

SURYALAKSHMI COTTON MILLS LTD

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

January 3, 2018.

To

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

Dear Sir,

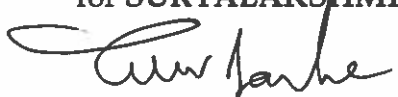
Scrip Code : SURYALAXMI

Reg.: Report on Corporate Governance under Reg.27(2) pursuant to SEBI (LODR) Regulations, 2015 for the quarter and year ended 31st December, 2017.

Please find enclosed Compliance Report on Corporate Governance as per Annexure-I for the quarter ended 31st December, 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

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COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 NAME OF LISTED ENTITY SURYALAKSHMI COTTON MILLS LIMITED
 2 QUARTER ENDING 31st December, 2017

I COMPOSITION OF BOARD OF DIRECTORS

S.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	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	6	6	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 DIN No. 07180749	Nominee Director	01/01/2016	---	1	1	0
8	Mr.	DHRUV VIJAI SINGH	DIN No. 00011684	Non-Executive - Independent Director	28/07/2016	28/07/2016 to 27/07/2021	1	0	0
9	Dr.	VIVEKANAND		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 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.Padmini 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.S.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	
	28/08/2017	07/12/2017	100 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 - 07/12/2017	YES		28/08/2017	100 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	Whether prior approval of audit committee obtained	Compliance status (Yes/No/NA)	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					

