

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : SUPER SPINNING MILLS LIMITED

2. Quarter Ending : 31<sup>st</sup> December 2016

### I. Composition of Board of Directors

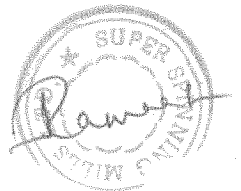
Annexure I

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.	Sumanth Ramamurthi	ALMPS1683A 00002773	Executive / Chairman	22.02.1992	N.A	2	2	NIL
Mr.	A S Thirumorthy	AAGPT3991B 03604474	Executive / Managing Director	01.04.2014	N.A	1	1	NIL
Mr.	D Sarath Chandran	AKIPSS713N 00001885	Non-Executive / Non-Independent	28.03.1975	N.A	2	2	NIL
Mr.	B Vijay Venkataswamy	ABKPV6163C 00002906	Non-Executive / Independent	01.06.2016	12 years	2	1	NIL
Mr.	C S K Prabhu	AECPP4319R 00002913	Non-Executive / Independent	01.06.2014	13 years	3	1	4
Mr.	B Vijayakumar	ABTPV3639A 00015583	Non-Executive / Independent	01.06.2014	32 years	4	2	NIL
Mr.	Sudarsan Varadaraj	AGVPS9449J 00133533	Non-Executive / Independent	01.06.2014	23 years	4	1	1
Mr.	C G Kumar	AJFPK0084J 02823567	Non-Executive / Independent	01.06.2014	2 years	1	1	NIL
Ms.	Suguna Ravichandran	ADPPR8804F 00170190	Non-Executive / Independent	01.06.2014	2 years	2	1	NIL

\$ 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. C S K Prabhu - Chairperson Mr. Vijay Venkataswamy - Member Mr. C G Kumar - Member	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
2. Nomination & Remuneration Committee	Mr. C S K Prabhu - Chairperson Mr. Vijay Venkataswamy - Member Mr. B Vijayakumar - Member Mr. Sudarsan Varadaraj - Member	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
3. Risk Management Committee (if applicable)	N.A	N.A
4. Stakeholders Relationship Committee	Mr. C S K Prabhu - Chairperson Mr. D Sarath Chandran - Member Mr. Sumanth Ramamurthi - Member Mr. A S Thirumoorthy - Member	Non-Executive-Independent Non-Executive - Non-Independent Executive - Non-Independent Executive - Non-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.

## III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarters	Date(s) of meeting (if any) in the relevant quarters	Maximum gap between any two consecutive meetings in the number of days
27-07-2016	03-11-2016	98
	24-11-2016	20

## IV. Meeting of Committees - Audit Committee

Date(s) of meeting of the Committee in the relevant quarter	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 the number of days*
02-11-2016	Yes - 2 members present	22-07-2016	102 days
24-11-2016	Yes - 3 members present	-	21 days

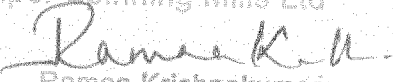
\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



**V. Related Party Transactions**

Subject	Compliance Status (Yes/No/N.A) 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
<p><b>Note :</b></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

**VI. Affirmations**

<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee - <b>Yes</b></p> <p>b. Nomination &amp; remuneration committee - <b>Yes</b></p> <p>c. Stakeholders relationship committee - <b>Yes</b></p> <p>d. Risk management committee (applicable to the top 100 listed entities) - <b>Yes</b></p> <p>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 - <b>Yes</b></p> <p>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 - <b>Yes</b></p> <p>5. This report will be placed before the Board of Directors - <b>Yes</b></p>
<p style="text-align: center;">For Super Spinning Mills Ltd</p> <p style="text-align: center;"></p> <p>Name and Designation Company Secretary</p> <p style="text-align: center;">Ramaa Krishnakumar Company Secretary</p>