Super Spinning Mills Limited

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

24th August 2015

The Secretary **BSE Ltd** Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 **Scrip Code: - 521180**	The Manager 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:- Filing of Postal Ballot Notice and Postal Ballot Form - Reg

We are attaching herewith the Postal Ballot Notice along with Postal Ballot Form for your reference.

This is for your kind information and records.

Thanking you

Yours truly

For Super Spinning Mills Ltd

A. S Thirumoorthy
Managing Director

SUPER SPINNING MILLS LIMITED

CIN: L17111TZ1962PLC001200
Regd. Office: Elgi Towers, P B No 7113
Green Fields, Puliakulam Road
Coimbatore-641045
Ph: 0422-2311711, Fax: 0422-2311611
E-mail: investors@ssh.saraelgi.com Website: www.superspinning.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re enactment thereof for the time being in force) and other applicable provisions of the Act and Rules made thereunder and Clause 35B of the Listing Agreement with Stock Exchanges, the below mentioned Special Resolution in respect of the sale, lease or otherwise disposal of "Super – C unit" is proposed to be transacted/ passed by the Members through postal ballot/e-voting.

You are requested to send your assent or dissent for the Resolution in either of the following modes:-

(a) by filling in the necessary details in the Postal Ballot form enclosed, signing the same at the marked place and returning the same in the enclosed postage pre-paid business reply envelope; or

(b) by E-voting through the platform provided by Central Depository Services (India) Limited ("CDSL"), the e-voting agency appointed by us for the purpose.

The Board of Directors of the Company at their meeting held on 10th August 2015 has appointed Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Postal Ballot Form has to be returned so as to reach the Scrutinizer on or before Saturday, 19th September 2015 prior to the closing of working hours i.e. 5.00 PM. Your assent / dissent received after 5.00 PM on Saturday, 19th September 2015 would be strictly treated as if a reply from you has not been received. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules as applicable in this regard and Clause 35B of the Listing Agreement, the Company is providing e-voting facility as an alternative to sending postal ballot form. Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. E-voting platform will be opened for tendering your votes from 9:00 AM on Friday, 21st August 2015 to 5.00 PM on Saturday, 19th September 2015. Members opting for e-voting may follow the procedure, as recommended by CDSL, under 'E-voting facility' in the Postal Ballot Form.

The Scrutinizer shall submit his report to the Chairman/ Managing Director of the Company. The result of the postal ballot shall be:

- Announced on or before the close of business hours on Tuesday 22nd September 2015

- Displayed on the Company's website on Tuesday 22nd September 2015 and
- Communicated to the stock exchanges on which the Company's shares are listed.

In the event of the resolution as set out below if assented by the requisite majority of the shareholders by means of Postal Ballot shall be deemed to have been passed as a Special Resolution at the General Meeting of the Company. The date of announcement of the result shall be considered to be the date of the General Meeting and the date of passing of the said resolution.

SPECIAL BUSINESS

Item No.1: Sale of business undertakings

To consider and if thought fit, to give assent / dissent to the following Resolution to be passed as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be required, the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to sell/ transfer/ lease/ slump sale or otherwise dispose off the whole of the undertakings of its textile yarn manufacturing Unit Super C situated at D-Gudalur, Karur, Dindigul District, Tamil Nadu together with all fixed assets at such price and on such terms and conditions as the Board of Directors may think proper and beneficial for the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to identify a buyer(s), finalize terms and conditions for transfer of the undertaking, business, rights, assets and liabilities as aforesaid, the mode and structure of such transfer and its consideration, determine transfer date, and to do all such acts, deeds, matters and things including but not limited to, execution of all the necessary documents, agreements, deeds of assignment, conveyance and other documents and to do all acts, deeds, matters and things as may be deemed necessary or expedient in their discretion to give effect to the said Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

By Order of the Board

Coimbatore
10.08.2015

For **Super Spinning Mills Limited**
R Srikanth
Company Secretary

Notes:

1. The statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item No. 1 above, are appended herein below along with the Notice for your consideration.

2. The Board of Directors of the Company appointed Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

3. The approval of the shareholders is being sought through the Postal Ballot, as required under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for which a separate Ballot paper is circulated to the members along with this notice.

4. Voting period commences from 9:00 AM on Friday, 21st August 2015 and ends at 5.00 PM on Saturday, 19th September 2015 for the members exercising their voting either by Postal Ballot or through E-voting.

5. The Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited **("NSDL")**/Central Depository Services (India) Limited **("CDSL")** as on 14th day of August 2015.

6. The members whose names appear in the Register of Members / Record of Depositories as on Friday, 14th day of August 2015 will only be considered for voting. Voting rights are frozen for the shares held in Super Spinning Mills Limited Unclaimed Suspense account.

7. Members have the option either to vote through the E-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.superspinning.com

8. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer on or before 5:00 PM on Saturday, 19th September 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before Saturday, 19th September 2015, providing sufficient time for postal transit.

