



# Super Spinning Mills Limited

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



August 06, 2022

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: Notice of Annual General Meeting and Closure of Share Transfer Books - Reg 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We wish to inform that pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **60<sup>th</sup> Annual General Meeting** of the Company has been scheduled to be held on **Monday, the 29<sup>th</sup> August 2022, at 03.00 P.M** through Video Conferencing ("VC") or other audio visual means ("OAVM")

We are enclosing herewith the Notice of AGM for the financial year 2021-22 for your reference and records.

Further, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23<sup>rd</sup> August, 2022 to Monday, 29<sup>th</sup> August, 2022 (both days inclusive) for the Annual General Meeting.

The Company has provided electronic voting (e-voting) facility to the members through electronic voting platform of Link Intime India Private Ltd ('LI IPL'): <https://instavote.linkintime.co.in>. Members' holding shares either in physical or demat mode as on the cutoff date i.e. 22<sup>nd</sup> August 2022 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The e-voting shall commence from Monday, the Friday, 26<sup>th</sup> August, 2022 at 9.00 AM and shall end on Sunday, 28<sup>th</sup> August 2022 at 5:00 PM.

Kindly take the above on record.

Thanking you

Yours truly

For Super Spinning Mills Ltd

Namatha 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

## Notice to the Members

Notice is hereby given that the **60th Annual General Meeting** of the Company will be held on Monday, the 29th day of August, 2022 at 3:00 P.M through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** without the in-person presence of shareholders to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the audited financial statements including Statement of Profit and Loss (including Other Comprehensive Income) along with the Statement of Cash Flows and the Statement of Changes in Equity for the financial year ended 31st March 2022, the Balance Sheet as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Sumanth Ramamurthi (DIN 00002773), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors and to fix their remuneration

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. CSK Prabhu & Co, (Firm Registration No. 002485S), Chartered Accountants, Coimbatore, be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors, M/s. Sethia, Prabhada Hegde & Co., (Firm Registration No. 013367S) Chartered Accountants, Bengaluru, for a term of 5 years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in financial year 2027 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

### Special Business

4. Re-appointment of Mr. Sumanth Ramamurthi (DIN: 00002773), Chairman and Managing Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

**RESOLVED THAT** pursuant to the provisions of Sections 196,197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Sumanth Ramamurthi (DIN: 00002773) who is also the Managing Director of M/s. Elgi Electric and Industries Limited, as Chairman and Managing Director of the Company, for a further period of five years with effect from 01st April 2023, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective meetings held on 04th August 2022 on the terms and conditions as mentioned below.

I.	Salary/Commission/ Allowance/Perquisites	A total remuneration comprising of salary, commission, allowances, perquisites etc. payable by the company not exceeding INR 125 lakhs per annum
II.	Other benefits	<ol style="list-style-type: none"> <li>1. Free use of Company car with driver and reimbursement of conveyance expenses and telephones.</li> <li>2. Mr. Sumanth Ramamurthi shall also be eligible for the following benefits, which shall not be included in the computation of the ceiling on the remuneration.</li> </ol>

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**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration payable to Mr. Sumanth Ramamurthi, Chairman and Managing Director, of the Company shall not exceed the limits specified in Part II of Section II of Schedule V of the Companies Act, 2013 or such limits as may be notified by the Government from time to time.

**FURTHER RESOLVED THAT** Mr. Sumanth Ramamurthi, (DIN: 00002773), during his tenure as Chairman and Managing Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Chairman and Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors (including committees thereof) be and are hereby authorised to alter and vary the terms of re-appointment and / or remuneration payable to the Managing Director, as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds, things and execute all such documents, instruments and forms as may be required and to give effect to this resolution.

5. Re-appointment of Mr. B Lakshmi Narayana (DIN: 00504396), as an Independent Director of the Company

To consider and if thought fit, pass the following resolution as a **Special Resolution**.

