



Super Spinning Mills Limited

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



May 11, 2020

Listing Department BSE Ltd Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Scrip Code: - 521180	Listing Department National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Code: - SUPERSPIN
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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 and year ended 31st March 2020.

This is for your information and records.

Thanking you

Yours truly

For Super Spinning Mills Ltd

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

RECOGNISED EXPORT - TRADING HOUSE

Phone : +91-422 - 2311711, Fax : 91 - 422 - 2311611, E-mail : super@ssh.saraelgi.com Web : www.superspining.com

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : SUPER SPINNING MILLS LIMITED

2. Quarter Ending : March 31, 2020

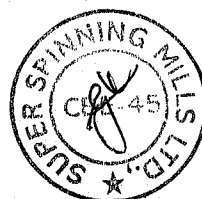
I. Composition of Board of Directors

Annexure I

Title (Mr. / Ms)	Name of the Director	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Appointment / Cessation		Date of Birth	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)
				Date of Appointment	Date of Cessation					
Mr.	Sumanth Ramamurthi	Executive / Chairman and Managing Director	22.02.1992	01.06.2018		12.08.1959	337	2	2	1
Mr.	Sudarsan Varadaraj	Non-Executive / Independent	13.03.1993	01.06.2019		22.01.1958	324	4	2	0
Mr.	C G Kumar	Non-Executive / Independent	01.06.2014	01.06.2019		13.06.1972	70	1	1	0
Ms.	Suguna Ravichandran	Non-Executive / Independent	01.06.2014	01.06.2019		11.08.1958	70	2	1	1
Mr.	B Lakshmi Narayana	Non-Executive / Independent	01.06.2017	01.06.2017		17.09.1966	34	2	3	0
Mr	A R Balasundharam	Non-Executive / Non Independent	01.06.2017	20.05.2018	31.03.2020	06.06.1963	34	1	1	1

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)§
1. Audit Committee	Mrs. Suguna Ravichandran – 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. Lakshmi Narayana – Chairperson Mr. A R Balasundharam – Member Mr. Sudarsan Varadaraj - Member	Non-Executive-Independent Non Executive - Non-Independent Non-Executive-Independent
3. Risk Management Committee (if applicable)	N.A	N.A



4. Stakeholders Relationship Committee	Mr. A R Balasundharam - Chairperson Mr. Sumanth Ramamurthi – Member Mr. Lakshmi Narayana - Member	Non Executive - Non-Independent Executive - Non-Independent Non-Executive - Independent
<p>§ 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.</p>		

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
02.11.2019	-	0
-	07.02.2020	96 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*
07.02.2020	Yes - 4 members present	-	0
-		02.11.2019	96 days

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

Nomination and Remuneration 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*
05.02.2020	Yes - 4 members present	-	0
-		30.07.2019	191 days

Stakeholders Relationship 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*
13.03.2020	Yes - 3 members present	-	10 days
02.03.2020		30.10.2019	123 days

Corporate Social Responsibility 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*
29.05.2019	Yes - 3 members present	-	0

* 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

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

**Narmatha G K
Company Secretary**

Name and Designation

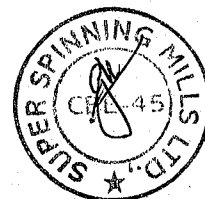
Company Secretary / Compliance Officer / Managing Director / CEO

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 programme 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
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A
New name and the old name of the listed entity	N.A
Advertisements as per Reg. 47(1)	Yes
Credit rating or revision in credit rating obtained	N.A
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether the company has provided information under separate section on its website as per Reg. 46(2)	Yes
Materiality Policy as per Reg. 30	Yes
Dividend Distribution Policy as per Reg. 43A	N.A
It is certified that these contents on the website of the listed entity are correct	Yes



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), (1A) & (1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	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)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Quorum of nomination & remuneration committee	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1),(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3)&(4)	N.A
Meeting of risk management committee	21(3A)	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
Disclosure of related party transactions on consolidated basis	23(9)	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)	N.A
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A
Maximum tenure	25(2)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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

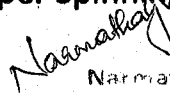
If status is "No" details of non-compliance may be given here.

2. 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



**Narmatha G K
Company Secretary**

Name and Designation

Company Secretary / Compliance Officer / Managing Director / CEO