



# 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

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## 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 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 the General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 22/2020 dated June 15, 2020, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the shareholders by way of the following special/ordinary resolutions (as indicated) through postal ballot ("Postal Ballot") only through remote e-voting;

1. To approve the sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013
2. To appoint Mr. Sanjay Krishna Ramamurthi, (DIN 08730627) as Director of the Company.

The Board of directors of the Company, at their meeting held on 27th June 2020, has approved the above matters, subject to, inter alia, the approval of the shareholders of the Company and such other authorities as may be required.

The Statement setting out the material facts concerning the resolution set out in Item No. 1 & 2 of the Postal Ballot Notice dated 27th June 2020 pursuant to Section 102 of the Companies Act, 2013 relating to the resolutions are annexed. The Postal Ballot Notice is also placed on the website of the Company [www.superspinning.com](http://www.superspinning.com)

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars, and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company vide their resolution passed on 27th June 2020 has appointed Mr. M.D.Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the voting through electronic means in a fair and transparent manner in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Companies Rules and MCA Circulars, the Company has provided electronic voting ("e-voting") facility only. The Company has engaged the services of Link Intime India Private Limited ("LIIP") to provide e-voting facility to the Members of the Company through instavote platform at the link <https://instavote.linkintime.co.in>. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The e-voting platform will be opened for tendering your votes from 9:00 AM on Tuesday, the 07th July 2020 to 5.00 PM on Wednesday, the 5th August, 2020. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 p.m. on Wednesday, 5th August, 2020.

The Scrutinizer shall submit his report to the Chairman and Managing Director or any other Director authorised by the Board of Directors of the Company. The result of the postal ballot shall be Announced on or before the close of business hours (i.e., 5.00 PM) on Friday, 07th August 2020 and the same shall be displayed on the website of the Company, Link Intime India Private Limited (LIPL) 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.

The last date for receipts of votes vide e-voting i.e. 05th August, 2020 shall be deemed to be the date of passing of the resolution, if passed by requisite majority. The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/e-voting:

Item No.1:

Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013

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

RESOLVED THAT pursuant to the provisions of section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Act and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, the provision of the listing agreement entered into by the Company and subject to compliance of all applicable laws and regulations and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and subject to such other terms and conditions as may be imposed by them, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors to sell / transfer / dispose off its Manufacturing Unit along with 36.26 Acres of land situated at Company's SUPER A UNIT - Kirikera, Hindupur, Andhra Pradesh ("Undertaking"), together with all specified tangible and intangible assets, including land & buildings and plant & machinery in relation to the Undertaking but excluding its brand name, personnel/employees; to any prospective buyer, in such manner/arrangements, for consideration as the Board may consider appropriate, on such terms and conditions and with effect from such date as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize the terms and conditions and execute all required documents including agreements, memoranda, deeds of assignment/conveyance and other ancillary documents with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and / or transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to 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 is required on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

Item No. 2:

Appoint Mr. Sanjay Krishna Ramamurthi, (DIN 08730627) as Director of the Company

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

RESOLVED that pursuant to the provisions of Section(s) 149, 152 & 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) Mr. Sanjay Krishna Ramamurthi, (DIN 08730627) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st July 2020 at the Board Meeting held on 27th June 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company without any remuneration and liable to retire by rotation.

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

#### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 27th June, 2020 and shall be taken as forming part of the Notice.

Item No. 1

In the light of the changing economic scenario and due to increasing competitive environment particularly from the unorganized sector, SUPER A UNIT manufacturing facility has become uncompetitive. Several initiatives such as substantial improvements in quality and service, cost reduction etc., were taken in the past. However, the performance of the Unit did not improve. As the Unit is considered no longer viable for operations, after considering various options, the Board of directors have decided to sell the same in the overall best interest of all the stakeholders.

The Board of Directors of the Company, at its meeting held on 27th June 2020, approved to sell/transfer/dispose off its Manufacturing unit along with 36.26 Acres of land situated at Company's SUPER A UNIT - Kirikera, Hindupur, Andhra Pradesh ("Undertaking"), together with all specified tangible and intangible assets in relation to the Undertaking (excluding its brand name and the specific liabilities) to any prospective buyer. The net proceeds from the sale of the Undertaking will be utilized to repay the existing loans, employee settlements, creditors payments and reduce the interest burden for enhancement of working capital of the Company.

Closing of the Transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals. Barring unforeseen circumstances, it is anticipated that the Closing will take place by the end of March 2021.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise in the Special Resolution as set out in Item No. 1 of the Notice except to the extent of shares held by them in the Company

Item No. 2

Mr. Sanjay Krishna Ramamurthi is a B.A (Hons) Graduate in International Business at Hull University, UK. His exposure in the field would be of immense help to the Company. He is also a co-promoter of your Company. The appointment of Mr. Sanjay Krishna Ramamurthi has been recommended by the Nomination and Remuneration Committee at their meeting held on 27.6.2020.

Accordingly, the Board of Directors at their meeting held on 27th June 2020 have appointed Mr. Sanjay Krishna Ramamurthi as an additional director in the capacity of a Non-Executive and Non-Independent Director liable to retire by rotation, without any remuneration to hold office till the date of obtaining Shareholder's approval.

Brief profile of Mr. Sanjay Krishna Ramamurthi and his other directorships has been included in this Notice. Your Directors recommend the passing of the resolution as Ordinary Resolution.

Except Mr. Sanjay Krishna Ramamurthi, being the appointee and Mr. Sumanth Ramamurthi, being his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No.2 of the Notice.

By Order of the Board  
For Super Spinning Mills Limited  
Sd/-  
Narmatha. G. K  
Company Secretary

Coimbatore  
27.06.2020

#### NOTES:

1. The Board of Directors of the Company have 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.
3. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LI IPL) for which the required procedure is incorporated in this Postal Ballot Notice. Voting period commences from 09:00 AM on Tuesday, the 07th July 2020 to 05.00 PM on Wednesday, the 5th August, 2020 (both days inclusive).
4. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking election as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.
5. The Notice is being sent only by email to all those Members of the Company, 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 03rd July, 2020 (cut-off date) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (LI IPL) ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circulars Nos. 14/2020, 17/2020 and 22/2020 dated April 08, 2020, April 13, 2020 and June 15, 2020, respectively ("MCA Circulars").
6. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member on Cut-off date should treat this notice for information purpose only.

7. Please note that E-voting module shall be disabled for voting by Link Intime India Private Limited after the said last date and time. During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on 03rd July, 2020 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
8. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted by following the procedure given below:
  - i. In light of the MCA Circulars, for remote E-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the E-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com) or to Registrar and Transfer Agent at [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in)
  - ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, having its office at Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore, Tamilnadu – 641 028, India (Tel: 0422 – 2314792), by following the due procedure.
  - iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. Any query/grievance may please be addressed to Mrs.G.K.Narmatha, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com) or to RTA at [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in)
10. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited through Instavote Platform, on all resolutions set forth in this Notice.
11. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 p.m. on Wednesday, 5th August, 2020.
12. The result of the Postal Ballot shall be announced on or before 5:00 PM on Friday, the 07th August 2020, at the registered office of the Company and shall also be displayed on the Company's website [www.superspinning.com](http://www.superspinning.com), 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.

13. The Postal Ballot Notice have been placed on Company's website [www.superspinning.com](http://www.superspinning.com) and LI IPL 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.
14. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
15. A member cannot exercise his vote by proxy on Postal Ballot.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

#### INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has signed an agreement with the Link Intime India Private Limited ("LI IPL") for facilitating e-voting.

The instructions for shareholders voting electronically are as under: -

- i) The voting period begins on 09:00 AM on Tuesday, the 07th July 2020 to 05.00 PM on Wednesday, the 5th August, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 03rd July, 2020 may cast their vote electronically. The e-voting module shall be disabled by LI IPL 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 the 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 No registered with the Company
- vi) Your Password details are given below:

If you are using e-Voting system of LI IPL: <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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Y Members who have not updated their PAN with depository Participant or in the company record are requested to use the Sequence Number which is shared to the Members.
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 No in dd/mm/yyyy format.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details (last 4 digits) as recorded in your demat account or in the company records for the said demat account or Folio No. Y 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 LI IPL: <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:

Click on Forget Password and 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 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 LI IPL.

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.

- 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'.

- ix) If you wish to view the entire Resolution details, click on the 'View Resolutions' 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:

- i) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIP: <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.
  - ii) During the voting period, shareholders can login any number of times till they have voted on the resolution(s) for a particular "Event".
  - iii) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  - iv) 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](mailto:enotices@linkintime.co.in) or Call us : - Tel : 022 - 49186000.
17. The Scrutinizer will submit his report after completion of scrutiny, on Friday, 07th August 2020. The Chairman and the Managing Director or any other Director authorised by the Board of Directors of the Company will announce the results of the voting by Postal Ballot on or before 5.00 PM on Friday, 07th August 2020, at the Registered Office of the Company.



## Annexure

Details of Directors seeking appointment (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 – Clause 1.2.5 issued by ICSI).

Name	Sanjay Krishna Ramamurthi
Director Identification Number	08730627
Date of Birth	01/11/1996
Nationality	Indian
Date of first appointment on the Board	27/06/2020
Brief Profile/ Experience	Mr. Sanjay Krishna Ramamurthi has a B.A (Hons) Graduate in International Business at Hull University, UK. His exposure in the field would be of immense help to the Company.
Inter-se relationship with other Directors	He is related to Mr. Sumanth Ramamurthi, Chairman and Managing Director of the Company
Qualification	B.A (Hons) Graduate in International Business at Hull University, UK
Expertise in functional area	He possess adequate knowledge in Finance and Technology.
No. of shares held in the Company	40,00,000 Equity shares of Re.1/- paid
List of companies in which Directorship held	Elgi Electric And Industries Limited
Chairman/ Member of the Committees of the Board of the companies on which he is a Director	Nil
Number of Board meetings attended during the year	Not Applicable
Remuneration last drawn and sought to be paid	Nil
Terms and conditions of re-appointment	He is proposed to be appointed as a Director of the Company liable to retire by rotation
Board position held	Non-Executive Non-Independent Director