



## SURYAAMBA SPINNING MILLS LIMITED

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Date: 13/07/2016

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 the First Quarter ended on 30<sup>th</sup> June, 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 the First Quarter ended on 30<sup>th</sup> June, 2016.

Please take the information on your records.

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

**MAYANK AGARWAL**  
**EXECUTIVE DIRECTOR**  
DIN: 02749089



**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  
First Quarter ended on: 30<sup>th</sup> June, 2016**

**I. COMPOSITION OF BOARD OF DIRECTORS**

<b>Title (Mr./ Ms)</b>	<b>Name of the Director</b>	<b>PAN\$ &amp; DIN</b>	<b>Category (Chairperson/ Executive/Non - Executive/inde pendent/Nomi nee) &amp;</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure*</b>	<b>No of Director ship in listed entities includin g this listed entity (Refer Regulat ion 25(1) of Listing Regulat ions)</b>	<b>Number of membersh ip in Audit/ Stakeholder Committee(s ) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperso n in Audit/ Stakeholde r Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s)</b>
Mr.	Virender Kumar Agarwal	00013314	Chairman & Executive Director	05-05-2007	N.A	N.A.	0	0
Mrs.	Seema Rani Agarwal	01430206	Executive Director	01-01-2009	N.A.	N.A.	2	0
Mr.	Amit Goela	01754804	Non-Executive and Independent Director	18-07-2011	4 Years and 11 Months	1	3	3
Mr.	Mayank Agarwal	02749089	Executive Director	01-08-2009	N.A.	N.A.	0	0
Mr.	Manish Kumar	07096129	Non-Executive and Independent Director	14-02-2015	16 Months	1	1	0
Mr.	Sushil Kapadia	07529921	Non-Executive and Independent Director	28-05-2016	1 Month	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.



<b>II. COMPOSITION OF COMMITTEES</b>			
<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 Mrs. Seema Rani Agarwal Mr. Sushil Kapadia	Chairman & Independent Executive Independent	
2. Nomination & Remuneration Committee	Mr. Amit Goela Mr. Manish Kumar Mr. Sushil Kapadia	Chairman & Independent Independent Independent	
3. Risk Management Committee (Not Applicable)	-	-	
4. Stakeholders Relationship Committee'	Mr. Amit Goela Mrs. Seema Rani Agarwal Mr. Sushil Kapadia	Chairman & Independent Executive Independent	
& 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			
<b>III. MEETING OF BOARD OF DIRECTORS</b>			
<i>Date(s) of Meeting (if any) in the previous quarter January, 2016 to March, 2016)</i>	<i>Date(s) of Meeting (if any) in the relevant quarter (April, 2016 to June, 2016)</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
13 <sup>th</sup> January, 2016	30 <sup>th</sup> May, 2016	137 days	
<b>IV. MEETING OF COMMITTEES</b>			
<i>Date(s) of meeting of the Audit committee in the relevant quarter (April, 2016 to June, 2016)</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the Audit committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
30 <sup>th</sup> May, 2016	Yes (Two Independent members were present at the meeting)	13 <sup>th</sup> January, 2016	137 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. RELATED PARTY TRANSACTIONS</b>			
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>		
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		
<b>Note</b>			
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.			
<b>VI. AFFIRMATIONS</b>			
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			
<b>a. Audit Committee</b>			
<b>b. Nomination &amp; remuneration committee</b>			
<b>c. Stakeholders relationship Committee</b>			
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.			



*[Handwritten signature]*

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**

**MAYANK AGARWAL**  
**EXECUTIVE DIRECTOR**  
**DIN: 02749089**



**DATE: 13/07/2016**  
**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.