
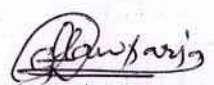
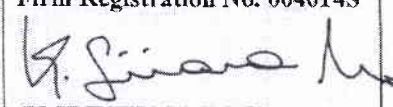


FORM A

Format of Covering Letter of the annual audit report to be filed with the stock exchange

1.	Name of the Company	SURYAAMBA SPINNING MILLS LIMITED
2.	Annual financial statements for the year ended	31st March 2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Nil
5.	To be signed by-	
	CEO/Managing Director	 Virender Kumar Agarwal Managing Director
	CFO	 Gajanan N Chhawsaria Chief Financial Officer
	Auditor of the company	For M/s S. Venkatadri & Co. Chartered Accountant, Firm Registration No. 004614S  (K.SRINIVASA RAO) partner M.No.201470



SURYAAMBA SPINNING MILLS LIMITED

BOARD OF DIRECTORS

1. Mr. Virender Kumar Agarwal
2. Smt. Seema Rani Agarwal
3. Mr. Mayank Agarwal
4. Mr. Pundlik Sampatrao Thakare
5. Mr. Amit Goela
6. Mr. Manish Kumar Gupta

Managing Director
Joint Managing Director
Executive Director
Chairman & Independent Director
Independent Director
Additional Director

CHIEF FINANCIAL OFFICER

Mr. Gajanan N. Chhawsaria

REGISTERED OFFICE

Surya Towers, 1st Floor,
105, Sardar Patel Road,
Secunderabad - 500 003.

AUDITORS

M/s. S.Venkatadri & Co.,
1408, Babukhan Estate, Basheerbagh,
Hyderabad-500 001

REGISTRAR & TRANSFER AGENTS

M/s. Karvy Computershare Private Limited.
Karvy Selenium Tower B, Plot No 31 & 32
Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad-500032
Ph. No: 040-23420814 Fax No: 040-23420818
E-mail: einward.ris@karvy.com

BANKERS

State Bank of India
Industrial Finance Branch,
Somajiguda, Hyderabad.

Axis Bank Limited
M.G. House, Civil Lines,
Nagpur. 440 001

FACTORY

Mouza - Nayakund,
Near Ramtek, Nagpur District,
Maharashtra.

LISTED ON

Bombay Stock Exchange Limited, Mumbai

Book Closure Dates: from 18th September, 2015 to 25th September, 2015 (Both days inclusive).

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

- | | |
|----------------------------------|----------|
| 1. Mr. Pundlik Sampatrao Thakare | Chairman |
| 2. Mr. Amit Goela | Member |
| 3. Smt. Seema Rani Agarwal | Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE

- | | |
|----------------------------------|----------|
| 1. Mr. Pundlik Sampatrao Thakare | Chairman |
| 2. Mr. Amit Goela | Member |
| 3. Smt. Seema Rani Agarwal | Member |

NOMINATION & REMUNERATION COMMITTEE

- | | |
|----------------------------------|----------|
| 1. Mr. Pundlik Sampatrao Thakare | Chairman |
| 2. Mr. Amit Goela | Member |
| 3. Mr. Manish Kumar Gupta | Member |

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SURYAAMBA SPINNING MILLS LIMITED



Green Initiative

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies. As per the Section 101 read with Rule 18 of Companies (Management and Administration) Rules, 2014 of Companies Act, 2013, A member of Company can receive notice in electronic mode via e-mail. Your Company has decided to join the MCA in its environmental friendly initiative.

Henceforth, the Company proposes to send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register/update their latest e-mail addresses with their Depository Participant (D. P.) with whom they are having Demat A/c or send the same to the Company via e-mail at: mail@suryaamba.com

We solicit your valuable co-operation and support in our endeavors to contribute our bit to the environment.



NOTICE

Notice is hereby given that 8th Annual General Meeting of the members of M/s. Suryaamba Spinning Mills Limited will be held on 25th September, 2015 at 04.00 P.M. at Kamat Lingapur Hotel, 1-10-44/2, Chikoti Gardens, Begumpet, Hyderabad-500016 to transact the following business:

Ordinary Business :

1. Adoption of Accounts:

To receive, consider and adopt the Audited Financial Statements for the Financial year ended 31st March 2015 and the Reports of the Auditors and Directors thereon.

