

Integrated Governance

S. P. APPARELS LIMITED

General information about company

Scrip code	540048	
NSE Symbol	SPAL	
MSEI Symbol	NOTLISTED	
ISIN	INE212I01016	
Date of start of financial year	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2026	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	During the quarter company does not acquire the shares or voting rights in unlisted companies.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No	During the quarter company doesnt pay any fine or penalty.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	During the quarter company doesnt undergo any tax liitigations or disputes.
Risk management committee	Yes	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	S01838	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											Yes				
Whether the listed entity has a Regular Chairperson															
Whether Chairperson is related to MD or CEO											Disqualification of Directors under section 164				
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment
1	Mr	P.Sundararajan	00003380	Executive Director	Chairperson	MD	No				Active	NA		18-11-2005	01-09-2025
2	Mrs	S. Latha	00003388	Executive Director	Not Applicable		No				Active	NA		18-11-2005	21-03-2026
3	Mr	S. Chenduran	03173269	Executive Director	Not Applicable	MD	No				Active	NA		30-03-2015	09-04-2025
4	Mrs	S. Shantha	00088941	Executive Director	Not Applicable	MD	No				Active	NA		11-08-2022	09-04-2025
5	Mr	Srinivas Chidambaram	00514665	Non-Executive - Independent Director	Not Applicable		No				Active	NA		12-11-2025	
6	Mr	C.R. Rajagopal	08853688	Non-Executive - Independent Director	Not Applicable		No				Active	NA		02-09-2020	01-09-2025
7	Mrs	H. Lakshmi Priya	08858643	Non-Executive - Independent Director	Not Applicable		No				Active	NA		02-09-2020	01-09-2025
8	Mr	B. Ravishankar	07148483	Non-Executive - Independent Director	Not Applicable		No				Active	NA		07-03-2025	

Annexure I**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08853688	C.R. Rajagopal	Non-Executive - Independent Director	Chairperson	11-11-2020		
2	08858643	H. Lakshmi Priya	Non-Executive - Independent Director	Member	07-03-2025		
3	00514665	Srinivas Chidambaram	Non-Executive - Independent Director	Member	12-11-2025		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08853688	C.R. Rajagopal	Non-Executive - Independent Director	Chairperson	11-11-2020		
2	08858643	H. Lakshmi Priya	Non-Executive - Independent Director	Member	11-11-2020		
3	07148483	B. Ravishankar	Non-Executive - Independent Director	Member	07-03-2025		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00514665	Srinivas Chidambaram	Non-Executive - Independent Director	Chairperson	11-02-2026		
2	00003388	S. Latha	Executive Director	Member	13-11-2015		
3	03173269	S. Chenduran	Executive Director	Member	13-11-2015		
4	08853688	C.R. Rajagopal	Non-Executive - Independent Director	Member	11-02-2026		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00003380	P.Sundararajan	Executive Director	Chairperson	28-08-2015		
2	08853688	C.R. Rajagopal	Non-Executive - Independent Director	Member	11-11-2020		
3	03173269	S. Chenduran	Executive Director	Member	28-08-2015		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00003380	P.Sundararajan	Executive Director	Chairperson	28-12-2015		
2	00003388	S. Latha	Executive Director	Member	28-12-2015		
3	08853688	C.R. Rajagopal	Non-Executive - Independent Director	Member	07-03-2025		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-02-2026			Yes	8	8	4
2	20-05-2026	97		Yes	8	7	4

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-02-2026				Yes	3	2	2	9
2	Audit Committee	20-05-2026	97			Yes	3	3	3	6
3	Stakeholders Relationship Committee	10-01-2026				Yes	3	3	1	0
4	Stakeholders Relationship Committee	10-04-2026	89			Yes	3	3	1	0
5	Other Committee	11-02-2026		Independent Director Meeting		Yes	4	4	4	0
6	Risk Management Committee	27-05-2026				Yes	3	3	1	0
7	Corporate Social Responsibility Committee	18-05-2026				Yes	3	3	1	0
8	Nomination and remuneration committee	11-02-2026				Yes	3	3	3	0
9	Nomination and remuneration committee	02-03-2026	18			Yes	3	3	3	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	K. Vinodhini
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

Signatory Details

Name of signatory	K. Vinodhini
Designation of person	Company Secretary and Compliance Officer
Place	Avinashi
Date	30-07-2026

Investor Grievance Details

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

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:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.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
No records available					

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:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.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
No records available					

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:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.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
No records available				