

**SARA ELGI**

**SUPER**



# **Super Spinning Mills Limited**

**62nd Annual Report  
2023-24**



**SUPER**

# Super Spinning Mills Limited

CIN: L17111TZ1962PLC001200

## Corporate Information

**Chairman and Managing Director**

**Board of Directors**

**Chief Financial Officer**

**Company Secretary**

**Auditors**

**Secretarial Auditor**

**Bankers**

**Registrar and Share Transfer Agent**

**Registered Office**

Mr. Sumanth Ramamurthi  
 Mr. Sudarsan Varadaraj (upto 31.05.2024)  
 Mr. C G Kumar (upto 31.05.2024)  
 Mrs. Suguna Ravichandran (upto 31.05.2024)  
 Mr. Venkat Kumar Vikram (w.e.f 25.05.2024)  
 Mrs. T M Malavika (w.e.f 01.06.2024)  
 Mr. B Lakshmi Narayana  
 Mr. Sanjay Krishna Ramamurthi  
 Mr. Nikhil Govind Ramamurthi  
 Mrs. Padmavathy P (w.e.f 13.10.2023)  
 Mrs. Narmatha G K  
 M/s. CSK Prabhu & Co, Coimbatore  
 M/s. MDS & Associates LLP, Coimbatore  
 IDBI Bank  
 HDFC Bank  
 Link Intime India Pvt Ltd (Coimbatore Branch)  
 "Surya", 35, May Flower Avenue  
 Behind Senthil Nagar, Sowripalayam Road  
 Coimbatore - 641 028  
 Ph : (0422) 2314792, 2315792  
 E-mail : coimbatore@linkintime.co.in  
 "ELGI TOWERS", PB 7113, Green Fields  
 Puliakulam Road  
 Coimbatore – 641 045, Tamil Nadu  
 Ph : (0422) 2311711  
 Fax : (0422) 2311611  
 E-mail : investors@ssh.saraelgi.com  
 Internet : www.superspinning.com

### Mills

B Unit : Kotnur, Andhra Pradesh  
 Super Sara : Beerapalli, Andhra Pradesh

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## Notice to the Members

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Notice is hereby given that the **62nd Annual General Meeting** of the Company will be held on Saturday, 10th August 2024 at 3:30 P.M **through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** with virtual presence of the Shareholders to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited financial statements including Balance sheet as on 31st March 2024, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows of the financial year ended on that date together with the Board of Directors Report and Auditors Report thereon.
2. To appoint a Director in the place of Sri. Sumanth Ramamurthi (DIN 00002773) Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. **Appointment of Sri. Venkat Kumar Vikram (DIN: 06397105) as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as per the recommendations of the Nomination and Remuneration Committee and the Articles of Association of the Company, Sri. Venkat Kumar Vikram (DIN: 06397105) who was appointed as an Additional Director of the Company in the capacity of Independent Director by the Board of Directors with effect from 25th May, 2024 and who holds office up to the date of this Annual General Meeting, and who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member signifying his intention to propose Sri. Venkat Kumar Vikram as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 25th May, 2024 and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

4. **Appointment of Smt. Manoharan Malavika Thothala (DIN: 10584655) as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as per the recommendations of the Nomination and Remuneration Committee and the Articles of Association of the Company, Smt. Manoharan Malavika Thothala (DIN: 10584655), who was appointed as an Additional Director of the Company in the capacity of Independent Director by the Board of Directors with effect from 01st June, 2024 and who holds office up to the date of this Annual General Meeting, and who had submitted a declaration that she meets the criteria for independence under Section 149(6) of the

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Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member signifying his intention to propose Smt. Manoharan Malavika Thothala as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 01st June, 2024 and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

### **STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **ITEM NO. 3**

In terms of Section 161 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 24th May, 2024 had appointed Sri. Venkat Kumar Vikram (DIN: 06397105), as an Additional Director in the capacity of Non-Executive Independent Director on the Board of Directors of the Company at their meeting held on 25th May, 2024 with effect from the 25th May 2024.

