



Super Spinning Mills Limited

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

22nd September 2017

To

<p>The Manager National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Scrip Code :- SUPERSPIN</p>	<p>The Manager BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code :- 521180</p>
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Dear Sir,

SUB: Submission of documents upon sanction of the Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited (the Subsidiaries) with Super Spinning Mills Limited (the company)

Application Ref. No.: NSE – 10341; BSE – 47669

Pursuant to our application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 we had received the observation letter(s) from BSE Limited and National Stock Exchange of India Limited on 8th March 2017 and 10th March 2017 respectively.

In this regard, we wish to inform you that the National Company Law Tribunal, Chennai bench has vide its Order dated 4th September 2017 & 19th September 2017 sanctioned the Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited (the Subsidiaries) with Super Spinning Mills Limited (the company).

Accordingly, we are annexing herewith the following documents as mandated in the Observation Letter for your perusal.

- Copy of the Scheme of Amalgamation as approved by the National Company Law Tribunal, Chennai Bench
- Result of voting by the shareholders for approving the Scheme
- Copy of the observation letters issued by the National Stock Exchange of India Limited (Designated Stock Exchange) and BSE Limited.
- Status of Compliance with the Observation Letter(s) of the Stock Exchanges.



RECOGNISED EXPORT - TRADING HOUSE

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

CIN : L17111TZ1962PLC001200 Web : www.superspining.com



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- e. Complaints Report as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015

Further, we wish to state that we have not submitted the following documents as the same are not applicable to the company.

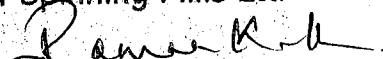
- a. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- b. Application seeking exemption from Rule 19(2)(b) of SCRR, 1957

We kindly request you to take the same on record.

Thanking you

Yours faithfully

For Super Spinning Mills Ltd


Ramaa Krishnakumar
Company Secretary

RECOGNISED EXPORT - TRADING HOUSE

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CIN : L17111TZ1962PLC001200 Web : www.superspining.com

FORM No. CAA.7

[Pursuant to section 232 and rule 20]

National Company Law Tribunal, Division Bench, Chennai

**In the matter of the Companies Act, 2013
And
In the matter of Scheme of Amalgamation of
Sara Elgi Arteriors Limited
And
Elgi Building Products Limited
With
Super Spinning Mills Limited**

Order on petition

The above named Petitioner Companies filed the Company Petition no. CP/103/CAA/2017 under section 230 of the Companies Act, 2013 r/w the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The purpose of the Company Petitions is to obtain sanction of the Scheme of Amalgamation. All the statutory requirements under law have been fulfilled. The Petitioner Companies complied with all the directions given by this Bench. The Petition came up for hearing before this Tribunal on 03.08.2017.

For the purpose of considering and approving without modification, the Scheme of Amalgamation by virtue of which Sara Elgi Arteriors Limited and Elgi Building Products Limited are proposed to be merged, amalgamated and vested with Super Spinning Mills Limited as a going concern in terms of the said scheme of amalgamation,

Upon perusal and hearing Mr. Ramakrishnan Viraraghavan, Sr. Advocate for the Petitioner Companies on 03.08.2017,

THIS TRIBUNAL DO ORDER

- 1) That the Scheme of Amalgamation as annexed with the Petition alongwith Schedules is hereby sanctioned.
- 2) That this order of the Scheme of Amalgamation shall be binding on the shareholders and the Secured & Unsecured Creditors of the Transferor Company and the Transferee Company; and
- 3) That the Appointed Date of the said Scheme is 1st April, 2016; and
- 4) The Transferee Company is directed to file the amended MoA and AoA with the RoC, Coimbatore for records; and
- 5) The Transferor Companies shall be dissolved without winding up from the date of the filing of the certified copy of this order with the Registrar of Companies; and
- 6) The Petitioner Companies do file with the Registrar of Companies the certified copy of this Order within 30 days of the receipt of the order; and
- 7) This Tribunal do further order that the parties to the Scheme of Amalgamation or other persons interested shall be at liberty to apply to this Tribunal for any directions that may be necessary with regard to the working of the said Scheme.

SCHEDULE

The Scheme of Amalgamation as sanctioned by the Tribunal contains the details of the properties, stocks, shares, debentures and other charges in action of the transferor companies.

Dated this 19th day of September, 2017, NCLT, DB, Chennai.



Certified to be True Copy

G. Jayaraman
Registrar/Dy. Registrar

DEPUTY REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
CHENNAI BENCH
CORPORATE BHAVAN, 3rd FLOOR
29, RAJAJI SALAI, CHENNAI-600001.

**SCHEME OF AMALGAMATION
OF
SARA ELGI ARTERIORS LIMITED
AND
ELGI BUILDING PRODUCTS LIMITED
WITH
SUPER SPINNING MILLS LIMITED**

(Under Sections 391 to 394 of the Companies Act 1956 / Sections 230 to 232 of the
Companies Act 2013)

PREAMBLE & RATIONALE TO THE SCHEME

- (A) **SARA ELGI ARTERIORS LIMITED – CIN: U28111TZ2003PLC010797** (hereinafter referred to as “Transferor Company 1”) was incorporated on the 16th day of October, 2003 under the Companies Act, 1956, in the State of Tamil Nadu. The registered office of the Transferor Company (1) is situated at Elgi Towers, 737D, Puliakulam Road, Coimbatore – 641045, Tamil Nadu, India. The Transferor Company (1) is engaged in the business of manufacturing and dealing in doors, windows and their frames and similar articles used on buildings (hereinafter referred to as the “**Business of the Transferor Company (1)**”). The entire issued, subscribed and paid-up share capital of the Transferor Company (1) is held by “Super Spinning Mills Limited”, the Transferee Company, in its own name and jointly with its nominees. Hence, the Transferor Company (1) is a wholly-owned subsidiary of the Transferee Company.
- (B) **ELGI BUILDING PRODUCTS LIMITED – CIN: U45201TZ1996PLC007037** (hereinafter referred to as “Transferor Company 2”) was incorporated on the 15th day of March, 1996 under the Companies Act, 1956, in the State of Tamil Nadu under the name and style of ELGI WIESSNER AIR TECHNIC LIMITED. Subsequently, the name was changed as ELGI BUILDING PRODUCTS LIMITED on 15th June 1999. The registered office of the Transferor Company (2) is situated at Elgi Tower, 737- D, Pappanaickenpalayam Road, Puliakulam, Coimbatore – 641045, Tamil Nadu, India. The Transferor Company (2) is engaged in the business of manufacturing of doors, windows and window frames and all other building materials which are used in buildings (hereinafter referred to as the “**Business of the Transferor Company (2)**”). The issued, subscribed and paid-up share capital of the Transferor Company (2) is held by “Sara Elgi Arteriors Limited” and “Super Spinning Mills Limited” as follows.



S. No.	Name of Shareholder	Number of Shares held	Percentage of Shares held
Equity Shares of Rs.10/- each			
1.	Sara Elgi Arteriors Limited (Including Beneficial Interest of shares held by its nominees)	41,96,408	58.32
2.	Super Spinning Mills Limited	29,99,592	41.68
10% 8 years Non-cumulative Redeemable Preference Shares of Rs.10/- each			
1.	Super Spinning Mills Limited	70,00,000	100.00
10% 8 years Cumulative Redeemable Preference Shares of Rs.10/- each			
2.	Super Spinning Mills Limited	5,00,000	100.00
	Total	1,46,96,000	-

Hence, the Transferor Company (2) is a subsidiary of Transferor Company (1) and a step down subsidiary of Transferee Company.

(C) **SUPER SPINNING MILLS LIMITED – CIN: L17111TZ1962PLC001200** (hereinafter referred to as "Transferee Company"), was incorporated on 6th day of June, 1962 under the Companies Act, 1956, in the State of Andhra Pradesh and obtained the certificate of commencement of business on 23rd July, 1962. Subsequently, the registered office of the company was shifted from the State of Andhra Pradesh to its present address situated in the State of Tamil Nadu at 'Elgi Towers', P.B No: 7113, Green Fields, Puliakulam Road, Coimbatore – 641045, Tamil Nadu, India. The equity shares of the Transferee Company are listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The Transferee Company is engaged in the business of manufacturing and dealing in cotton yarn, cotton fiber including blended cotton and other fabrics (hereinafter referred to as the "**Business of the Transferee Company**"). The Transferee Company is the holding company of the Transferor Company (1) & the ultimate holding company of Transferor Company (2).

(D) The Scheme of Amalgamation of Transferor Company 1 and Transferor Company 2 with the Transferee Company has been formulated and presented under section 391 to 394 of the Companies Act, 1956. Upon the relevant sections of the Companies Act, 2013 pertaining to schemes of arrangement, compromise or reconstruction of companies being notified by the Ministry of Corporate Affairs ("**MCA**"), the Scheme of Amalgamation (as defined hereinafter) shall be deemed to have been formulated and presented under sections 230 to 240 of the Companies Act, 2013. Reference to any provisions of the Companies Act 1956, if any, under the Scheme would be deemed to be references to the corresponding provisions of the Companies Act, 2013.



(E) The Scheme of Amalgamation of Transferor Company 1 and Transferor Company 2 with the Transferee Company is in compliance with the norms laid down under Section 2 (1B) of the Income Tax Act, 1961.

(F) The Scheme of Amalgamation is expected to yield the following benefits :

- (i) Enable consolidation of the business of the three companies into one entity which will facilitate in focused growth, operational efficiencies, business synergies and better supervision of the business of the group.
- (ii) Pooling of resources (including manpower, management and administration and marketing resources) of the aforesaid companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
- (iii) Strengthening financial position and increased leverage capacity of the merged entity
- (iv) Concentrated management focus, improved organisational capacity, integration rationalisation and streamlining of the management structure of the merged entity, seamless implementation of policy changes at a higher level from a management perspective and shall also help enhance the efficiency and control of the entities.
- (v) Facilitating internal transfer of resources and optimum utilisation of assets
- (vi) Avoiding duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances
- (vii) Enable the creation of a platform for a new business segment and to act as a gateway for growth and expansion of business operations.

PART I - GENERAL

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following shall have the meanings as provided herein:

- 1.1 “Act” means the Companies Act, 1956 and/or the Companies Act, 2013 as in force from time to time; it being clarified that as on the date of approval of this Scheme by the Boards of Directors of the Transferor Company and the Transferee Company, Sections 391 and 394 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. Accordingly, references in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 1956. Upon such provisions standing re-enacted by enforcement of



provisions of the Companies Act, 2013, such references shall, unless a different intention appears, be construed as references to the provisions so re-enacted.

- 1.2 **"Appointed Date"** means the date from which this Scheme shall become operative viz., 1st April 2016 or any other date as may be stipulated by the Court.
- 1.3 **"Board"** or **"Board of Directors"** means the board of directors of the Transferor Company or the Transferee Company, as the case may be, and shall, unless it is repugnant to the context or otherwise, include a committee of directors or any person authorized by the board of directors or such committee of directors;
- 1.4 **"Court"** means the Hon'ble High Court of Judicature at Madras as per the provisions of the Companies Act, 1956 or such other Tribunal (i.e.) the National Company Law Tribunal (**"NCLT"**) & the National Company Law Appellate Tribunal (**"NCLAT"**) as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any scheme of arrangement, compromise or reconstruction of companies under section 230 to 240 of the Companies Act, 2013.
- 1.5 **"Effective Date"** means the date or last of the dates on which the certified copy of the order of the Court sanctioning this Scheme is filed with the concerned Registrar of Companies by the Transferor Companies and the Transferee Company.
- 1.6 **"Scheme of Amalgamation"** or **"Scheme"** or **"The Scheme"** or **"This Scheme"** means this Scheme of Amalgamation in its present form or with any modification(s) approved, imposed, or directed by the Court.
- 1.7 **"Transferee Company"** means **"SUPER SPINNING MILLS LIMITED"**, a public listed company incorporated under the Companies Act, 1956 on 6th day of June, 1962 and having its registered office at 'Elgi Towers', P.B No: 7113, Green Fields, Puliakulam Road, Coimbatore – 641045, Tamil Nadu, India.
- 1.8 **"Transferor Company (1)"** means **"SARA ELGI ARTERIORS LIMITED"**, a company incorporated under the Companies Act, 1956 on 16th day of October, 2003 and having its registered office at Elgi Towers, 737D, Puliakulam Road, Coimbatore – 641045, Tamil Nadu, India.
- 1.9 **"Transferor Company (2)"** means **"ELGI BUILDING PRODUCTS LIMITED"**, a company incorporated under the Companies Act, 1956 on 15th day of March, 1996 and having its registered office at Elgi Tower, 737- D, Pappanaickenpalayam Road, Puliakulam, Coimbatore – 641045, Tamil Nadu, India.
- 1.10 **"Transferor Companies"** means Transferor Company (1) and Transferor Company (2) collectively.
- 1.11 **"Undertakings"** shall mean and include the whole of the undertakings of each of the Transferor Companies, as a going concern, including the entire Business of Transferor Company 1 and the entire Business of Transferor Company 2, all secured and



unsecured debts, liabilities, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable property real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building (whether owned, leased, licensed), all fixed assets, tangible assets, deferred tax assets, movable assets, plant and machinery, furniture and fixtures, vehicles, inventories, raw material, work in progress, finished goods, trading goods, trade receivables, cash in hand and cash with banks, loans and advances receivable, advance for purchases, advance payment of taxes, deposits with statutory authorities, other deposits, current assets, non-current assets, investments, reserves, provisions, funds, licenses, registrations, accreditations to trade and industrial bodies, copyrights, patents, trade names, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, licenses, tenancy rights, premises, ownership flats, hire purchase and lease arrangements, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, sales tax, value added tax, turnover tax, service tax, etc.), Software Licences, Domain / Websites etc., in connection with or relating to each of the Transferor Companies and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by each of the Transferor Companies, as on the Appointed Date.

- 1.12 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable laws, rules, regulations and byelaws as the case may be, including any statutory modification or re-enactment thereof from time to time.

2. SHARE CAPITAL

- 2.1. The present Share Capital of Transferor Company (1) is as under

Particulars	Amount in Rs.
Authorised Share Capital	
25,00,000 Equity Shares of Rs.10/- each	2,50,00,000



Particulars	Amount in Rs.
Issued, Subscribed and Paid-up Share Capital	
25,00,000 Equity Shares of Rs.10/- each	2,50,00,000

2.2. The present Share Capital of Transferor Company (2) is as under

Particulars	Amount in Rs.
Authorised Share Capital	
75,00,000 Equity Shares of Rs.10/- each	7,50,00,000
70,00,000 10% 8 years Redeemable Preference Shares of Rs.10/- each	7,00,00,000
5,00,000 10% 8 years Cumulative Redeemable Preference Shares of Rs.10/- each	50,00,000
Issued, Subscribed and Paid-up Share Capital	
71,96,000 Equity Shares of Rs.10/- each	7,19,60,000
70,00,000 10% 8 years Non-cumulative Redeemable Preference Shares of Rs.10/- each	7,00,00,000
5,00,000 10% 8 years Cumulative Redeemable Preference Shares of Rs.10/- each	50,00,000

2.3. The present Share Capital of the Transferee Company is as under

Particulars	Amount in Rs.
Authorised Share Capital	
10,00,00,000 Equity Shares of Re.1/- each	10,00,00,000
Issued, Subscribed and Paid-up Share Capital	
5,50,00,000 Equity Shares of Re.1/- each	5,50,00,000

PART II – TRANSFER AND VESTING

3. TRANSFER OF UNDERTAKINGS

3.1 The entire Undertakings of each of the Transferor Companies shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company in the following manner:



- (a) With effect from the Appointed Date, the whole of the Undertakings of the Transferor Companies comprising their entire business, all assets and liabilities of whatsoever nature and wheresoever's situated, including the immovable properties, if any, shall, under the provisions of Section 391 read with Section 394 and all other applicable provisions, if any, of the Companies Act, 1956. without any further act or deed (save as provided in Sub-clauses (b), (c), (d) and (e) below), be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become, as from the Appointed Date, the Undertakings of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Companies therein.
- (b) With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature, description of each of the Transferor Companies, whether or not provided for in the books of accounts and whether disclosed or undisclosed in the balance sheet, including but not limited to deferred tax liabilities, loans from banks, loans from corporates, statutory liabilities, liabilities for employees cost, liabilities for expenses, advances against sales, advances from customers, expenses payable, shall also, under the provisions of Section 391 read with Section 394 of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
- (c) The transfer and vesting of the Undertakings of the Transferor Companies as aforesaid shall be subject to the existing securities, charges and mortgages, if any subsisting, over or in respect of the property and assets or any part thereof of the respective Transferor Company.
- (d) With effect from the Appointed Date all permits, quotas, rights, entitlements, licences (including software licences), accreditations to trade and industrial bodies, privileges, powers, facilities, subsidies, rehabilitation schemes, special status and other benefits or privileges (granted by any Government body, local authority or by any other person) of every kind and description of whatsoever nature in relation to the Transferor Companies, or to the benefit of which the Transferor Companies may be eligible, or having effect immediately before the Effective Date, shall be, and remain in, full force and effect in favour of the Transferee Company, and may be enforced fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a beneficiary thereto.



- (e) In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person and availed of by the Transferor Companies are concerned, the same shall vest with, and be available to, the Transferee Company on the same terms and conditions.
- (f) Loans or other obligations, contracts or agreements if any, between or amongst the Transferor Companies or between or amongst any Transferor Company and the Transferee Company shall stand extinguished and there shall be no liability in that behalf. In so far as any shares, securities, debentures or notes issued by any Transferor Company, and held by the Transferee Company and vice versa or issued inter se amongst the Transferor Companies are concerned, the same shall, unless sold or transferred by the said Transferor Companies or the Transferee Company, as the case may be, at any time prior to the Effective Date, stand cancelled as on the Effective Date, and shall have no effect and the Transferor Companies or the Transferee Company, as the case may be, shall have no further obligation outstanding in that behalf.
- (g) The Transferor Companies shall have taken all steps as may be necessary to ensure that vacant, lawful, peaceful and unencumbered possession, right, title, interest of immovable property, if any, is given to the Transferee Company.

4. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- 4.1 Subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, agreements, insurance policies and other instruments of whatsoever nature to which the Transferor Companies are a party, subsisting or having effect immediately before this arrangement under this Scheme, shall be, in full force and effect, against or in favour of the Transferee Company, and may be enforced as fully and as effectively as if instead of the Transferor Companies, the Transferee Company had been a party thereto. The Transferee Company shall enter into and / or issue and / or execute deeds, writings or confirmations or enter into any tripartite arrangement, confirmation or novation to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this clause, if so required or become necessary.
- 4.2 As a consequence of the amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme, the recording of change in name from the Transferor Companies to the Transferee Company, whether for the purposes of any licence, permit, approval or any other reason, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority without the requirement of payment of any transfer or registration fee or any other charge or imposition whatsoever.



5. LEGAL PROCEEDINGS

- 5.1 All suits, actions and proceedings of whatsoever nature by or against the Transferor Companies on the Appointed Date shall be transferred to the name of the Transferee Company and the same shall be continued and enforced by or against the Transferee Company, to the exclusion of the Transferor Companies, as the case may be.
- 5.2 If proceedings are taken against any Transferor Company, in respect of matters referred to above, it shall defend the same in accordance with the advice of, and at the cost of, the Transferee Company, as the case may be from Appointed Date till Effective Date, and the latter shall reimburse and indemnify such Transferor Company, against all liabilities and obligations incurred by the said Transferor Company in respect thereof.

6. TRANSFEROR COMPANIES STAFF, WORKMEN AND EMPLOYEES

- 6.1 All the executives, staff, workmen, and other employees in the service of the Transferor Companies, immediately before the Appointed Date, under this Scheme shall become the executives, staff, workmen, and other employees of the Transferee Company, on the basis that:
- a) Their services shall have been continuous and shall not have been interrupted by reason of such transfer as if such transfer is effected under Section 25FF of the Industrial Disputes Act, 1947;
 - b) The terms and conditions of service applicable to the said staff, workmen, and other employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately before the transfer;
 - c) In the event of retrenchment of such staff, workmen, or other employees, the Transferee Company shall be liable to pay compensation in accordance with law on the basis that the services of the staff, workmen, or other employees shall have been continuous and shall not have been interrupted by reason of such transfer; and
 - d) It is provided that as far as the Provident Fund, Gratuity, Pension, Superannuation Fund or any other special funds that are applicable to the employees of the Transferee Company and existing in the Transferee Company for the benefit of the staff, workmen and other employees of the Transferee Company shall also be extended to the employees of the Transferor Companies upon the Scheme becoming finally effective. The said benefits shall be extended to the employees of the Transferor Companies even if such benefits were not available to the employees during their tenure in the Transferor Companies, by virtue of non applicability of the relevant provisions to the Transferor Companies. Notwithstanding what is stated herein above in respect of applicability of Employees Provident Fund to the employees of Transferor companies with retrospective effect from a date to be determined by the Board of Directors of Transferee company the extension of benefit



to the employees of Transferor companies shall be subject to the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the approvals of the authorities concerned for giving effect to the implementation date. It is the aim and the intent of the Scheme that all the rights, duties, powers and obligations, in whatsoever nature, that are available to the employees of the Transferee Company shall also be available to all the employees of the Transferor Companies in relation to Provident Fund, Gratuity and Pension and/ or Superannuation Fund or any other special fund, however subject to the provisions of the relevant and applicable statutes.

7. SAVING OF CONCLUDED TRANSACTIONS

7.1 The transfer of Undertakings under Clause 3 above, the continuance of the effectiveness of contracts and deeds under Clause 4 above and legal proceedings by or against the Transferee Company under Clause 5 above shall not affect any transaction or proceedings or contracts or deeds already concluded by the Transferor Companies on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.

8. CONDUCT OF BUSINESS OF THE TRANSFEROR COMPANIES TILL EFFECTIVE DATE

With effect from the Appointed Date and up to and including the Effective Date:

- 8.1 The Transferor Companies shall carry on, and be deemed to have been carrying on, all business activities and shall be deemed to have been held for and on account of, and in trust for, the Transferee Company.
- 8.2 All profits or income or taxes, including but not limited to income tax, fringe benefit tax, advance taxes, tax deducted at source by or on behalf of the Transferor Companies, wealth tax, sales tax, value added tax, excise duty, service tax, customs duty, refund, reliefs, etc., accruing or arising to the Transferor Companies, or losses arising or expenditure incurred by them, on and from Appointed Date upto the Effective Date, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure or the said taxes of the Transferee Company.
- 8.3 The Transferor Companies shall carry on their business activities with proper prudence and diligence and shall not, without prior written consent of the Transferee Company, alienate, charge or otherwise deal with or dispose off any of their business undertaking(s) or any part thereof (except in the ordinary course of business or pursuant to any pre-existing obligations undertaken by the Transferor Companies prior to the Appointed Date).



- 8.4 The Transferee Company shall also be entitled, pending the sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, departments and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Transferee Company may require including the registration, approvals, exemptions, reliefs, etc., as may be required / granted under any law for time being in force for carrying on business by the Transferee Company.
- 8.5 The Transferor Companies shall continue to comply with the provisions of the Act including those relating to preparation, presentation, circulation and filing of accounts as and when they become due for compliance.
- 8.6 The Transferor Companies shall not make any modification to their capital structure, either by an increase (by issue of rights shares, bonus shares, convertible debentures or otherwise), decrease, reclassification, sub-division or reorganisation or in any other manner, whatsoever, except by mutual consent of the Boards of Directors of the Transferor Companies and of the Transferee Company.
- 8.7 The Transferor Companies shall not vary, except in the ordinary course of business, the terms and conditions of the employment of their employees without the consent of the Board of Directors of the Transferee Company.

9. AUTHORISED SHARE CAPITAL

- 9.1 Upon the Scheme becoming fully effective, the authorised share capital of the Transferor Companies shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Companies on their respective authorised share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorised share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorised share capital.
- 9.2 Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended under applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

"V. The Authorised Share Capital of the Company is Rs.27,50,00,000/- (Rupees Twenty Seven Crores and Fifty Lakhs only) divided into 27,50,00,000 (Twenty Seven Crores and Fifty Lakhs) equity shares of Re.1/- (Rupee One only) each with power to increase or reduce the capital and with liberty to divide the capital into several classes and to attach thereto respectively such preferential rights, privileges, or conditions in such manner as may be permitted by the Companies Act and as the company deems fit and necessary."



9.3 The approval of this Scheme under Sections 391 and 394 of the Companies Act, 1956 shall be deemed to have the approval under Section 13, 14, 61 & 62 and other applicable provisions of the Companies Act 2013 and any other consents and approvals required in this regard.

10. CANCELLATION OF EQUITY SHARES & PREFERENCE SHARES OF THE TRANSFEROR COMPANIES / REORGANISATION OF CAPITAL

10.1 The Transferor Company (1) is a wholly-owned subsidiary of the Transferee Company and Transferor Company (2) is a subsidiary of Transferor Company (1) with its entire paid-up share capital held by Transferor Company (1) and the Transferee Company.

Upon this Scheme coming into effect, the equity shares of the Transferor Company (1) held by the Transferee Company directly and/or through its nominee(s), constituting the entire paid up share capital of the Transferor Company (1) will stand cancelled and the equity and preference shares of Transferor Company (2) held by Transferor Company (1) and the Transferee Company, as mentioned above, directly and/or through its nominee(s), constituting the entire paid-up share capital of the Transferor Company (2) will stand cancelled.

Accordingly, there would be no issue of shares of the Transferee Company to the shareholders (including those holding the shares as nominees of the Transferee Company) of the Transferor Companies.

11. ACCOUNTING TREATMENT

Upon the Scheme becoming effective, the amalgamation of the Transferor Companies with the Transferee Company would follow '**pooling of interest/amalgamation in the nature of merger**' method as prescribed in the Accounting Standard 14: 'Accounting for Amalgamations' as notified under Section 211(3C) of the Companies Act, 1956 read with notified provisions of Section 133 of the Companies Act, 2013, such that:-

11.1 The Transferee Company shall, upon the Scheme coming into effect, record the assets and liabilities of the Transferor Companies vested in it pursuant to this Scheme at the respective book values thereof and in the same form as appearing in the books of the Transferor Companies at the close of business of the day immediately preceding the Appointed Date.

11.2 The Transferee Company shall record the security premium, general reserves and the capital reserves, if any, of the Transferor Companies in the same form and at the same values as they appear in the financial statements of the Transferor Companies at the close of business of the day immediately preceding the Appointed Date. The surplus balance in the Statement of Profit and Loss of the Transferor Companies shall be similarly aggregated with the surplus balances in statement of Profit and Loss of the Transferee Company.



- 11.3 The accumulated losses/ deficit in the Statement of Profit and Loss of the Transferor Companies shall be shown as goodwill in the books of the Transferee Company
- 11.4 The difference, if any, between the investment of the Transferee Company and the amount of share capital of the Transferor Companies shall be adjusted in the Reserves of the Transferee Company
- 11.5 To the extent there are inter-corporate loans or balances between the transferor Companies and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.

12. CONSEQUENTIAL MATTERS RELATING TO TAX

- 12.1 Upon the Scheme coming into effect, all taxes/ cess/ duties, direct and/or indirect, payable by or on behalf of the Transferor Companies from the Appointed Date onwards including all or any refunds and claims, including refunds or claims pending with the Revenue Authorities and including the right to claim credit for minimum alternate tax and carry forward of accumulated losses, shall, for all purposes, be treated as the tax/ cess/ duty, liabilities or refunds, claims and accumulated losses of the Transferee Company. Accordingly, upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise, if it becomes necessary, its Income tax returns, Sales tax returns, Excise & Cenvat returns, service tax returns, other tax returns, and to claim refunds/ credits, pursuant to the provisions of this Scheme. The Transferee Company is also expressly permitted to claim refunds / credits in respect of any transaction between or amongst any Transferor Companies and the Transferee Company or inter se amongst the Transferor Companies.

Provided further that upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise, if it becomes necessary, its income tax returns and related TDS Certificates, including TDS Certificates relating to transactions between or amongst any Transferor Companies and the Transferee Company or inter se amongst the Transferor Companies, and to claim refunds, advance tax and withholding tax credits, benefit of credit for minimum alternate tax and carry forward of accumulated losses etc., pursuant to the provisions of this Scheme.

- 12.2 In accordance with the Cenvat Credit Rules framed under the Central Excise Act, 1944, as are prevalent on the Effective Date, the unutilized credits relating to excise duties/service tax paid on inputs/capital goods/ input services lying in the accounts of the undertakings of the Transferor Companies shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the



account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the excise duty/ service tax payable by it.

- 12.3 In accordance with the Tamil Nadu Value Added Tax Act, 2006, as are prevalent on the Effective Date, the unutilized credits, if any, relating to VAT paid on inputs/capital goods lying in the accounts of the undertakings of the Transferor Companies shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the VAT/ CST payable by it.

PART III – GENERAL TERMS AND CONDITIONS

13. APPLICATION TO COURT

- 13.1. The Transferor Companies shall, with reasonable despatch, apply to the Court for necessary orders or directions for holding meetings of the members of the Transferor Companies for sanctioning this Scheme of Amalgamation under Section 391 of the Act or for dispensing the holding of such meetings and orders under Section 394 of the Act, for carrying this Scheme into effect and for dissolution of the Transferor Companies without winding up.

14. DISSOLUTION OF TRANSFEROR COMPANIES

- 14.1 Subject to an order being made by the Court under Section 394 of the Act, the Transferor Companies shall be dissolved without the process of winding up on the Scheme becoming effective in accordance with the provisions of the Act and the Rules made thereunder.

15. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 15.1 The Transferor Companies and the Transferee Company through their respective Boards of Directors including Committees of Directors or other persons, duly authorised by the respective Boards in this regard, may make, or assent to, any alteration or modification to this Scheme or to any conditions or limitations, which the Court or any other Competent Authority may deem fit to direct, approve or impose and may give such directions including an order of dissolution of the Transferor Companies without process of winding up as they may consider necessary, to settle any doubt, question or difficulty, arising under the scheme or in regard to its implementation or in any manner connected therewith and to do and to execute all such acts, deeds, matters and things necessary for putting this Scheme into effect, or to review the portion relating to the satisfaction of the conditions to this scheme and if necessary, to waive any of those (to the extent permitted under law) for bringing this scheme into effect.



