

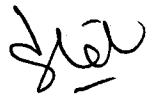
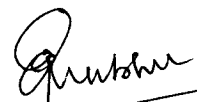


FORM A

Format of covering letter of the Annual Audit Report
To be filed with the Stock Exchanges

1	Name of the Company	Super Spinning Mills Limited
2	Annual financial statements for the year ended	31 st March 2014
3	Type of Audit Observation	Un-qualified
4	Frequency of observation	N.A
5	To be signed by	
	❖ CEO/Managing Director	 Mr. A S Thirumoorthy Managing Director
	❖ CFO	 Mr. N Hemanand Chief Financial Officer
	❖ Auditor of the Company	 Mr. Balakrishna S Bhatt Membership No. 202976 Partner M/s Reddy, Goud & Janardhan Chartered Accountants Firm Registration No. 003254S
	❖ Audit Committee Chairman	 Mr. C S K Prabhu Director

SARA ELGI

SUPER



Super Spinning Mills Limited

**52nd Annual Report
2013-14**



Super Spinning Mills Limited

Corporate Information

Executive Chairman

Managing Director

Board of Directors

Chief Financial Officer

Company Secretary

Auditors

Bankers

Registrar and Share Transfer Agent

Registered Office

Mr. Sumanth Ramamurthi

Mr. A S Thirumoorthy (w.e.f 01.04.2014)

Mr. D Sarath Chandran

Mr. Vijay Venkataswamy

Mr. C S K Prabhu

Mr. B Vijayakumar

Mr. Sudarsan Varadaraj

Mr. C G Kumar (w.e.f 01.06.2014)

Mrs. Suguna Ravichandran (w.e.f 01.06.2014)

Mr. N Hemanand

Mr. R Srikanth

M/s. Reddy, Goud & Janardhan

Union Bank of India

State Bank of India

IDBI Bank

Andhra Bank

ICICI Bank

State Bank Of Hyderabad

Link Intime India Pvt. Ltd.,

"SURYA", 35, Mayflower Avenue

Behind Senthil Nagar ,Sowripalayam Road

Coimbatore - 641 028

Ph / Fax : (0422) 2314792

E-mail : coimbatore@linkintime.co.in

"ELGI TOWERS", PB 7113, Green Fields

737-D, Puliakulam Road

Coimbatore - 641 045, Tamil Nadu

Ph : (0422) 2311711, Fax : 2311611

CIN : L17111TZ1962PLC001200

E-mail : super@ssh.saraelgi.com

Internet : www.superspinning.com

Mills

A Unit : Kirikera, Andhra Pradesh

B Unit : Kotnur, Andhra Pradesh

C Unit : D-Gudalur, Tamil Nadu

Super Sara : Beerapalli, Andhra Pradesh

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Notice to Members

Notice is hereby given that the 52nd Annual General Meeting of the Company will be held on **Wednesday, the 10th September 2014 at 3.30 P.M** at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore - 641 018, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the following:
 - a. The audited Balance Sheet as at 31st March 2014
 - b. The audited Statement of Profit and Loss for the year ended 31st March 2014 and
 - c. The reports of the Directors and the Auditors
2. To appoint a Director in the place of Mr. D Sarath Chandran (DIN 00001885), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To re-appoint the Auditors and to fix their remuneration and in this regard to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224, and other applicable provisions, if any of the Companies Act, 1956) M/s. Reddy, Goud & Janardhan (Firm Registration No. 003254S) Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

Special Business

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"Resolved that Mr. A S Thirumoorthy(DIN 03604474) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st April 2014 and who holds office

up to the date of this Annual General Meeting of the Company as per the provisions of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company."

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"Resolved that pursuant to the provisions of Section(s) 196, 197, 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 Mr. Sumanth Ramamurthi be and is hereby appointed as Executive Chairman of the Company for a period of three years effective from 1st April 2014, on a Remuneration recommended by the Remuneration Committee and approved by the Board of Directors, on the following terms and conditions whilst also noting his concurrent Managing Directorship in Kakatiya Textiles Ltd, without remuneration.

Remuneration

- I. Salary: ₹1,50,000/- per month with an annual increment of 10% of the salary
- II. Commission: 1.5% of Net Profit of the Company in each year computed in accordance with Section 198 of the Companies Act, 2013
- III. Allowances & Perquisites

In addition to salary and commission the following allowances and perquisites shall be allowed as detailed below:

1. Housing: Unfurnished residential accommodation will be provided. In its absence, 60% of the salary will be paid as house rent allowance.
2. Perquisites: The following perquisites shall be allowed subject to a maximum of 40% of the salary.
 - i. Medical: Reimbursement of expenses actually incurred for self and his family.
 - ii. Leave Travel Concession: Leave Travel Concession for self and his family.



- iii. Insurance: Life, Health and personal accident insurance cover for self.
3. Free use of Company car with driver and telephones.

In any year, if the perquisites specified in Part 2 above, are not availed in full, the unutilized portion of the limit shall be encashed at the end of every year.

4. Mr. Sumanth Ramamurthi shall also be eligible for the following benefits, which shall not be included in the computation of the ceiling on the remuneration.
- PF : Contribution to Provident Fund to the extent it is not taxable under the Income Tax Act, 1961.
 - Gratuity: Gratuity payable at the rate not exceeding 15 days salary of each completed years of service or as may be notified by the Government from time to time.

Resolved Further that in the event of no profits or inadequacy of profits, the remuneration payable to Mr. Sumanth Ramamurthi, Executive Chairman, of the Company shall not exceed the limits specified in Part II of Section II of Schedule V of the Companies Act, 2013 or such limits as may be notified by the Government from time to time.

Resolved Further that the terms and conditions set out for appointment and/or agreements shall be altered and varied from time to time by the Board as it may, in its discretion, deem fit”.

6. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Section(s) 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, Mr. A S Thirumoorthy be and is hereby appointed as Managing Director of the Company for a period of three years effective from 1st April 2014, on a Remuneration recommended by the Remuneration Committee and approved by the Board of Directors on the following terms and conditions.

Remuneration

- I. Salary: ₹2,00,000/- per month with an annual increment of 10% of salary
- II. Commission: 1% of Net Profit of the Company in each year computed in accordance with Section 198 of the Companies Act, 2013 subject to a maximum amount not exceeding the salary of respective years.

III. Allowances & Perquisites

In addition to salary and commission the following allowances and perquisites shall be allowed as detailed below:

1. **Housing:** Unfurnished residential accommodation will be provided. In its absence, 60% of the salary will be paid as house rent allowance.
2. **Perquisites:** The following perquisites shall be allowed subject to a maximum of 40% of the salary.
 - i. **Medical:** Reimbursement of expenses actually incurred for self and his family.
 - ii. **Leave Travel Concession:** Leave Travel Concession for self and his family.
 - iii. **Insurance:** Life, Health and personal accident insurance cover for self.
3. Free use of telephones

In any year, if the perquisites specified in Part 2 above, are not availed in full, the unutilized portion of the limit shall be encashed at the end of every year.
4. Mr. A S Thirumoorthy shall also be eligible for the following benefits, which shall not be included in the computation of the ceiling on the remuneration.
 - **PF:** Contribution to Provident Fund to the extent it is not taxable under the Income Tax Act, 1961.
 - **Gratuity:** Gratuity payable at the rate not exceeding 15 days salary of each year of completed service or as may be notified by the Government from time to time.



Resolved Further that in the event of no profits or inadequacy of profits, the remuneration payable to Mr. A S Thirumoorthy, Managing Director, of the Company shall not exceed the limits specified in Part II of Section II of Schedule V of the Companies Act, 2013 or such limits as may be notified by the Government from time to time.

Resolved Further that the terms and conditions set out for appointment and/or agreements shall be altered and varied from time to time by the Board as it may, in its discretion, deem fit".

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. B Vijayakumar (DIN 00015583), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for five consecutive years effective from 1st June 2014 to 31st May 2019, not liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sudarsan Varadaraj (DIN 00133533), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is here

by appointed as an Independent Director of the Company for five consecutive years effective from 1st June 2014 to 31st May 2019, not liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vijay Venkataswamy (DIN 00002906), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for two consecutive years effective from 1st June 2014 to 31st May 2016, not liable to retire by rotation."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. C S K Prabhu (DIN 00002913), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the



Company for five consecutive years effective from 1st June 2014 to 31st May 2019, not liable to retire by rotation.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved that Mr. C G Kumar (DIN 02823567) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st June 2014 at the Board Meeting held on 28th May 2014 and who holds office up to the date of this Annual General Meeting of the Company as per the provisions of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for five consecutive years effective from 1st June 2014 to 31st May 2019, not liable to retire by rotation.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved that Mrs. Suguna Ravichandran (DIN 00170190) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st June 2014 at the Board Meeting held on 28th May 2014 and who holds office up to the date of this Annual General Meeting of the Company as per the provisions of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for five consecutive years effective from 1st June 2014 to 31st May 2019, not liable to retire by rotation.”

13. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 the Articles of Association of the Company be and is hereby amended by deleting the existing Article 17 and substituting thereat the following new Article 17.”

17. The Board of Directors of the Company may, subject to the provisions of the Companies Act, 2013, or any modification thereof from time to time, appoint one or more of their body to the office of Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director or Whole Time Director for such period and on such terms as it thinks fit. The Independent Director(s) appointed pursuant to the provisions of Section 149 of the Companies Act, 2013 shall not while holding such office be subject to retirement by rotation at the Annual General Meeting(s) but however the Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director or Whole Time Director shall be subject to retirement by rotation at the Annual General Meeting(s). The Board may entrust to and confer upon such Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director or Whole Time Director all or any of the powers exercisable by them with such restrictions as they think fit, either collaterally with or to the exclusion of their own powers and subject to the superintendence, control and direction. The remuneration payable to such persons shall be sanctioned by the Company in the General Meeting.

14. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“Resolved that in supersession of the Ordinary Resolution adopted at the 44th Annual General Meeting held on 7th July 2006 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with the relevant Rules thereof, consent and approval of the Company be and is hereby accorded to the Board of Directors to borrow from time to time in one or more tranches, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies to be borrowed together with that already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course



of business) and remaining outstanding will exceed the aggregate of the paid-up share capital and free reserves, provided that the total amount up to which monies may be borrowed by the Board of Directors (apart from temporary loans obtained from the company's bankers) shall not exceed Rs.300 Crores (Rupees Three Hundred Crores only)."

15. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution.

"Resolved that in supersession of the earlier resolutions and pursuant to the provisions of section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to lease or mortgage or to create charge, and/or hypothecate the whole of or substantially the whole of the undertakings of the Company at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company.

Resolved Further that the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets, and/or undertakings of the Company (both present and future), in certain events to banks / financial institutions, other lending agencies, to secure any rupee loans or foreign currency loans.

Resolved Further that the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution."

By Order of the Board

Coimbatore
28th May 2014

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773



Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Pursuant to Section 102 of the Companies Act, 2013 the Explanatory Statement setting out material facts and reasons for the proposed Special business are appended herein.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
5. The register of members and share transfer books of the company will remain closed from 4th September 2014 to 10th September 2014 (both days inclusive).
6. Details under Clause 49 of the Listing Agreement with the Stock Exchange with respect of Directors seeking appointment / re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / reappointment.
7. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.
8. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
9. The Company has transferred the amount of unclaimed dividends paid from 1995-96 to 2005-06 to the Investors Education and Protection Fund of the Central Government as required under Sections 205A and 205C of the Companies Act, 1956.
10. As per the amended provisions of the Companies Act, 1956 dividend remaining unclaimed for a period of 7 years has to be transferred to the Investors Education and Protection Fund established by the Central Government. Any claim relating to the unclaimed dividend for the financial years from 31.03.2007 to 31.03.2008 should be made at the earliest to the company. Once the unclaimed dividends are transferred to the Investors Education and Protection Fund, the shareholders cannot claim the dividend thereafter from the Company.
11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
12. The members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and share transfer agent of the company M/s Link Intime India Pvt Ltd.
13. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.



14. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.

15. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company or to M/s Link Intime India Pvt. Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028.

16. Voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 52nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Super Spinning Mills Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. ● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided



that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of "Super Spinning Mills Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

- i) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - ii) The voting period begins on 4th September 2014 at 9.00 A.M and ends on 6th September 2014 at 6.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 1st August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
2. 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 (record date) of 1st August 2014.
 3. Mr.M.D.Selvaraj FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 4. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
 5. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.superspinning.com within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed.
 6. Kindly note that members can opt for only one mode of voting i.e either by physical ballot or through e-voting. If members are opting for e-voting then do not vote by physical ballot or vice versa. However, in case of members casting their vote both by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.



STATEMENTS PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE

Item No. 4

The Board of Directors at their meeting held on 7th February 2014 has appointed Mr. A S Thirumoorthy as an Additional Director w.e.f. 1st April 2014 under Section 161 of the Companies Act, 2013. Mr. A S Thirumoorthy ceases to hold office at this Annual General Meeting but is eligible for appointment as Director. A notice has been received from a Member signifying his intention to propose Mr. A S Thirumoorthy's appointment as a Director and the Members approval is sought for the said proposal vide Resolution at Item No. 4.

Mr. A S Thirumoorthy is not related to any Director of the Company.

Except Mr. A S Thirumoorthy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Item No. 5

The Board of Directors at their meeting held on 7th February 2014 appointed Mr. Sumanth Ramamurthi, as Executive Chairman of the Company for a period of three years with effect from 1st April 2014, and also to pay him the remuneration as approved by the Remuneration Committee at its meeting held on 7th February 2014 in accordance with the provisions of the Companies Act, 1956. Further in order to comply with the Companies Act, 2013 the terms of appointment has been subsequently amended at the Board Meeting held on 28th May 2014 in accordance with the provisions of the Companies Act, 2013 on the terms and conditions set out in the resolution.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Special Resolution set out at item no. 5 of the accompanying Notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company except Mr. Sumanth Ramamurthi being an appointee is interested or concerned in this resolution.

Item No. 6

Mr. A S Thirumoorthy has been under the employment of the company from the year 2008. During his tenure in

the company he has held various positions and lastly he held the post of Chief Operating Officer of the Company.

Mr. A S Thirumoorthy being a Chartered Accountant has more than three decades of experience in the Accounts and Finance field. In view of his performance and service, the Board has decided to induct and appoint him as Managing Director of the Company. Hence this resolution is proposed for your approval.

The Board of Directors at their meeting held on 7th February 2014 appointed Mr. A S Thirumoorthy, as Managing Director of the Company for a period of three years with effect from 1st April 2014, and also to pay him a remuneration as approved by the Remuneration Committee at its meeting held on 7th February 2014 in accordance with the provisions of the Companies Act, 1956. Further in order to comply with the Companies Act, 2013 the terms of appointment has been subsequently amended at the Board Meeting held on 28th May 2014 in accordance with the provisions of the Companies Act, 2013 on the terms and conditions as set out in the resolution.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the members.

Except Mr. A S Thirumoorthy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

Mr. B Vijayakumar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 27th August 1984. The qualification and expertise of Mr. B Vijayakumar has been detailed in the annexure attached.

Mr. B Vijayakumar retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. B Vijayakumar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 1st June 2014 to 31st May 2019.



A notice has been received from a member proposing Mr. B Vijayakumar as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. B Vijayakumar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr. B Vijayakumar as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. B Vijayakumar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. B Vijayakumar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. B Vijayakumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Item No. 8

Mr. Sudarsan Varadaraj is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 13th March 1993. The qualification and expertise of Mr. Sudarsan Varadaraj has been detailed in the annexure attached.

Mr. Sudarsan Varadaraj retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. Sudarsan Varadaraj being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 1st June 2014 to 31st May 2019. A notice has been received from a member proposing Mr. Sudarsan Varadaraj as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sudarsan Varadaraj fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft

letter for appointment of Mr. Sudarsan Varadaraj as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sudarsan Varadaraj as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sudarsan Varadaraj as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Sudarsan Varadaraj, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No. 9

Mr. Vijay Venkataswamy is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 8th November 2004. The qualification and expertise of Mr. Vijay Venkataswamy has been detailed in the annexure attached.

Mr. Vijay Venkataswamy is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. Vijay Venkataswamy being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for two consecutive years from 1st June 2014 to 31st May 2016. A notice has been received from a member proposing Mr. Vijay Venkataswamy as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Vijay Venkataswamy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr. Vijay Venkataswamy as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.



The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vijay Venkataswamy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vijay Venkataswamy as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Vijay Venkataswamy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Item No. 10

Mr. C S K Prabhu is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 21st November 2003. The qualification and expertise of Mr. C S K Prabhu has been detailed in the annexure attached.

Mr. C S K Prabhu is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. C S K Prabhu being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 1st June 2014 to 31st May 2019.

A notice has been received from a member proposing Mr. C S K Prabhu as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. C S K Prabhu fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr. C S K Prabhu as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. C S K Prabhu as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. C S K Prabhu as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. C S K Prabhu, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Item No.11

Mr. C G Kumar a Law Graduate is a person well experienced in legal and other related matters. In view of his performance and capabilities along with his experience in the industry, the Board of Directors is of the view that his appointment to the Board would be beneficial to the company.

The Board of Directors of the Company vide resolution passed on 28th May 2014 has appointed Mr. C G Kumar as an Additional Director of the Company with effect from 1st June 2014. Under Section 161 of the Companies Act, 2013, Mr. C G Kumar ceases to hold office at this Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. C G Kumar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 1st June 2014 to 31st May 2019. A notice has been received from a member proposing Mr. C G Kumar as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. C G Kumar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr. C G Kumar as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends the resolution in relation to appointment of Mr. C.G.Kumar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. C G Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.

Item No. 12

Mrs. Suguna Ravichandran being a Chartered Accountant has a rich experience in dealing with financial and other matters related to the management. In view of her performance and capabilities along with



her experience in the industry, the Board of Directors is of the view that her appointment to the Board would be beneficial to the company.

The Board of Directors of the Company vide resolution passed on 28th May 2014 has appointed Mrs. Suguna Ravichandran as an Additional Director of the Company with effect from 1st June 2014. Under Section 161 of the Companies Act, 2013, Mrs. Suguna Ravichandran ceases to hold office at this Annual General Meeting. In terms of Section 149(1) and other applicable provisions of the Companies Act, 2013 Mrs. Suguna Ravichandran being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 1st June 2014 to 31st May 2019.

A notice has been received from a member proposing Mrs. Suguna Ravichandran as a candidate for the office of Director of the Company.

In the opinion of the Board, Mrs. Suguna Ravichandran fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mrs. Suguna Ravichandran as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. The Board recommends the resolution in relation to appointment of Mrs. Suguna Ravichandran as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. Suguna Ravichandran, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12.

Item No. 13

The Board of Directors at their meeting held on 28th May 2014 and subject to approval of members in the ensuing Annual General Meeting has recommended to alter Article 17 of the Articles of Association of the Company. The Article has to be altered in line with the Companies Act, 2013 to make the office of Managing / Whole time Directors office liable to retire by rotation. The present Articles 17 states that the office of Chairman, Managing Director, Joint Managing Director, Deputy Managing Director or Whole time Director, while holding such office shall not be liable to retirement by rotation at the Annual General Meeting.

Therefore, the Board of Directors in order to comply with the provisions of Section 152(6) of the Companies Act, 2013 recommends amendment to the Articles of Association by deleting the existing Article 17 and substituting with the new Article 17, to make the office of Chairman, Managing Director, Joint Managing Director, Deputy Managing Director or Whole time Director, while holding such office as liable to retirement by rotation at the general meetings.

The Resolution at Item No. 13 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013. The Board of directors recommend the resolution for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 13.

