



Suryalakshmi Cotton Mills Limited

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

Name of the Company: SURYALAKSHMI COTTON MILLS LIMITED

Quarter ending on: 31st March, 2015.

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 II		
(A) Composition of Board	49 (IIA)	No	Company is in the process of identifying proper persons for two Independent Directors.
(B) Independent Directors	49 (IIB)	No	Woman Director already appointed.
(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 Managements	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	Yes	Will be complied with at the time of Annual Report
(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	Will be complied with at the time of Annual Report
XI. Compliance	49 (XI)	Yes	