



Suryaamba Spinning
Mills Limited

Ninth ANNUAL 15 | 16 REPORT



Printed by Premier Print Pack 98503 69964 / Design Rajeev Nimje

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**Suryaamba
Spinning
Mills
Limited**





SURYAAMBA SPINNING MILLS LIMITED

BOARD OF DIRECTORS

1. Mr. Virender Kumar Agarwal
2. Smt. Seema Rani Agarwal
3. Mr. Mayank Agarwal
4. Mr. Amit Goela
5. Mr. Manish Kumar Gupta
6. Mr. Sushil Kapadia

Managing Director
Joint Managing Director
Executive Director
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,
Bharat Nagar, Nagpur - 440 033.

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

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

- | | |
|----------------------------|----------|
| 1. Mr. Amit Goela | Chairman |
| 2. Smt. Seema Rani Agarwal | Member |
| 3. Mr. Sushil Kapadia | Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE

- | | |
|----------------------------|----------|
| 1. Mr. Amit Goela | Chairman |
| 2. Smt. Seema Rani Agarwal | Member |
| 3. Mr. Sushil Kapadia | Member |

NOMINATION & REMUNERATION COMMITTEE

- | | |
|---------------------------|----------|
| 1. Mr. Amit Goela | Chairman |
| 2. Mr. Manish Kumar Gupta | Member |
| 3. Mr. Sushil Kapadia | Member |

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Book Closure Dates : from 01st August, 2016 to 05th August, 2016 (Both days inclusive).



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 De-mat 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 9th Annual General Meeting of the members of M/s. Suryaamba Spinning Mills Limited will be held on Friday, 5th August, 2016 at 11.30 A.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 2016 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, 2016.
3. To declare dividend on Equity Shares for the financial year ended 31st March, 2016.
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 re-appointment.

5. To consider and approve the ratification of appointment of Statutory Auditors:

To Consider and if deemed 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 office from the conclusion of this 9th 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. Appointment of Mr. Sushil Kapadia as an Independent Director.

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 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. Sushil Kapadia, (DIN 07529921), who was appointed as an additional director of the Company in the Board Meeting held on 28th May, 2016 and whose office ceases at the commencement of this Ninth (09) 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 the SEBI Listing Regulations, 2015 who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 5th August, 2016 to 4th August, 2021."

7. 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, 2017, be and is hereby approved and ratified."

8. Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013:

To consider and, if thought fit to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT Pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situate, present and future,

whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities up to a sum not exceeding Rs.200,00,00,000/- (Rupees Two Hundred Crores only).

"RESOLVED FURTHER THAT the Board of Directors or such Committee or person/(s) as may be authorized by the Board be and is hereby authorized to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and / or movable properties of the Company on such terms and conditions and at such time(s) / tranche(s) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

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

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

**Place : Nagpur
Date : 10th June, 2016**

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 8
4. The Registers of Members and Share transfer books will remain closed from Monday, 1st August, 2016 to Friday, 5th August, 2016 (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 (Section 124 and Section 125 of the Companies Act, 2013), Dividend for the financial year ended 2008-2009 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 (Section 124 and Section 125 of the Companies Act, 2013). 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
2014-2015	25- Sep- 2015	24-Sep-2022	25-Oct-2022

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., September 5th, 2016, to those members whose names shall appear on the Company's Register of Members on Friday, 29th July, 2016; 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 the SEBI Listing Regulations, 2015 entered with the stock Exchange are annexed thereto.
 12. Members may note that the Notice of the 9th Annual General Meeting (AGM), the Annual report for the FY 2015-16, 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 9th 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 9th 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 cutoff date (i.e. Record date) 29th July, 2016.

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

- a. Commencement of e-voting: From 2nd August, 2016 (9.00 A.M)to 4th August, 2016 (5.00 P.M.)
- b. E-voting shall not be allowed beyond 5.00 pm on 4th August, 2016. During the e-voting period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 29th July, 2016, 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 Ms. Aarju Agrawal, Practicing Company Secretary, Nagpur having (Membership No: ACS 42507 and C.O.P No: 15770) as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

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

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

**Place : Nagpur
Date : 10th June, 2016**

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

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.6: Appointment of Mr. Sushil Kapadia as an Independent Director

Mr. Sushil Kapadia (DIN- 07529921) was appointed as an Additional Director of the Company with effect from 28th May, 2016, pursuant to Section 161 of the Companies Act, 2013. Mr. Sushil Kapadia (DIN- 07529921) holds office as Additional Director up to the date of this Annual General Meeting and is eligible for appointment as Director. The Company has received a notice from him under Section 160 of the Companies Act 2013 along with the deposit of Rs. 1,00,000/- in respect of his candidature proposing his appointment as an Independent Director of the Company. The Company has in pursuant to the requirements of the SEBI Listing Regulations, 2015 appointed Mr. Sushil Kapadia, as non-executive Independent director.

As Mr.Sushil Kapadia, Non-Executive Director of the Company, have given a declaration to the board that he meets the criteria of independence as provided under section 149(6) of the act. In opinion of the Board, the director fulfils the conditions specified in the act and the rules framed there under for appointment as Independent Director and they are independent of management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the director as Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the Registered Office of the company during normal business hours on any working day, excluding Saturday.

None of the Directors of the Company other than Mr. Sushil Kapadia (DIN- 07529921) is deemed to be interested or concerned, financial or otherwise, in the resolution set out at None of the Key Managerial

Personnel are interested in the said resolution.

Item No. 7: Ratification of remuneration of Cost Auditor

The Board of Directors of the Company on the recommendation of the Audit Committee, appointed M/s. G. R. Paliwal & Co, Cost auditors, Nagpur, as Cost Auditors of the Company at a remuneration of 40,000/plus reimbursement of out of pocket expenses, for conducting audit of cost records for the FY 2015-16. In terms of the provisions of section 148 of the Companies Act, 2013 and rules made thereunder the remuneration payable to the Cost Auditor is to be ratified by the members of the Company in general meeting.

Accordingly the members are requested to ratify the above said remuneration payable to the Cost Auditor during the financial year 2015-16. The ratification by the Members to this Remuneration is being sought in this resolution. The Board recommends the resolution for approval of the Members.

None of the Directors, Key Managerial personnel, and their relatives of the company is directly / indirectly interested in the above resolution.

Item No. 8:Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013:

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution. In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation,