



## SURYAAMBA SPINNING MILLS LIMITED

A-101, Kanha Apartment, 128, Chhaoni, Katol Road, Nagpur-440 013 (MS)  
Ph.# 0712-2591072, 2591406 Fax # 0712-2591410 CIN: L18100TG2007PLC053831  
Mail: mail@suryaamba.com, Website: www.suryaamba.com

SSML\2016-17\ 011

14<sup>th</sup> April, 2016

To  
Department of Corporate Services  
The Bombay Stock Exchange Limited,  
Floor 25 Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

Dear Sir,

**Sub: Submission of Corporate Governance as per Regulation 27(2) of SEBI Listing Regulations 2015 (LODR) for the financial year ending on 31<sup>st</sup> March ,2016**

**Ref: Regulation 27(2)(a) of SEBI ( Listing obligations and Disclosure Requirements) Regulations, 2015.**

**Scrip Code : 533101**

With reference to the captioned subject please find enclosed herewith the Compliance Report on Corporate Governance of Suryaamba Spinning Mills Limited as per Regulation 27(2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR) as per the format specified in Annexure I and II for the quarter and year ended on 31<sup>st</sup> March, 2016.

This is for your information and record.  
Kindly acknowledge the receipt of the same.

Thanking you,

Yours truly,  
For SURYAAMBA SPINNING MILLS LIMITED  
(CIN: - L18100TG2007PLC053831)

  
MAYANK AGARWAL  
DIRECTOR  
(DIN: 02749089)



Mills: Survey No. 300, Nayakund, Parseoni Road, Dist. Nagpur-441 105 Ph.# 07114-204711  
Regd. Off. 1st Floor, Surya Towers, 105, Sardar Patel Road, Secunderabad - 500 003 Ph. # 040-27813360

( Note : All the correspondences are to be made to the Nagpur Office address only )





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## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Under Regulation 27(2) of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015

Name of the Company :SURYAAMBA SPINNING MILLS LIMITED

Quarter ending on : 31<sup>st</sup> March,2016

Table I – “Same as Previous Quarter”

Table II- “ Same as Previous Quarter”

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter (October, 2015 to December,2015)	Date(s) of Meeting (if any) in the relevant quarter(January , 2016 to March,2016)	Maximum gap between any two consecutive (in number of days)
6 <sup>th</sup> November2015	2 <sup>nd</sup> January, 2016	56 Days
	13 <sup>th</sup> January,2016	

IV. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant quarter. ( January , 2016 to March,2016)	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 <sup>th</sup> January,2016	Yes (Two Independent members were present at the meeting	6 <sup>th</sup> November,2015	67 DAYS

\*This information has to be mandatory be given for audit committee, for rest of the committee giving this information is optional

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/N.A) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholders' approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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 word “N.A.” may be indicated.

2. If status is “No” details of Non-Compliance may be given here.



For Suryaamba Spinning Mills Ltd.

Mayank Agarwal  
(Director)

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### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.
2. The composition if the following committees are in terms of SEBI (Listing obligations and Disclosure requirements), 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), 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), 2015.
5. This report and/ or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

FOR SURYAAMBA SPINNING MILLS LIMITED

  
Mayank Agarwal  
Director  
DIN 02749089



DATE 14<sup>TH</sup> April, 2016  
PLACE NAGPUR

**Note :**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.

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## COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER REGULATION 27 (2) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015

**Name of the Company: SURYAAMBA SPINNING MILLS LIMITED**  
**Financial year ending on: 31<sup>st</sup> March, 2016**  
**ANNEXURE II**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
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	N.A
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A
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	N.A.
New name and the old name of the listed entity	N.A



For Suryaamba Spinning Mills Ltd.

  
Mauank Agarwal  
(Director)

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<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	N.A.
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.



Surya Spinning Mills Ltd.  
*[Handwritten Signature]*

2. If status is "No" details of non-compliance may be given here.

3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**FOR SURYAAMBA SPINNING MILLS LIMITED**

  
MAYANK AGARWAL  
DIRECTOR  
DIN :02749089



DATE: 14/04/2016  
PLACE: NAGPUR