Item No. 14 & 15

The members of the company on 7th July 2006 had approved the borrowings by the company for an amount not exceeding Rs.300 crores (Rupees Three Hundred Crores Only) and creation of charge to secure the borrowings vide Ordinary Resolution(s) under Section 293(1) (d) and 293(1)(a) of the Companies Act, 1956.

Pursuant to the notification issued by the Ministry of Corporate Affairs on September 12, 2013, Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 have come into force with effect from September 12, 2013. Accordingly the limits approved by the members of the Company under Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 is valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013. In order to comply with the provisions of Companies Act, 2013, approval of the Members is sought by way of Special Resolution under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, to borrow monies in excess of paid-up capital of the Company and its free reserves.

The Board recommends the Special Resolution as set out in item no.14 & 15 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 14 & 15.



Statement of Information to be provided under, Section II(A) of Part II of Schedule V of the Companies Act, 2013

I. General Information

1. Nature of Industry: Textiles
2. Date or expected date of commencement of commercial production: Not applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
4. Financial performance based on given indicators

Particulars	2013-14 (₹ lakhs)	2012-13 (₹ lakhs)
Sales and other income	52,623.34	44,216.90
Profit before tax and depreciation	1,993.12	2,531.15
Profit after tax	332.44	750.55
Paid up Equity Capital	550.00	550.00
Reserves and Surplus	6,784.07	6,451.63
Basic Earnings per share	0.60	1.36

5. Export performance and net foreign exchange collaborations: Export turn over amounts to ₹14,683.92 lakhs. Foreign currency expenditure is ₹ 950.76 lakhs and the company has a positive foreign currency inflow of ₹ 13,733.16 lakhs.
6. Foreign investments and collaborations, if any : Not applicable

II. Information about the Appointees:

Particulars	Mr. Sumanth Ramamurthi	Mr. A S Thirumoorthy
Back ground details	Mr. Sumanth Ramamurthi aged 55 years is an industrialist, having more than three decades of experience in the Textile and Engineering industries and is a Director on the Board of ten other Public limited companies. He has a B.S Degree in Electrical Engineering from the University of Missouri, USA.	Mr. A S Thirumoorthy aged 55 years is Chartered Accountant, having more than three decades of experience in the field of Finance and Textile industry and is a Director on the Board of four other Public Limited Companies.
Past remuneration	₹ 1,50,000/- per month with annual increment of ₹15,000/- and Commission 1.5% of net profit plus allowances and perquisites.	--
Recognition or awards	--	--
Job profile and his suitability	More than three decades of experience in the field of Engineering and Textile industry.	More than three decades of experience in the field of Finance and Textile industry.
Remuneration Proposed	₹1,50,000/- per month with annual increment of ₹15,000/- and Commission 1.5% of net profit plus Allowances and perquisites	₹2,00,000/- per month with annual increment of ₹ 20,000/- and Commission 1% of net profit of the Company subject to a maximum amount not exceeding the salary of respective years plus Allowances and perquisites
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Salary to be given is at par with the industry standards	
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NIL	



III. Other Information

1. Reasons of loss or inadequate profits: The high cost of raw material, lower value realization for yarn and appreciation in the value of the Indian rupee have affected the Company's operating performance resulting in inadequacy of profits
2. Steps taken or proposed to be taken for improvement: The Company has made efforts to increase yarn realization through productivity and cost control measures.
3. Expected increase in productivity and profits in measurable terms : The Company expects to see a growth in turnover ranging from 5 % to 10% and proportionate increase in profitability over the previous year as a result of these measures.

IV. Disclosures

1. The shareholders of the company shall be informed of the remuneration package of the managerial person : Disclosed
2. The following disclosures have been mentioned in the Board of Directors report under the heading Corporate Governance attached to the annual report :
 - a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors : Disclosed in Corporate Governance
 - b. Details of fixed component and performance linked incentives along with the performance criteria : Disclosed
 - c. Service contracts, notice period, severance fees : Disclosed
 - d. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Company has not issued any Stock option

The Company has not defaulted in repayment of any of its debts or debentures and public deposits.

The Board of Directors and the remuneration committee recommend the passing of the resolution.



Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting in pursuance of Clause 49 of the Listing Agreement

Name	Mr. Sumanth Ramamurthi
DIN	00002773
Date of Birth	12.08.1959
Director Since	1992
Relationship with other directors	None
Qualification	B.S (Electrical Engineering)
Expertise in area	More than three decades of experience in the fields of Textile and Engineering Industry.
Shareholding	86,68,220
List of Directorships held in other Companies	Elgi Electric And Industries Ltd Elgi Ultra Industries Ltd Precot Meridian Ltd Sara Elgi Industries Ltd Super Farm Products Ltd Elgi Building Products Ltd Super Sara Textiles Ltd Kakatiya Textiles Ltd Sara Elgi Enviro Tech Ltd Sara Elgi Arteriors Ltd
Committee Membership in other Companies	Shareholders & Investors Committee Member in Kakatiya Textiles Ltd Audit Committee Chairman / Member in Elgi Building Products Ltd Sara Elgi Industries Ltd Remuneration Committee Member in Super Farm Products Ltd

Name	Mr. A S Thirumoorthy
DIN	03604474
Date of Birth	19.05.1959
Director Since	2014
Relationship with other directors	None
Qualification	ACA
Expertise in area	More than three decades of experience in Finance and Textile Industry.
Shareholding	5000
List of Directorships held in other Companies	Elgi Building Products Ltd Sara Elgi Arteriors Ltd Sara Elgi Envirotech Ltd Super Sara Textiles Ltd
Committee Membership in other Companies	Audit Committee Member in Elgi Building Products Ltd



Name	Mr. D Sarath Chandran
DIN	00001885
Date of Birth	12.05.1946
Director Since	1975
Relationship with other directors	None
Qualification	B.Sc (Hons), MBA
Expertise in area	More than four decades of experience in the Textile Industry
Shareholding	11710
List of Directorships held in other Companies	Precot Meridian Limited Pricol Limited Vantex Limited Suprem Textile Processing Limited Multifora Processing (Coimbatore) Limited Precot Meridian Energy Limited
Committee Membership in other Companies	Shareholders / Investors Grievance Committee Member in Pricol Limited Precot Meridian Limited

Name	Mr. B Vijayakumar
DIN	00015583
Date of Birth	22.01.1953
Director Since	1984
Relationship with other directors	None
Qualification	B.Sc
Expertise in area	More than three decades of experience as an industrialist.
Shareholding	6670
List of Directorships held in other Companies	L G Balakrishnan & Bros Ltd LGB Forge Ltd Elgi Equipments Ltd South Western Engineering India Ltd Rolon Fine Blank Ltd LGB Rolon Chain Ltd LG Sports Ltd LGB Fuel Systems P Ltd Elgi Automotive Services P Ltd LGB Auto Products P Ltd LG Farm Products P Ltd Super Speeds P Ltd Super Transports P Ltd BCW V Tech India P Ltd Renold Chain India P Ltd
Committee Membership in other Companies	Shareholders & Investors Committee Member in L G Balakrishnan & Bros Ltd LGB Forge Ltd



Name	Mr. Sudarsan Varadaraj
DIN	00133533
Date of Birth	22.01.1958
Director Since	1993
Relationship with other directors	None
Qualification	B.E (Hons), M.S (ME)
Expertise in area	More than three decades of experience in the fields of Automobile and Rubber Industries.
Shareholding	72810
List of Directorships held in other Companies	Elgi Rubber Company Ltd Treadsdirect Ltd Elgi Equipments Ltd Titan Tyrecare Products Ltd Elgi Ultra Industries Ltd KLRF Ltd LRG Technologies Ltd Festo Controls P Ltd Tyre Point P Ltd Treadsdirect Ltd, Kenya Treadsdirect Ltd, Srilanka Treadsdirect Ltd, Bangladesh Treadsdirect LLC, USA Elgi Rubber Company LLC, USA Elgi Industria E Comercio De Borrachas Ltda, Brazil Borrachas E Equipamentos ELGI Ltda - Brasil Rubber Resources BV, The Netherlands Pincott International Pty, Australia Elgi Rubber Company BV, The Netherlands
Committee Membership in other Companies	Remuneration Committee Member in KLRF Ltd Audit Committee Member in KLRF Ltd Investors' Grievance Committee Member in Elgi Rubber Company Ltd Finance & Administrative Committee Member in Elgi Rubber Company Ltd

Name	Mr. Vijay Venkataswamy
DIN	00002906
Date of Birth	12.08.1947
Director Since	2004
Relationship with other directors	None
Qualification	MBA
Expertise in area	More than four decades of experience in the Textile Industry
Shareholding	5000
List of Directorships held in other Companies	Vantex Limited Coimbatore Pioneer Fertilizers Limited Precot Meridian Limited Super Sara Textiles Limited
Committee Membership in other Companies	Remuneration Committee Member in Precot Meridian Limited Audit Committee Chairman in Precot Meridian Limited



Name	Mr. C S K Prabhu
DIN	00002913
Date of Birth	10.09.1954
Director Since	2003
Relationship with other directors	None
Qualification	FCA
Expertise in area	More than three decades of experience as Auditor, specializing in the areas of finance, direct taxation, accounting etc.
Shareholding	5000
List of Directorships held in other Companies	Kakatiya Textiles Ltd Bannariamman Spinning Mills Ltd Shiva Taxyarn Ltd PNR Housing Ltd The Scientific Fertilizer Co. (P) Ltd
Committee Membership in other Companies	Audit Committee Chairman / Member in Kakatiya Textiles Ltd Bannariamman Spinning Mills Ltd Shiva Taxyarn Ltd Remuneration Committee Chairman/Member in Bannariamman Spinning Mills Ltd Shareholders / Investors Grievance Committee Chairman / Member in Bannariamman Spinning Mills Ltd Kakatiya Textiles Ltd

Name	Mr. C G Kumar
DIN	02823567
Date of Birth	13.06.1972
Director Since	2014
Relationship with other directors	None
Qualification	Bachelor of Law
Expertise in area	More than one decade of experience as an Advocate.
Shareholding	NIL
List of Directorships held in other Companies	NIL
Committee Membership in other Companies	NIL

Name	Mrs. Suguna Ravichandran
DIN	00170190
Date of Birth	11.08.1958
Director Since	2014
Relationship with other directors	None
Qualification	FCA
Expertise in area	More than two decades of experience as a Practicing Chartered Accountant.
Shareholding	NIL
List of Directorships held in other Companies	Versa Pack Private Ltd
Committee Membership in other Companies	NIL



Directors' Report and Management Discussion & Analysis

To the Members,

Your Directors have pleasure in presenting the 52nd Annual Report together with the audited statement of accounts for the financial year ended 31st March 2014.