Sri. Venkat Kumar Vikram (DIN: 06397105), holds office up to the date of this Annual General Meeting in compliance with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Sri. Venkat Kumar Vikram is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority. He has given his consent to act as Independent Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing Regulations and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Sri. Venkat Kumar Vikram, fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed and evaluated the balance of skills, knowledge and experience on the Board and have identified the role and capabilities required of an Independent Director and have considered that the appointment of Sri. Venkat Kumar Vikram with his experience and expertise will be of immense value addition to the Company.

A copy of the draft Appointment Letter to be issued to Sri Venkat Kumar Vikram upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 am, India Standard Time ("IST") to 4:00 pm IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 4 of the Notice for appointment of Sri. Venkat Kumar Vikram as an Independent Director for a term of five (5) consecutive years, for approval by the Members of the Company.

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Except Sri. Venkat Kumar Vikram being the appointee Director, none of the Directors and the 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. 4 of the Notice.

**ITEM No:4**

In terms of Section 161 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 1st June, 2024 had appointed Smt. Manoharan Malavika Thothala (DIN: 10584655), as an Additional Director in the capacity of Non-Executive Independent Director on the Board of Directors of the Company at their meeting held on 1st June, 2024 with effect from the 01st June 2024.

Smt. Manoharan Malavika Thothala (DIN: 10584655), holds office up to the date of this Annual General Meeting in compliance with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Independent Director of the Company.

Smt. Manoharan Malavika Thothala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority. She has given her consent to act as Independent Director along with the declaration to the effect that she meets the criteria of independence as prescribed under the Act and the Listing Regulations and that her name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Smt. Manoharan Malavika Thothala, fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for her appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed and evaluated the balance of skills, knowledge and experience on the Board and have identified the role and capabilities required of an Independent Director and have considered that the appointment of Smt. Manoharan Malavika Thothala with her experience and expertise will be of immense value addition to the Company.

A copy of the draft Appointment Letter to be issued to Smt. Manoharan Malavika Thothala upon her appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to Members for inspection at the Registered Office of the Company during the normal business hours (9:00 am, India Standard Time ("IST") to 4:00 pm IST) on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 4 of the Notice for appointment of Smt. Manoharan Malavika Thothala as an Independent Director for a term of five (5) consecutive years, for approval by the Members of the Company.

Except Smt. Manoharan Malavika Thothala being the appointee Director, none of the Directors and the 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. 4 of the Notice.

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**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 14th December 2021, 5th May 2022, 28th December, 2022 and 25th September 2023 (hereinafter collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide their Circulars dated 12th May 2020, 15th January 2021, 13th May 2022, 5th January 2023 and 7th October 2023 (hereinafter collectively referred to as “SEBI Circulars”) permitted the holding of Annual General Meeting (AGM) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the Annual General Meeting of the Members of the Company is being held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/ OAVM only. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below.
  2. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.** Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [ssml@mdsassociates.in](mailto:ssml@mdsassociates.in) with a copy marked to [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com) and to its RTA at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
  4. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being **sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories**. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website [www.superspinning.com](http://www.superspinning.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the RTA, M/s. Link Intime India Private Limited at [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in). Further pursuant to SEBI’s Circular dated 5th January 2023 the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com).
  5. Brief resume, details of shareholding and Directors’ inter-se relationship of Directors seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI, are provided as Annexure and forms part of this Notice.
  6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
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8. The Register of Members and share transfer books of the Company will remain closed from Sunday, 04th August, 2024 to Saturday, 10th August, 2024 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
  9. Members may note that M/s. CSK Prabhu & Co., Chartered Accountants (Firm Registration No. 002485S) were appointed as Statutory Auditors of the Company at the 60th Annual General Meeting (AGM) held on 29th August, 2022, to hold their office for a period of 5 consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the financial year 2027. Hence, no resolution is being proposed for the appointment of Statutory Auditors at this 62nd Annual General Meeting.
  10. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection. Members seeking to inspect such registers can send their request to [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com)
  11. A member who needs any clarification on any information on the financial statements of the Company or operations of the Company shall write his/her queries to [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com) , at least 7 days before the meeting. The same will be replied by the Company suitably.
  12. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., name of the Bank, Branch, IFSC code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent transactions.
  13. a) Members are requested to notify immediately any change of address:
    - i. to their Depository Participants (“DPs”) in respect of the shares held in electronic form, and
    - ii. to the Company or its RTA, in respect to the shares held in physical form together with proof of address viz, Aadhar/Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.b) In case the registered mailing address is without the Postal Identification Number Code (“PIN CODE”), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
  14. Non-Resident Indian (“NRI”) Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
    - a. the change in the residential status on return to India for permanent settlement or
    - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
  15. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent (‘RTA’), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.
  16. As per the provisions of Section 72 of the Act, facility for making nominations is now available to Individual(s) holding shares in the Company. Members holding shares in physical form may coordinate with the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form have to approach their depository participants for completing the nomination formalities.
  17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
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18. The Securities and Exchange Board of India (“SEBI”) had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019.
  19. SEBI had also mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January 2022 to shareholder(s)/claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares. As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.
  20. Further, as per SEBI’s Master circular dated 17th May 2023 and amendment circulars dated 17th November 2023 and 7th May 2024, Members holding shares in physical form, whose folio(s) lack PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment, including dividend, interest or redemption, through electronic mode only effective from 1st April 2024. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details/ dematerialize their shareholding in the Company. A copy of the said circular(s) is available on the Company’s website [www.superspining.com](http://www.superspining.com).

21. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
  22. Members are requested to convert their holdings in dematerialized form to eliminate risks associated with physical shares and better management of the securities. Members are further requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA, namely, M/s. Link Intime India Pvt. Limited, “Surya”, 35, May Flower Avenue, II Floor, Behind Senthil Nagar, Sowripalayam, Coimbatore – 641028 by quoting the Folio number or the Client ID number with DP ID number.
  23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.
  24. The Company has entered into agreements with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates etc. Simultaneously, the Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity etc. Members, therefore, now have the option of holding and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
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**25. Registration of email ID and Bank Account details:**

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent to the registered email address.

In case the shareholders have not registered his/her/their email address with the Company/its RTA/Depositories and/ or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

- (i) In case of shares held in physical form, kindly log in to the website of our RTA, M/s. Link Intime India Private Ltd. at [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. (or)
- (ii) In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

**VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modifications, clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by M/s. Link Intime India Private Ltd ('LI IPL'), as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Saturday, 03rd August 2024, may refer to this Notice of the Annual General Meeting, 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.
  - II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - III. The voting period begins on Wednesday, 07th August 2024 (9.00 A.M. IST) and ends on Friday, 09th August 2024 (5.00 P.M. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 3rd August 2024 may cast their votes electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.
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**Instructions for members for voting electronically are as under:-**

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Individual Shareholders holding securities in demat mode with NSDL:

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
  - b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
  - c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
  - d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
  - e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
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**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
  - b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
  - c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
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- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
  2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:
    - A. User ID:** Enter your User ID
      - Shareholders/ members holding shares in **CDSL** demat account shall provide 16 Digit Beneficiary ID
      - Shareholders/ members holding shares in **NSDL** demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
      - Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company
    - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
    - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
      - Shareholders/ members holding shares in **NSDL** demat account shall provide ‘D’, above
      - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
  - ☞ Set the password of your choice (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).
  - ☞ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
- Cast your vote electronically:**
1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
  2. E-voting page will appear.
  3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
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4. After selecting the desired option i.e. Favour / Against, 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.

**Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on "Submit" button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
  - b) Click on 'Votes Entry' tab under the Menu section.
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- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at : 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

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**Forgot Password:****Individual Shareholders holding securities in Physical form has forgotten the password:**

If an Individual Shareholders holding securities in Physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘**SHARE HOLDER**’ tab and further Click ‘forgot password?’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
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**Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “Login”.

