



SUPER SPINNING MILLS LIMITED

CIN: L17111TZ1962PLC001200

Regd. Off.: 'Elgi Towers', P.B NO: 7113, Green Fields,

Puliakulam Road, Coimbatore – 641045

Phone: 0422-2311711 Fax: 0422-2311611

Email: 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 Sections 108, 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the below mentioned Ordinary Resolution for the approval of Material Related Party Transaction(s) with M/s.Elgi Electric and Industries Limited pursuant to the provisions of Section 188 of the Companies Act, 2013 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is proposed to be transacted/ passed by the Members through postal ballot / e-voting.

The Statement setting out the material facts concerning the resolution set out in Item No. 1 of the Postal Ballot Notice dated 27th October 2018 pursuant to Section 102 of the Companies Act, 2013 relating to the resolution is annexed. The Postal Ballot Notice is placed on the website of the Company www.superspinning.com.

You are requested to send your assent or dissent for the Resolution within 30 days 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 Link Intime India Private Limited (LI IPL), the e-voting agency appointed by the Company for the purpose.

The Board of Directors of the Company vide their resolution passed on 27th October 2018 has appointed Mr. M.D.Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the voting through postal ballot process and through electronic means in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form, duly completed in all respects in the enclosed self-addressed, postage pre-paid envelope, so as to reach the scrutinizer on or before the close of working hours at 5.00 PM on Monday, the 10th December

2018. Your assent / dissent received after 5.00 PM on Monday, the 10th December 2018 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 read with the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility as an alternative to exercising the voting right through postal ballot form. Accordingly, instead of returning the

Postal Ballot Form, members may choose to cast their vote electronically through the LIPL e-voting platform. The e-voting platform will be opened for tendering your votes from **9:00 AM on Sunday, the 11th November 2018 to 5.00 PM on Monday, the 10th December 2018**. Members opting for e-voting may follow the procedure, as recommended by LIPL, which is specified along with this Notice.

The Scrutinizer shall submit his report to the Chairman and Managing Director or any other Director authorized by the Board. The result of the postal ballot shall be:

- Announced on or before the close of business hours (i.e., 5.00 PM) on Wednesday, 12th December 2018
- Displayed on the website of the Company and LIPL on Thursday, 13th December 2018 and
- Communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the company are listed.

In the event, the resolution as set out below is assented by the requisite majority of the shareholders by means of Postal Ballot process, it shall be deemed to have been passed as an Ordinary Resolution at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

SPECIAL BUSINESS

Item No.1:

Approval for Material Related Party Transaction with M/s. Elgi Electric and Industries Limited

To consider and if thought fit, to give assent/dissent to the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for entering into contract(s) / arrangement(s) / transaction(s) with M/s.Elgi Electric and Industries Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 for purchase, sale or supply of goods or materials and availing or rendering of services and other transactions for a period of 5 years with effect from 01.01.2019 up to a maximum aggregate value of Rs. 50 crores per annum, as briefly mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

M/s. Elgi Electric and Industries Ltd, is a Public Limited Company in which Chairman & Managing Director of the Company is interested, is engaged in the business of manufacturing of textiles machinery and cotton trading. M/s. Elgi Electric and Industries Ltd is a "Related Party" to the Company, as it falls within the meaning of Section 2(76) of the Companies Act, 2013 and in terms of Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation to Regulation 23(1) of the Listing Regulations expressly provides that a transaction with a Related Party shall be considered Material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The aggregate value of transaction(s) with M/s. Elgi Electric and Industries Ltd will exceed the said threshold limit and is expected to be around Rs. 50 crores during the financial year 2018-19. Hence approval of the shareholders is being sought for the following proposed transactions to be entered into by your Company with M/s. Elgi Electric and Industries Ltd for a period of 5 years with effect from 01.01.2019.

Name of the Related Party	M/s. Elgi Electric and Industries Ltd
Name of the Director or KMP who are related	Mr. Sumanth Ramamurthi, Chairman and Managing Director
Nature of Relationship	Interested as Director / Shareholder
Nature, Material Terms, monetary value and particulars of the contract or arrangement	Sales and purchase of goods & availing and rendering of services and other transactions in the ordinary course of business upto a maximum aggregate value of Rs.50 Crores per annum.
Tenure of the contract	5 years with effect from 01.01.2019
Other information, if any	Nil

In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, all material related party transactions shall require approval of the Shareholders, notwithstanding such transactions have been done at arm's length basis and in the normal course of business. In the light of above Statutory requirement and based on the recommendation of the Audit Committee, your Directors place before the Members for the approval of the proposed transactions with the related party for a period of 5 years with effect from 01.01.2019.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than those mentioned above, is concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommend passing of the resolution as an Ordinary Resolution.

By Order of the Board
For Super Spinning Mills Limited
Sd/-.

Place: Coimbatore
Date: 27th October 2018

Narmatha.G.K
Company Secretary

Notes:

1. The Board of Directors of the Company has appointed Mr.M.D.Selvaraj, FCS of M/s.MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.
2. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which a separate Ballot paper is circulated to the members along with this notice.
3. Voting period commences from 9:00 AM on Sunday, the 11th November 2018 and ends at 5.00 PM on Monday, the 10th December 2018 for the members exercising their voting either by Postal Ballot or through E-voting within 30 days from date of dispatch of the notice.
4. 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 2nd November 2018 (cut-off date).
5. The members whose names appear in the Register of Members/ Record of Depositories as on Friday, the 2nd November 2018 will only be considered for voting. In case a person, who is not a shareholder of the company as on the cut-off date receives this Notice, the same should be treated as being sent for informative purposes.
6. 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
7. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed 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 Monday, the 10th December 2018 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 Monday, the 10th December 2018, providing sufficient time for postal transit.

