

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : SUPER SPINNING MILLS LIMITED

2. Quarter Ending : 31<sup>st</sup> March 2017

### 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	1	1
Mr.	A S Thirumoorthy	AAGPT3991B 03604474	Executive / Managing Director	01.04.2014	N.A	1	1	NIL
Mr.	D Sarath Chandran	AKIP55713N 00001885	Non-Executive / Non-Independent	28.03.1975	N.A	1	1	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	ABTPV5639A 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

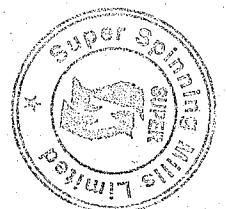
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive /Independent/Nominee)§
1. Audit Committee	Mr. C S K Prabhu - Chairperson Mr. Vijay Venkataswamy - Member Mr. C G Kumar - Member	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
2. Nomination & 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
24.11.2016	31.01.2017	67 days

## 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*
30.01.2017	Yes - 3 members present	24.11.2016	66 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			



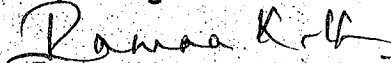
## V. Related Party Transactions

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
<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.	

## 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
  - d. Risk management committee (applicable to the top 100 listed entities)
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 will be placed before the Board of Directors.

For Super Spinning Mills Ltd

  
Ramaa Krishnakumar  
Company Secretary

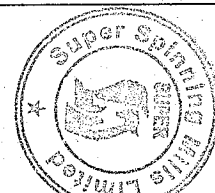
Name and Designation

Company Secretary / Compliance Officer / Managing Director / CEO

Format to be submitted by the Listed Entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance Status (Yes/No/NA)
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/Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	N.A
Policy on dealing with related party transactions	Yes
Policy for determining material subsidiaries	Yes
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 grievance	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	N.A
New name and the old name of the listed entity	N.A

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of "independence" and / or eligibility	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes



Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	N.A
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17 (9)	N.A
Performance Evaluation of Independent Directors	17 (10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) (2)	Yes
Composition of Stakeholder Relationship Committee	20 (1) (2)	Yes
Composition and role of risk management committee	21(1)(2)(3)(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1) (5)(6) (7)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) (3)	Yes
Approval for material related party transactions	23 (4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24 (1)	N.A
Other Corporate governance requirements with respect of subsidiary of listed entity	24(2)(3)(4)(5) & (6)	Yes
Maximum directors & tenure	25(1)(2)	Yes
Familiarization of independent directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26 (2) & 26 (5)	Yes



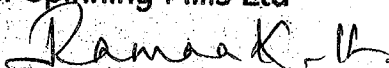
**Note :**

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 "NA" may be indicated
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same be indicated here

**III.Affirmations:**

The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied – **Not applicable for us -**

For Super Spinning Mills Ltd

  
Ramaa Krishnakumar  
Company Secretary