

15<sup>th</sup> January, 2019

<b>Manager (Listing Department)</b>  <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400051  <b>NSE SYMBOL- SPLIL</b>	<b>Manager (Listing Department)</b>  <b>Bombay Stock Exchange Limited</b> 1 <sup>st</sup> Floor, P.J. Towers, Dalal Street Mumbai-400001  <b>SCRIP CODE- 532651</b>
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**Subject: Corporate Governance Report for quarter ended 31<sup>st</sup> December, 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 31<sup>st</sup> December, 2018.

Kindly take it on record.

Thanking you,

Yours faithfully,  
For, **SPL Industries Limited**



**Ashish Yadav**  
(Company Secretary & Compliance Officer)



Enclosed as above

## Quarterly Report on Corporate Governance

 Name of Listed Entity : SPL INDUSTRIES LIMITED  
 Quarter Ending: 31st December, 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	AAFJ4633H 00231517	Non-Executive Director	01.01.2004	-	1	0	0
Mr.	Chanderjeet Singh Bhatia	AAGPB8001N 01360148	Non-Executive/ Independent Director	11.07.2016	90	1	2	2
Mr.	Arun Kumar	AEZPG1074K 01092779	Non-Executive/ Independent Director	11.07.2016	90	1	2	0
Mr.	Rajesh Goyal	AAKPG2144H 03287284	Non-Executive/ Independent Director	11.07.2016	90	1	1	0

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

&amp; 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 Agarwal	Chairman/Independent/Non-Executive Executive Director Non-Executive Director

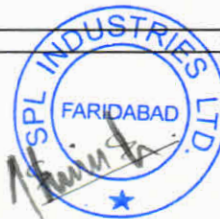
&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

**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)
13-08-2018	13-11-2018	91
	28-11-2018	14

**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*
13-11-2018	Yes	13-08-2018	91





28-11-2018			
* 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 Audit Committee		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>			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>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:</p>			
 Ashish Yadav (Company Secretary & Compliance Officer)		 15-01-2019	
<p>Note:</p> <p>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.</p>			