15.2 If any part or provision of this Scheme if found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferor Companies and the Transferee Company, affect the validity of implementation of the other parts and/or provisions of the Scheme. If any Part or provision of this Scheme hereof is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Companies and the Transferee Company that such Part or provision, as the case may be, shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part or provision, as the case may be, shall cause this Scheme to become materially adverse to the Transferor Companies and the Transferee Company, in which case the Transferor Companies and the Transferee Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Transferor Companies and the Transferee Company the benefits and obligations of the Scheme, including but not limited to such Part or provision.

16. DATE OF TAKING EFFECT

16.1 The Scheme set out herein in its present form or with any modification(s) or amendment(s) approved, imposed or directed by the Court shall be effective from the Appointed Date but shall be operative from the Effective Date.

17. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

This Scheme is conditional on and subject to -

17.1 The Scheme being agreed to by the respective requisite majorities of the members of the Transferor Companies, if meetings of Equity Shareholders/ Preference Shareholders of the said companies are convened by the Court or if dispensation from conducting the meeting of the equity shareholders/ preference shareholders is obtained from the Court, and the sanction of the Court being accorded to the Scheme.

17.2 The approval of the public shareholders of the Transferee Company in such a manner that the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it and the approval of the Scheme of Amalgamation by the shareholders of the Transferee Company through Postal Ballot and e-voting as prescribed by the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015.

17.3 The sanction by the Court under Sections 391 and 394 and other applicable provisions of the Act being obtained by the Transferor Companies/ Transferee Company.

17.4 The filing with the Registrar of Companies, Coimbatore of certified copies of all necessary orders, sanctions and approvals mentioned above by the respective Company.



18. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

18.1 In the event of the Scheme not being sanctioned by the Court and/or the order or orders not being passed as aforesaid, the Scheme shall become fully null and void and in that event no rights and liabilities shall accrue to or be inter-se by the parties in terms of the Scheme, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. In such event, each party shall bear and pay its respective costs, charges and expenses for and / or in connection with the Scheme.

19. EXPENSES CONNECTED WITH THE SCHEME

19.1 All costs, charges, levies, fees, duties and expenses of the Transferor Companies and the Transferee Company respectively in relation to or in connection with negotiations leading up to the Scheme and of carrying out and completing the terms and provisions of this Scheme and in relation to or in connection with the Scheme shall be borne and paid by the Transferee Company.





Super Spinning Mills Limited

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

10th June 2017

To

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	Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code:- 521180
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Dear Sir,

Sub: Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Postal Ballot and Remote E-voting of the Company

The Board of Directors had sought approval of the Shareholders of the Company by Postal Ballot and Remote E-voting pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Ordinary/Special Resolution(s) as set out in the Postal ballot Notice dated 28th April 2017 and all the resolutions in the Notice have been duly passed by the shareholders.

The Board of Directors had appointed M D Selvaraj, FCS Proprietor of M/s.MDS & Associates, Company Secretaries, Coimbatore, as "Scrutinizer" for conducting the Postal Ballot and Remote E-voting process. The Postal ballot and Remote E-voting was conducted between Wednesday, 10th May 2017 at 09:00 Hours and ended on Thursday, 8th June 2017 at 17:00 Hours and the results of Postal Ballot & Remote E-voting were declared on Saturday, 10th June 2017 at the Registered office of the Company.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results, in the required format, in respect of the Postal ballot & Remote E-voting of the Company.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Super Spinning Mills Ltd

Ramaa K.
 Ramaa Krishnakumar
 Company Secretary

RECOGNISED EXPORT - TRADING HOUSE

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

CIN : L17111TZ1962PLC001200 Web : www.superspining.com





Super Spinning Mills Limited

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

Voting Results

Date of the AGM / EGM	N.A.
Total number of shareholders on record date (5th May 2017)	10076
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	N.A.
Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A.
Public:	N.A.

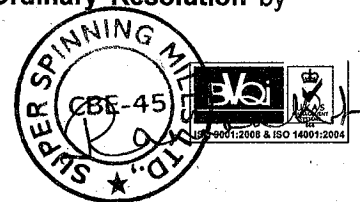
Item No. 1: Approval of Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited with Super Spinning Mills Limited by the public shareholders only								
Resolution required : (Ordinary/Special)						Ordinary Resolution by public shareholders		
Whether promoter/promoter 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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	2,33,53,564	0	0.00%	0	0	0.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,33,53,564	0	0.00%	0	0	0.00%
Public Institutions	E-Voting	84,970	0	0.00%	0	0	0.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		84,970	0	0.00%	0	0	0.00%
Public Non Institutions	E-Voting	3,15,61,466	10,22,130	3.24%	10,22,130	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		2,48,975	0.79%	2,36,975	12,000	95.18	4.82
	Total		3,15,61,466	12,71,105	4.03%	12,59,105	12,000	99.06
Total		5,50,00,000	12,71,105	2.31%	12,59,105	12,000	99.06	0.94%

- 13 promoter shareholders holding 2,26,05,684 and 1 public shareholder holding 20 equity shares abstained from voting on this resolution.

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution** by public shareholders.

RECOGNISED EXPORT - TRADING HOUSE

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





Super Spinning Mills Limited

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

Item No. 2: Approval for adoption of new set of Articles of Association

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) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	2,33,53,564	2,26,05,684	96.80%	2,26,05,684	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,33,53,564	2,26,05,684	96.80%	2,26,05,684	0	100.00%
Public Institutions	E-Voting	84,970	0	0.00%	0	0	0.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		84,970	0	0.00%	0	0	0.00%
Public Non Institutions	E-Voting	3,15,61,466	10,22,130	3.24%	10,20,130	2,000	99.80	0.20%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		2,48,895	0.79%	2,36,895	12,000	95.18%	4.82%
	Total		3,15,61,466	12,71,025	4.03%	12,57,025	14,000	98.90%
Total		5,50,00,000	2,38,76,709	43.41%	2,38,62,709	14,000	99.94%	0.06%

- 1 shareholder holding 100 equity shares abstained from voting on this resolution

The above resolution was declared to have been passed with requisite majority as a **Special Resolution**.

