

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 NAME OF LISTED ENTITY  
2 QUARTER ENDING

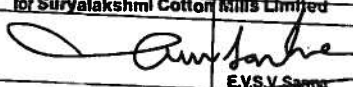
SURYALAKSHMI COTTON MILLS LIMITED  
30th June, 2016.

## 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.	PARITOSH AGARWAL	Din No.00008738	Executive Director	21/06/2015	—	1	0	0
3	Mr.	R.SURENDER REDDY	Din No.00083972	Non-Executive - Independent Director	27/05/2014	27/05/2014 to 26/05/2019	6	4	3
4	Mr.	R.S.AGARWAL	Din No.00012594	Non-Executive - Independent Director	29/07/2015	29/07/2015 to 28/07/2020	7	3	3
5	Ms.	PADMINI AGARWAL	DIN :01652449	Executive Director	27/05/2014	—	1	0	0
6	Mr.	NAVRANG LAL TIBREWAL	Din No.00030151	Non-Executive - Independent Director	29/07/2015	29/07/2015 to 28/07/2020	1	2	1
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.	DHRUV 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			
S.N o.	Name of the Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1	AUDIT COMMITTEE	Sri R.Surender Reddy	Non-Executive - Independent Director
		Sri Navrang Lal Tibrewal	Non-Executive - Independent Director
		Sri R.S.Agarwal	Non-Executive - Independent Director
		Sri A.Mallikarjun	Non-Executive - Nominee Director
2	NOMINATION & REMUNERATION COMMITTEE	Sri R.Surender Reddy	Non-Executive - Independent Director
		Sri Navrang Lal Tibrewal	Non-Executive - Independent Director
		Sri R.S.Agarwal	Non-Executive - Independent Director
		Sri A.Mallikarjun	Non-Executive - Nominee Director
3	RISK MANAGEMENT COMMITTEE (if applicable)	Sri Paritosh Agarwal	Executive Director
		Sri H.L.Raihan	Executive Director
		Smt.Padmini Agarwal	Executive Director
		Sri R.L.Narayana	President (Amanagalu)
		Sri P.S.Subramanyam	President (Finance)
4	STAKEHOLDERS RELATIONSHIP COMMITTEE	Sri Navrang Lal Tibrewal	Non-Executive - Independent Director
		Sri E.V.S.V.SARMA	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
	2/2/2016	25/05/2016	112 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 - 25/05/2016	YES	02/02/2016	112 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			
Subject		Compliance status (Yes/No/NA)	
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		
	for Suryalakshmi Cotton Mills Limited		
			
	E.V.S.V. Sarma		
	Company Secretary		
Name & Designation. Company Secretary / Compliance Officer / Managing Director / CEO			