Financial Results

(₹ lakhs)

Particulars	31.03.2014	31.03.2013
Revenue From Operation	52,120	43,414
Total Revenue	52,623	44,217
Earnings before Finance Cost, Depreciation and Tax	4,373	4,842
Less: Finance Cost	2,380	2,311
Earnings before Depreciation and Tax	1,993	2,531
Less: Depreciation and Amortization	1,511	1,697
Profit before Tax	482	834
Less: Current and Deferred Tax	150	86
Less: Adjustment for earlier years	0	(2)
Profit after Tax	332	751
Add: Balance brought forward	(3,701)	(4,452)
Profit available for appropriations and carry forward	(3,369)	(3,701)

MANAGEMENT DISCUSSION AND ANALYSIS

Dividend

Due to carry forward losses, the Directors have not recommended any dividend for the year.

Industry Conditions and Review of Operations

The Indian textile industry witnessed reasonable improvement during the course of the year. During the year under review your company was able to maintain its performance due to stable cotton prices, remunerative yarn price, upward trend in export of cotton yarn coupled with depreciation of Indian Rupee and through dedicated efforts aimed at improving operational efficiency, focus on optimal product mix and effective cost saving practices.

Power situation was cause of concern for most part of the financial year. The Company has taken up the modernization of its manufacturing facilities and planning an outlay of around ₹ 50 Crores towards the above in the next 3 to 4 years.

Company outlook

During the current year, in the first quarter the demand for the yarn is subdued and yarn prices could not be increased corresponding to the increase in cotton prices.

Opportunities, Risks and Concerns

The cotton price is subject to climatic conditions and market volatility. The probable impact of climatic conditions in current year is expected to have a bearing on the cotton prices.

Exports may partly get affected since European Markets are yet to improve. Power shortage and Labour shortage are major concerns, which could have impact on operations of the Company. Higher inflation and increase in interest rates would have adverse impact on profit margins of the company.

Subsidiary Companies and Consolidated Financial Statements of Subsidiaries

The Company has two subsidiaries namely M/s Sara Elgi Arteriors Limited - a wholly owned subsidiary and M/s Elgi Building Products Limited - step down subsidiary. The statement pursuant to Section 212 of the Companies Act 1956, containing details of subsidiaries of the Company forms part of this Annual report.

The Ministry of Corporate Affairs vide General Circular No. 2/2011 dt. 8th February 2011 has granted a general exemption from attaching a copy of the Balance Sheet, Profit & Loss Account, Report of the Board of Directors and the Report of the Auditors of the subsidiary



companies along with holding company and hence the same have not been attached herein.

The Consolidated Financial Statements of the Company and its subsidiary companies prepared in accordance with the Accounting Standard 21 (AS - 21) and Listing Agreement wherever applicable and forms part of the Annual Report and Accounts.

However, as per the conditions of the above referred circular the brief financial statement of subsidiaries is included in the Annual report The Annual Accounts of the subsidiary companies will be made available to the shareholders seeking such information at any point of time. The annual accounts of the Subsidiary Companies will also be kept open for inspection by any shareholder at its Registered Office.

Directors

The term of office of Mr. Vidyaprakash D, Executive Chairman and Mr. Sumanth Ramamurthi, Managing Director came to an end on 31st March 2014. Mr. Vidyaprakash D on completion of his tenure retired from Executive Chairmanship and resigned from the Directorship of the Company. Your Directors wish to place on record its highest appreciation for the significant contributions and valuable guidance given by Mr. Vidyaprakash D as Executive Chairman of the Company during his tenure of office.

The Remuneration Committee and the Board of Directors at their meeting held on 7th February 2014 appointed Mr. Sumanth Ramamurthi as Executive Chairman and Mr. A S Thirumoorthy as Additional and Managing Director of the Company for a period of three years effective from 1st April 2014. The above appointments are subject to the approval of the members at the ensuing Annual General Meeting.

In accordance with the provisions of Section 152 of the Companies Act, 2013, and the Articles of Association of the Company, Mr. D Sarath Chandran is liable to retire by rotation and is eligible for reappointment.

The Nomination and Remuneration Committee and the Board of Directors at their meeting held on 28th May 2014 appointed Mr. C G Kumar and Mrs. Suguna Ravichandran as Additional Directors of the Company with effect from 1st June 2014. Their appointment is subject to the approval of the members at the ensuing Annual General Meeting.

Pursuant to the notification of Section 149 and other applicable provisions of the Companies Act, 2013, and Clause 49 (ii) of the Listing Agreement appointment of Independent Directors is required. Such Independent Directors are not liable to retire by rotation. Accordingly,

the following Independent Directors are appointed as below:-

S. No.	Name of the Independent Director	Period of Appointment
1	Mr. C S K Prabhu	01.06.2014 to 31.05.2019
2	Mr. B Vijayakumar	01.06.2014 to 31.05.2019
3	Mr. Sudarsan Varadaraj	01.06.2014 to 31.05.2019
4	Mr. Vijay Venkataswamy	01.06.2014 to 31.05.2016
5	Mr. C.G Kumar	01.06.2014 to 31.05.2019
6.	Ms. Suguna Ravichandran	01.06.2014 to 31.05.2019

Necessary resolutions for the appointment /re-appointment of the aforesaid directors have been included in the notice convening the ensuing Annual General Meeting and details of the proposal for appointment / re-appointment are mentioned in the explanatory statement of the notice. Your directors commend their appointment / re-appointment. All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules 2014.

Corporate Governance

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance together with the Auditors Certificate regarding compliance of the conditions of Corporate Governance, Management Discussion and Analysis statement forms part of the Annual Report.

Transfer To Investors Education And Protection Fund

In terms of Section 205C of the Companies Act, 1956, an amount of Rs.3.74 Lakhs being unclaimed dividend (2005-06) was transferred during the year to the Investors Education and Protection Fund established by the Central Government. The unclaimed dividend for the year 2006-07 will be transferred to the Investors Education and Protection Fund during this year.

Internal Control System

The Company has adequate internal control systems to monitor internal business process, financial reporting and compliance with applicable laws. The Company periodically reviews the adequacy and effectiveness of the control systems.

The Audit committee of the Board reviews internal control systems and their adequacy, significant risk areas, observations made by the internal auditors on control mechanism and the operations of the company,



recommendations made for corrective action and the internal audit reports. The committee reviews with the statutory auditors and the management, key issues, significant processes and accounting policies.

Fixed Deposits

During the year the Company did not accept or renew any Fixed Deposits and no Fixed Deposits remained unclaimed with the Company as on 31st March 2014.

Auditors

M/s. Reddy, Goud & Janardhan, the Auditors of the Company retires at the ensuing Annual General Meeting and have given their consent for re-appointment. The company has received confirmation from them that, if appointed, it would be within the limits under Section 139 of the Companies Act, 2013. The Audit committee and the Board of Directors of the company propose the reappointment of the auditors.

Personnel Relations

Staff and Labour relations during the year at all units of the company continued to be cordial.

Statutory Information

A statement showing particulars of technology absorption under Section 217(1) (e) of the Companies Act, 1956 and a report on corporate governance are enclosed and form part of this report. Information pursuant to Section 217(2A) of the Companies Act, 1956, is not furnished, as there are no employees covered by the said provisions.

Directors Responsibility Statement u/s. 217 (2AA)

Your Directors confirm that:

- In the preparation of the annual accounts, all applicable accounting standards had been followed along with proper explanation relating to material departures
- We have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at the end of financial year and of the profit or loss of the company for that period.

- Proper and significant care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for the preventing and detecting fraud and other irregularities.
- The annual accounts have been prepared on a going concern basis.

Recognition and Reward

Your Directors are glad to inform that during the year the Company has been recognized and won the best implementing partner award on 2013 for supporting Tami Nadu Cotton Farmers in soil health management at Mumbai on 22nd March 2013 from international NGO, Solidaridad. Won 2nd prize best project award in International Symposium on Corporate Social Responsibility jointly conducted by Amirta University - India and Deakin University - Australia at Bangalore on 12th & 13th December 2013.

The Company also won the CSR award from Dr Wayne Visser, Director of the think tank Kaleidoscope futures and founder of CSR International- UK.

Acknowledgement

Your Directors wish to thank the Company's Bankers, Financial Institutions, Customers and Suppliers for their unstinted support and co-operation.

Your Directors wish to place on record their appreciation of the confidence reposed by the shareholders in the Company at all times.

The Board of Directors also wishes to thank the employees at all levels for their excellent support and contribution made by them.

By Order of the Board

Coimbatore
28th May 2014

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773



Annexure to the Directors Report and Management discussion and Analysis

A. Foreign Exchange earnings

Total Foreign exchange earned during the year was ₹14,683.92 lakhs and outflow of foreign exchange earnings amounted to ₹ 950.76 lakhs resulting in net foreign exchange earning of ₹ 13,733.16 lakhs.

B. Technology Absorption, Adaptation and Innovation, Research and Development

Research and development activities are carried out on continual and regular basis in improving the efficiency of workers, effectiveness of machineries and quality of products.