Thanking You,

Yours faithfully,

For Super Spinning Mills Ltd

Ramaa K
 Ramaa Krishnakumar
 Company Secretary

RECOGNISED EXPORT - TRADING HOUSE

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





MDS & Associates
Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND REMOTE E-VOTING
(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20
and 22 of the Companies (Management and Administration) Rules, 2014 - as
amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015)

Date: 9th June 2017

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

Dear Sir,

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

I, M D Selvaraj, FCS Proprietor of M/s.MDS & Associates, 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 and to scrutinize the Postal Ballot forms received from the shareholders in a fair and transparent manner and for ascertaining the requisite majority on the Remote E-voting and Postal Ballot carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolution(s) as set out in the Postal ballot Notice dated 28th April 2017.



Responsibility of the Management

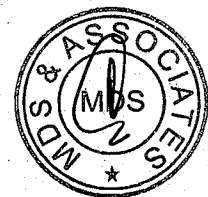
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution(s) as set out in the Postal ballot Notice dated 28th April 2017.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) as set out in the Postal ballot Notice dated 28th April 2017, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and of the Postal Ballot forms received up to 17:00 hours on Thursday, 8th June 2017.

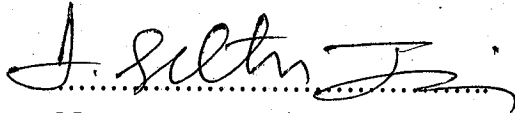
Further in addition to the above, I submit my report as under:

- On 9th May 2017, the Company has, through its Registrar and Transfer agent viz. M/s. Link Intime India Private Limited, Coimbatore, completed the dispatch / sending of Postal ballot Notice dated 28th April 2017 and the Postal Ballot form along with prepaid postage business reply envelope by Indian Registered Post/e-mail to its shareholders whose names appeared on the Register of Members / List of Beneficiaries as on 5th May 2017.
- The shareholders of the Company holding shares as on the "cut-off" date of 5th May 2017 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 2 of the Postal ballot Notice.
- The voting period for remote e-voting commenced on Wednesday, 10th May 2017 at 09:00 Hours and ended on Thursday, 8th June 2017 at 17:00 Hours. The Postal Ballot forms received up to 17:00 Hours on Thursday, 8th June 2017 were considered for my scrutiny.




- I, as the Scrutinizer, unblocked the votes cast, on Thursday, 8th June 2017 at 18:30 Hours in the presence of Mr. A Selten Jayaraj (the undersigned as Witness No.1) and Mrs. I Roseline (the undersigned as 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.

Witness No.1



Name: Mr. A Selten Jayaraj

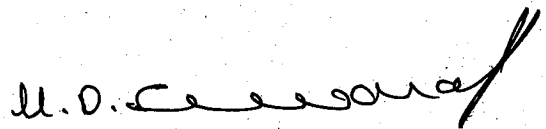
Witness No.2



Name: Mrs. I Roseline

- I have scrutinized the postal ballot papers and remote e-voting and 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.

I now hereby submit my Consolidated Report on the Result of the Postal ballot together with that of the remote e-voting in respect of the said Resolution(s), as under:



MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028

Resolution No: 1

Ordinary Resolution

Approval of Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited with Super Spinning Mills Limited by the public shareholders only

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Public Shareholders who Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	30	10,22,130	100.00
Postal Ballot Form	67	2,36,975	95.18
Total Voting	97	12,59,105	99.06

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Public Shareholders who Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Postal Ballot Form	1	12,000	4.82
Total Voting	1	12,000	0.94

INVALID VOTES

Mode of Voting	Number of Public Shareholders whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	3	1,350
Total Voting	3	1,350

- 13 promoter shareholders holding 2,26,05,684 equity shares and 1 public shareholder holding 20 equity shares abstained from voting on this resolution.



Resolution No: 2

Special Resolution

Approval for adoption of new set of Articles of Association

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	42	2,36,25,814	99.99
Postal Ballot Form	67	2,36,895	95.18
Total Voting	109	2,38,62,709	99.94

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	2,000	0.01
Postal Ballot Form	1	1,2000	4.82
Total Voting	2	14,000	0.06

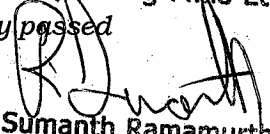
INVALID VOTES

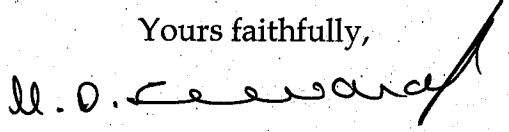
Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	3	1,350
Total Voting	3	1,350

- 1 shareholder holding 100 equity shares abstained from voting on this resolution

Yours faithfully,

Based on the Scrutinizer's Report For Super Spinning Mills Ltd
Resolution nos 1- 2 have been duly passed


Sumanth Ramamurthi
Executive Chairman
DIN: 00002773


MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028



Super Spinning Mills Limited

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

22nd September 2017

To

The Manager National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Scrip Code :- SUPERSPIN	The Manager BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code :- 521180
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Dear Sir,

SUB: Status of compliance with the observation letters of stock exchanges in connection with the Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited (the Subsidiaries) with Super Spinning Mills Limited (the company)

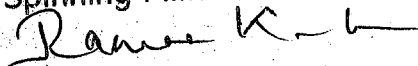
Pursuant to our application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 we had received the observation letter(s) from BSE Limited and National Stock Exchange of India Limited on 8th March 2017 and 10th March 2017 respectively.

In this regard, we wish to confirm that we have complied with all the requirements laid down in the observation letter(s) received from both the National Stock Exchange of India Limited and BSE Limited.