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and as per the recommendations of the Nomination and Remuneration Committee and Board of Directors, Mr. B Lakshmi Narayana (DIN: 00504396), Independent Non-Executive Director of the Company who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five (5) consecutive years with effect from 01st Jun 2022 to 31st May 2027 and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including committees thereof) be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

### **Explanatory Statement in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

#### **Item No. 3**

In compliance with the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Sethia, Prabhud Hegde & Co., (Firm Registration No. 013367S) Chartered Accountants, Bengaluru had been appointed as the Statutory Auditors of the Company for a term of five years commencing from the financial year 2017-18 to 2021-22 and to hold office from the conclusion of the Annual General Meeting held on 2017 and until the conclusion of the Annual General Meeting to be held in the year 2022. Therefore, it has been proposed to appoint M/s. CSK Prabhu & Co, (Firm Registration No. 002485S), Chartered Accountants, Coimbatore as Statutory Auditors for a term of 5 years from the financial year 2022-23 onwards in the place of the retiring auditors.

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The Company has also received a certificate from the Statutory Auditors to the effect that their appointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013 and that they are eligible to be appointed as the Statutory Auditors of the Company.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company have recommended the appointment of M/s. CSK Prabhu & Co, (Firm Registration No. 002485S), Chartered Accountants, Coimbatore as Statutory Auditors of the Company for a period of 5 consecutive years from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting which ought to be held in the year 2027.

The Board of Directors propose to pay a fee of Rs. 4,00,000/- (Rupees Four Lakhs only), exclusive of taxes and other out of pocket expenses incurred in connection with the audit for the financial year ended March 31, 2023 to the Statutory Auditors. The fees for the subsequent years will be decided by the Board of Directors from time to time based on the recommendations of the Audit Committee. The terms of appointment of the Statutory Auditors will be as specified by the Audit Committee and the Board of Directors of the Company in line with the Companies Act, 2013 and SEBI Listing Regulations there is no material change in the proposed fee payable to new Auditors as compared to the fee paid to the outgoing Auditors. The proposed statutory auditors will be paid separate remuneration as may be approved by the Audit Committee of the Company for attending to taxation and other works connected with the Company that may be entrusted to them from time to time.

The Audit Committee and the Board of Directors of the Company have considered the following credentials of M/s. CSK Prabhu & Co, (Firm Registration No. 002485S), Chartered Accountants, Coimbatore while considering their appointment:

- Client base of the firm and availability of well trained and experienced professionals in the industry.
- Availability of expertise in Accounting procedures/ processes, Audit, Direct/Indirect Taxation and Corporate Laws.
- Professional integrity, ethics and independence.
- Satisfying the pre-requisite of obtaining the peer review certificate from the institute of Chartered Accountants of India.

By considering the above facts, the Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for the approval of the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out as Item No. 3 of the Notice.

**Statement pursuant to Section 102 of the Companies Act, 2013:**

**Item No. 4**

Mr. Sumanth Ramamurthi, Chairman and Managing Director of the Company was appointed for a period of 3 years from 01.04.2020 and his appointment is due for renewal on 01.04.2023.

Mr. Sumanth Ramamurthi aged 62 years, with a qualification of Electrical Engineering, has more than three decades of experience in the fields of textile and engineering industry. He joined the company during 1992. He is one of the promoter and main contributory to the growth and development of the Company. Considering his contributions, the Nomination and Remuneration Committee at its meeting held on 02nd August 2022, has proposed his reappointment as the Chairman and Managing Director of the Company for a further period of five years from 01st April 2023 to 31st March 2026, on such remuneration as set out in the resolution, in accordance with Section 197 read with Schedule V of the Companies Act, 2013 and recommended the same to the Board for their approval thereon.

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Pursuant to the provisions of the Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the Board of Directors of the Company at the meeting held on 04th August 2022 had also approved the remuneration payable to Mr. Sumanth Ramamurthi as Managing Director of the Company for the period of 3 years with effect from 1st April 2023 to 31st March 2026 and recommended the same to the Board for their approval.

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors of the Company at their meeting held on 04th August 2022 had approved the re-appointment and remuneration payable to Mr. Sumanth Ramamurthi for the period of 3 years with effect from 1st April 2023 to 31st March 2026 subject to the approval of the shareholders.

Further, pursuant to the provisions of Section 196,197,203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the re-appointment shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence, the Board recommends the resolution set out in Item No.4 of the Notice for the approval of the members. The disclosures as required under Section II(A) of Part II of Schedule V of the Companies Act, 2013 forms part of this report.

