

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1 NAME OF LISTED ENTITY  
2 QUARTER ENDING

SURYALAKSHMI COTTON MILLS LIMITED  
31st DECEMBER, 2015

**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	22/06/2014	---	1	0	0
2	Mr.	PARITOSH AGARWAL	Din No.00008738 Din No.00083972	Executive	21/06/2015	---	1	0	0
3	Mr.	R.SURENDER REDDY	Din No.00012594	Non-Executive - Independent	27/05/2014	27/05/2014 to 26/05/2019	6	7	4
4	Mr.	R.S.AGARWAL		Non-Executive - Independent	29/07/2015	29/07/2015 to 28/07/2020	6	5	2
5	Ms.	PADMINI AGARWAL	DIN :01652449 Din No.00030151	Executive	27/05/2014	---	1	0	0
6	Mr.	NAVRANG LAL TIBREWAL		Non-Executive - Independent	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.	SHARADA SUNDARAM	DIN No.07067040	Nominee	29/12/2014	---	1	1	0
8	Mr.	H.L.RALHAN	Din No.00018362 DIN No. 07180749	Executive	30/01/2011	---	1	0	0
9	Mr.	DHRUV VIJAI SINGH		Non-Executive - Independent	29/07/2015	Subject to retirement by rotation	1	0	0
10	Dr.	VIVEKANAND	DIN No. 00011684	Non-Executive - Independent	29/07/2015	Subject to retirement by rotation	2	1	0

II COMPOSITION OF COMMITTEES			
Sl.No.	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 Smt. Sharada Sundaram	Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Nominee
2	NOMINATION & REMUNERATION COMMITTEE	Sri R.Surender Reddy Sri Navrang Lal Tibrewal Sri R.S.Agarwal Smt. Sharada Sundaram	Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Nominee
3	RISK MANAGEMENT COMMITTEE (if applicable)	Sri Paritosh Agarwal Sri H.L.Ralhan Smt. Padmini Agarwal Sri R.L.Narayana Sri P.S.Subramanyam	Executive Executive Executive President (Amanagallu) President (Finance)
4	STAKEHOLDERS RELATIONSHIP COMMITTEE	Sri Navranglal Tibrewal Sri E.V.S.V.SARMA	Non-Executive - Independent 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	Maximum gap between any two consecutive meetings in number of days
	29/07/2015	7/11/2015	100 days

for Suryalakshmi Cotton Mills Limited



E.V.S.V. Sarma  
Company Secretary

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 - 7/11/2015	YES	29/07/2015	100 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>			
Whether prior approval of audit committee obtained			
Whether shareholder approval obtained for material RPT			
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			
Compliance status (Yes/No/NA)			
Yes - by way of Omnibus Approval			
Not Applicable			
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 thereport 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		
		for Suryalakshmi Cotton Mills Limited	
			
		E.V.S.V. Sarma Company Secretary	
Name & Designation.			
Company Secretary / Compliance Officer / Managing Director / CEO			