Thanking you

Yours faithfully

For Super Spinning Mills Ltd


Ramaa Krishnakumar
Company Secretary

RECOGNISED EXPORT - TRADING HOUSE

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

CIN : L17111TZ1962PLC001200 Web : www.superspining.com



Ref: NSE/LIST/107108

March 10, 2017

The Company Secretary
Super Spinning Mills Limited
'Elgi Towers'
P.B.No. 7113, 737-D, Green Fields,
Puliakulam Road
Coimbatore - 641045

Kind Attn.: Mrs. Ramaa Krishnakumar

Dear Madam,

Sub: Observation letter for draft Scheme of Amalgamation Of Sara Elgi Arteriors Limited and Elgi Building Products Limited With Super Spinning Mills Limited.

This has reference to draft Scheme of Amalgamation Of Sara Elgi Arteriors Limited and Elgi Building Products Limited With Super Spinning Mills Limited submitted to NSE on December 14, 2016.

Based on our letter reference no Ref: NSE/LIST/100845 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has vide letter dated March 08, 2017, has given following comments on the draft Scheme of Arrangement:

"The Company shall duly comply with various provisions of the Circular."

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the Hon'ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

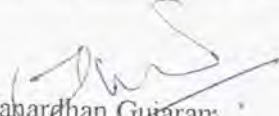
The validity of this "Observation Letter" shall be six months from March 10, 2017, within which the Scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

- a) Copy of Scheme as approved by the High Court;
- b) Result of voting by shareholders for approving the Scheme;
- c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme,
- d) Status of compliance with the Observation Letter/s of the stock exchanges.
- e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and



f) Complaints Report as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited


Jahardhan Gujarani
Chief Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

DCS/AMAL/MD/R37/731/2016-17

March 8, 2017

The Company Secretary
SUPER SPINNING MILLS LTD.
Elgi Towers, P B No 7113, 737 - D,
Green Fields, Puliakulam Road,
Coimbatore – 641045, Tamil Nadu.

Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation of Sara Elgi Arteriors limited and Elgi Building Products Limited with Super Spinning Mills Limited and their respective Shareholders and Creditors.

We are in receipt of Draft Scheme of Amalgamation of Sara Elgi Arteriors limited and Elgi Building Products Limited with Super Spinning Mills Limited and their respective Shareholders and Creditors filed as required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated March 8, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- **“Company shall duly comply with various provisions of the Circulars.”**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court/NCLT.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court/NCLT, the listed company shall submit to the stock exchange the following:

- Copy of the High Court approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Manager



Super Spinning Mills Limited

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

22nd September 2017

To

The Manager National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Scrip Code :- SUPERSPIN	The Manager BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code :- 521180
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Dear Sir,

SUB: Complaints Report upon sanction of the Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited (the Subsidiaries) with Super Spinning Mills Limited (the company)

Application Ref. No.: NSE – 10341; BSE – 47669

The National Company Law Tribunal, Chennai bench has vide its Order dated 4th September 2017 & 19th September 2017 sanctioned the Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited (the Subsidiaries) with Super Spinning Mills Limited (the company).

Further, we wish to confirm that we have not received any complaint on the draft Scheme of Amalgamation directly either at our registered office or through e-mail. We further confirm that we have not been forwarded any complaint on the draft Scheme of Amalgamation by the National Stock Exchange of India Ltd, BSE Limited or the Securities and Exchange Board of India.

Pursuant to the requirements of the Observation Letters of the National Stock Exchange of India Limited and BSE Limited dated 10th March 2017 and 8th March 2017 respectively, we are submitting herewith the Complaint Report indicating 'NIL' complaints received on the draft Scheme of Amalgamation.

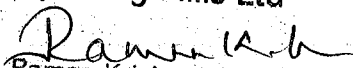
We further wish to inform that we have uploaded the same on our website viz. www.superspining.com.

We request you to kindly take note of the same.

Thanking you

Yours faithfully

For Super Spinning Mills Ltd


Ramaa Krishnakumar
Company Secretary

RECOGNISED EXPORT - TRADING HOUSE

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Super Spinning Mills Limited

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

Complaints Report

PART A

Sr. No.	Particulars	Number
1	Number of complaints received directly	Nil
2	Number of complaints forwarded by Stock Exchanges	Nil
3	Total Number of complaints/ comments received (1+2)	Nil
4	Number of complaints resolved	N.A.
5	Number of complaints pending	N.A.

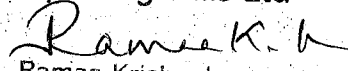
PART B

Sr. No.	Name of complainant	Date of Complaint	Status (Resolved/Pending)
			N.A.

Place: Coimbatore

Date: 22.09.2017

For Super Spinning Mills Ltd


Ramaa Krishnakumar
Company Secretary

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SUPER



Super Spinning Mills Limited

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

16th February 2017

To

The Manager National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra East Mumbai – 400 051 Scrip Code :- SUPERSPIN	The Manager BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code :- 521180
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Dear Sir,

SUB: Application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 20th December 2016 for the proposed Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited (the Subsidiaries) with Super Spinning Mills Limited (the company)

This is in continuation of our above said application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015.

In this regard, we wish to confirm that we have not received any complaint on the draft Scheme of Amalgamation directly either at our registered office or through e-mail. We further confirm that we have not been forwarded any complaint on the draft Scheme of Amalgamation by the National Stock Exchange of India, BSE Limited or the Securities and Exchange Board of India.

Further, as per the requirements of the said SEBI Circular, we are submitting herewith the Complaint Report indicating 'NIL' complaints received on the draft Scheme of Amalgamation.

We further wish to inform that we have uploaded the same on our website viz. <http://www.superspining.com/investors/>.

We request you to kindly take note of the same.

Thanking you

Yours faithfully

For Super Spinning Mills Ltd


Ramaa Krishnakumar
Company Secretary

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CIN : L17111TZ1962PLC001200 Web : www.superspining.com





Super Spinning Mills Limited

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

Complaints Report

PART A

Sr. No.	Particulars	Number
1	Number of complaints received directly	Nil
2	Number of complaints forwarded by Stock Exchanges	Nil
3	Total Number of complaints/ comments received (1+2)	Nil
4	Number of complaints resolved	N.A.
5	Number of complaints pending	N.A.

PART B

Sr. No.	Name of complainant	Date of Complaint	Status (Resolved/Pending)
1		N.A.	

Place: Coimbatore

Date : 16th February 2017

For Super Spinning Mills Ltd

Ramaa K.K.
Ramaa Krishnakumar
Company Secretary

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