

SURYALAKSHMI COTTON MILLS LTD

(AN IS/ISO 9001 : 2008 & ISO 14001 : 2004 CERTIFIED COMPANY)

October 10, 2017.

To

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (East)
MUMBAI - 400 051

Dear Sir,

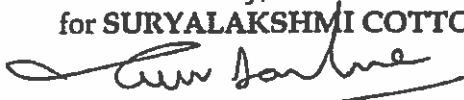
Scrip Code : SURYALAXMI

Reg.: Report on Corporate Governance under Reg.27(2) pursuant to SEBI (LODR) Regulations, 2015 for the quarter and half-year ended 30th September, 2017.

Please find enclosed Compliance Report on Corporate Governance as per Annexure-I and Annexure-III for the quarter and half-year ended 30th September, 2017 under Reg.27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
for SURYALAKSHMI COTTON MILLS LIMITED



E.V.S.V. SARMA
COMPANY SECRETARY



GOVERNMENT RECOGNISED EXPORT HOUSE

Regd. Office : Surya Towers, 6th Floor, 105 Sardar Patel Road, Secunderabad - 500 003, Telangana, INDIA

CIN Number : L17120TG1962PLC000923

Phone : +91-40-30571600, 27819856 / 857, Fax : +91-40-27846854

E-MAIL : scmltd@suryalakshmi.com WEBSITE : www.suryalakshmi.com

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

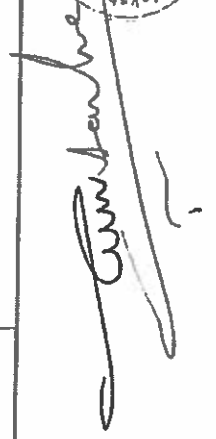

SURYALAKSHMI COTTON MILLS LIMITED
30th September, 2017.

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.	PARITOSH AGARWAL	Din No.00008738 Din No.00083972	Executive 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	5	6	3
4	Mr.	R.S.AGARWAL		Non-Executive - Independent Director	29/07/2015	29/07/2015 to 28/07/2020	6	6	3
5	Ms.	PADMINI AGARWAL	DIN :01652449 Din No.00080151	Executive Director	27/05/2014	---	1	0	0
6	Mr.	NAVRANG LAL TIBREWAL		Non-Executive - Independent Director	29/07/2015	29/07/2015 to 28/07/2020	1	2	1
7	Ms.	A. MALLIKARJUN	DIN No.02599532 DIN No. 07180749	Nominee Director	01/01/2016	---	1	1	0
8	Mr.	DHRUV VIJAI SINGH		Non-Executive - Independent Director	28-07-16	28/07/2016 to 27/07/2021	1	0	0
9	Dr.	VIVEKANAND	DIN No. 00011684	Non-Executive - Independent Director	28-07-16	28/07/2016 to 27/07/2021	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 Siddhant Sharma Smt.Padmimi Agarwal Sri R.L.Narayana Sri P.S.Subramanyam	Executive Director Chief Executive Officer Executive Director President (Amanagallu) President (Finance)
4	STAKEHOLDERS RELATIONSHIP COMMITTEE	Sri Navranglal Tibrewal Sri E.V.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	Maximum gap between any two consecutive meetings in number of days
	13/05/2017	28/08/2017	107

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 - 28/08/2017	YES	13-05-17	107 days
mittee, for rest of the Committees giving this information is optional			
V RELATED PARTY TRANSACTIONS			
Subject			
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			
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 for Suryalakshmi Cotton Mills Limited			



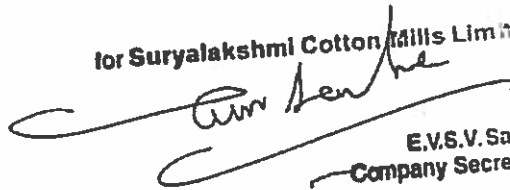
E.V.S.V. Sarma
Company Secretary

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Name & Designation Company Secretary / Compliance Officer / Managing Director / CEO		

for Suryalakshmi Cotton Mills Limited



E.V.S.V. Sarma
Company Secretary