



Super Spinning Mills Limited

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

30th August 2023

To

| | |
|--|---|
| Listing Department BSE Ltd Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Scrip Code: - 521180 | Listing Department National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G Bandra – Kurla Complex, Bandra (E) Mumbai – 400 051 Scrip Code: - SUPERSPIN |
|--|---|

Dear Sir,

Sub : Submission of Voting Results for Postal Ballot and the Scrutinizer's Report pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015

Further to our intimation letter dated 29th July, 2023 regarding the dispatch of Postal Ballot Notice dated 26th July, 2023, for seeking approval of shareholders of the Company on the resolutions as set out in the Postal Ballot Notice, we would like to inform that the Postal Ballot process (through remote e-voting) was concluded on 28th August,2023 at 05:00 PM (1ST).

In this connection, the Scrutinizer has submitted her report to the Chairman and Managing Director of the Company. We enclose herewith the Declaration of voting results of the Postal Ballot dated 30th August 2023 and the Scrutinizer's Report dated 29th August 2023.

The results of the postal ballot voting will also be displayed on the website of the Company and on the website of the e-voting service provider, M/s. Link Intime India Private Limited (LIPL).

Kindly take the same on record.

Thanking you
Yours faithfully
For Super Spinning Mills Limited

Narmatha G K
Company Secretary & Compliance Officer

RECOGNISED EXPORT - TRADING HOUSE

Phone : +91-422 - 2311711, Fax : 91 - 422 - 2311611, E-mail : super@ssh.saraelgi.com
CIN : L17111TZ1962PLC001200 Web : www.superspinning.com





Super Spinning Mills Limited

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

Declaration of results of the voting on resolution(s) set out in the Postal Ballot Notice dated July 26, 2023

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") from time to time, the approval of the members of the Company was sought for passing the Resolution(s) set out in the Postal Ballot Notice dated July 26, 2023 by means of voting through electronic means (remote e-voting) only.

Postal Ballot Notice containing the resolution(s) together with the statement setting out the material facts concerning the resolution(s) set out in the said Postal Ballot Notice were sent to all the members, whose names appeared in the Register of Members / List of Beneficiaries as on Thursday, July 27, 2023 ("cut-off date") through electronic mail and in accordance with the aforesaid MCA circulars, the Company had provided its members the facility to vote through remote electronic voting only. The remote e-voting period commenced on Sunday, July 30, 2023 at 09:00 AM (IST) and the last date for receipt of voting through electronic means was Monday, August 28, 2023 at 05:00 PM (IST). The Board of Directors, at their meeting held on July 26, 2023, had appointed Ms. Monika Nagaraj, ACS of M/s. MDS & Associates LLP (ICSI Peer Review No.3030/2023), Company Secretaries, Coimbatore, as Scrutinizer to conduct the postal ballot voting through remote electronic voting means in a fair and transparent manner and for the purpose of ascertaining the requisite majority.

Accordingly, the Scrutinizer has submitted her report on postal ballot (remote e-voting) and based on her report, it is hereby declared that the Resolution(s) set out in the Postal Ballot Notice dated July 26, 2023 have been duly passed by the members of the Company with requisite majority. A copy of the report of the Scrutinizer dated August 29, 2023 is attached hereto.

The details of the votes cast on the Resolution(s) passed through the Postal Ballot process are given hereunder:

| | | |
|----|--|--|
| 1. | Date of declaration of Postal Ballot Voting Results | Wednesday, August 30, 2023 |
| 2. | Total number of members as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights | 15,970 shareholders (as on July 27, 2023) |





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Item No.1 – Special Resolution (Special Business)

Approval to sell or otherwise dispose of the undertaking (plant & machinery) of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.

| Resolution required: (Ordinary/ Special) | | | | | Special Resolution | | | |
|---|-----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | No | | | |
| Category | Mode of Voting | No. of Shares held | No. of Votes polled | % of Votes Polled on outstanding Shares | No. of Votes – In favour | No. of Votes - against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6) = [(4)/(2)] * 100 | (7) = [(5)/(2)]* 100 |
| Promoter and Promoter group | Remote E-Voting | 23539334 | 23133874 | 98.28 | 23133874 | 0 | 100.00 | 0.00 |
| Public Institutions and Public Non-Institutions | Remote E-Voting | 31460666 | 827846 | 2.63 | 822669 | 5177 | 99.37 | 0.63 |
| Total | | 55000000 | 23961720 | 43.57 | 23956543 | 5177 | 99.98 | 0.02 |

Note: 1. One shareholder holding 9,980 shares has abstained from voting through remote e-voting facility.

2. Two shareholders holding 79 equity shares have partially voted in favour of the resolution for 65 equity shares and partially voted against the resolution for 14 equity shares.

Further, pursuant to proviso to Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolution passed by the members for the sale of the undertaking (plant & machinery) of the Company shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceeds the votes cast by such public shareholders against the resolution. Accordingly, based on the report of the scrutinizer, it is noted that requisite majority of the public shareholders have been voted in favour of the proposal.

Accordingly, the above Resolution has been declared as passed as a **Special Resolution** with requisite majority.





