



# Super Spinning Mills Limited

Regd. & Central Office : "Elgi Towers" P.B. 7113, Green Fields, 737-D, Puliakulam Road, Coimbatore - 641 045.  
CIN : L17111TZ1962PLC001200

October 12, 2018

To

Listing Department <b>BSE Ltd</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001  <b>Scrip Code: - 521180</b>	Listing Department <b>National Stock Exchange of India Limited</b> "Exchange Plaza", C-1, Block G Bandra – Kurla Complex, Bandra (E) Mumbai – 400 051  <b>Scrip Code: - SUPERSPIN</b>
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Dear Sir,

**Sub: Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015**

We hereby furnish the Quarterly Compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the quarter ended September 30, 2018.

Thanking you  
Yours truly

**For Super Spinning Mills Ltd**

*Narmatha G K*  
**Narmatha G K**  
**Company Secretary**

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : SUPER SPINNING MILLS LIMITED

2. Quarter Ending : September 30, 2018

### 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 and Managing Director	22.02.1992	N.A	2	1	1
Mr.	C S K Prabhu	AECPP4319R 00002913	Non-Executive / Independent	01.06.2014	177 Months	3	1	4
Mr.	B Vijayakumar	ABTPV5639A 00015583	Non-Executive / Independent	01.06.2014	405 Months	4	2	NIL
Mr.	Sudarsan Varadaraj	AGVPS9449J 00133533	Non-Executive / Independent	01.06.2014	297 Months	4	1	1
Mr.	C G Kumar	AJFPK0084J 02823567	Non-Executive / Independent	01.06.2014	52 Months	1	1	NIL
Ms.	Suguna Ravichandran	ADPPR8804F 00170190	Non-Executive / Independent	01.06.2014	52 Months	2	1	NIL
Mr.	B Lakshmi Narayana	ABRPL9244M 00504396	Non-Executive / Independent	01.06.2017	16 Months	1	1	NIL
Mr	A R Balasundharam	AEQPB7292H 07802383	Non-Executive / Non Independent	20.05.2018	N.A	1	2	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 Mr. A R Balasundharam - Member	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive - Non 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 R Balasundharam - Member	Non-Executive - Independent Executive - Non-Independent  Non 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
19.05.2018	-	0
-	28.07.2018	69 days
-	10.09.2018	43 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*
28.07.2018	Yes - 3 members present	19.05.2018	0
			69 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. **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.
  - a) Audit Committee - **Yes**
  - b) Nomination & Remuneration Committee - **Yes**
  - c) Stakeholders Relationship Committee - **Yes**
  - d) Risk Management Committee (applicable to the top 100 listed entities) - **N.A**
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. - **Yes**
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. - **Yes**
5. This report will be placed before the Board of Directors. - **Yes**

**For Super Spinning Mills Ltd**

  
Narmatha G K  
Company Secretary

**Name and Designation**

**Company Secretary / Compliance Officer / Managing Director / CEO**

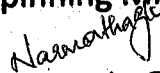
**Annexure III**

<b>Affirmations</b>		
<b>Board Heading</b>	<b>Regulation No</b>	<b>Compliance Status (Yes / No / N.A)</b>
Copy of the Annual Report including Balance Sheet, Profit & Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed in website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para c of Schedule V	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
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**For Super Spinning Mills Ltd**

  
**Narmatha G K**  
**Company Secretary**

**Name** : Narmatha G K**Designation:** Company Secretary & Compliance Officer