



# Super Spinning Mills Limited

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



August 4, 2018

To

BSE Ltd 25 <sup>th</sup> Floor, P J Towers Dalal Street, Fort, Mumbai - 400 001  Scrip Code : 521180	National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G Bandra - Kurla Complex Bandra (E), Mumbai - 400 051  Scrip Code : SUPERSPIN
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Dear Sir,

**Sub: Annual General Meeting (AGM) and Book closure date - announcement - reg**

We would like to inform you that the 56<sup>th</sup> Annual General Meeting (AGM) of the members of the Company is scheduled to be held on Wednesday, the 29<sup>th</sup> August 2018 at 3:30 PM at Ardra Convention Centre, Kaanchan, No.9, North Huzur Road, Coimbatore 641018.

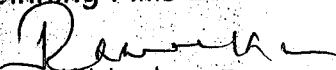
We are enclosing herewith the Notice of AGM for the financial year 2017-18 for your reference and records.

The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23<sup>rd</sup> August 2018 to Wednesday, 29<sup>th</sup> August 2018 (both days inclusive) for the purpose of Annual General Meeting.

Kindly take the same on records.

Thanking you  
Yours faithfully

For Super Spinning Mills Ltd

  
Ramaa Krishnakumar  
Company Secretary

Encl: a/a.

RECOGNISED EXPORT - TRADING HOUSE

Phone : +91-422 - 2311711, Fax : 91 - 422 - 2311611, E-mail : super@ssh.saraelgi.com Web : www.superspining.com

## Notice to the Members

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Notice is hereby given that the **56<sup>th</sup> Annual General Meeting** of the Company will be held on **Wednesday, the 29<sup>th</sup> August 2018** 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) the Statement of Cash Flows and the Statement of changes in equity for the financial year ended March 31, 2018, 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. Sumanth Ramamurthi (DIN 00002773), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business

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

**RESOLVED THAT** pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory enactment or modification(s) thereof, for the time being in force), Mr.R.Krishnan, Cost Accountant, Membership No.7799, who was appointed as Cost Auditor by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March 2019 on a remuneration of ₹ 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. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** subject to the provisions of Sections 196, 197, Schedule V and 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 reenactments thereof for the time being in force), the consent of the Company be and is hereby accorded for the payment of the following remuneration to Mr.A.S.Thirumorthy (DIN: 03604474), Managing Director of the Company for a period of two months with effect from 1<sup>st</sup> April 2018 up to 31<sup>st</sup> May 2018, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their meeting held on 28<sup>th</sup> March 2018:

Remuneration: -

- I. Salary: ₹ 2,42,000/- per month
- II. Commission: 1% of Net Profit of the Company in each year computed in accordance with section 198 of the Companies Act, 2013 subject to a maximum amount not exceeding the salary of respective years.
- 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.
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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, are not availed in full, the unutilized portion of the limit shall be encashed at the end of every year.

3. Mr. A S Thirumoorthy 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. A S Thirumoorthy, 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.

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

**RESOLVED THAT** subject to the provisions of Sections 196, 197, 203, Schedule V and 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 reenactments thereof for the time being in force), the consent of the Company be and is hereby accorded for the payment of the following remuneration to Mr.Sumanth Ramamurthi (DIN: 00002773), Executive Chairman of the Company (re-designated as Chairman and Managing Director of the Company w.e.f. 1<sup>st</sup> June 2018) for a period of two years with effect from 1<sup>st</sup> April 2018, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their meeting held on 28<sup>th</sup> March 2018:

- I. Salary: ₹ 2,00,000/- 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.

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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, Executive Chairman, 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.

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

**RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the Articles of Association of the Company, Mr.A.R.Balasundharam (DIN: 07802383) who was co-opted as an Additional Director of the Company by the Board of Directors, to hold office with effect from 20<sup>th</sup> May 2018 and in respect of whom the Company has received a notice from a member signifying his intention to propose Mr.A.R.Balasundharam as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. To consider and if thought fit, to 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 and 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 1<sup>st</sup> June 2018 for rendering consultancy services to the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally 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:**

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

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of Mr.R.Krishnan, Cost Accountant as Cost Auditor of the Company for the financial year 2018-19 for a fee of Rs.50,000/- (exclusive of applicable taxes and out of pocket expenses), for conducting the audit of the Cost Accounting records of the Company and for issuing an Audit report on cost accounting records maintained by the Company.

Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a Cost Accountant or a firm of Cost accountants,

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as Cost Auditors of the Company on the recommendations of the Audit Committee, which shall also recommend the remuneration for such Cost Auditor and such remuneration shall be approved by the Board of Directors and ratified subsequently by the shareholders at General Meeting.

Accordingly, the resolution contained in Item No.3 of the Notice seeks the approval of the members for ratification of remuneration payable to the Cost Auditors of the Company for the financial year 2018-19.

None of the Directors or Key Managerial Personnel of your Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

**Item No. 4**

Mr.A.S.Thirumoorthy was re-appointed as the Managing Director of the Company for a period of 3 years with effect from 1<sup>st</sup> April 2017 on such remuneration as approved by the members at the Annual General Meeting held on 1<sup>st</sup> December 2017 for a period of 1 year with effect from 1<sup>st</sup> April 2017 up to 31<sup>st</sup> March 2018.

After a period of nine illustrious years at the company, Mr.A.S.Thirumoorthy tendered his resignation from the Board of Directors with effect from 31<sup>st</sup> May 2018 at their meeting held on 28<sup>th</sup> March 2018.

Pursuant to Section 178 of the Companies Act, 2013 & Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee & Audit Committee at their meetings held on 28<sup>th</sup> March 2018 had recommended/ approved the payment of remuneration to Mr.A.S.Thirumoorthy, Managing Director of the Company for a period of 2 months with effect from 1<sup>st</sup> April 2018 up to 31<sup>st</sup> May 2018 on such terms and conditions as set out in the resolution. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013 and the Schedule and Rules made there under.

Based on the recommendations as mentioned above, the Board of Directors of the Company at their meeting held on 28<sup>th</sup> March 2018 have approved the payment of remuneration to Mr.A.S.Thirumoorthy, Managing Director of the Company for the above said period on such terms and conditions as set out in the resolution.

Pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the remuneration of the Managing Director shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence the necessary resolution has been set out in Item No.4 of the Notice for the approval of the members.

The Board recommends the resolution set out in Item No.4 of the Notice for the approval of the members.

The details as required under Schedule V of the Companies Act, 2013 and brief bio-data of Mr.A.S.Thirumoorthy and other disclosures as per Secretarial Standard 2 are furnished and form a part of this notice.

Except Mr.A.S.Thirumoorthy, being the recipient of the remuneration, 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**

Mr.Sumanth Ramamurthi was re-appointed as the Executive Chairman of the Company for a period of 3 years with effect from 1<sup>st</sup> April 2017 on such remuneration as approved by the members at the Annual General Meeting held on 1<sup>st</sup> December 2017 for a period of 1 year with effect from 1<sup>st</sup> April 2017 up to 31<sup>st</sup> March 2018.

Pursuant to Section 178 of the Companies Act, 2013 & Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee & Audit Committee at their meetings held on 28<sup>th</sup> March 2018 had recommended/ approved the payment of remuneration to

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Mr.Sumanth Ramamurthi, Executive Chairman of the Company for a period of 2 years with effect from 1st April 2018 on such terms and conditions as set out in the resolution. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013 and the Schedule and Rules made there under.

Based on the recommendations as mentioned above, the Board of Directors of the Company at their meeting held on 28<sup>th</sup> March 2018 have approved the payment of remuneration to Mr.Sumanth Ramamurthi, Executive Chairman of the Company for the above said period on such terms and conditions as set out in the resolution.

Consequent to the resignation of Mr.A.S.Thirumoorthy, Managing Director of the Company with effect from 31st May 2018, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on 19<sup>th</sup> May 2018 have re-designated Mr.Sumanth Ramamurthi, as a Chairman and Managing Director of the Company for the remaining period of his tenure with effect from 1st June 2018.