Super Spinning Mills Limited

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Item No. 2 – Ordinary Resolution

Appointment of Mr. Nikhil Govind Ramamurthi (holding DIN: 10089593), as a Director of the Company.

| Resolution required: (Ordinary/ Special) | | | | | Ordinary Resolution | | | |
|---|-----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | No | | | |
| Category | Mode of Voting | No. of Shares held | No. of Votes polled | % of Votes Polled on outstanding Shares | No. of Votes – In favour | No. of Votes - against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6) = [(4)/(2)] * 100 | (7) = [(5)/(2)]* 100 |
| Promoter and Promoter group | Remote E-Voting | 23539334 | 23133874 | 98.28 | 23133874 | 0 | 100.00 | 0.00 |
| Public Institutions and Public Non-Institutions | Remote E-Voting | 31460666 | 827846 | 2.63 | 826800 | 1046 | 99.87 | 0.13 |
| Total | | 55000000 | 23961720 | 43.57 | 23960674 | 1046 | 100.00 | Negligible |

Note: One shareholder holding 9,980 shares has abstained from voting through remote e-voting facility.

Accordingly, the above Resolution has been passed with requisite majority as an **Ordinary Resolution.**





Super Spinning Mills Limited

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Item No. 3 – Ordinary Resolution

Approval for entering into Material Related Party Transaction.



| Resolution required: (Ordinary/ Special) | | | | | Ordinary Resolution | | | |
|---|-----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | Yes | | | |
| Category | Mode of Voting | No. of Shares held | No. of Votes polled | % of Votes Polled on outstanding Shares | No. of Votes – In favour | No. of Votes - against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6) = [(4)/(2)] * 100 | (7) = [(5)/(2)]* 100 |
| Promoter and Promoter group | Remote E-Voting | 23539334 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public Institutions and Public Non-Institutions | Remote E-Voting | 31460666 | 827836 | 2.63 | 822972 | 4864 | 99.41 | 0.59 |
| Total | | 55000000 | 827836 | 1.51 | 822972 | 4864 | 99.41 | 0.59 |

Note: 1. Votes cast by 22 (Twenty-two) related parties in favour of the resolution have been considered invalid pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Two shareholders holding 9,990 shares have abstained from voting through remote e-voting facility.

Accordingly, the above Resolution has been passed with requisite majority as an **Ordinary Resolution**.

For Super Spinning Mills Limited



Sumanth Ramamurthi
DIN: 00002773
Chairman and Managing Director

Date : August 30, 2023

Place : Coimbatore



MDS & Associates LLP

Company Secretaries

**SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED
PURSUANT TO THE POSTAL BALLOT NOTICE DATED JULY 26, 2023**

Date: August 29, 2023

To
The Chairman and Managing Director
M/s. SUPER SPINNING MILLS LIMITED
(CIN: L17111TZ1962PLC001200)
'Elgi Towers', P.B No: 7113 Green Fields,
Puliakulam Road, Coimbatore - 641 045,

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot through Remote E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant MCA circulars issued thereunder

I, Monika Nagaraj, ACS, Designated Partner of M/s. MDS & Associates LLP (ICSI Peer Review No. 3030/2023), Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. SUPER SPINNING MILLS LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for 01/PB/2023-2024 postal ballot carried out in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any, of the Act and Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the Resolution(s) as set out in the Postal ballot Notice dated July 26, 2023.



Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution(s) as set out in the Postal Ballot Notice dated July 26, 2023.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution(s), as set out in Item No.1, 2 & 3 of the Postal Ballot Notice dated July 26, 2023, based on the reports generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LI IPL"), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

Further, in addition to the above, I submit my report as under:

- The Postal Ballot Notice dated July 26, 2023 along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed by postal ballot, were sent on Saturday, July 29, 2023 by Registrar & Share transfer agent viz Link Intime India Private Limited through electronic mail to those members who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars and SEBI Circulars issued from time to time. The Company has also placed the notice of the Postal Ballot on its website.
- The Company has availed the e-voting services offered by the M/s. Link Intime India Private Limited for providing the remote e-voting to the shareholders of the Company.
- The remote e-voting period remained open from Sunday, July 30, 2023, 09:00 AM (IST) to Monday, August 28, 2023, 05:00 PM (IST) (both days inclusive). During the said period, the members of the Company holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. Thursday, July 27, 2023 were entitled to vote on the resolution set out in the Notice of Postal ballot through remote e-voting.



- The e-voting module of M/s. Link Intime India Private Limited ("LI IPL") was disabled on Monday, August 28, 2023 at 05:00 PM (IST) and I, as the Scrutinizer, unblocked the votes cast, on Monday, August 28, 2023 at 05:23 PM (IST) in the presence of Mr. Dhanush R (Witness No.1) and Mr. P.B.Sheshanth (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- Thereafter, the details containing inter alia the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process was generated from the e-voting portal of the LI IPL.
- I have scrutinized the remote e-voting for the postal ballot and the votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- Based on the reports generated from the e-voting portal of LI IPL, I hereby submit my report on the results of the votes cast by the shareholders of the Company through remote e-voting on the resolution(s) as set out under Item No.1, 2 & 3 in the Postal Ballot Notice, as under:



SPECIAL BUSINESS

Resolution No: 1

Special resolution

Approval to sell or otherwise dispose of the undertaking (plant & machinery) of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.

