



## SURYAAMBA SPINNING MILLS LIMITED

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Date: 06/10/2016

To,  
**The Bombay Stock Exchange Ltd (BSE LTD)**  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

**BSE Scrip Code: 533101**

**Sub:** Submission of Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for Second Quarter ended on 30th September, 2016

Dear Sir/Madam,

With reference to the captioned subject, we are submitting herewith the Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 Second Quarter ended on 30th September, 2016.

Please take the information on your records.

Thanking You,  
**FOR SURYAAMBA SPINNING MILLS LIMITED**

**RESHU JAIN**  
**(COMPANY SECRETARY & COMPLIANCE OFFICER)**



**QUARTERLY 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  
Second Quarter ended on: 30<sup>th</sup> September, 2016**

**I. COMPOSITION OF BOARD OF DIRECTORS**

Title (Mr./Ms)	Name of the Director	PANS & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Director ship 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.	Mr. Virender Kumar Agarwal	00013314	Chairperson & Executive Director,	05/05/2007	N.A.	2	0	0
Mrs.	Seema Rani Agarwal	01430206	Executive Director	01/01/2009	N.A.	1	2	0
Mr.	Amit Goela	01754804	Non Executive Independent Director	18/07/2011	62 Months	3	3	3
Mr.	Mayank Agarwal	02749089	Executive Director	01/08/2009	N.A.	1	0	0
Mr.	Manish Kumar	07096129	Non-Executive Independent Director	14/02/2015	19 Months	1	1	0
Mr.	Sushil Kapadia	07529921	Non-Executive Independent Director	28/05/2016	4 Months	1	3	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	Mr. Amit Goela Mr. Sushil Kapadia Mrs. Seema Rani Agarwal	Chairman & Independent Independent Executive
2. Nomination & Remuneration Committee	Mr. Amit Goela Mr. Sushil Kapadia Mr. Manish Kumar Gupta	Chairman & Independent Independent Independent
3. Risk Management Committee (Not Applicable)		



*Resh*

4. Stakeholders Relationship Committee'	Mr. Amit Goela Mr. Sushil Kapadia Mrs. Seema Rani Agarwal	Chairman & Independent Independent Executive
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& 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 (April, 2016 to June, 2016)	Date(s) of Meeting (if any) in the relevant quarter (July, 2016 to September, 2016)	Maximum gap between any two consecutive (in number of days)
10 <sup>th</sup> June, 2016	02 <sup>nd</sup> August, 2016	52 Days
	31 <sup>st</sup> August, 2016	28 Days

### IV. MEETING OF COMMITTEES

Date(s) of meeting of the Audit committee in the relevant quarter (July, 2016 to September, 2016)	Whether requirement of Quorum met (details)	Date(s) of meeting of the Audit committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
2 <sup>nd</sup> August, 2016	Yes (Two Independent members were present at the meeting)	30 <sup>th</sup> May, 2016	63 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	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder 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 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

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:

**FOR SURYAAMBA SPINNING MILLS LIMITED**



RESHU JAIN  
COMPANY SECRETARY & COMPLIANCE OFFICER

DATE: 06/10/2016  
PLACE: NAGPUR

#### 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.