Members are informed that Mr. Sumanth Ramamurthi is also proposed to be re-appointed as the Managing Director of M/s. Elgi Electric and Industries Limited (CIN: U31200TZ1963PLC000487) with remuneration with effect from 1st April 2023. Pursuant to Schedule V of the Companies Act, 2013, a managerial person shall draw remuneration from one or both companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person. Further, pursuant to the first proviso under Section II of Part II of Schedule V of the Companies Act, 2013, the payment of remuneration in excess of the limits prescribed under Section II, as applicable, to managerial personnel shall require the approval of the members by passing a special resolution.

The details as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and brief bio-data of Mr. Sumanth Ramamurthi and other disclosures as per Secretarial Standards 2 are furnished and forms a part of this Notice.

Except Mr.Sumanth Ramamurthi, being the recipient of remuneration/appointee, none of the Directors and Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution as set out in Item No.4 of the Notice.

#### **Item No. 5**

Mr. B Lakshmi Narayana (DIN: 00504396), was appointed as Independent Director of the Company as per the provisions of Section 149, 150, 152, 160 and Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, at the Annual General Meeting held on 01st December 2017 to hold office upto 31st May 2022, for a term of five consecutive years.

As the above named Independent Director shall be completing his first term of appointment upon completion of five years from the respective date of his appointment during the current year, as per Section 149(10) of the Companies Act, 2013, he is eligible for re-appointment for another term of five consecutive years subject to approval of the Members by way of passing a Special Resolution.

Based on the performance evaluation of the Independent Director, the Nomination and Remuneration Committee has recommended the re-appointment of the above said director to the Board as an Independent Director for a second term of five (5) consecutive years. The experience and contributions made by him during his tenure were taken note of by the Board at their meeting held on 18th May 2022. The Board further decided that the continued association of Mr. B Lakshmi Narayana would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board re-appointed Mr. B Lakshmi Narayana as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years on the Board of the Company.

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Mr. B Lakshmi Narayana has consented to his re-appointment and is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India ("SEBI") order or any other such authority. The Company has received declarations from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and as per Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, he fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for re-appointment as Independent Director and is independent of the Management.

Details of Director whose re-appointment as Independent Director is proposed at Item No. 5 is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company has also received notices from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing his re-appointment as Independent Director for the second term of 5 consecutive years.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board recommends the resolution set out in item no 5 in relation to appointment of Mr. B Lakshmi Narayana, as Independent Director for another term of five (5) consecutive years, for the approval by the shareholders of the Company. He is not related to any of the Directors of the Company

Except Mr. B Lakshmi Narayana who is deemed to be interested, none of the Directors and Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 5 of the Notice.

Coimbatore  
4th August 2022

By Order of the Board  
For Super Spinning Mills Limited  
**Narmatha G K**  
Company Secretary

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**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 14 dated April 8, 2020 read with Circular No. 17 dated April 13, 2020, Circular No. 20 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 2 dated May 5, 2022 (hereinafter collectively referred to as "MCA Circulars") and SEBI vide its Circular dated 15th January, 2021 reference no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and Circular dated May 13, 2022 (hereinafter collectively referred to as "SEBI Circulars") extended relaxations granted under circular dated 12th May, 2020, which permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered office of the Company. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Annual General Meeting of the Members of the Company is being held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/ OAVM only.
  2. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.** Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to investors@ssh.saraelgi.com and to its RTA at enotices@linkintime.co.in.
  4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is **being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.** Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.superspinning.com](http://www.superspinning.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime India Private Limited at [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
  6. The Register of Members and share transfer books of the Company will remain closed from Tuesday, 23rd August, 2022 to Monday, 29th August, 2022 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
  7. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.
  8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
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9. Annual financial statements and related details is posted on the Company's website and is also kept for inspection at the Registered Office of the Company. A copy of the same will be provided to the members on request.
  10. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection. Members seeking to inspect such registers can send their request to [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com)
  11. A member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach her at least 7 days before the meeting. The same will be replied by the Company suitably.
  12. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., name of the Bank, Branch, IFSC code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent transactions.
  13.
    - a) Members are requested to notify immediately any change of address:
      - i. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and
      - ii. to the Company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
    - b) In case the registered mailing address is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
  14. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
    - a. the change in the residential status on return to India for permanent settlement or
    - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
  15. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.
  16. As per the provisions of Section 72 of the Act, facility for making nominations is now available to Individual(s) holding shares in the Company. Members holding shares in physical form may coordinate with the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form have to approach their depository participants for completing the nomination formalities.
  17. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option
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of holdings and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.

18. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019.

Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January 2022 to shareholder(s)/claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

19. Members are requested to convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members are further requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA, namely, M/s Link Intime India Pvt. Limited, "Surya", 35 May Flower Avenue, II Floor, Behind Senthil Nagar, Sowripalayam, Coimbatore – 641028 by quoting the Folio number or the Client ID number with DP ID number.
20. Further, SEBI vide its circular dated 3rd November 2021 has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st April 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the payment of dividend will be processed only upon receipt of requisite KYC details to the bank account of the shareholder electronically.
21. Further, SEBI vide its circular dated 3rd November 2021 has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked will be frozen by the RTA. The securities which will be frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company. A copy of the said circulars is available on the Company's website [www.superspinning.com](http://www.superspinning.com).

22. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.

24. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent

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“RTA”/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholders has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) In case of shares held in physical form, kindly log in to the website of our RTA, Link Intime India Private Ltd. at [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. (or)
- (ii) In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

### **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (“remote e-voting”) using an electronic voting system provided by Link Intime India Private Ltd (“LI IPL”), as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explains the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Monday, 22nd August 2022, may refer to this Notice of the Annual General Meeting, posted on Company's website [www.superspinning.com](http://www.superspinning.com) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. The voting period begins on Friday, 26th August 2022 (9.00 A.M. IST) and ends on Sunday, 28th August 2022 (5.00 P.M. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 22nd August 2022 may cast their votes electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.





### **The instructions for members for voting electronically are as under: -**

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts

Login method for Individual shareholders holding securities in demat mode is given below

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Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ul style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz.. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online” for “IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</li> </ul> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing users who have opted for Easi / Easiest, can login through their user id and password. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> </ul>

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b></p>	<p>Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on "Sign Up" under '<b>SHARE HOLDER</b>' tab and register with your following details: -               <ol style="list-style-type: none"> <li>A. <b>User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. <b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. <b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                   <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above</li> <li>• Shareholders/ members holding shares in NSDL demat account shall provide 'D', above</li> <li>• Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</li> </ul> </li> </ol> </li> <li>• Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>• Click "confirm" (Your password is now generated).</li> </ol> <li>3. Click on 'Login' under '<b>SHARE HOLDER</b>' tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '<b>Submit</b>'.</li> <p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</li> </ol>

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e., NSDL/ CDSL, they may contact the respective helpdesk given below

<b>Login Type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the

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resolution(s) for a particular “Event”.

**Instructions for members for e-voting on the day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://instameet.linkintime.co.in>.
2. Members are encouraged to join the Meeting through Desktops/ Laptops than through Mobile Devices for better experience.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com) on or before 05.00 PM IST on Tuesday, 23rd August, 2022.

**Note:**

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
  7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com) on or before 05.00 PM IST on Friday, 2nd September, 2022. The same will be replied by the Company suitably.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a short duration of 5 minutes only.
  9. Members can join the AGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee,
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Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 5 days in advance with the company on the email id: [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html> / <https://meetingsapac30.webex.com/webappng/sites/meetingsapac30/dashboard?siteurl=meetingsapac30>  
or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application  Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

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- IV. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held shall allow e-voting for all those members who are present at the Annual General Meeting by electronic means, but have not cast their votes by availing remote e-voting facility.
- V. Mr. M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries in Practice, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. The Results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.superspinning.com](http://www.superspinning.com) and on the website of LIPL and communicated to the Stock Exchanges where the Company's shares are listed by the Chairman or a person authorized by him.
- VIII. The Resolution shall be deemed to be passed on the date of AGM i.e. 29th August, 2022 subject to receipt of sufficient votes.