2. To declare dividend on 8% Cumulative Redeemable Preference Shares (CRPS) for the financial year ended 31st March, 2015.
3. To declare dividend on Equity Shares for the financial year ended 31st March, 2015.
4. To appoint a director in place of Shri Mayank Agarwal (DIN: 02749089), Whole Time Director of the Company, who retires by rotation and, being eligible offers himself for reappointment

5. To consider and approve the re-appointment of Statutory Auditors

To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), M/s. S. Venkatadri & Co., Hyderabad (Registration No. 004614s) be and are hereby re-appointed as the Statutory Auditors of the Company to hold

the hold office from the conclusion of this 8th Annual General Meeting until the conclusion of the 13th Annual General Meeting subject to ratification by members at every Annual General Meeting, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be incurred in performance of their duties, as the Board of Director may fix in this behalf."

Special Business :

6. To consider and if thought fit to pass with or without modification (s) the following resolution as a Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Manish Kumar Gupta, (DIN 07096129), who was appointed as an additional director of the Company in the Board Meeting held on 14th February, 2015 and whose office ceases at the commencement of this Eighth (08) Annual General Meeting and in respect of whom the company received a notice in writing from him under section 160 of the companies act, 2013, proposing his candidature for the office of director of the company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 25th September, 2015 to 24th September, 2020.

7. To Consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read



with the Schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force, the consent of the members be and are hereby accorded to approve and ratify the appointment of Shri Mayank Agarwal as the Whole Time Director of the Company for a further period of 5(Five) years with effect from 01st August, 2015 to 31st July, 2020 and at such remuneration perquisites and benefits for a period of three years from the date of re-appointment i.e., upto 31st July, 2018 on the following terms and conditions and the details as set out in the explanatory statement annexed:

- a) **Salary:** ₹ 95,000/- per month
- b) **Commission :** At the rate of 2% of the net profits the company or 50% of the Annual salary whichever is less.
- c) **Perquisites :** In addition to the salary and commission as stated above Shri Mayank Agarwal, Whole Time Director shall be entitled to the following perquisites :-

Category A:

- a) **Housing:** Rent free furnished residential accommodation with all facilities and amenities including such service as gas, electricity, water etc, or HRA to the extent of 50% of salary.
- b) **Medical Reimbursement:** Expenses incurred for self and his family subject to a ceiling of one month's salary per year or three months salary in a period of 3 years.
- c) **Leave Travel Concession:** For self and family once in a year incurred in accordance with the rules of the company.
- d) **Personal Accident insurance:** Personal Accident Insurance of an amount the premium of which not to exceed ₹ 4000/- per month.

Category B:

- a) Contribution by the company to the Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
- b) Payment of Gratuity subject to an amount equal to half a month's salary for each completed year of service.

Category C:

The company shall provide a Car with driver and telephone at the residence. Car for use on company's business and telephone and other communication facilities at residence will not be considered as perquisites.

“RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any financial year during his tenure of office, the above remuneration will be allowed as a minimum remuneration to Shri Mayank Agarwal subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013”.

8. Ratification of Remuneration to the Cost Auditors

To consider and if thought fit, to pass, with or without modification (s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the Provisions of Section 148 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification (s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 40,000/- (Rupees Forty Thousand Only) and reimbursement of out of pocket expenses incurred by M/s. G. R. Paliwal & Co, Cost Accountants (Firm Registration no. 7815) appointed by the Board of Directors to conduct the Audit of the cost records of the company



for the Financial Year ended 31st March, 2016,
be and is hereby approved and ratified”.

9. **To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves that the Register of Members, the Index of Members and copies of Annual Return along with copies of Certificates and documents or any or more of them, required to be annexed thereto under Section 88 & 92 of the said Act, be kept at the office of the Company's Registrar and Transfer Agents, M/s. Karvy Computer share Private Limited, Karvy Selenium Tower B, Plot No:31 & 32, Gachibowli, Financial District, Serilingampally, Nankramguda, Hyderabad - 500 032 with effect from 1st April, 2015 instead of being kept at the Registered Office of the Company.

**For and behalf of the Board
For Suryaamba Spinning Mills Ltd.**

**Virender Kumar Agarwal
Managing Director
(DIN : 00013314)**

**Place : Nagpur
Date : 28-August-2015**



NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself / herself and such proxy need not be a member. The instrument appointing a proxy should however be deposited at the registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto in respect of business set out under item no. 6 to 9
4. The Registers of Members and Share transfer books will remain closed from Friday, 18th September, 2015 to Friday, 25th September, 2015 (both days Inclusive) for determining the names of Members eligible for dividend on equity shares subject to the approval of Members at Annual General Meeting.
5. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, Dividend for the financial year ended 2007-2008 and thereafter, which remain unclaimed(if any) for a period of seven years will be transferred to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205 (c) of the Companies Act, 1956. Members who have not en-cashed the dividend warrant(s) so far for the aforesaid financial years are requested to make their claim to the Company at its registered office. It may also be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund (IEPF) no claim shall lie in respect thereof with the Company.