VOTES CAST IN FAVOUR OF THE RESOLUTION

| Number of Members Voted through electronic voting system | Number of votes cast in favour the Resolution | Percentage of Total Number of votes cast |
|--|---|--|
| 86 | 2,39,56,543 | 99.98 |

VOTES CAST AGAINST THE RESOLUTION

| Number of Members Voted through electronic voting system | Number of votes cast against The Resolution | Percentage of Total Number of votes cast |
|--|---|--|
| 13 | 5,177 | 0.02 |

INVALID VOTES

| Total number of Members whose votes were declared invalid | Total number of invalid votes cast by them |
|---|--|
| 0 | 0 |

Note: 1. One shareholder holding 9980 shares has abstained from voting through remote e-voting facility.

2. Two shareholders holding 79 equity shares have partially voted in favour of the resolution for 65 equity shares and partially voted against the resolution for 14 equity shares.

Further, pursuant to proviso to Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolution passed by the members for the sale of the undertaking (plant & machinery) of the Company shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceeds the votes cast by such public shareholders against the resolution. Accordingly, based on the reports generated from the e-voting portal of LIPL, I hereby submit the



voting results of the votes cast by the public equity shareholders of the Company through remote e-voting by means of postal ballot on the resolution as set out in Item No.1 of Notice convening the meeting as under:

VOTES CAST IN FAVOUR OF THE RESOLUTION

| Number of Members Voted through electronic voting system | Number of votes cast in favour the Resolution | Percentage of Total Number of votes cast |
|--|---|--|
| 69 | 8,22,669 | 99.37 |

VOTES CAST AGAINST THE RESOLUTION

| Number of Members Voted through electronic voting system | Number of votes cast against The Resolution | Percentage of Total Number of votes cast |
|--|---|--|
| 13 | 5,177 | 0.63 |

INVALID VOTES

| Total number of Members whose votes were declared invalid | Total number of invalid votes cast by them |
|---|--|
| 0 | 0 |

Note: 1. One shareholder holding 9,980 shares has abstained from voting through remote e-voting facility.

2. Two shareholders holding 79 equity shares have partially voted in favour of the resolution for 65 equity shares and partially voted against the resolution for 14 equity shares.

Note: Thus, the Special Resolution as given in Item No. 1 may be considered as passed with requisite majority.



Resolution No: 2

Ordinary resolution

Appointment of Mr. Nikhil Govind Ramamurthi (holding DIN: 10089593), as a Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

| Number of Members Voted through electronic voting system | Number of votes cast in favour the Resolution | Percentage of Total Number of votes cast |
|---|--|---|
| 91 | 2,39,60,674 | 100.00 |

VOTES CAST AGAINST THE RESOLUTION

| Number of Members Voted through electronic voting system | Number of votes cast against The Resolution | Percentage of Total Number of votes cast |
|---|--|---|
| 6 | 1,046 | Negligible |

INVALID VOTES

| Total number of Members whose votes were declared invalid | Total number of invalid votes cast by them |
|--|---|
| 0 | 0 |

Note: One shareholder holding 9,980 shares has abstained from voting through remote e-voting facility.

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Resolution No: 3

Ordinary resolution

Approval for entering into Material Related Party Transaction.

VOTES CAST IN FAVOUR OF THE RESOLUTION

| Number of Members Voted through electronic voting system | Number of votes cast in favour the Resolution | Percentage of Total Number of votes cast |
|--|---|--|
| 68 | 2,13,572 | 97.77 |

VOTES CAST AGAINST THE RESOLUTION

| Number of Members Voted through electronic voting system | Number of votes cast against The Resolution | Percentage of Total Number of votes cast |
|--|---|--|
| 6 | 4,864 | 2.23 |

INVALID VOTES

| Total number of Members whose votes were declared invalid | Total number of invalid votes cast by them |
|---|--|
| 22 | 2,37,43,274 |

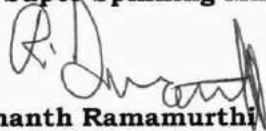
Note: 1. Votes cast by 22 (Twenty-two) related parties in favour of the resolution have been considered invalid pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Two shareholders holding 9,990 shares have abstained from voting through remote e-voting facility.

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report, the Resolution No.1,2 & 3 have been passed with requisite majority

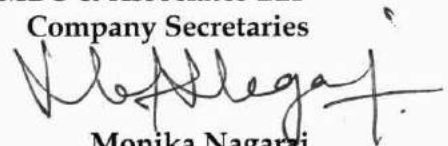
For Super Spinning Mills Limited



Sumanth Ramamurthi
DIN: 00002773
Chairman and Managing Director



Yours faithfully,
For MDS & Associates LLP
Company Secretaries



Monika Nagaraj
Designated Partner
ACS No.: 56121; C P No.: 21059
Peer Review No. 3030/2023
UDIN: A056121E000884071