SUPER

Super Spinning Mills Limited

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

August 03, 2019

Listing Department **BSE Ltd** Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 **Scrip Code: - 521180**	Listing Department **National Stock Exchange of India Limited** "Exchange Plaza", C-1, Block G Bandra – Kurla Complex Bandra (E), Mumbai 400 051 **Scrip Code: - SUPERSPIN**

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 **57th Annual General Meeting** of the Company has been scheduled to be held on Wednesday, **the 28th August 2019 at 3.30 P.M.** at Ardra Convention Centre, "Kaanchan", No. 9, North Huzur Road, Coimbatore – 641 018.

We are enclosing herewith the Notice of AGM for the financial year 2018-19 for your reference and records.

Further, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22rd August 2019 to Wednesday, 28th August 2019 (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 Central Depository Services Limited (CDSL). Members holding shares either in physical or demat mode as on the cutoff date i.e. 21st August 2019 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The e-voting shall commence from Sunday, the 25th August 2019 at 9.00 AM and shall end on Tuesday, 27th August 2019 at 5:00 PM.

Kindly take the above on record.

Thanking you
Yours truly

For Super Spinning Mills Ltd

Narmatha G K
Company Secretary

Notice to the Members

Notice is hereby given that the **57th Annual General Meeting** of the Company will be held on **Wednesday**, the **28th August 2019 at 3.30 P.M** at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore - 641 018, 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 March 31, 2019, the Balance Sheet as at that date, the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in the place of Mr. A R Balasundharam (DIN 07802383), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. Ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2020.

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

   RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Mr.R.Krishnan, Cost Accountant (Membership No.7799), appointed by the Board of Directors of the Company, as Cost Auditors to conduct audit of the cost records maintained by the Company for the financial year ending 31st March 2020, at ₹ 50,000/- (Rupees Fifty Thousand Only) exclusive of applicable Taxes and out of pocket expenses, be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

   To consider and if thought fit, pass the following resolution as an **Ordinary 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 (including any statutory modification(s) or re-enactment(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), as Chairman and Managing Director of the Company, for a period of three years with effect from 01st April 2020, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 30th May 2019 on the terms and conditions as mentioned below.

   I. Salary: ₹ 2,45,000/- per month with an annual increment upto 10% of salary

   II. Commission: 1.5% of Net Profit of the Company in each year computed in accordance with section 198 of the Companies Act, 2013.

   III. Allowances & Perquisites

   In addition to salary and commission the following allowances and perquisites shall be allowed as detailed below:

1. Housing: Unfurnished residential accommodation will be provided. In its absence, 60% of the salary will be paid as house rent allowance.

2. Perquisites: The following perquisites shall be allowed subject to a maximum of 40% of the salary

   i. Medical: Reimbursement of expenses actually incurred for self and his family.

   ii. Leave Travel Concession: Leave Travel Concession for self and his family.

   iii. Insurance: Life, Health and personal accident insurance cover for self.

   In any year, if the perquisites specified in Part-2 above, are not availed in full, the unutilized portion of the limit shall be encashed at the end of every year.

3. Free use of Company car with driver and reimbursement of conveyance expenses and telephones.

4. 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.

   PF: Contribution to Provident Fund to the extent it is not taxable under the Income Tax Act, 1961.

   Gratuity: Gratuity payable at the rate not exceeding 15 days salary of each year of completed service or as may be notified by the Government from time to time.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits, 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.

RESOLVED FURTHER THAT the terms and conditions set out for appointment shall be altered and varied from time to time by the Board as it may, in its discretion deems fit.

5. Re-appointment of Mr. Coimbatore Gopal Kumar (DIN: 02823567), 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 re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing Regulations) and as per the recommendations of the nomination and remuneration committee and board of directors, Mr. Coimbatore Gopal Kumar (DIN: 02823567), independent non-executive director of the company who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an independent director of the company, for a second term of five consecutive years with effect from 1st June 2019 and is not liable to retire by rotation.

   RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. Re-appointment of Mr. Sudarsan Varadaraj (DIN: 00133533), 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 re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing Regulations) and as per the recommendations of the nomination and remuneration committee and board of directors, Mr. Sudarsan Varadaraj (DIN: 00133533), independent non-executive director of the company who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an independent director of the company, for a second term of five consecutive years with effect from 1st June 2019 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. Re-appointment of Mrs. Suguna Ravichandran (DIN: 00170190), 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 re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (SEBI Listing Regulations) and as per the recommendations of the nomination and remuneration committee and board of directors, Mrs. Suguna Ravichandran (DIN: 00170190), independent non-executive director of the company who has submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an independent director of the company, for a second term of five consecutive years with effect from 1st June 2019 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. Payment of Consultancy fees to Mr. A.R.Balasundharam (DIN: 07802383), Non-executive Director of the Company.

