

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

SURYALAKSHMI COTTON MILLS LIMITED  
31st MARCH, 2016.

1 NAME OF LISTED ENTITY  
2 QUARTER ENDING

## I COMPOSITION OF BOARD OF DIRECTORS

Sl.No.	TITLE (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term . Cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr.	L.N.AGARWAL	Din No.00008721	Chairperson - Executive Director	22/06/2014	---	1	0	0
2	Mr.	PARITOSHI AGARWAL	Din No.00008738 Din No.00083972	Executive Director Non-Executive - Independent Director	21/06/2015	---	1	0	0
3	Mr.	R.SURENDER REDDY	Din No.00012594	Non-Executive - Independent Director	27/05/2014	27/05/2014 to 26/05/2019	6	7	4
4	Mr.	R.S.AGARWAL		Executive Director	29/07/2015	29/07/2015 to 28/07/2020	6	5	3
5	Ms.	PADMINI AGARWAL	DIN :01652449 Din No.00030151	Executive Director Non-Executive - Independent Director	27/05/2014	---	1	0	0
6	Mr.	NAVRANG LAL TIBREWAL		Executive Director	29/07/2015	29/07/2015 to 28/07/2020	1	2	1

Sl. No.	TITLE (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term . Cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
7	Ms.	A. MALLIKARJUN	DIN No.02599532	Nominee Director	01/01/2016	---	1	1	0
8	Mr.	H.L.RALHAN	Din No.00018362	Executive Director	30/01/2016	---	1	0	0
9	Mr.	DHIRUV VIJAI SINGH	DIN No. 07180749	Non-Executive - Independent Director	29/07/2015	Subject to retirement by rotation	1	0	0
10	Dr.	VIVEKANAND	DIN No. 00011684	Non-Executive - Independent Director	29/07/2015	Subject to retirement by rotation	2	1	0

II COMPOSITION OF COMMITTEES			
Sl.N o.	Name of the Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1	AUDIT COMMITTEE	Sri R.Surender Reddy Sri Navrang Lal Tibrewal Sri R.S.Agarwal Sri A.Mallikarjun	Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Nominee Director
2	NOMINATION & REMUNERATION COMMITTEE	Sri R.Surender Reddy Sri Navrang Lal Tibrewal Sri R.S.Agarwal Sri A.Mallikarjun	Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Nominee Director
3	RISK MANAGEMENT COMMITTEE (if applicable)	Sri Paritosh Agarwal Sri H.L.Raihan Smt.Padmini Agarwal Sri R.L.Narayana Sri P.S.Subramanyam	Executive Director Executive Director Executive Director President (Amanagallu) President (Finance)
4	STAKEHOLDERS RELATIONSHIP COMMITTEE	Sri Navranglal Tibrewal Sri E.V.S.V.SARMA	Non-Executive - Independent Director Company Secretary
III MEETING OF BOARD OF DIRECTORS			
	Date(s) of the Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maxium gap between any two consecutive meetings in number of days
	7/11/2015	02/02/2016	86 days

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 MEETING - 02/02/2016	YES		07/11/2015	86 days
* This information has to be mandatorily be given for audit committee, for rest of the Committees giving this information is optional				
V RELATED PARTY TRANSACTIONS				
	<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>	
	Whether prior approval of audit committee obtained		Yes - by way of Omnibus Approval	
	Whether shareholder approval obtained for material RPT		Not Applicable	
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
VI AFFIRMATIONS				
	1. The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
	2. The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
	a) Audit Committee			
	b) Nomination & Remuneration Committee			
	c) Stakeholders relationship Committee			
	d) Risk Management Committee (applicable to the top 100 listed entities)			
	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.			
	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.			
	5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations/ advice of Board of Directors may be mentioned here:			
	NIL			
Name & Designation.				
Company Secretary / Compliance Officer / Managing Director / CEO				

**ANNEXURE II**

NAME OF THE LISTED ENTITY : SURYALAKSHMI COTTON MILLS LIMITED

For Financial Year ended 31st March, 2016.

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status (Yes/No/NA) refer note below</b>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		NA
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES
<b>Note</b>		
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.		
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<b>Name &amp; Designation</b>		<b>E.V.S.V.SARMA, Company Secretary</b>
<b>Company Secretary / Compliance Officer / Managing Director / CEO</b>		