



# **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

11<sup>th</sup> February 2025

The Listing Department  
Bombay Stock Exchange 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**

**Sub: Submission of Integrated Filing (Governance) Report for the quarter ended 31st December 2024.**

Pursuant to Regulation 27(2) of SEBI (LODR) Regulations 2015 and as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31.12.2024, hereby we file the Integrated Filing (Governance) Reports as per the format provided in the aforesaid circular for the quarter ended 31.12.2024. This is for your kind information and dissemination.

Thanking you,  
Yours Faithfully,

**For S.P.Apparels Limited**

**K.Vinodhini**  
**Company Secretary and Compliance Officer**  
**Membership No: A24822**

## A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Entity : S.P. Apparels Limited
2. Quarter ending : 31.12.2024

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr/Mrs)</b>	<b>Name of the Director</b>	<b>PAN \$ &amp; DIN</b>	<b>Category (Chairman/ Executive/ Non-Executive/ Independent / Nominee)#</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-Appointment</b>	<b>Date of Cessation</b>	<b>Tenure*</b>	<b>Date of Birth</b>	<b>No. of Directorship in listed entities including this listed entity [In refer to Reg 17A (1)]</b>	<b>No. of Independent Directorship in listed entities including this listed entity [In refer to Reg 17A (1)]</b>	<b>No. of membership in Audit/ Stakeholder Committee's including this listed entity [In refer to Reg 26 (1)]</b>	<b>No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity [In refer to Reg 26 (1)]</b>
Mr	P.Sundararajan	AXXXXXXX5A & 00003380	Executive Director & Chairperson	18-11-2005	28-09-2020			17.05.1956	1	0	0	0
Mrs.	S.Latha	AXXXXXXX7G & 00003388	Executive Director	18-11-2005	28-09-2020			17-04-1964	1	0	1	0
Mr	S.Chenduran	AXXXXXXX2H & 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	V.Sakthivel	AXXXXXXX6L & 00005720	Non-Executive - Independent Director	30-03-2022	20-09-2019		117	10-08-1949	1	1	0	1
Mr	A.S. Anand Kumar	AXXXXXXX3G & 00058292	Non-Executive - Independent Director	13-11-2015	28-09-2020		109	10-07-1947	1	1	1	0
Mr	C.R.Rajagopal	AXXXXXXX8C & 08853688	Non-Executive - Independent Director	02-09-2020	02-09-2020		51	08-01-1960	1	1	1	1
Mrs	H.Lakshmi Priya	AXXXXXXX6G & 08858643	Non-Executive - Independent Director	02-09-2020	02-09-2020		51	25-11-1973	1	1	0	0

Whether Regular chairperson appointed	<b>Yes</b>
Whether Chairperson is related to managing director or CEO	<b>Yes</b>
\$PAN 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.	

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)<sup>s</sup></b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	1.Mr.V.Sakthivel	Independent Director - Chairman	28.12.2015	NA
		2. Mr.C.R.Rajagopal	Independent Director	28.12.2015	NA
		3.Mr.A.S.Anand Kumar	Independent Director	11.11.2020	NA
2.Nomination & Remuneration Committee	Yes	1.Mr. C.R.Rajagopal	Independent Director - Chairman	11.11.2020	NA
		2.Mr.V.Sakthivel	Independent Director	28.12.2015	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. V.Sakthivel	Independent Director	28.12.2015	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 hyphen					

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting in the relevant quarter</b>	<b>Whether Requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Maximum gap between any two consecutives (in number of days)</b>
11/11/2024	Yes	8	4	10/08/2024	92 days gap between 10.08.2024 and 11.11.2024
* to be filled in only for the current quarter meetings					

<b>IV. Meeting of Committees</b>						
<b>Name of the Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors' present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee	11.11.2024	Yes	3	3	10.08.2024	92 days
Stakeholders Relationship Committee	10.10.2024	Yes	3	1	10.07.2024	91 days
Nomination & Remuneration Committee	14.11.2024	Yes	3	3	10.08.2024 & 26.09.2024	48 days
Risk Management Committee	14.11.2024	Yes	3	1	01.07.2024	135 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:

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

**F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC – Not Applicable**

**G. AFFIRMATIONS ON COMPLIANCE REQUIREMENTS FOR AGM – Not Applicable**

**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