

10th April, 2018

General Manager- Listing Department

National Stock Exchange of India Limited

Exchange Plaza, Bandra
Kurla Complex,
Bandra (E), Mumbai 400051.

NSE SYMBOL: SPLIL

Subject: Corporate Governance Report for quarter ended 31st March, 2018.

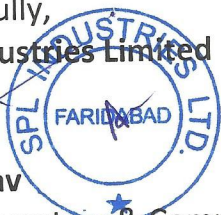
Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed the Corporate Governance Report for quarter ended 31st March, 2018.

Kindly take it on record.

Thanking you,

Yours faithfully,
For, SPL Industries Limited


Ashish Yadav
Company Secretary & Compliance Officer



1. Name of Listed Entity : SPL INDUSTRIES LIMITED
2. Quarter Ending: 31st March, 2018

I. Composition of Board of Directors

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* (Months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Mr.	Mukesh Kumar Aggarwal	AGEPA2246G 00231651	Executive Director/ Chairperson	16.05.2016	-	1	2	0
Mrs.	Shashi Aggarwal	AAEPA1312R 06687549	Non-Executive Director	12.09.2013	-	1	0	0
Mr.	Vijay Kumar Jindal	AAEPJ4633H 00231517	Non-Executive Director	01.01.2004	-	1	0	0
Mr.	Chanderjeet Singh Bhatia	AAGPB8001N 01360148	Non-Executive/ Independent Director	11.07.2016	81	1	2	2
Mr.	Arun Kumar	AEZPG1074K 1092779	Non-Executive/ Independent Director	11.07.2016	81	1	2	0
Mr.	Rajesh Goyal	AAKPG2144H 03287284	Non-Executive/ Independent Director	11.07.2016	81	1	1	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	3	Mr. Chanderjeet Singh Bhatia Mr. Mukesh Kumar Aggarwal Mr. Arun Kumar Chairman/Independent/Non-Executive Executive Director Independent/Non-Executive Director
2. Nomination & Remuneration Committee	3	Mr. Chanderjeet Singh Bhatia Mr. Rajesh Goyal Mr. Arun Kumar Chairman/Independent/Non-Executive Independent/Non-Executive Director Independent/Non-Executive Director
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee	4	Mr. Chanderjeet Singh Bhatia Mr. Mukesh Kumar Aggarwal Mr. Rajesh Goyal Mr. Arun Kumar Chairman/Independent/Non-Executive Executive Director Independent/Non-Executive Director Independent/Non-Executive Director
5. Corporate Social Responsibility Committee	3	Mr. Chanderjeet Singh Bhatia Mr. Mukesh Kumar Aggarwal Mrs. Shashi Aggarwal Chairman/Independent/Non-Executive Executive Director Non-Executive Director

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of the Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days:-)
23-11-2017	12-02-2018	59
14-12-2017	15-03-2018	30

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*
12-02-2018	Yes	14-12-2017	59

* 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)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by	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.

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:

Ashish Yadav

Company Secretary & Compliance Officer

10-04-2018

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format 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		
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	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
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 below
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)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	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)	Yes
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	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
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has no Material Subsidiary Policy since the company has no subsidiary and the Corporate Governance requirements with respect to subsidiary of Listed Entity are not attracted.</p>		
<p>Ashish Yadav Company Secretary & Compliance Officer</p>		10-04-2018