



SURYAAMBA SPINNING MILLS LIMITED

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Date: 02/01/2017

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 Third Quarter ended on 31st December, 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 for Third Quarter ended on 31st December, 2016.

Please take the information on your records.

Thanking You,

FOR SURYAAMBA SPINNING MILLS LIMITED

Reshu Jain

**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
Third Quarter ended on: 31st December, 2016**

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*	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.	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	65 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	22 Months	1	1	0
Mr.	Sushil Kapadia	07529921	Non-Executive Independent Director	28/05/2016	7 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)		
4. Stakeholders Relationship Committee'	Mr. Amit Goela Mr. Sushil Kapadia Mrs. Seema Rani Agarwal	Chairman & Independent Independent Executive

& 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 (July, 2016 to September, 2016)	Date(s) of Meeting (if any) in the relevant quarter (October, 2016 to December 2016)	Maximum gap between any two consecutive (in number of days)
02nd August, 2016	27 th October 2016	56 Days
31st August, 2016	4 th November 2016	7 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*
27 th October, 2016	Yes (Two Independent members were present at the meeting)	2 nd August 2016	85 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: 02/01/2017
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.

FOR SURYAAMBA SPINNING MILLS LIMITED


RESHU JAIN
 COMPANY SECRETARY & COMPLIANCE OFFICER
 DATE : 02/01/2017
 PLACE : NAGPUR