⇒ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

⇒ Click “Go to Meeting” (You are now registered for InstaMeet, and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 5 days in advance with the company on the email id: [investors@ssh.saraelgi.com](mailto:investors@ssh.saraelgi.com).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
  2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
  3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
  4. 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’.
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5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
  6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

- I. 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, viz. 03rd August 2024.
  - II. Mr. M.D.Selvaraj, FCS of MDS & Associates LLP, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - III. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the AGM by electronic means but have not cast their votes by availing the remote e-voting facility.
  - IV. 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 consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - V. The Results shall be declared within 2 working 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.superspinning.com](http://www.superspinning.com) and on the website of LIPL and communicated to the Stock Exchanges where the Company's shares are listed by the Chairman or a person authorized by him.
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**Annexure**

**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**

The information relating to the directors proposed to be appointed / re-appointed is given hereunder:-

<b>Name</b>	<b>Sri. Sumanth Ramamurthi</b>
<b>Director Identification Number (DIN)</b>	<b>00002773</b>
Date of Birth and Age	12-08-1959, 64 Years
Nationality	Indian
Qualification	B.S – Electrical Engineering
Expertise in functional area	Mr. Sumanth Ramamurthi is a Promoter Director and has been involved with Super Spinning Mills Ltd since 1992 and has more than three decades of experience in the fields of textile and engineering industry
Shareholding in the Company	94,40,530 Equity Shares of Re 1/- each
Board Position Held	Chairman and Managing Director
Date of first appointment on the Board	22-02-1992
Terms and Conditions of re-appointment	Liable to retire by rotation
Number of meetings of the Board attended during the year	8 (eight)
Directorships of other Boards	Elgi Electric And Industries Limited Sara Elgi Industries Limited Super Sara Textiles Limited Super Farm Products Private Limited L R G Academy Private Limited
Membership/ Chairmanship of Committees of other Boards	Nil
Names of the listed entities from which the person has resigned in the past 3 years	Nil
Remuneration last drawn/Sought to be paid	Nil
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Mr. Sumanth Ramamurthi is the father of Mr. Sanjay Krishna Ramamurthi and Mr. Nikhil Govind Ramamurthi, Director of the Company. He is not related to any of the other directors or Key Managerial Personnel of the Company.

<b>Name</b>	<b>Smt. Manoharan Malavika Thothala</b>	<b>Sri. Venkat Kumar Vikram</b>
<b>Director Identification Number (DIN)</b>	<b>10584655</b>	<b>06397105</b>
Date of Birth and Age	16.12.1990, 33 Years	23.12.1988, 35 Years
Nationality	Indian	Indian
Qualification	Chartered Accountant	M Sc Management, UK
Expertise in functional area	She has more than a decade experience as a Practicing Chartered Accountant.	He has more than a decade of experience in the field of textile industry and has been into the family textile business since 2012. His expertise in the field of textile and management will be of immense help to the company.
Shareholding in the Company	NIL	NIL
Board Position Held	Independent Director	Independent Director
Date of first appointment on the Board	01.06.2024	25.05.2024
Terms and Conditions of re-appointment	As per Item No. 4 of the Notice.	As per Item No. 3 of the Notice.
Number of meetings of the Board attended during the year	Not Applicable	Not Applicable
Directorships of other Boards	Nil	Selvaraja Mills Private Limited Ganesh Spintex Private Limited Selvaraja Holdings Private Limited
Membership/ Chairmanship of Committees of other Boards	Nil	Nil
Names of the listed entities from which the person has resigned in the past 3 years	Nil	Nil
Remuneration last drawn/Sought to be paid	Sitting Fees Only	Sitting Fees Only
Inter-se relationship with other Directors or Key Managerial Personnel of the Company	Not related to any of the other Directors or Key Managerial Personnel of the Company	Not related to any of the other Directors or Key Managerial Personnel of the Company



Name	Smt. Manoharan Malavika Thothala	Sri. Venkat Kumar Vikram
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Smt. Manoharan Malavika Thothala meets the below said skills and capabilities required for the role of Independent Director, as have been identified by the Board of Directors of the Company: <ul style="list-style-type: none"> <li>- Professional skills and specialized knowledge in compliance management</li> <li>- Analytical skills</li> <li>- Independent and Diligence</li> </ul>	Sri. Venkat Kumar Vikram meets the below said skills and capabilities required for the role of Independent Director, as have been identified by the Board of Directors of the Company: <ul style="list-style-type: none"> <li>- Professional skills and specialized knowledge in compliance management</li> <li>- Analytical skills</li> <li>- Independent and Diligence</li> </ul>

Coimbatore  
1st June 2024

By Order of the Board  
For Super Spinning Mills Limited  
**Narmatha G K**  
Company Secretary