Mr. Sumanth Ramamurthi, graduate in Electrical Engineering is a person having more than three decades of experience in the fields of textile and engineering industry. In view of his performance and capabilities along with his experience in the industry, he was re-designated as the Chairman and Managing Director of the Company.

Pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the payment of remuneration to him shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence, the necessary resolution has been set out in Item No.5 of the Notice for the approval of the members.

The Board recommends the resolution set out in Item No. 5 of the Notice for the approval of the members.

The details as required under Schedule V of the Companies Act, 2013 and brief bio-data of Mr.Sumanth Ramamurthi and other disclosures as per Secretarial Standard 6 are furnished and form a part of this notice.

Except Mr.Sumanth Ramamurthi, being the recipient of remuneration/ appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 5 of the Notice.

#### **Item No.6**

Mr.A.R.Balasundharam was appointed as an Independent Director of the Company with effect from 1<sup>st</sup> June 2017. In his tenure as an Independent Director, Mr.A.R.Balasundharam has provided insights into the textile industry which have proved to be invaluable to the company.

Mr.A.R.Balasundharam has given a declaration to the effect that he does not meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 upon receipt of the consultancy fees.

Considering his value addition to the Company, the Board of Directors of the Company has on the recommendation of the Nomination and Remuneration Committee at their meeting held on 19<sup>th</sup> May 2018 appointed Mr.A.R.Balasundharam as an Additional Director of the Company to hold office with effect from 20<sup>th</sup> May 2018. Mr. A.R. Balasundharam, a B.Tech-Textile Graduate, is a person having more than three decades of experience as a textile professional. The Board is of the view that his performance and capabilities along with his experience in the industry would be of immense benefit in strengthening and improving the technical support to the Company.

Further, a notice has been received from a member signifying his intention to propose Mr. A.R. Balasundharam as a candidate for the office of Director of the Company, liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as a Director of the Company.

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The Board recommends the resolution in relation to appointment of Mr.A.R.Balasundharam, as Director, for the approval by the shareholders of the Company.

Except Mr.A.R.Balasundharam, being an 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 set out at Item No. 6 of the Notice.

**Item No.7**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, have at their meeting held on 19<sup>th</sup> May 2018 accorded their approval 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, Director of the Company for rendering consultancy services to the Company for a period of one year with effect from 1st June 2018. 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.

Pursuant to Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Shareholders of the Company is required for payment of any fees / compensation to the Non-Executive Directors of the Company. Accordingly, the said resolution has been included in Item No. 7 of the Notice for the approval of the members.

The Board recommends the resolution set out in Item No. 7 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. 7 of the Notice.

By order of the Board  
For Super Spinning Mills Limited

**Ramaa Krishnakumar**  
Company Secretary

Coimbatore  
19<sup>th</sup> May, 2018

**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. At the 55th Annual General Meeting of the Company held on December 01, 2017, the members approved the appointment of M/s. Sethia, Prabhad Hegde & Co., (Firm Registration No. 013367S) Chartered**
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Accountants, as Statutory Auditors 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 of their appointment by members at every Annual General Meeting, if so required by the Companies Act 2013. Vide notification dated May 7, 2018 the Ministry of Corporate Affairs 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 56th Annual General Meeting.

3. 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.
  4. Members / Proxies attending the meeting are requested to bring the attendance slips duly filled and signed for attending the meeting.
  5. 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, 23<sup>rd</sup> August 2018 to Wednesday, 29<sup>th</sup> August 2018 (both days inclusive).
  6. 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.
  7. 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.
  8. 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.
  9. 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.
  10. The members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and share transfer agent of the company M/s.Link Intime India Pvt Ltd.
  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 2017-18, the Notice of the 56<sup>th</sup> 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.
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For members who have not registered their email address, physical copies of the Annual Report for 2017-18 are being sent through permitted mode.

