

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : SUPER SPINNING MILLS LIMITED

2. Quarter Ending : March 31, 2024

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	385	NA	1	0	1	0
Mr.	Sudarsan Varadaraj	00133533	Non-Executive / Independent	13.03.1993	01.06.2019		22.01.1958	118	NA	4	2	4	0
Mr.	C G Kumar	02823567	Non-Executive / Independent	01.06.2014	01.06.2019		13.06.1972	118	NA	1	1	1	0
Ms.	Suguna Ravichandran	00170190	Non-Executive / Independent	01.06.2014	01.06.2019		11.08.1958	118	NA	2	2	4	2
Mr.	B Lakshmi Narayana	00504396	Non-Executive / Independent	01.06.2017	01.06.2017		17.09.1966	82	NA	2	2	4	0
Mr.	Sanjay Krishna Ramamurthi	08730627	Non-Executive / Non-Independent	01.07.2020	01.07.2020		01.11.1996	45	NA	1	0	0	0
Mr.	Nikhil Govind Ramamurthi	10089593	Non-Executive / Non-Independent	01.06.2023	01.06.2023		13.08.1998	10	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	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
13.10.2023	-	0	7	6	3
09.11.2023	-	26 days	7	4	2
	13. 02.2024	95 days	7	5	3



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*	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
13.10.2023	Yes - 3 members present		0	3	3	3
09.11.2023			26 days	3	3	3
		13.02.2024	95 days	3	2	2

* 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*	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
13.10.2023	Yes - 3 members present		0	3	2	2
			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*	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
30.10.2023	Yes - 3 members present		0	3	3	2
27.11.2023			27 days	3	3	2
28.12.2023			30 days	3	3	2
		22.02.2024	55 days	3	2	1
		22.03.2024	28 days	3	3	2



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
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


Name and Designation
Narasimha G K
Company Secretary
Company Secretary / Compliance Officer / Managing Director / CEO

Annexure II

Format to be submitted by the Listed Entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance Status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism / Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining material subsidiaries	Yes
Details of familiarization programme imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievance	Yes
Email address for grievance Redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and / or their associates	N.A
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A
Audio or video recordings and transcripts of post earnings/quarterly calls	N.A
New name and the old name of the listed entity	N.A
Advertisements as per Reg. 47(1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Secretarial Compliance Report	Yes
Materiality Policy as per Reg. 30(4)	Yes
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under Regulation 30(5)	Yes
Disclosure under Regulation 30(8)	Yes
Statement of deviations or variations as specified in Regulation 32	Yes
Dividend Distribution Policy as per Reg. 43A	N.A
Annual Return as provided under Section 92 of the Companies Act, 2013	Yes



Whether the company has provided information under separate section on its website as per Reg. 46(2)	Yes
Compliance with Regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of "independence" and / or eligibility	16(1)(b) & 25(6)	Yes
Board composition	17(1), (1A) & (1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	N.A
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Quorum of nomination & remuneration committee	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1),(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3)&(4)	N.A
Meeting of risk management committee	21(3A)	N.A
Quorum of risk management committee	21(3B)	N.A
Gap between the meetings of the Risk Management Committee	21(3C)	N.A
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6)& (7)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2)&(3)	Yes



Approval for material related party transactions	23(4)	N.A
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate governance requirements with respect of subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A
Maximum tenure	25(2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26 (2) & 26 (5)	Yes
Approval of the Board and Shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26 (6)	Yes
Vacancies in respect of Key Managerial Personnel	26A(1) & (2)	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 "NA" may be indicated If status is "No" details of non-compliance may be given here.		
2. If the Listed Entity would like to provide any other information the same be indicated here		
III. Affirmations:		
The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied – Not applicable for us –		
<p style="text-align: center;">For Super Spinning Mills Ltd</p> <p style="text-align: center;"><i>Narmatha G K</i> Narmatha G K Company Secretary</p> <p>Name and Designation Company Secretary / Compliance Officer / Managing Director / CEO</p>		

**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 Padmavathy P
Designation CFO

