

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE - I

1 NAME OF LISTED ENTITY
2 QUARTER ENDING

SURYALAKSHMI COTTON MILLS LIMITED
31st MARCH, 2018

I COMPOSITION OF BOARD OF DIRECTORS

Sl.N o.	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.	PARTOSH 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	5	6	3
4	Mr.	R.S.AGARWAL	Din No.00012594	Non-Executive - Independent Director	29/07/2015	29/07/2015 to 28/07/2020	5	5	2
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.	DHRUV VIJAI SINGH	DIN No. 07180749	Non-Executive - Independent Director	28/07/2016	28/07/2016 to 27/07/2021	1	0	0
9	Dr.	VIVEKANAND	DIN No. 00011684	Non-Executive - Independent Director	28/07/2016	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	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
3	RISK MANAGEMENT COMMITTEE (if applicable)	Sri A.Mallikarjun	Non-Executive - Nominee Director
		Sri Paritosh Agarwal	Executive Director
		Sri Siddhant Sharma	Chief Executive Officer
		Smt.Padmimi Agarwal	Executive Director
4	STAKEHOLDERS RELATIONSHIP COMMITTEE	Sri R.L.Narayana	President (Amanagallu)
		Sri P.S.Subramanyam	President (Finance)
		Sri Navranglal 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	Maxium gap between any two consecutive meetings in number of days
	07-12-17	12-02-18	66 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 - 12/02/2018	YES	07/12/2017	66 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		
	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, 2018.

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA) refer note below
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
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note
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
Note		
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.		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
Name & Designation		E.V.S.V.SARMA, Company Secretary
Company Secretary / Compliance Officer / Managing Director / CEO		