C. Conservation of Energy

Energy being the major constituent of expenditure continues to receive increased emphasis at all the units. Department wise power consumption being measured, monitored and compared and corrective action are being taken on regular basis. The details of the total consumption are as follows:

FORM-A - CONSERVATION OF ENERGY (CONSOLIDATED FOR ALL SPINNING UNITS)		
	31.03.2014	31.03.2013
I. Power & Fuel Consumption		
1. Electricity		
(a) Purchased Units in Lakhs	1009.82	914.10
Total Amount in ₹ Lakhs	5765.97	3889.00
Rate Per Unit in ₹	5.71	4.30
(b) Own Generation		
(i) Through Diesel Generator		
Units in Lakhs	12.75	108.60
Units Per Litre of Diesel Oil	3.44	3.50
Total Amount in ₹ Lakhs	206.37	1432.00
Cost Per Unit in ₹	16.17	13.20
(ii) Through Wind Mill		
Generation Units in Lakhs	44.90	62.70
Total Amount in ₹ Lakhs	123.44	172.40
Rate Per Unit in ₹	2.75	2.70
II. Consumption Per Unit of Production		
(Production of various counts has been converted to the standard count of 40s)		
Electricity (in Units) Per Kg	6.13	6.50

By Order of the Board

Coimbatore
28th May 2014

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773



Report on Corporate Governance

1. Company's philosophy on code of governance

The company's philosophy on Corporate Governance finds expression in a self governing model of voluntary adherence of all statutory rules and regulations, timely disclosures, transparent accounting policies and practices, maintenance of the highest degree of integrity and ethical conduct towards all the stakeholders namely shareholders, employees, financial institutions, suppliers and business partners.

2. Board of Directors - Composition, Category and Attendance

Your Company's Board has an optimum combination of Executive, Non-Executive and Independent Directors as per requirements of Clause 49 of the Listing Agreement. The details of composition of the Board of Directors and number of directorship held in other companies / board committees by each member of the Board of Directors of the Company as on 31st March 2014 is as under:

Name of the Director	Category	No. of Directorships in other Companies #	Committee of other Board's in which he is a Member / Chairman*	No. of Board Meetings attended	Whether attended the AGM held on 06.09.13
Mr. Vidyaprakash D Executive Chairman**	Promoter's relative and Executive	3	Nil/Nil	4	Yes
Mr. Sumanth Ramamurthi Executive Chairman (w.e.f 01.04.2014)	Promoter and Executive	10	3/1	4	Yes
Mr. A S Thirumorthy Managing Director (w.e.f 01.04.2014)	Executive - Non Promoter	4	1/Nil	-	-
Mr. D Sarath Chandran	Non-Independent and Non-Executive	6	2/Nil	4	No
Mr. C S K Prabhu	Independent and Non-Executive	4	4/2	4	Yes
Mr. Sudarsan Varadaraj	Independent and Non-Executive	7	3/Nil	1	No
Mr. B Vijayakumar	Independent and Non-Executive	7	2/Nil	3	Yes
Mr. Vijay Venkataswamy	Independent and Non-Executive	4	1/1	4	No

Excluding Directorships in Private and Foreign Companies

* Excluding membership in Administrative Committees.

**Retired with effect from 31st March 2014

During the year 2013-14, four Board Meetings were held at the registered Office on 27th May 2013, 9th August 2013, 9th November 2013 and 7th February 2014.



Committees of the Board

3. Audit Committee

The Audit Committee of the Company is constituted in compliance with the provisions of Section 292A of the Companies Act 1956 and Clause 49 II of the Listing Agreement with the Stock Exchanges.

Brief Description of terms of reference:

To oversee the Company's financial reporting process, internal control systems, reviewing the accounting policies and practices; ensuring that financial statements are correct, sufficient and credible; reviewing with management the annual financial statements for submission to the Board; reviewing the internal audit observations and action taken thereon; ensuring compliance with Stock Exchange and other legal requirements and also recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services. The composition, role, functions and powers of the Audit Committee are in consonance with the requirements of applicable laws, rules and regulations.

All the members of the Audit Committee are independent and have knowledge of finance, accounts and the textile industry. The quorum for audit committee meeting is two independent directors.

The Chairman of the Audit Committee, Mr. C S K Prabhu was present at the last Annual General Meeting.

The Audit Committee meetings were held at the Registered Office of the Company and during the year the committee met four times on 20th May 2013, 2nd August 2013, 5th November 2013 and 31st January 2014. The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

Name	Category	No. of Meetings Attended
Mr. C S K Prabhu, Chairman	Non Executive - Independent	4
Mr. Sudarsan Varadaraj	Non Executive - Independent	2
Mr. B Vijayakumar	Non Executive - Independent	2
Mr. Vijay Venkataswamy	Non Executive - Independent	4

The Statutory Auditors, Internal Auditors and Executives of the Company attended the meetings. The minutes of the Audit Committee Meetings were placed at the Board Meetings. The Company Secretary acts as the Secretary of the Committee.

4. Remuneration Committee

The terms of reference of the Remuneration Committee include:

- ❖ Recommendation for fixation and periodic revision of compensation of the Managing Director and Executive Directors to the Board for approval and
- ❖ Review the sitting fees payable to the Directors.

The committee met on 7th February 2014 to appoint and fix the remuneration of Mr. Sumanth Ramamurthi as Executive Chairman and Mr. A S Thirumoorthy as Managing Director of the Company.

The composition of Remuneration Committee and particulars of meetings attended by the members are as under.

Name	Category	No. of Meetings Attended
Mr. C S K Prabhu, Chairman	Non Executive - Independent	1
Mr. Sudarsan Varadaraj	Non Executive - Independent	--
Mr. B Vijayakumar	Non Executive - Independent	1
Mr. Vijay Venkataswamy	Non Executive - Independent	1

Remuneration of Directors

Remuneration of the whole-time Directors are decided by the Board based on the recommendations and approval of the Remuneration Committee as per the remuneration policy of the company, within the ceiling fixed by the shareholders. The remuneration paid/payable to the Executive Directors of the Company for the year ended 31st March 2014 is as follows.



Name of the Director	Salary and Perks (₹ Lakhs)	Service Contract
Mr. Vidyaparakash D* Executive Chairman	19.35	01.04.2011 to 31.03.2014
Mr. Sumanth Ramamurthi Managing Director	19.35	01.04.2011 to 31.03.2014

*Retired w.e.f 31st March 2014

Remuneration includes Salary, Company's contribution to Provident Fund.

The Non-Executive Directors are paid sitting fees for attending each Board and Committee Meetings. The sitting fees paid to each such Director was ₹10,000/- for each Board Meeting and Audit Committee Meeting. ₹1,000/- each for Remuneration Committee Meeting and Shareholders Committee Meeting. The Company does not have any stock option scheme for the Directors and the Employees at present.

Name of the Non-Executive Director	Sitting Fees (₹)	No. of Shares held
Mr. C S K Prabhu	89,000	5000
Mr. Vijay Venkataswamy	81,000	5000
Mr. D Sarath Chandran	47,000	11710*
Mr. Sudarsan Varadaraj	30,000	72810
Mr. B Vijayakumar	51,000	6670

*Including 6500 shares held in HUF.

5. Shareholders / Investors Grievance Committee

The committee deals in matters relating to transfer and transmission of shares, issue of duplicate share certificates, review of dematerialized shares, redressing of investors complaints. The share transfers / transmissions are approved by the committee. The minutes of the same are placed at the Board Meetings from time to time.

The composition of the Shareholders / Investors Grievance Committee and particulars of meetings attended by the members.

Name of the Member	No. of Meetings Attended
Mr. C S K Prabhu	8
Mr. D Sarath Chandran	7
Mr. Vidyaparakash D*	8
Mr. Sumanth Ramamurthi	8
Compliance Officer	8

*Retired w.e.f 31st March 2014

Eight meetings of the Shareholders / Investors Grievance Committee were held during the year 2013-14 on 13th May 2013, 21st June 2013, 12th September 2013, 12th October 2013, 25th November 2013, 10th January 2014, 6th March 2014 and 24th March 2014. During the year the Company has not received any complaints from the shareholders. There were no complaints pending unresolved during the year ended 31st March 2014.

Unclaimed Suspense Account

As per SEBI's circular CIR/CFD/DIL/10/2010 dated December 16, 2010 read with Clause 5A of the Listing Agreement, the Company has opened Unclaimed Suspense Account, i.e. "Super Spinning Mills Limited - Unclaimed Suspense Account" with Coimbatore Capital Limited and the unclaimed 10,39,430 Equity Shares of the Company belonging to 515 Members are lying with the Company have been dematerialized and credited to Super Spinning Mills Limited - Unclaimed Suspense Account.



6. General Body Meetings

Details of Annual General Meetings held in last three years

Year	Location	Date	Time	Special Resolutions passed in the AGM's
2011	Ardra Convention Centre Kaanchan No.9, North Huzur Road Coimbatore - 641 018	02.09.2011	3.30 PM	Re-appointment of Executive Chairman and revision in the remuneration Re-appointment of Managing Director and revision in the remuneration
2012		05.09.2012	3.30 PM	NIL
2013		06.09.2013	3.30 PM	NIL

No court convened meeting of members was held during the year.

No postal ballot was conducted during the year.

7. Disclosure

Related Party Transactions

There were no materially significant related party transactions i.e., transactions of the company of material nature, with its promoters, directors or the management, their subsidiaries, relatives etc., that may have potential conflict with the interests of the company at large. The related party transactions are duly disclosed in the notes to the accounts.

Compliances by the Company

- i) There were no cases of non-compliance by the company. No penalties or strictures imposed by stock exchanges or SEBI or any other statutory authorities on any matter related to capital markets, during the last three years.
- ii) No treatment different from the accounting standards prescribed by the Institute of Chartered Accounts of India has been followed in the preparation of financial statements.
- iii) The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement
- iv) The Company has at present adopted the non-mandatory requirement with regard to constitution of Remuneration Committee, which has been constituted to determine the remuneration of the whole-time Directors (including Executive Chairman/Managing Director).
- v) The Company has not adopted any whistle blower policy at present. However, there is no restriction on any personnel to approach the management or the Audit Committee on any issue.