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

RESOLVED THAT pursuant to Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Sections 197,198 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the shareholders of the company be and is hereby accorded for the payment of consultancy fees not exceeding Rs.18,00,000/- per annum (exclusive of applicable taxes &

sitting fees) to Mr.A.R.Balasundharam (DIN: 07802383), Non-executive Director for a period of one year with effect from 01st June 2019 for rendering consultancy services to the Company.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorised to do all acts and take all such Steps as may be necessary, proper or expedient to give effect to this resolution.

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Members may note that M/s. Sethia, Prabhad Hegde & Co., (Firm Registration No: 013367S) Chartered Accountants were appointed as the Statutory auditors of the Company by the shareholders at the 55th Annual General Meeting of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 60th Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting. However, the Ministry of Corporate Affairs vide notification dated May 7, 2018 has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 57th Annual General Meeting.

3. Pursuant to Section 102 of the Companies Act, 2013 the Statement setting out material facts and reasons for the proposed special business set out in item nos. 3 to 8 above, is annexed hereto.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. Members / Proxies attending the meeting are requested to bring the attendance slips duly filled and signed for attending the meeting.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the company will remain closed from Thursday, 22rd August 2019 to Wednesday, 28th August 2019 (both days inclusive).

7. Details as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Director seeking appointment / re-appointment at the Annual General Meeting are furnished and forms integral part of the Notice. The Directors have furnished the requisite consents/declarations for their re-appointment.

8. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.

9. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.

10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

11. To support the "Green Initiative", the members who have not registered their e-mail addresses are requested to register the same with the Registrar and Share Transfer Agent / Depositories.

12. Copies of the Annual Report 2018-19, the Notice of the 57th Annual General Meeting of the Company and instructions for e-voting along with the Attendance Slip and Proxy Form are being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 are being sent through permitted mode.

13. Members may also note that the Notice of the 57th Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website www.superspinning.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on any working day.

14. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of the listed companies can only be transferred in dematerialized form w.e.f April 01st, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.

15. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company or to M/s Link Intime India Pvt Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028.

16. Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file Nomination Form in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.

17. In case of Joint holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote.

18. Members are requested to note that the venue of the 57th Annual General Meeting at Ardra Convention Centre, "Kaanchan", No. 9, North Huzur Road, Coimbatore - 641 018 and the route map containing the complete particulars of the venue is attached to this Notice.

19. Voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 57th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by M/s.Link Intime India Private Limited (LIIPL)

2. The facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting may exercise their vote through polling paper at the meeting.

3. The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

4. The Company has engaged the services of M/s.Link Intime India Pvt Ltd as the Agency to provide e-voting facility.

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

   The voting period begins on Sunday, 25th August, 2019 9.00 A.M. and ends on Tuesday, 27th August 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 21st August, 2019 may cast their vote electronically. The e-voting module shall be disabled by LIIPL for voting thereafter.

   Log-in to e-Voting website of Link Intime India Private Limited (LIIPL)

   i. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.

   ii. Click on "Login" tab, available under 'Shareholders' section.

   iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

   iv. Your User ID details are given below

      a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

      b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID

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

   v. Your Password details are given below:

      If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). ● Members who have not updated their PAN with Depository Participant or in the company record are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with Depository Participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. ● Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

vi. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

vii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

viii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

ix. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xi. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: 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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us **:-** Tel : 022 - 49186000.

5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21st August 2019.

6. 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.

7. 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.

8. 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 and on the website of LIIPL and communicated to the Stock Exchanges where the Company's shares are listed.

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

Item No. 3

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Mr.R.Krishnan, Cost Accountant (Registration No. 7799) as Cost Auditor to conduct the audit of the cost records of the company for the financial year 2019-20 on a fee of ₹ 50,000/- exclusive of applicable Taxes and out of pocket expenses. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors has to be ratified by the members of the company.

Accordingly, the consent of the members is sought for passing an ordinary resolution as set out at Item no. 3 of the notice, for ratification of the remuneration payable to the cost auditor for the financial year 2019-20.

None of the Directors or Key Managerial Personnel of your company and their relatives are concerned or interested financially or otherwise in the resolution setout in Item No.3 of the notice.

The Board recommends the resolution set out in Item No. 3 of the notice for the approval of the members.

Item No. 4

Mr. Sumanth Ramamurthi, Chairman and Managing Director of the Company was appointed for a period of 2 years from 01.04.2018 and his appointment is due for renewal on 01.04.2020. Mr. Sumanth Ramamurthi aged 60 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 and as per the recommendation of the Nomination and Remuneration Committee, the Board at their meetings held on 30th May 2019, has approved his reappointment as the Chairman and Managing Director of the Company for a further period of three years from 01st April 2020 to 31st March 2023, on such remuneration as set out in the resolution, in accordance with Section 197 read with Schedule V of the Companies Act, 2013.

