

CORPORATE GOVERNANCE REPORT

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

QUARTER ENDED ON : 30TH SEPTEMBER 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) |
| 21/05/2024 | 10/08/2024 | 80 days gap between 21.05.2024 and 10.08.2024 |

| 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 | 21.05.2024 | 80 days |
| 10.08.2024 | | | |
| Stakeholders Relationship Committee | Yes | 10.04.2024 | 90 days |
| 10.07.2024 | | | |
| Nomination & Remuneration Committee | NA | ----- | 46 days |
| 10.08.2024 & 26.09.2024 | | | |
| Risk Management Committee | NA | ---- | ---- |
| 01.07.2024 | | | |
| Corporate Social Responsibility Committee | NA | 20.05.2024 | 81 days |
| 10.08.2024 | | | |

| 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:

- 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.
- 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