Applicable

Name : K. Vinodhini

Designation : Company Secretary & Compliance Officer