

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : SUPER SPINNING MILLS LIMITED

2. Quarter Ending : September 30, 2023

I. Composition of Board of Directors

Annexure I

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Appointment / Cessation		Date of Birth	Tenure	Whether special resolution passed?	No. Of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	Number of memberships in Audit / Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. Of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
					Date of Appointment	Date of Cessation							
Mr.	Sumanth Ramamurthi	00002773	Executive / Chairman and Managing Director	22.02.1992	01.06.2018		12.08.1959	379	NA	1	0	1	0
Mr.	Sudarsan Varadaraj	00133533	Non-Executive / Independent	13.03.1993	01.06.2019		22.01.1958	112	NA	4	2	4	0
Mr.	C G Kumar	02823567	Non-Executive / Independent	01.06.2014	01.06.2019		13.06.1972	112	NA	1	1	1	0
Ms.	Suguna Ravichandran	00170190	Non-Executive / Independent	01.06.2014	01.06.2019		11.08.1958	112	NA	2	2	4	2
Mr.	B Lakshmi Narayana	00504396	Non-Executive / Independent	01.06.2017	01.06.2017		17.09.1966	76	NA	2	2	4	0
Mr.	Sanjay Krishna Ramamurthi	08730627	Non-Executive / Non-Independent	01.07.2020	01.07.2020		01.11.1996	39	NA	1	0	0	0
Mr.	Nikhil Govind Ramamurthi	10089593	Non-Executive / Non-Independent	01.06.2023	01.06.2023		13.08.1998	4	NA	1	0	0	0

& Category of Directors means executive/non-executive/independent/nominee. If a Director fits into more than one category write all categories separating them with hyphen.



II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)§
1. Audit Committee	Mrs. Suguna Ravichandran – Chairperson Mr. C G Kumar - Member Mr. B Lakshmi Narayana - Member	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
2. Nomination & Remuneration Committee	Mr. Lakshmi Narayana – Chairperson Mr. C G Kumar – Member Mr. Sudarsan Varadaraj - Member	Non-Executive-Independent Non-Executive -Independent Non-Executive-Independent
3. Risk Management Committee (if applicable)	N.A	N.A
4. Stakeholders Relationship Committee	Mrs. Suguna Ravichandran - Chairperson Mr. Sumanth Ramamurthi – Member Mr. Lakshmi Narayana - Member	Non Executive - Independent Executive - Non-Independent Non-Executive - Independent

§ Category of Directors means executive / non-executive / independent / nominee. If a Director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarters	Date(s) of meeting (if any) in the relevant quarters	Maximum gap between any two consecutive meetings in the number of days
27.04.2023	-	0
22.05.2023	-	24 days
27.05.2023	-	4 days
	26.07.2023	59 days
	11.08.2023	15 days



IV. Meeting of Committees - Audit Committee

Date(s) of meeting of the Committee in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the relevant quarter	Maximum gap between any two consecutive meetings in the number of days*
27.05.2023	Yes - 3 members present		0
		26.07.2023	59 days
		11.08.2023	15 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

Nomination and Remuneration Committee

Date(s) of meeting of the Committee in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the relevant quarter	Maximum gap between any two consecutive meetings in the number of days*
22.05.2023	Yes - 3 members present		0
		-	0

Stakeholders Relationship Committee

Date(s) of meeting of the Committee in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the relevant quarter	Maximum gap between any two consecutive meetings in the number of days*
16.06.2023	Yes - 3 members present		0
		21.07.2023	79 days

V. Related Party Transactions

Subject	Compliance Status (Yes/No/N.A) refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
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Note :

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.
 - a) Audit Committee - **Yes**
 - b) Nomination & remuneration committee - **Yes**
 - c) Stakeholders relationship committee - **Yes**
 - d) Risk management committee (applicable to the top 100 listed entities) - **N.A**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. This report will be placed before the Board of Directors. - **Yes**

For Super Spinning Mills Ltd

Narmatha G K

Narmatha G K
Company Secretary

Name and Designation

Company Secretary / Compliance Officer / Managing Director / CEO

CORPORATE GOVERNANCE REPORT

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2. Quarter Ending : September 30, 2023

Annexure III - Affirmations

Subject	Reg. No	Compliance Status (Yes/No/NA)	If "No" details of Non-compliance
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	
Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of chairperson of the stakeholders relationship committee at the annual general meeting	20(3)	Yes	
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	

Note :-

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A" may be indicated.
2. If status is "No" details of non-compliance may be given here
3. If the Listed Entity would like to provide any other information the same may be indicated here.

For Super Spinning Mills Ltd

Name : Narmatha G K


Narmatha G K
Company Secretary

Designation: Company Secretary & Compliance Officer

**Annexure IV
(INR Actuals)**

Additional Half Yearly Disclosure

Applicability of disclosure		Applicable	
Disclosure of Loans/guarantees/comfort letters/securities etc refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	-	-	
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	
KMPs or any other entity controlled by them	-	-	
(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of Debt availed by			
Entity	Type (guarantee, comfort letter etc)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	-	-
Promoter Group or any other entity controlled by them	Nil	-	-
Directors (including relatives) or any other entity controlled by them	Nil	-	-
KMPs or any other entity controlled by them	Nil	-	-
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of Debt availed by			
Entity	Type of security (cash, shares)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	-	-



Promoter Group or any other entity controlled by them	Nil	-	-
Directors (including relatives) or any other entity controlled by them	Nil	-	-
KMPs or any other entity controlled by them	Nil	-	-

(D) Additional Disclosures

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. - **YES**

Name
Designation

Sumanth Ramamurthi
CEO

