

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : SUPER SPINNING MILLS LIMITED
2. Quarter Ending : 30<sup>th</sup> September 2017

### I. Composition of Board of Directors

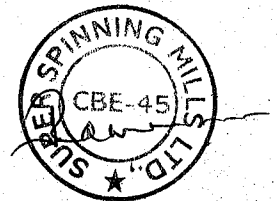
### Annexure I

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.	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	33 years	4	2	NIL
Mr.	Sudarsan Varadaraj	AGVPS9449J 00133533	Non-Executive / Independent	01.06.2014	24 years	4	1	1
Mr.	C G Kumar	AJFPK0084J 02823567	Non-Executive / Independent	01.06.2014	3 years	1	1	NIL
Ms.	Suguna Ravichandran	ADPPR8804F 00170190	Non-Executive / Independent	01.06.2014	3 years	2	1	NIL
Mr.	B Lakshmi Narayana	ABRPL9244M 00504396	Non-Executive / Independent	01.06.2017	4 months	1	1	NIL
Mr	A R Balasundharam	AEQPB7292H 07802383	Non-Executive / Independent	01.06.2017	4 months	-	NL	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. C G Kumar - Member Mr. B Lakshmi Narayana - Member	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
2. Nomination & Remuneration Committee	Mr. C S K Prabhu - Chairperson Mr. B Vijayakumar - Member Mr. Sudarsan Varadaraj - Member	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. Sumanth Ramamurthi - Member Mr. A S Thirumoorthy - Member	Non-Executive-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.

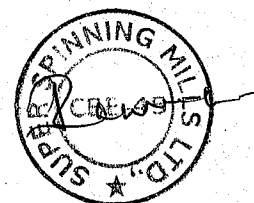
## III. Meeting of Board of Directors

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
30.05.2017	11.09.2017	103 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*
11.09.2017	Yes - 3 members present	25.05.2017	108 days

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



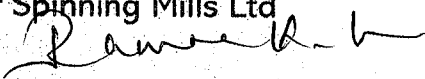
## V. Related Party Transactions

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

**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

<ol style="list-style-type: none"><li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></li><li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<ol style="list-style-type: none"><li>a. Audit Committee - <b>Yes</b></li><li>b. Nomination &amp; remuneration committee - <b>Yes</b></li><li>c. Stakeholders relationship committee - <b>Yes</b></li><li>d. Risk management committee (applicable to the top 100 listed entities) - <b>N.A</b></li></ol></li><li>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></li><li>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></li><li>5. This report will be placed before the Board of Directors. - <b>Yes</b></li></ol>
<p style="text-align: center;">For Super Spinning Mills Ltd  Ramaa Krishnakumar Company Secretary</p> <p><b>Name and Designation</b> <b>Company Secretary / Compliance Officer / Managing Director / CEO</b></p>

## Annexure III

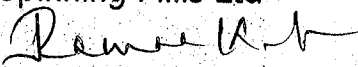
Affirmations		
Board Heading	Regulation No.	Compliance Status (Yes / No / N.A)
Copy of the Annual Report including Balance Sheet, Profit & Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed in website	46(2)	N.A
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	N.A
Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	N.A
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para c of Schedule V	N.A

**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
3. If the Listed Entity would like to provide any other information the same may be indicated here.

The Company has closed its accounting year on 31-03-2017 and the Annual General Meeting of the Company is due to be held on 30-09-2017 as per requirements of Section 96 of the Companies Act, 2013. The Company has made an application vide SRN G51119220 on 23-08-2017 requesting for an extension of time for the purpose of holding AGM on the grounds "Amalgamation (of two subsidiary companies)". Keeping in view, the aforesaid circumstances due to which the Company cannot hold it's Annual General Meeting on time, extension 3 months 0 days has been granted by the Registrar of Companies, Coimbatore, vide order dated 31-08-2017.

For Super Spinning Mills Ltd

  
 Ramaa Krishnakumar  
 Company Secretary

Name : Ramaa Krishnakumar

Designation: Company Secretary & Compliance Officer