Information in respect of the last date of claiming of unpaid dividend is given below :

Financial year	Date of Declaration	Last date of claiming unpaid dividend	Due date for transfer of unpaid dividend to IEPF
2008-2009	14-Sep-2009	13-Sep-2016	14-Oct-2016
2009-2010	23-Sep-2010	22-Sep-2017	23-Oct-2017
2010-2011	23-Sep-2011	22-Sep-2017	23-Oct-2018
2011-2012	Not Declared	NA	NA
2012-2013	11-Sep-2013	10-Sep-2020	11-Oct-2020
2013-2014	09-Aug-2014	08-Aug-2021	09-Sep-2021

6. Members are requested to address all their correspondence including change of address, mandates etc. to the registrars viz. M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Phone No.: 040 - 6716 1500
7. The final dividend on equity share, if declared at the meeting will be credited/dispatched on or before the due date i.e., October 25th, 2015, to those members whose names shall appear on the Company's Register of Members on Friday, 18th September, 2015; in respect of the dematerialized form, the dividend will be paid



to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

8. The Company's Equity shares are listed at Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and the company has paid the Listing Fees to the said Stock Exchange.
9. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. In terms of Circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a Copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
11. A Statement giving the details of the Director (s) seeking re-appointment in the accompanying notice, as required under Clause 49 of the Listing Agreement entered with the stock Exchange are annexed thereto.
12. Members may note that the Notice of the 8th Annual General Meeting (AGM), the Annual report for the FY 2014-15, Copies of Audited financial statements, Director's report, and Auditor's report etc. will also be available on the website of the Company, www.suryaamba.com. Members holding shares in electronic mode are therefore requested to keep their e-mail addresses updated with the Depository participants. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the

Registrar and Transfer Agent of the company at the address mentioned in (Point No: 6 above) quoting their folio no (s).Members/Beneficial Owners are requested to

13. Bring their Admission Slip along with a copy of Annual Report with them for the Annual General Meeting.
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Karvy Computershare Private Limited.

Voting through electronic means :

15. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time the company is pleased to provide its members' the facility of 'remote e- voting (e-voting from a place other than venue of AGM) to exercise their right to vote at the 8th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by Karvy Computer Share Private Limited ("Karvy").

The facility for voting, either through electronic voting system or through ballot /polling paper shall also be made available at the venue of the 8th Annual General Meeting of the Company. The Members attending the meeting, who have not already cast their vote through the remote e-voting shall be able to exercise their voting rights at the meeting. The Members who have already cast their vote through remote e- voting may attend the Meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

The Voting rights of the Members shall be in proportion to the paid up value of their shares in the Equity Capital of the Company as on cut-off date (i.e. Record date) 18th September, 2015.



SURYAAMBA SPINNING MILLS LIMITED

The e-voting facility will be available at the link <http://evoting.karvy.com> during the following period:

- a. Commencement of e-voting: **From 22-09-2015 9.00 A.M To 24-09-2015 5.00 P.M.**
- b. E-voting shall not be allowed beyond **5.00 pm on 24th September, 2015**. During the e-voting period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on **18th September, 2015**, may cast their vote electronically.
- c. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the Members along with the physical copy of the notice.
- d. The company has appointed Shri R Ramakrishna Gupta, Practicing Company Secretary, Partner at R & A Associates, Company Secretaries Hyderabad. (Membership No: FCS 5523) as Scrutinizer for conducting the e-voting process for the Annual

General Meeting in a fair and transparent manner.

**For and behalf of the Board
For Suryaamba Spinning Mills Ltd.**

**Virender Kumar Agarwal
Managing Director
(DIN : 00013314)**

**Place : Nagpur
Date : 28-August-2015**

Corporate Identification Number:
L18100TG2007PLC053831

Registered Office:
1st Floor , Surya Towers,
105, Sardar Patel Raod
Secunderabad - 500003
Telephone No. : 040-27813360; 0712-2591072
Fax. No.:0712-2591410
Email Address: mail@suryaamba.com
Website: www.suryaamba.com