9. The result of the Postal Ballot shall be announced before 5:00 PM on Tuesday 22nd September 2015 at the registered office of the Company and shall also be displayed on the Company's website www.superspinning.com besides being communicated to the stock exchanges on which the shares of the Company are listed.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

The Company has been engaged in the production, marketing and distribution of a wide variety of textile products since 1962 with facilities at various locations in the States of Andhra Pradesh and Tamil Nadu. The Board of Directors has carried out a comprehensive review of the businesses of the company and

come to the conclusion that the company had to urgently rationalize its business operations to overcome the poor demand for cotton yarn and prolonged slump in the textile industry. Due to its uneconomic size and limited potential for future growth, the Board of Directors has decided to dispose off its 'C' unit of the company. The company would be able to realize a fair value for the undertaking by disposing of the same and utilize the proceeds thereof more effectively in its business operations.

Pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 the approval of the members is required to be obtained through a Special Resolution through postal ballot, for authorizing the Board of Directors to sell, transfer, lease/ slump sale or otherwise dispose off the C – Unit of the Company situated at D-Gudalur, Karur, Dindigul District, Tamil Nadu.

It is mandatory under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the consent of members under Section 180 (1) (a) of the Companies Act, 2013 is required to be obtained by means of voting by postal ballot. Accordingly, a postal ballot form, the postal ballot notice and a pre-paid business reply envelope is enclosed separately with this notice.

The Board is satisfied that it would be in the best interest of the Company, its shareholders and its employees and trade associates to transfer the said undertaking as referred to in the draft Special Resolution for reasons and on terms set out herein.

The Board recommends the Special Resolution for your approval through Postal Ballot.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise in the said resolution except to the extent of shares held by them in the Company.

By Order of the Board

For **Super Spinning Mills Limited**
R Srikanth
Company Secretary

Coimbatore
10.08.2015

Enclosure:

1. Postal Ballot Form
2. Postage prepaid envelope

SUPER SPINNING MILLS LIMITED

CIN: L17111TZ1962PLC001200
Regd. Off.: Elgi Towers, PB No.7113, Green Fields, Puliakulam Road,
Coimbatore – 641045, Tamil Nadu
Email: investors@ssh.saraelgi.com Website: www.superspinning.com
Ph: 0422-2311711, Fax: 0422-2311611

POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

(Please read the instructions printed overleaf carefully before completing this form)

1. Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form)
2. Name and Registered Address of the sole/first named Shareholder / (in block letters)
3. Name(s) of the joint shareholder(s) if any (in block letters)
4 Number of shares held

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 10.08.2015 as per the text resolution with explanatory statement by conveying my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Resolution	Number of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013, for the sale/transfer/lease, slump sale of "Super – C Unit" situated at D-Gudalur, Karur, Dindigul District, Tamil Nadu			

Place :

Date :

Signature of the Shareholder
(Refer instruction c. over leaf)

E-voting particulars

If desirous of E-voting, please read the instructions given in the Postal Ballot Notice before exercising

EVSN (Electronic Voting Sequence Number)	*Default PAN / Sequence Number
150812003	

***Please use default PAN for those who have not registered their PAN.**

Notes: (i) If the voting rights are exercised electronically, there is no need to use this form.

(ii) Last date for receipt of Postal Ballot Form by Scrutinizer is Saturday, 19th September 2015 (5.00 PM).

(PTO)

INSTRUCTIONS

For Voting through Physical Postal Ballot Form

a) A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.

b) Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.

c) This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the company) by the first named member and in his absence, by the next named member.

d) The Postal Ballot Form shall not be exercised by a Proxy.

e) In case of shares are held by companies, trusts, societies, etc. the duly completed Postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority.

f) Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.

g) In terms of the provisions of Rule 22 of the Companies (Management and Administration) Rules 2014, Mr.M.D.Selvaraj FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (ie. 5.00 PM) on Saturday, 19th September 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such a member has not been received.

h) Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

i) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.

j) There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders.

k) The Scrutinizerís decision on the validity of a Postal Ballot Form will be final.

l) Members receiving the Postal Ballot notice by email may request for a duplicate Postal Ballot Form, if so required from M/s.Link Intime India Pvt Limited, Surya, 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, However, the duplicate Postal Ballot forms should reach the Scrutinizer not later than the date specified in (g) above.

m) Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given hereunder.

For E-voting Facility

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules there under and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (ìCDSLî) for facilitating e-voting. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

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

i. The voting period begins on Friday, 21st August 2015 at 9.00 A.M. and ends on Saturday, 19th September 2015 at 5.00 P.M. During this period shareholdersí of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com.

iii. Click on Shareholders.

iv. Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and 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 the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.

DOB

Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio 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.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on ìSUBMITî tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ëPassword Creationí menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

xi. Click on the EVSN for ëSuper Spinning Mills Limited- Postal Ballotí.

xii. On the voting page, you will see ìRESOLUTION DESCRIPTIONî and against the same the option ìYES/NOî for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the ìRESOLUTIONS FILE LINKî if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on ìSUBMITî. A confirmation box will be displayed. If you wish to confirm your vote, click on ìOKî, else to change your vote, click on ìCANCELî and accordingly modify your vote.

xv. Once you ìCONFIRMî your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on ìClick here to printî option on the Voting page.

xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Note for Non ñ Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (ìFAQsî) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

The Scrutinizer will submit his report after completion of scrutiny, on Monday, 21st September 2015. The Chairman/ Managing Director will announce the results of the voting by Postal Ballot on Tuesday 22nd September 2015 before 5.00 PM at the Registered Office of the Company.