8. Means of Communication

The Quarterly and Annual Financial Results are published in the news papers viz., Financial Express (all editions) and Maalai Malar (Vernacular Paper) and displayed on website of the company (www.superspinning.com). The Company regularly intimates Quarterly and Annual Financial Results to the Stock Exchanges immediately after the same was taken on record by the Board. The results are not separately circulated to the shareholders.



9. General Shareholder Information

- a. Annual General Meeting** :
- Day, Date and Time : Wednesday, 10th September 2014 at 3.30 P.M
- Venue : Ardra Convention Centre, Kaanchan, No.9,
North Huzur Road, Coimbatore - 641 018
- b. Financial Year** : 1st April to 31st March
- c. Date of Book Closure** : From 4th September 2014 to 10th September 2014
(Both days Inclusive)

d. Listing on Stock Exchanges

The Equity Shares of the company are listed on The Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The company confirms that it has paid annual listing fees to "The Bombay Stock Exchange Limited and National Stock Exchange of India Limited" for the year 2014-2015.

e. Stock Details

Name of the stock Exchange	Scrip code
Bombay Stock Exchange Ltd	521180
National Stock Exchange of India Ltd	SUPERSPIN
International Securities Identification Number (ISIN) with NSDL & CDSL:	INE662A01027

f. Market price data for the year 2013-14

Month	Bombay Stock Exchange				National Stock Exchange			
	Share Price		Sensex		Share Price		S & P Nifty	
	High (₹)	Low (₹)	High	Low	High (₹)	Low (₹)	High	Low
April'13	6.30	4.81	19623	18144	6.25	4.70	5962	5477
May'13	6.10	4.60	20444	19451	5.90	4.70	6229	5911
June'13	6.18	4.35	19860	18467	6.30	4.25	6011	5566
July'13	5.40	4.00	20351	19127	5.45	4.85	6093	5676
August'13	5.64	3.75	19569	17449	5.25	3.20	5809	5119
September'13	6.90	4.80	20740	18166	6.45	4.50	6143	5319
October'13	5.79	5.20	21205	19265	5.60	5.00	6309	5701
November'13	5.98	4.93	21322	20138	5.75	4.75	6343	5972
December'13	5.80	4.71	21484	20569	5.50	4.25	6415	6130
January'14	7.31	5.65	21410	20344	7.25	5.70	6358	6027
February'14	6.64	4.50	21141	19963	6.75	4.55	6283	5933
March'14	5.61	4.60	22467	20921	5.90	4.65	6730	6212

Note: The Face Value is ₹ 1/-

g. Registrar and Share Transfer Agent

Link Intime India Pvt Limited
(Formerly Intime Spectrum Registry Limited)
'SURYA', 35, Mayflower Avenue
Behind Senthil Nagar, Sowripalayam, Coimbatore - 641 028. Tamil Nadu

h. Share Transfer System

All the applications received either for transfer or dematerialization will be processed only after getting the approval from the members of the Shareholders Committee.



i. Distribution of Shareholders :

Pattern of Shareholding as on 31st March 2014

Category	No of Share holders	No of Shares	% of holding
Promoters and Promoters group	25	23,316,140	42.39
Financial Institutions, Banks	1	1,470	0.002
Foreign Institutional Investors / NRI / OCB	1	1,000	0.001
Bodies Corporate	270	3,778,943	6.87
Public	9,031	27,902,447	50.74
Total	9,328	5,50,00,000	100.00

Distribution of Shareholdings as on 31st March 2014

Shares	No of Share holders	% of holding	No of Shares	% of holding
1 - 500	4,802	51.48	1,171,036	2.13
501 - 1000	1,566	16.79	1,402,609	2.55
1001 - 2000	1,052	11.28	1,722,428	3.13
2001 - 3000	505	5.41	1,340,513	2.44
3001 - 4000	239	2.56	8,70,171	1.58
4001 - 5000	271	2.91	1,301,997	2.37
5001 - 10000	406	4.35	3,040,766	5.53
10001- Above	487	5.22	44,150,480	80.27
Total	9,328	100.00	5,50,00,000	100.00

j. Dematerialization of shares and liquidity:

Demat and Physical Shares as on 31st March 2014

Particulars	No. of Shares	% to Share capital
National Securities Depository Limited	4,53,56,508	82.47
Central Depository Services (India) Limited	66,22,997	12.04
Physical	30,20,495	5.49
Total	5,50,00,000	100.00

The Company has paid custodial fees for the year 2014-15 to National Securities Depository Limited and Central Depository Services (India) Limited.

k. Other Disclosures

Secretarial Audit

Secretarial Audit on a quarterly basis was done by a qualified practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The audit confirms the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Risk Management

The company manages risks as an integral part of its decision making process. The Audit Committee and the Board of Directors are regularly appraised regarding key risk assessment and risk mitigation mechanisms.



CEO / CFO Certification

The CEO and the CFO of the Company have certified to the Board with regard to the compliance made by them in terms of Clause 49 (V) of the Listing Agreement, the certificate forms part of Annual Report.

Code for Prevention of Insider Trading

The Company has framed a Code of Conduct for Prevention of Insider Trading based on SEBI (Insider Trading) Regulations, 1992. This code is applicable to all Directors / Officers / Designated employees. The Code ensures the prevention of dealing in shares by persons having access to unpublished price sensitive information.

Code of Conduct

The code of conduct for the Board Members, Senior Management Personnel and the Employees of the company is posted on the website of the company. All Board members and senior management personnel have affirmed compliance with the same and the duly signed declaration to this effect made by the CEO is annexed hereunder:

Declaration as required Under Clause 49 of the Listing Agreement

All Board Members and Senior Management Personnel of the company have affirmed compliance with the provisions of the Super Spinning Mills Ltd - Code of Conduct for the financial year ended 31st March 2014.

I. Plant Locations

A unit Kirikera, Hindupur, Ananthapur Dist, Andhra Pradesh.	C unit D Gudalur, Karur, Tamil Nadu
B unit Kotnur, Hindupur, Ananthapur Dist, Andhra Pradesh.	Super Sara Beerapalli, Hindupur, Ananthapur Dist, Andhra Pradesh.
Address for Correspondence and Registered Office Mr R Srikanth Company Secretary & Compliance Officer Super Spinning Mills Limited "Elgi Towers", PB No. 7113 737-D, Green Fields, Puliakulam Road Coimbatore - 641 045, Tamil Nadu Phone: 91-422-2311711, 4351711 Fax : 91- 422 - 2311611 E Mail.: investors@ssh.saraelgi.com Web: www.superspinning.com	Address for Correspondence with Registrar and Share Transfer Agent Coimbatore Branch Office Link Intime India Pvt Limited (Formerly Intime Spectrum Registry Ltd) "SURYA' 35 Mayflower Avenue Behind Senthil Nagar, Sowripalayam Coimbatore - 641 028. Tamil Nadu Phone: 91 - 422 - 2314792 Fax : 91 - 422 - 2314792,2315792 E Mail - coimbatore@linkintime.co.in

Coimbatore
28th May 2014

A S Thirumoorthy
Managing Director & CEO
DIN : 03604474



AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To

The members of Super Spinning Mills Limited,

We have read the Report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of corporate Governance by Super Spinning Mills Limited for the year ended 31st March 2014, as stipulated in clause 49 of the Listing agreement of the said company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination, conducted in the manner described in the "Guidance Note on certification of Corporate Governance" issued by the Institute of Chartered Accountants of India, was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and on the basis of our examination described above, the Company has complied with the conditions of the Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreements.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

For **Reddy, Goud & Janardhan**

Chartered Accountants

Registration No.003254S

Balakrishna S Bhat

Partner

Membership No.202976

Coimbatore

28th May 2014

Certification by Chief Executive Officer and Chief Financial Officer

To the Board of Directors of Super Spinning Mills Limited,

We, A S Thirumoorthy, Managing Director & CEO and N Hemanand, Chief Financial Officer of Super Spinning Mills Limited, certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2014 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March 2014 are fraudulent, illegal or in violation of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee
 - i. There have not been any significant changes in internal control over financial reporting during the year ended 31st March 2014.
 - ii. There have not been any significant changes in accounting policies during the year ended 31st March 2014.
 - iii. There have been no instances during the year ended 31st March 2014 of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

Coimbatore
28th May 2014

A S Thirumoorthy
Managing Director & CEO
DIN : 03604474

N Hemanand
Chief Financial Officer



Independent Auditor's Report

To

The Members of Super Spinning Mills Limited,

Report on the Financial Statements

We have audited the accompanying financial statements of Super Spinning Mills Limited, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by

management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on the Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.; and
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken



on record by the Board of Directors, none of the directors are disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956

- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **Reddy, Goud & Janardhan**

Chartered Accountants

Registration No.003254S

Coimbatore

Balakrishna S Bhat

28th May, 2014

Partner

Membership No.202976

Annexure referred to in paragraph 1 of our report of even date

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. The assets have been physically verified by the management during the year in accordance with a phased programme of verification, which, in our opinion is reasonable, considering the size and the nature of its assets.
- c. The Company has not disposed off any substantial part of the fixed assets during the year.
2. a. The inventories have been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
- b. In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. The company is maintaining proper records of inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. a. The company has not granted any loans/advances during the year to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. An amount of Rs.79.57 lakhs is outstanding at the year end.
- b. The rate of interest and other terms and conditions on which the loans/advances have been made to parties covered under Section 301 of the Companies Act, 1956 are not prima facie, prejudicial to the interest of the company.
- c. According to the information and explanations given to us, the receipt of loans/advances and the interest amount are regular as stipulated.
- d. According to the information and explanations given to us, there are no overdue amounts with respect to the above said loans/advances and as such Clause (d) is not applicable.
- e. According to the information and explanations given to us, the Company has not received any secured or unsecured loans during the year from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. An amount of Rs.35.00 lakhs is outstanding at year end.
- f. The interest and other terms and conditions on which these loans have been borrowed are not prima facie, prejudicial to the interests of the company.
- g. The repayment of principal and interest are regular as stipulated.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to the purchases of inventory, fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control.
5. a. According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the registers maintained under Section 301 of the Companies Act, 1956, have been so entered.
- b. In our opinion and according to the information and explanations given to us, the transactions



made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

6. In our opinion and according to information and explanations given to us, the company has complied with the provision of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with the size of the company and nature of its business.
8. We have broadly reviewed the books of accounts relating to materials, labour and other items of cost maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
9. a. According to the information and explanations given to us and based on the examination of books of account and records produced before

us, we are of the opinion that the undisputed statutory dues including Provident Fund, Investors Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth tax, Service tax, Customs Duty, Excise Duty, Cess and other material statutory dues as applicable, have been regularly deposited by the company during the year with the appropriate authorities.

