

SURYALAKSHMI COTTON MILLS LTD

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

October 6, 2015.

To

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

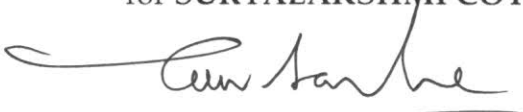
Dear Sir,

Scrip Code : SURYALAXMI
Reg.: Clause 49 of the Listing Agreement.

Please find enclosed Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement for the quarter ended 30th September, 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

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Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: SURYALAKSHMI COTTON MILLS LIMITED

Scrip Code : SURYALAXMI

Quarter ending on : 30th September, 2015.

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 II		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
III. Audit Committee	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	N/A	
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49(VIIIC)	Yes	
(D) Management	49 (VIIID)	Yes	
(E) Shareholders	49 (VIIIE)	Yes	
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIIIF)	Yes	
IX.CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

