



**SURYAAMBA
SPINNING MILLS
LIMITED**



**10th
ANNUAL
REPORT 16-17**



**Factory site
at
Nagpur
Nayakund**



Plant & Machinaries



BOARD OF DIRECTORS

- | | |
|-------------------------------|-------------------------|
| 1. Mr. Virender Kumar Agarwal | Managing Director |
| 2. Mrs. Seema Rani Agarwal | Joint Managing Director |
| 3. Mr. Mayank Agarwal | Executive Director |
| 4. Mr. Amit Goela | Independent Director |
| 5. Mr. Manish Kumar Gupta | Independent Director |
| 6. Mr. Sushil Kapadia | Independent Director |

CHIEF FINANCIAL OFFICER

Mr. Gajanan N. Chhawsaria

COMPANY SECRETARY

Ms. Reshu Jain

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.

FACTORY

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

ISIN INE360J01011
CIN L18100TG2007PLC053831
Scrip Code 533101
Listed On Bombay Stock Exchange
Limited, Mumbai

COMMITTEES OF THE BOARD
AUDIT COMMITTEE

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

- | | |
|----------------------------|----------|
| 1. Mr. Amit Goela | Chairman |
| 2. Mrs. 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 27th August, 2017 to 2nd September, 2017 (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 10th Annual General Meeting of the members of M/s. Suryaamba Spinning Mills Limited will be held on Saturday, 2nd September, 2017 at 11.30 A.M. at D & J Grande Hotel, 4-3-51/C, K.S. Lane, Hanuman Tekdi, Sultan Bazar, Hyderabad-500095, India 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 2017 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, 2017.

3. To declare dividend on Equity Shares for the financial year ended 31st March, 2017.

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force)

and pursuant to the resolution passed by Members at the 8th Annual General Meeting appointing M/s S. Venkatadri & Co., Chartered Accountants, Hyderabad (Registration No. 004614S) as Statutory Auditors of the Company to hold office until the conclusion of 13th Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s S. Venkatadri & Co., as Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

Special Business :

6. 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, 2018, be and is hereby approved and ratified."

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provision of Sections 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under read with schedule V, as amended from time to time the consent of the Members be and are hereby accorded for the re-appointment of Mr. Virender Kumar Agarwal (DIN:00013314) as Managing Director of the Company for a further period of 5 years with effect from 20th July, 2017 to 19th July, 2022 on the following existing terms and conditions:

Salary: 1,40,000/- per month

Commission: At the rate of 2% of the net profits the company or 50% of the Annual Salary whichever is less.

Perquisites : In addition to the salary and commission as stated above Mr. Virender Kumar Agarwal, (DIN:00013314) Managing Director shall be entitled to the following perquisites:

Category: A

1. **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 the salary.
2. **Medical Re-imbursement :** Expenses incurred for self & his family subject to a ceiling of one month's salary per year or 3 months' salary in a period of 3 years.
3. **Leave Travel Concession :** For self and family once in a year incurred in accordance with the rules of the Company.
4. **Club Fees :** Fee of Clubs subject to a

maximum of two clubs, admission and life, (Corporate) Membership Fee not being allowed.

5. **Personal Accident Insurance:** of an amount the premium of which not to exceed Rs.4000/- per month.

Category : B

1. Contribution by the Company to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
2. 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 a 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 paid as a Minimum Remuneration to Mr. Virender Kumar Agarwal (DIN:00013314), Managing Director of the Company subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013,

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provision of Sections 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under read with schedule V, as amended from time to time the consent of the Members be and are hereby accorded for the re-appointment of Mrs. Seema

Rani Agarwal (DIN:01430206) as Joint Managing Director of the Company for a further period of 5 years with effect from 20th July, 2017 to 19th July, 2022, on the following existing terms and conditions:

Salary: 1,20,000/- per month

Commission: At the rate of 2% of the net profits the company or 40% of the Annual Salary whichever is less.

Perquisites : In addition to the salary and commission as stated above Mrs. Seema Rani Agarwal (DIN:01430206) as Joint Managing Director shall be entitled to the following perquisites:

Category: A

1. **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 40% of the salary.
2. **Medical Re-imbursement :** Expenses incurred for self & his family subject to a ceiling of one month's salary per year or 3 months' salary in a period of 3 years.
3. **Leave Travel Concession :** For self and family once in a year incurred in accordance with the rules of the Company.
4. **Club Fees :** Fee of Clubs subject to a maximum of two clubs, admission and life, (Corporate) Membership Fee not being allowed.
5. **Personal Accident Insurance:** of an amount the premium of which not to exceed Rs. 4000/- per month.

Category : B

1. Contribution by the Company to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
2. 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 a 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 paid as a Minimum Remuneration to Mrs. Seema Rani Agarwal (DIN:01430206) Joint Managing Director of the Company subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013"

For and on behalf of the Board
For Suryaamba Spinning Mills Ltd.
Virender Kumar Agarwal
 Managing Director
 (DIN : 00013314)

Place : Nagpur

Date : 20th July, 2017



NOTICE

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 Sunday, 27th August, 2017 to Saturday, 2nd September, 2017 (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 2009-2010 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
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
2015-2016	05- Aug-2016	04-Aug-2023	05-Sep-2023

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.: 040-67161500
 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 2nd, 2017, to those members whose names shall appear on the Company's Register of Members on Thursday, 24th August, 2017; in respect of the dematerialized form, the dividend will be paid to members whose names are furnished be 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 10th Annual General Meeting (AGM), the Annual report for the FY 2016-17, 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).
 13. Members/Beneficial Owners are requested to 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 10th 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").

16. The facility for voting, either through electronic voting system or through ballot /polling paper shall also be made available at the venue of the 10th 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) 24th August, 2017.

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

- a). Commencement of e-voting : From 30th August, 2017 (9.00 A.M) to 1st September, 2017 (5.00 P.M.)
- b). E-voting shall not be allowed beyond 5.00 pm on 1st September, 2017. During the e-voting period, Shareholders of the Company holding shares either in physical form or in

dematerialized form, as on 24th August, 2017, 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 : 20th July, 2017

Corporate Identification Number:

L18100TG2007PLC053831

Registered Office:

1st Floor , Surya Towers, 105, Sardar Patel Road
Secunderabad - 500003

Telephone No. : 040-27813360; 0712-2591072

Fax. No.: 0712-2591410

Email Address : mail@suryaamba.com

Website: www.suryaamba.com