- b. As at 31st March 2014, according to the records of the Company and the information and explanations given to us, the particulars of disputed dues (provided / considered contingent liability, as appropriate) in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty and Cess wherever applicable that have not been deposited on account of a dispute are tabulated as in clause (c).
- c. According to the information and explanations given to us and as per the records of the company the dues of sales tax/income tax/customs duty / wealth tax/service tax / excise duty / cess, which have not been deposited on account of any dispute, are as follows:

SI No	Name of Statute	Issues in the Appeal	Unpaid Amount in Lakhs	Period to which the amount relates	Forum Where Dispute is pending
1	Income Tax	Disallowance of replacement of machinery	480.55	1993-94, 1994-95, 1996-97, 1999-00, 2000-01 2002-03 to 2008-09	CIT(A), Coimbatore
2	APGST	Disallowance of purchase tax credit taken to set off tax collected on yarn sales	50.78	1999-00 to 2003-04	DC(CT)(A), Kurnool
3	TNGST	Levy of Penalty for Issue of C Forms	83.93	1998-99	High Court, Chennai
4	Central Excise, TN	Capital goods moved without payment of duty and Dispute on input duty assessed	75.98	2003-04	Commissioner of Appeals, Coimbatore



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10. There are accumulated losses as at 31st March 2014. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or to a bank. There are no debenture holders during the year.
12. According to the information and explanations given to us, the company has not granted any loans and advances on the basis of securities by way of pledge of shares and debentures.
13. In our opinion, the company is not a chit fund or a Nidhi / Mutual Benefit Fund / Society. Therefore the provisions of clause (xiii) of para 4 of the Order are not applicable.
14. According to the information and explanations given to us, the company is not dealing in or trading in any shares and securities and hence the provisions of Para (xiv) of the order are not applicable.
15. According to the information and explanations given to us, the Company has given guarantees for loans taken from banks by a subsidiary company for Rs.140 Lakhs and prima facie, the terms and conditions on which such guarantees have been extended are not prejudicial to the interest of the Company.
16. In our opinion and according to the information and explanations given to us, the term loan(s) have been applied for the purpose for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investments.
18. The company has not made any preferential allotment of shares during the year and hence the provisions of clause (xviii) of para 4 of this Order are not applicable.
19. The company has not issued any debentures during the year and hence the provisions of clause (xix) of para 4 of this Order are not applicable.
20. The company has not raised any money by way of public issues during the year and hence the provisions of clause (xx) of para 4 of this Order are not applicable.
21. During the course of our examination of the books of accounts carried on in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year nor have been informed of such case by the management.

For **Reddy, Goud & Janardhan**
Chartered Accountants
Registration No.003254S

Coimbatore
28th May, 2014

Balakrishna S Bhat
Partner
Membership No.202976


5 Year Highlights

₹ lakhs

Operating Results	2010	2011	2012	2013	2014
Sales and Other Income	38961	48378	39526	44217	52623
Operating Profit	4633	5856	(1264)	4842	4373
Finance Cost	2459	2293	3023	2311	2380
Gross Profit	2174	3563	(4287)	2531	1993
Depreciation	2352	2081	1900	1697	1511
Taxes	(210)	91	(1895)	84	150
Net Profit	32	1391	(4292)	751	332
Performance Parameters					
Net Fixed Assets	16720	14304	11719	10107	9603
Share Capital	550	550	550	550	550
Reserves	8602	9993	5701	6452	6784
Net Worth	9152	10543	6251	7002	7334
Return on Net Worth(%)	0.35	13.19	(68.66)	10.72	4.53
Bank Borrowings	19761	20455	14198	13206	13892
Debt : Equity	2.16 : 1	1.94 : 1	2.27 : 1	1.89 : 1	1.89 : 1
Earnings per share (in Rs.)	0.06	2.53	(7.80)	1.36	0.60



Balance Sheet as at 31st March 2014

Particulars	Note No.	₹ lakhs	
		31.03.2014	31.03.2013
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	550.00	550.00
(b) Reserves and surplus	4	6,784.07	6,451.63
2 Non-current liabilities			
(a) Long-term borrowings	5	3,156.86	761.10
(b) Other long-term liabilities	6	29.56	35.31
(c) Long-term provisions	7	459.09	424.71
3 Current liabilities			
(a) Short-term borrowings	8	10,008.96	11,414.90
(b) Trade payables	9	4,628.16	4,627.62
(c) Other current liabilities	10	2,262.13	2,378.67
(d) Short-term provisions	11	270.89	212.03
TOTAL		28,149.72	26,855.97
II. ASSETS			
1. Non-current assets			
(a) Fixed assets			
Tangible assets	12.a	9,519.45	10,075.25
Intangible assets	12.b	-	-
Capital Work in Progress	12.c	83.95	32.14
(b) Non-current investments	13	2,730.79	2,825.37
(c) Deferred tax assets (Net)	14	742.22	892.18
2 Current assets			
(a) Inventories	15	6,200.95	4,957.94
(b) Trade receivables	16	4,338.78	4,065.39
(c) Cash and cash equivalents	17	219.59	240.05
(d) Short-term loans and advances	18	3,560.30	3,156.89
(e) Other current assets	19	753.69	610.76
TOTAL		28,149.72	26,855.97

See accompanying notes forming part of the financial statements

As per our report of even date attached
For **Reddy, Goud & Janardhan**
Chartered Accountants
Registration No.003254S

Balakrishna S Bhat
Partner
Membership No.202976

Coimbatore, 28th May, 2014

For and on behalf of the Board

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773

A.S Thirumoorthy
Managing Director
DIN : 03604474

N Hemanand
Chief Financial Officer

R Srikanth
Company Secretary



Statement of Profit and Loss for the year ended 31st March 2014

		₹ lakhs	
Particulars	Note No.	31.03.2014	31.03.2013
I. Revenue from operations	20	52,120.29	43414.55
II. Other income	21	503.05	802.35
III. Total Revenue		52,623.34	44,216.90
IV. Expenses:			
Cost of materials consumed	22.a	30,450.07	22,925.87
Purchases of Stock-in-Trade	22.b	1,438.00	1,686.00
Changes in inventories of Finished goods, Work-in Progress and Stock in Trade	22.c	(604.71)	97.91
Employee benefits expense	23	5,246.95	4,270.33
Finance costs	24	2,379.84	2,310.97
Depreciation and amortization expense	12.d	1,510.72	1,697.09
Other expenses	25	11,720.07	10,394.67
Total expenses		52,140.94	43,382.84
V. Profit / (Loss) Before Tax		482.40	834.06
Tax expense:			
Deferred tax		149.96	85.91
Adjustment for earlier years		-	(2.40)
VI. Profit / (Loss) After Tax		332.44	750.55
VII. Earnings per share:			
Basic and Diluted		0.60	1.36

See accompanying notes forming part of the financial statements

As per our report of even date attached
For **Reddy, Goud & Janardhan**
Chartered Accountants
Registration No.003254S

For and on behalf of the Board

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773

Balakrishna S Bhat
Partner
Membership No.202976

A.S Thirumoorthy
Managing Director
DIN : 03604474

Coimbatore, 28th May, 2014

N Hemanand
Chief Financial Officer

R Srikanth
Company Secretary



Cash flow Statement for the year ended 31st March, 2014

	₹ lakhs	
	2013-14	2012-13
A. Cash Flow from operating activities :		
Net Profit before tax and extraordinary items	482.40	834.06
Adjustment for :		
Depreciation	1510.72	1697.09
(Profit)/Loss on sale of assets	(105.21)	(533.77)
(Profit)/Loss on sale of investments	(4.30)	-
(Interest Income)	(328.47)	(110.46)
Interest Payments	2296.91	2263.26
Unrealised exchange (gain) / Loss	(2.43)	(6.35)
Operating Profit before working capital changes	<u>3849.62</u>	<u>4143.83</u>
Adjustments for :		
Trade receivables	(273.39)	(554.91)
Other receivables	(246.34)	(550.05)
Inventories	(1,243.01)	(1,331.43)
Trade and other payables	279.36	1,244.97
Cash generated from operations	<u>2366.24</u>	<u>2952.41</u>
Direct taxes paid	300.00	250.00
Net Cash Flow from operating activities	(A) 2066.24	<u>2702.41</u>
B. Cash Flow from Investing activities :		
Purchase of fixed assets [Including CWIP]	(1,039.44)	(119.21)
Sale of fixed assets	137.94	567.37
Purchase of investments	(16.42)	(1.00)
Sale of investments	115.30	-
Interest received	328.47	110.46
Net cash used for investing activities	(B) (474.15)	<u>557.62</u>
C. Cash Flow from financing activities :		
Long term borrowings	2,090.30	(1,867.23)
Interest paid	(2296.91)	(2263.26)
Working capital borrowings	(1403.83)	875.09
Unsecured loans & deposits	(2.11)	(32.86)
Dividends and Tax on Dividend paid		
Net cash flow from financing activities	(C) (1612.55)	<u>(3288.26)</u>
Net Increase / (Decrease) in cash and cash equivalent	(20.46)	(28.24)
Cash and cash equivalents - Opening	240.05	268.29
Cash and cash equivalents - Closing	219.59	240.05

See accompanying notes forming part of the financial statements

As per our report of even date attached
For **Reddy, Goud & Janardhan**
Chartered Accountants
Registration No.003254S

For and on behalf of the Board

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773

Balakrishna S Bhat
Partner
Membership No.202976

A.S Thirumoorthy
Managing Director
DIN : 03604474

Coimbatore, 28th May, 2014

N Hemanand
Chief Financial Officer

R Srikanth
Company Secretary



Notes forming part of the Financial Statements

1 Corporate Information

Super Spinning Mills Limited is a public limited company incorporated under the provisions of the Companies Act, 1956. The company is engaged in the manufacture and selling of cotton yarn and its shares are listed on the Bombay Stock Exchange and the National Stock Exchange. The company has manufacturing units in Tamil Nadu and Andhra Pradesh.