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.

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

Item No.5,6&7

Mr. Coimbatore Gopal Kumar (DIN: 02823567), Mr. Sudarsan Varadaraj (DIN: 00133533) and Mrs. Suguna Ravichandran (DIN: 00170190) were appointed as Independent Directors 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 10th September 2014 to hold office upto 31st May 2019, for a term of five consecutive years.

As the above named Independent Directors shall be completing their first term of appointment upon completion of five years from the respective dates of their appointment during the current year, as per Section 149(10) of the Companies Act, 2013, they are 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 Independent Directors, the Nomination and Remuneration Committee has recommended the re-appointment of the above said directors to the Board. The experience and contributions made by them during their tenure were taken note of by the Board at their meetings held on 30th May 2019. The Board further decided that the continued association of Mr. Coimbatore Gopal Kumar, Mr. Sudarsan Varadaraj and Mrs. Suguna Ravichandran would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board re-appointed Mr. Coimbatore Gopal Kumar, Mr. Sudarsan Varadaraj and Mrs. Suguna Ravichandran as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

All the above named persons have consented to their re-appointment and confirmed that they do not suffer from any disqualifications for appointment as Independent Directors. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and they are independent of the Management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 5, 6 and 7 are 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 their re-appointment as Independent Directors for the second term of 5 consecutive years.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their 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 resolutions set out in item no 5,6 & 7 in relation to appointment of Mr. Coimbatore Gopal Kumar, Mr. Sudarsan Varadaraj, and Mrs. Suguna Ravichandran, as Independent Directors for another term of five (5) consecutive year, for the approval by the shareholders of the Company.

Except Mr. Coimbatore Gopal Kumar, Mr. Sudarsan Varadaraj, and Mrs. Suguna Ravichandra who are deemed to be interested, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5, 6 and 7 of the Notice.

Item No.8

Pursuant to Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Shareholders of the Company by special resolution shall be obtained every year, in which the annual remuneration payable to single non-executive director exceeds fifty percent of the total annual remuneration payable to all non-executive directors.

The company pays consultancy fee to Mr. A R Balasundharam for the services rendered by him as consultant. The remuneration payable to Mr. A R Balasundharam, non-executive director, will exceed fifty percent of the

annual remuneration payable to all the non-executive directors. The Company does not pay any remuneration to the non-executive directors other than sitting fee for attending the board and committee meetings.

As per the recommendation of the Nomination and Remuneration Committee the Board at their meeting held on 30th May 2019 has approved the payment of consultancy fees not exceeding ₹18,00,000/- per annum (exclusive of applicable taxes & sitting fees) to Mr.A.R.Balasundharam, Director of the Company for rendering consultancy services to the Company for a period of one year with effect from 1st June 2019. The payment of consultancy fees would be in addition to the sitting fees payable for attending the meetings of the Board and the Committees thereof.

The Board recommends the resolution set out in Item No. 8 of the Notice for the approval of the members.

Except Mr.A.R.Balasundharam, being the beneficiary, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 8 of the Notice.

By order of the Board
For Super Spinning Mills Limited

Coimbatore
30th May, 2019

Narmatha G K
Company Secretary

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 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

(₹ in Lakhs)

Particulars	2018-19	2017-18
Sales and other income	21716.32	26361.75
Profit / (Loss) before tax and depreciation	(1017.44)	(1604.22)
Profit / (Loss) after tax	(1446.09)	(2159.04)
Paid up Equity Capital	550.00	550.00
Other Equity	12005.60	12934.87
Basic Earnings per share	(2.91)	(3.93)

5. Foreign investments and collaborations, if any: Nil

II. Information about the Appointees / Benefeciaries:

Particulars	Mr.Sumanth Ramamurthi
Back ground details	Mr.Sumanth Ramamurthi aged 59 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	₹ 50.88 Lakhs
Recognition or awards	Nil
Job profile and his suitability	Mr. Sumanth Ramamurthi as Chairman and Managing Director shall be in-charge of the entire affairs of the company and shall have substantial powers of management subject to the superintendence of the Board. Mr. Sumanth Ramamurthis is a qualified Electrical Engineer (USA) and has been associated with the company for over three decades. Considering his experience, he is best suitable for the job.
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, if any	Nil

III. Other Information

1. Reasons of loss or inadequate profits:
   The high cost of raw material, lower value realization for yarn and fluctuation in the value of the Indian rupee 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 yarn realization through productivity and cost control measures.
3. Expected increase in productivity and profits in measurable terms:
   The Company expects to see a growth in turnover ranging from 5% to 10% 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
   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:

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

Name	**Mr.Sumanth Ramamurthi**	**Mr. C G Kumar**	**Mrs. Suguna Ravichandran**
DIN	00002773	02823567	00170190
Age	60 Years	47 Years	60 Years
Qualification	B.S-Electrical Engineering	Bachelor of Law	Chartered Accountant
Expertise	More than three decades of experience in the fields of textile and engineering industry	More than one decade of experience as an Advocate.	More than two decades of experience as a Practicing Chartered Accountant.
Terms and Conditions of re-appointment	As specified in Item No. 4 of the AGM Notice.	As specified in Item No. 5 of the AGM Notice.	As specified in Item No.7 of the AGM Notice.
Remuneration last drawn	Gross remuneration drawn as on 31.03.2019: ₹ 50.88 Lakhs	₹ 1.10 Lakhs	₹ 0.70 Lakhs
Remuneration proposed to be paid	As per Item No. 4 of the resolution annexed to the Notice	As per Item No. 5 of the resolution annexed to the Notice	As per Item No. 7 of the resolution annexed to the Notice
Date of first appointment on the Board	22.02.1992	01.06.2014	01.06.2014
Position held	Chairman and Managing Director	Independent Director	Independent Director
Shareholding in the Company	94,40,530 Equity Shares	Nil	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors of the Company.	He is not related to any of the Directors of the Company.	She is not related to any of the Directors of the Company.
Number of meetings of the Board attended during the year	7	7	7
Directorships of other Boards	Precot Meridian Ltd Elgi Electric and Industries Ltd Elgi Ultra Industries Ltd Super Farm Products Private Ltd Super Sara Textiles Ltd Sara Elgi Industries Ltd	Nil	The Lakshmi Mills Company Ltd Versa Pack Private Ltd
Membership/ Chairmanship of Committees of other Boards	**Audit Committee** Precot Meridian Ltd-Member **Stakeholders Relationship Committee** Precot Meridian Ltd -Chairman **Corporate Social Responsibility Committee** Precot Meridian Ltd – Chairman	Nil	**Audit Committee** The Lakshmi Mills Company Ltd-Member

Name	Mr.A.R.Balasundharam	Mr. Sudarsan Varadaraj
DIN	07802383	00133533
Age	56 Years	61 Years
Qualification	B.Tech - Textiles	B.E (Hons), M.S (ME)
Expertise	More than three decades of experience in the fields of textile professional.	More than three decades of experience in the fields of Automobile and Rubber Industries.
Terms and Conditions of re-appointment	As specified in Item No. 8 of the AGM Notice.	As specified in Item No. 6 of the AGM Notice.
Remuneration last drawn	Consultancy fees of Rs.18 Lakhs and Sitting fees of Rs.1.26 Lakhs.	₹ 0.38Lakhs
Remuneration proposed to be paid	As per Item No. 8 of the reso- lution annexed to the Notice	As per Item No. 6 of the resolution annexed to the Notice
Date of first appointment on the Board	01.06.2017	13.03.1993
Position held	Non Executive Director	Independent Director
Shareholding in the Company	Nil	72810
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors of the Company.	He is not related to any of the Directors of the Company.
Number of meetings of the Board attended during the year	7	4
Directorships of other Boards	Nil	Elgi Rubber Company Ltd KLRF Ltd Elgi Equipments Ltd Titan Tyrecare Products LLP Elgi Ultra Industries Ltd LRG Technologies Ltd Festo India P Ltd Tyre Point P Ltd Elgi Rubber Company Ltd, Kenya Elgi Rubber Company Ltd, Srilanka Elgi Rubber Company LLC, USA Borrachas E Equipamentos ELGI Ltda - Brasil Rubber Resources BV, The Netherlands Pincott International Pty, Australia Elgi Rubber Company BV, The Netherlands LRG Tecnologia Ltda, Brasil

Name	Mr.A.R.Balasundharam	Mr. Sudarsan Varadaraj
Membership/ Chairmanship of Committees of other Boards	Nil	**Nomination & Remuneration Committee** Kovilpatti Lakshmi Roller Flour Mills Ltd-Member **Audit Committee** Kovilpatti Lakshmi Roller Flour Mills Ltd-Member **Stakeholders Relationship Committee** Elgi Rubber Company Ltd-Member **Corporate Social Responsibility Committee** Elgi Rubber Company Ltd-Chairman Kovilpatti Lakshmi Roller Flour Mills Ltd-Member

By Order of the Board
For Super Spinning Mills Limited

Narmatha G K
Company Secretary

Coimbatore
30th May, 2019