8. The result of the Postal Ballot shall be announced on or before 5:00 PM on Wednesday, the 12th December 2018 at the registered office of the Company. The same shall also be displayed on the Company's website www.superspinning.com and on the website of LIPL and will also be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the Company are listed on or before 5:00 PM on Thursday the 13th December 2018.
9. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LIPL) for which the required procedure is incorporated in the Postal Ballot Notice.
10. The Postal Ballot Notice and Form have been placed on Company's website www.superspinning.com and LIPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website until the last date of receipt of the Postal Ballot from members.
11. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 2nd November 2018 (cut-off date).

INSTRUCTIONS FOR VOTING:

A. VOTING THROUGH POSTAL BALLOT FORM

Instructions regarding voting through Postal Ballot Form have been given on the reverse side of the Postal Ballot Form.

B. REMOTE E-VOTING FACILITY

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules made there under, 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 Link Intime India Private Limited ("LIPL") 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 Sunday 11th November 2018 at 9.00 AM and ends on Monday the 10th December 2018 at 5.00 PM. 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 2nd November 2018 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- ii. The shareholders should log on to the e-voting website <https://instavote.linkintime.co.in>

- iii. Click on “Login” tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”
- v. 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
- vi. Your Password details are given below:

If you are using e-Voting system of LIPL: <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 Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Ballot Form indicated in the PAN field.
Date of Birth (DOB)	<p>Enter the Date of Birth as recorded with your depository participant or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio to login.</p> <ul style="list-style-type: none"> 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.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <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”.

Incase 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 resolution placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolution 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.

vii. 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.

viii. 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'.

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

x. 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.

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

xii. 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 LIPL: <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.

The Scrutinizer will submit his report after completion of scrutiny, on Tuesday, 11th December 2018. The Chairman and Managing Director or any other Director will announce the results of the voting by Postal Ballot on or before 5.00 PM on Wednesday, 12th December 2018 at the Registered Office of the Company.

Enclosure:

1. Postal Ballot Form
2. Postage prepaid envelope



SUPER SPINNING MILLS LIMITED

CIN: L17111TZ1962PLC001200

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Phone: 0422-2311711 Fax: 0422-2311611

Email: investors@ssh.saraelgi.com Website: www.superspinning.com

POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013 read with 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(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)
3. Number of shares held

I/We hereby exercise my/our vote in respect of the Ordinary Resolution proposed to be passed through postal ballot for the business stated in the Postal Ballot Notice dated 27th October 2018 of the company by conveying my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval for entering into transaction with M/s.Elgi Electric and Industries Limited, a related party pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.			

Place :

Date :

Signature of the shareholder
(Refer instruction No.(d). over leaf)

E-voting particulars

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

EVENT No.	User Id	*Default Pan
180172		

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

- Note : 1. If the voting rights are exercised electronically, there is no need to use this form.
2. Last date for receipt of Postal Ballot Form by Scrutinizer is Monday, 10th December 2018(5.00 PM)

INSTRUCTIONS

For Voting through Physical Postal Ballot Form

- a) A member desiring to exercise his 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) The votes should be cast in favour of or against the resolution by putting the tick mark (✓) in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid.
- d) The Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Postal Ballot 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.
- e) The Postal Ballot Form shall not be exercised by a Proxy.
- f) 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 the Board Resolution/Authority of the Shareholder.
- g) Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.
- h) In case the number of shares is not mentioned against the resolutions, it will be deemed that the member has exercised his votes for the entire shares held by him.
- i) In addition to the reasons as mentioned above for rejection, Postal Ballot Form/Votes will be considered invalid on the following grounds:
 - a. If a form other than the one issued by the company has been used.
 - b. If the Postal Ballot Form has not been signed by or on behalf of the member.
 - c. If the shareholders' signature does not match with the specimen signature registered with the Company.
 - d. If it is not possible to determine without any doubt the assent or dissent of the member.
 - e. If assent or dissent is not mentioned
 - f. If assent or dissent is given subject to some amendment to the resolution or condition.
 - g. If any competent authority has given direction in writing to the company to freeze the voting rights of a member
 - h. If the envelope containing the Postal Ballot Form is received after the last date and time prescribed.
 - i. If the postal Ballot form is signed by a representative of a member and is not accompanied by a certified copy of the specific authority.
 - j. If the Postal Ballot Form is filled in pencil or signed in pencil
 - k. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the grounds.
- j) 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 (i.e., 5.00 PM) on Monday, 10th December 2018. All Postal Ballot Forms received after the last date will be strictly treated as if the reply from such a member has not been received.
- k) 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.
- l) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.
- m) There shall be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders. In case two forms are received for a Folio/ Client ID, then the Postal Ballot Form received first alone shall be considered.
- n) 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.
- o) 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 Private Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, E-mail ID: coimbatore@linkintime.co.in, However, the duplicate Postal Ballot forms should reach the Scrutinizer not later than the date specified in (j) above.
- p) Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given in the Postal Ballot Notice.
- q) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.