Statement of Information to be provided under, Section II(A) of Part II of Schedule V of the Companies Act, 2013

I. General Information

1. Nature of Industry: Textiles
2. Date or expected date of commencement of commercial production: The Company was incorporated on 06.06.1962 and commenced the commercial production subsequently.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
4. Financial performance based on given indicators (Rs. Lakhs)

<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
Sales and other income	9429.42	5430.76
Profit / (Loss) before tax and depreciation	600.30	53.22
Profit / (Loss) after tax	800.02	(269.25)
Paid up Equity Capital	550.00	550.00
Reserves and Surplus	10001.11	9434.60
Basic Earnings per share	0.15	(1.43)

5. Foreign investments and collaborations, if any : Not applicable
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II. Information about the Appointees:

Name	Mr. Sumanth Ramamurthi
Back ground details	Mr. Sumanth Ramamurthi aged 62 years is an industrialist, having more than three decades of experience in the fields of textile and engineering industries and is a Director on the Board of six other companies. He has a B.S Degree in Electrical Engineering from the University of Missouri, USA.
Past remuneration	Rs. 49.16 Lakhs
Recognition or awards	--
Job profile and his suitability	More than three decades of experience in the field of Engineering and Textile industry.
Remuneration Proposed	As per Item No. 4 of the resolution annexed to the Notice
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Salary to be given is at par with the industry standards
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other Director, if any	Mr. Sumanth Ramamurthi is the father of Mr. Sanjay Krishna Ramamurthi, Director of the Company.

III. Other Information

1. Reasons of loss or inadequate profits: The high cost of raw material, skilled labour shortage and non-utilisation of plant to the maximum capacity have affected the Company's operating performance resulting in losses
2. Steps taken or proposed to be taken for improvement: The Company has made efforts to increase productivity and have been trying to take effective cost control measures. Also the management has taken up alternative ways to utilize the plant capacity fully.
3. Expected increase in productivity and profits in measurable terms: The Company expects to see a growth in turnover and proportionate increase in productivity resulting in reasonable profits as a result of these measures.

IV. Disclosures

1. The following disclosures have been mentioned in the Board of Directors report under the heading Corporate Governance attached to the annual report :
  - a) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors
  - b) Details of fixed component and performance linked incentives along with the performance criteria
  - c) Service contracts, notice period, severance fees and
  - d) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Company has not issued any Stock option

**Annexure**

Additional information of Directors seeking appointment / re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015) and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

The information relating to the directors proposed to be appointed / re-appointed is given hereunder:-

Name	Mr. Sumanth Ramamurthi	Mr. B Lakshmi Narayana
Director Identification Number (DIN)	00002773	00504396
Age	62 Years	55 Years
Nationality	Indian	Indian
Qualification	B.S - Electrical Engineering	MBA
Expertise in functional area	Mr. Sumanth Ramamurthi has been involved with Super Spinning Mills Ltd since 1992 and has more than three decades of experience in the fields of textile and engineering industry.	Mr. B Lakshmi Naryana has more than two decades of experience in the field of textile and engineering industries.
Shareholding in the Company	94,40,530 Equity Shares	Nil
Board Position Held	Chairman and Managing Director	Non-Executive Non-Independent Director
Date of first appointment on the Board	22.02.1992	01.06.2017
Terms and Conditions of re-appointment	As specified in Item No. 4 of the resolution annexed to the AGM Notice	As specified in Item No. 5 of the resolution annexed to the AGM Notice
Number of meetings of the Board attended during the year	6 (six)	6 (six)
Directorships of other Boards	Precot Ltd Elgi Electric and Industries Ltd Elgi Ultra Industries Ltd Super Sara Textiles Ltd Sara Elgi Industries Ltd Super Farm Products Private Ltd LRG Academy Private Ltd	Super Sales India Ltd Elgi Electric and Industries Ltd Vantex Private Ltd Primo Aqua Green Private Ltd
Membership/ Chairmanship of Committees of other Boards	Precot Ltd – Member Audit Committee Corporate Social Responsibility Committee  Chairman Stakeholders Relationship Committee	Super Sales India Ltd – Member Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee Corporate Social Responsibility Committee



Remuneration last drawn	Remuneration drawn as on 31.03.2022: Rs. 49.16 Lakhs	Not applicable
Sought to be paid	As per Item No. 4 of the resolution annexed to the Notice	Sitting Fees only
Inter-se relationship with other directors	Mr. Sumanth Ramamurthi is the father of Mr. Sanjay Krishna Ramamurthi, Director of the Company.	He is not related to any of the Director's of the Company.

Coimbatore  
4th August 2022

By Order of the Board  
For Super Spinning Mills Limited  
**Narmatha G K**  
Company Secretary