13. Members may also note that the Notice of the 56<sup>th</sup> Annual General Meeting and the Annual Report 2017-18 will be available on the Company's website [www.superspinning.com](http://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. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.
  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 holder who is higher in the order of names will be entitled to vote.
  18. Members are requested to note that the venue of the 56<sup>th</sup> 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(1) 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 56<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Link Intime India Private Limited (LI IPL)

Any person, who acquires shares of the Company and becomes member of the company after dispatch of AGM Notice and holding shares as of the cut-off date i.e., 22nd August 2018, may refer to this Notice of the AGM of the Company, posted on Company's website [www.superspinning.com](http://www.superspinning.com) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the company as on the cut-off date and is in receipt of this Notice shall treat this notice for information purpose only.
    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
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The instructions for members for voting electronically are as under:-

The voting period begins on Sunday, 26<sup>th</sup> August 2018 at 9.00 A.M. and ends on Tuesday 28<sup>th</sup> August 2018 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 22<sup>nd</sup> August 2018 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

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

- i. Visit the e-voting system of LIPL. 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 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).

<b>For Shareholders holding shares in Demat Form or Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>● 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 Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
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. <ul style="list-style-type: none"> <li>● 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).</li> </ul>

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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".

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 LIPL.

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 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.

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- 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](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.
4. 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 22<sup>nd</sup> August 2018.
  5. 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.
  6. 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.
  7. 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.superspining.com](http://www.superspining.com) and on the website of LI IPL and communicated to the Stock Exchanges where the company’s shares are listed.

**Statement of Information relevant to Mr.A.S.Thirumoorthy, Managing Director & Mr.Sumanth Ramamurthi, Executive Chairman as per 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**

<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
Sales and other income	26,361.75	30,691.06
Profit / (Loss) before tax and depreciation	(1604.22)	(256.62)
Profit / (Loss) after tax	(2,159.04)	(1,053.20)
Paid up Equity Capital	550.00	550.00
Other Equity	13,915.00	16,074.04
Basic Earnings per share	(3.93)	(2.36)

**5. Foreign investments and collaborations, if any:** Nil

**II. Information about the Appointees / Beneficiaries:**

<b>Particulars</b>	<b>Mr. A.S.Thirumoorthy</b>	<b>Mr.Sumanth Ramamurthi</b>
Back ground details	Mr.A.S.Thirumoorthy aged 59 years is Chartered Accountant, having more than three decades of experience in the field of finance and textile industry and is a Director on the Board of one other Public Limited Company.	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 Recognition or awards Job profile and his suitability	Rs.61.56 Lakhs	Rs. 46.30 Lakhs
Remuneration Proposed	Nil	Nil
Job profile and his suitability	More than three decades of experience in the field of Finance and Textile industry.	More than three decades of experience in the field of Engineering and Textile industry.
Remuneration Proposed	As per Item No. 4 of the resolution annexed to the Notice	As per Item No. 5 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	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	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**

<b>Name</b>	<b>Mr.A.S.Thirumoorthy</b>	<b>Mr.Sumanth Ramamurthi</b>	<b>Mr.A.R.Balasundharam</b>
DIN	03604474	00002773	07802383
Age	59 Years	59 Years	55 Years
Qualification	ACA	B.S-Electrical Engineering	B.Tech - Textiles
Expertise	More than three decades of experience in the field of Finance and Textile Industry	More than three decades of experience in the fields of textile and engineering industry	More than three decades of experience as a textile professional
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.6 & 7 of the AGM Notice.
Remuneration last drawn	Gross remuneration drawn as on 31.03.2018: ₹ 61.56 Lakhs	Gross remuneration drawn as on 31.03.2018: ₹ 46.30 Lakhs	NIL(except sitting fees of ₹ 40,000)
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	01.04.2014	22.02.1992	01.06.2017
Position held	Managing Director	Executive Chairman	Director
Shareholding in the Company	5,000 Equity Shares	94,40,530 Equity Shares	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.	He is not related to any of the Directors of the Company.
Number of meetings of the Board attended during the year	6	6	3
Directorships of other Boards	Super Sara Textiles Ltd	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
Membership/ Chairmanship of Committees of other Boards	NIL	<b>Stakeholders Relationship Committee</b> Precot Meridian Ltd -Chairman <b>Corporate Social Responsibility Committee</b> Elgi Electric and Industries Ltd – Chairman	NIL

By Order of the Board  
For Super Spinning Mills Limited

Coimbatore  
19<sup>th</sup> May, 2018

**Ramaa Krishnakumar**  
Company Secretary