



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

Date:04/04/2017

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 Fourth Quarter ended on 31st March, 2017

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 Fourth Quarter ended on 31st March, 2017.

Please take the information on your records.

Thanking You,

FOR SURYAAMBA SPINNING MILLS LIMITED

Reshu

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

Fourth Quarter ended on: 31st March, 2017

I. COMPOSITION OF BOARD OF DIRECTORS

<i>Title (Mr. / Ms)</i>	<i>Name of the Director</i>	<i>PAN\$ & DIN</i>	<i>Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee)</i>	<i>Date of Appointment in the current term /cessation</i>	<i>Tenure*</i>	<i>No of Directorsh ip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</i>	<i>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</i>	<i>No of post of Chairperson in Audit/ Sta keholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</i>
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	68 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	25 Months	1	1	0
Mr.	Sushil Kapadia	07529921	Non-Executive Independent Director	28/05/2016	10 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

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</i>
1. Audit Committee	Mr. Amit Goela Mr. Sushil Kapadia Mrs. Seema Rani Agarwal	Chairman & Independent Independent Executive



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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 (October, 2016 to December 2016)	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)
27 th October 2016	11 th February 2017	98 days
4 th November 2016		

IV. MEETING OF COMMITTEES

Date(s) of meeting of the Audit committee in the relevant quarter (January, 2016 to March 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*
11 th February 2017	Yes (Two Independent members were present at the meeting)	27 th October 2016	106 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



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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 S EBI (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

**RESHU JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER**

DATE: 04/04/2017

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

**RESHU JAIN
COMPANY SECRETARY & COMPLIANCE OFFICER**

DATE : 04/04/2017

PLACE : NAGPUR



Annexure I

Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes



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Annexure-II

Annexure II to be submitted by listed entity at the end of the Financial Year (For the whole of financial year)

Disclosure on website in terms of Listing Regulations

Item	Compliance status	Details of non-compliance
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 or 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	NA	-
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	Yes	-



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Annexure II

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	NA	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	-
17	Vigil mechanism	22	Yes	-
18	Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes	-
19	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
20	Approval for material related party transactions	23(4)	NA	-
21	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
22	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	-
23	Maximum directorship and tenure	25(1) & (2)	Yes	-
24	Meeting of independent directors	25(3) & (4)	Yes	-
25	Familiarization of independent directors	25(7)	Yes	-
26	Memberships in committees	26(1)	Yes	-
27	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
28	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
29	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-



Annexure II

Annual Affirmation

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	NA

