

Corporate Governance

General information about company	
Scrip code	521200
NSE Symbol	SURYALAXMI
MSEI Symbol	
ISIN	INE713B01026
Name of the entity	SURYALAKSHMI COTTON MILLS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	PADMINI AGARWAL	ABQPA4345R	01652449	Executive Director	Not Applicable		01-01-1975	NA		27-05-2014	27-05-2019			1	0	0	0		
6	Mr	NAVRANG LAL TIBREWAL	ABFPT4785K	00030151	Non-Executive - Independent Director	Not Applicable		17-01-1937	Yes	26-03-2019	29-07-2015	29-07-2015		60	1	1	2	1		
7	Mr	DHRUV VIJAI SINGH	AAAPS1573J	07180749	Non-Executive - Independent Director	Not Applicable		26-01-1953	NA		28-07-2016	28-07-2016		60	1	1	0	0		
8	Mr	V.V.S.RAVINDRA	AACPV9220H	01887879	Non-Executive - Nominee Director	Not Applicable		18-01-1964	NA		15-10-2018	15-10-2018			2	0	1	0		

Nomination and remuneration committee								
Sr	DIN Number	Name of Committee members	Whether the Nomination and remuneration committee has a Regular Chairperson			Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors	Yes			
1	00012594	R.S.AGARWAL	Non-Executive - Independent Director	Chairperson		29-07-2015		
2	00030151	NAVRANG LAL TIBREWAL	Non-Executive - Independent Director	Member		29-07-2015		
3	00083972	R.SURENDER REDDY	Non-Executive - Independent Director	Member		27-05-2014		
4	01887879	V.V.S.RAVINDRA	Non-Executive - Nominee Director	Member		15-10-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008738	PARITOSH AGARWAL	Executive Director	Chairperson	29-05-2015		
2	01652449	PADMINI AGARWAL	Executive Director	Member	29-05-2015		
3	99999999	SIDDHANT SHARMA	Member	Member	13-05-2017		
4	99999999	R.L.NARAYANA	Member	Member	29-05-2015		
5	99999999	P.S.SUBRAMANYAM	Member	Member	29-05-2015		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1									
IV. Meeting of Committees									
Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*	
1	Audit Committee	14-11-2019				Yes	4	3	
2	Audit Committee	10-02-2020	87			Yes	3	3	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.suryalakshmi+122.com+11048576
2	Terms and conditions of appointment of independent directors	Yes		http://www.suryalakshmi.com/investor-corporate-governance.aspx
3	Composition of various committees of board of directors	Yes		http://www.suryalakshmi.com/investor-corporate-governance.aspx
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.suryalakshmi.com/investor-corporate-governance.aspx
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.suryalakshmi.com/investor-corporate-governance.aspx
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		http://www.suryalakshmi.com/investor-corporate-governance.aspx
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.suryalakshmi.com/investor-corporate-governance.aspx

22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.suryalakshmi.com

Annexure II					
II. Annual Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
11	Risk Assessment & Management	17(9)	Yes		
12	Performance Evaluation of Independent Directors	17(10)	Yes		
13	Recommendation of Board	17(11)	Yes		
14	Maximum number of Directorships	17A	Yes		
15	Composition of Audit Committee	18(1)	Yes		
16	Meeting of Audit Committee	18(2)	Yes		
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes		
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes		
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes		
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Signatory Details	
Name of signatory	E.V.S.V.SARMA
Designation of person	Company Secretary and Compliance Officer
Place	SECUNDERABAD
Date	09-05-2020