2 Significant Accounting Policies

2.1 Accounting Convention

The financial statements have been prepared under the historical cost convention in accordance with generally accepted accounting principles in India, the applicable Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.

2.2 Fixed Assets

- a. Fixed assets are stated at historical cost of acquisition (Net of Cenvat credits) less accumulated depreciation / amortisation and cumulative impairment, if any. Cost of acquisition includes freight, duties, taxes, installation, direct attributable costs, interest and commissioning.
- b. Capital Work in Progress, projects under commissioning are carried forward at cost. Incidental expenditure in relation to projects under commissioning is carried forward till completion of project and comprises of direct cost, related incidental expenditure and attributable interest.

2.3 Depreciation

- a. Depreciation on Fixed assets other than those referred to in (c) and (d) below is charged on straight line method at the rates prescribed under Schedule XIV of the Companies Act, 1956, on a pro-rata basis corresponding to the date of installation / commissioning.
- b. Fixed assets, other than intangible assets are depreciated to the extent of 95% of its gross value over the useful life of the asset.
- c. Assets costing Rs.5000 or less are fully depreciated in the year of purchase.
- d. ERP software is amortised over a period of five years, being the estimated useful life of the asset.

2.4 Investments

Long-term investments are stated at cost less provision, if any, for diminution in value, which is other

than temporary. Current investments are stated at lower of cost and fair value.

2.5 Valuation of Inventories

Inventories of Raw Materials, Work-in Process, Finished goods, Stores and Spares are stated at lower of cost and net realisable value. Cost comprises all cost of purchase, cost of conversion and any other costs incurred in bringing the inventories to their present location and condition. Cost formula used is weighted average. Due allowance is estimated and made for defective and obsolete items whether necessary, based on the past experience of the company.

2.6 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources embodying economic benefits. Contingent liabilities are not recognised but are disclosed in the Notes forming part of the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

2.7 Recognition of Income and Expenditure

- a. The company follows the mercantile system of accounting and recognised income and expenditure on accrual basis except those with significant uncertainties.
- b. Sales is accounted when the risk and reward of ownership are passed on to the customers
- c. Domestic sales as reported in the statement of profit and loss are inclusive of excise duty, wherever applicable and exclusive of other taxes, if any, and trade discounts. Income from export entitlements is accounted as and when the certainty of entitlement is determined.
- d. Revenue from services rendered is recognised as the service is performed based on agreements/ arrangements with the concerned parties.
- e. Interest is recognised using the time-proportion method, based on rates implicit in the transaction.
- f. Dividend income is recognised when the Company's right to receive dividend is established.

2.8 Employee benefits / Retirement benefits of employees

- a. Gratuity benefits are administered by Trust formed for this purpose through the Group Scheme of Life



Notes forming part of the Financial Statements

Insurance Corporation of India. The provision of gratuity liability is actuarially determined at the year-end and the liability arising on such valuation is charged to the Statement of Profit and Loss.

- b. Provident fund contribution is as per the rates prescribed by the Employees' Provident Funds Act, 1952 and the same is charged to revenue.
- c. Superannuation fund contribution is paid according to company rules to the Life Insurance Corporation of India and charged to revenue.
- d. Voluntary Retirement Compensation is expended in the year of payment as per the Revised Accounting Standard AS 15.

2.9 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

2.10 Exchange Fluctuation

- a) All loans and deferred credits repayable in Foreign Currency and outstanding at the close of the year are expressed in Indian currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. In respect of revenue transactions covered by forward exchange contracts, the difference between the forward rate and exchange rate at the inception of the contract is recognised as income or expense over the life of the contract.
- b) Balances in the form of current assets and current liabilities in foreign exchange outstanding at the close of the year are converted in Indian currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss is charged to the Statement of Profit and Loss.
- c) All other income or expenditure in foreign currency is recorded at the rates of exchange prevailing on the dates when the relevant transactions took place.

2.11 Operating Lease

Assets taken on lease, under which, all the risk and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating leases are recognised as expenses on accrual basis in accordance with the respective lease agreements.

2.12 Taxes on Income

Tax expense comprises of current and deferred tax. Current tax and deferred tax are accounted for in accordance with Accounting Standards (AS 22) on "Accounting for Taxes on Income", issued by The Institute of Chartered Accountants of India. Current tax is measured at the amount expected to be paid to the tax authority using the applicable tax rates. Deferred tax assets and liabilities are recognised for future tax consequence attributable to timing difference between taxable income and accounting income that are capable of reversing in one or more subsequent periods and are measured at relevant enacted / substantially enacted rates. At each Balance Sheet date, the company reassesses unrealised deferred tax assets to the extent they become reasonably certain or virtually certain of realisation as the case may be.

2.13 Impairment of Assets

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting period is reversed in current accounting periods if there has been a change in the estimate of the recoverable amount.

2.14 Earnings Per Share

Basic and Diluted earnings per share is calculated by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.



Notes forming part of the Financial Statements

	₹ lakhs	
	31.03.2014	31.03.2013
3.Share Capital		
Authorised		
10,00,00,000(10,00,00,000) Equity Shares of Re 1/ each	1,000.00	1,000.00
Issued, Subscribed & Fully Paid Up		
5,50,00,000(5,50,00,000) Equity Shares of Re 1/- each	550.00	550.00
Total	550.00	550.00

3.1 Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Particulars	As at 31.03.2014		As at 31.03.2013	
	₹ lakhs	No. of shares	₹ lakhs	No. of shares
No. of Equity shares outstanding at the beginning of the year	550.00	55,000,000	550.00	55,000,000
Add: Additional shares / Bonus shares issued	-	-	-	-
Less: Shares forfeited / Bought back	-	-	-	-
No. of Equity shares outstanding at the end of the year	550.00	55,000,000	550.00	55,000,000

3.2 Shareholders holding more than 5% of shares

Name of the Shareholder	31.03.2014		31.03.2013	
	No. of shares	% of Holding	No. of shares	% of Holding
Sumanth Ramamurthi	8,668,220	15.76	8,668,220	15.76
Nikhil Govind Ramamurthi	4,000,000	7.27	4,000,000	7.27
Sanjay Krishna Ramamurthi	4,000,000	7.27	4,000,000	7.27

3.3 The company has only one class of issued shares referred to as equity shares having a par value of Re. 1/- each.

Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividends in indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.



Notes forming part of the Financial Statements

	31.03.2014	31.03.2013
		₹ lakhs
4 Reserves and Surplus		
a. Surplus in Statement of Profit and Loss		
Opening Balance	(3,701.33)	(4,451.88)
Add: Amount Transferred from statement of profit and loss	332.44	750.55
Less: Utilised / Transferred	-	-
Closing Balance	<u>(3,368.89)</u>	<u>(3,701.33)</u>
b. Capital Reserve		
Opening Balance	48.19	48.19
Add: Additions	-	-
Less: Utilised / Transferred	-	-
Closing Balance	<u>48.19</u>	<u>48.19</u>
c. Securities Premium Reserve		
Opening Balance	1,487.50	1,487.50
Add: Additions	-	-
Less: Utilised / Transferred	-	-
Closing Balance	<u>1,487.50</u>	<u>1,487.50</u>
d. General Reserve		
Opening Balance	8,617.27	8,617.27
Add: Additions	-	-
Less: Utilised / Transferred	-	-
Closing Balance	<u>8,617.27</u>	<u>8,617.27</u>
Total	<u>6,784.07</u>	<u>6,451.63</u>
5 Long-term Borrowings		
Term Loans(Secured)		
From Banks	3,156.86	761.10
From Others	-	-
Total	<u>3,156.86</u>	<u>761.10</u>

5.1 Repayment Schedule

Long-term Borrowings	Quarterly / Monthly Instalments	Rate of Interest (%)	Final Instalment
State Bank of Hyderabad	13	12.70	Mar 15
State Bank of India	48	13.85	Mar 18
Andhra Bank	60	14.25	Mar 20

5.2 Details of security for Long-term Borrowings

The term loan from SBI bank is secured by:

- First Pari-passu charge on entire fixed asset of the company, and First charge on entire current asset of the company.

The term loans from other banks and financial institutions are secured by:

- First Pari-passu charge on entire fixed asset of the company
- Second charge on current assets of the Company.



Notes forming part of the Financial Statements

	31.03.2014	₹ lakhs 31.03.2013
6 Other long-term liabilities		
Security Deposits	29.56	35.31
Total	29.56	35.31
7 Long-term Provisions		
For Gratuity	408.31	373.93
Statutory Liabilities	50.78	50.78
Total	459.09	424.71
8 Short-term Borrowings		
Loans repayable on demand		
From Banks	9,973.96	11,377.79
From Directors	35.00	37.11
Total	10,008.96	11,414.90
8.1 Working Capital loans from banks are secured by:		
a. First pari passu charge by way of Hypothecation of Inventories, Book Debts and other current assets of the Company.		
b. Second charge on specific Moveable and Immoveable properties of the Company.		
9 Trade Payables		
Based on the information and evidence available with the company, there are no dues to Micro, Small and Medium Enterprises, outstanding as on 31.03.2014.		
10 Other Current Liabilities		
Current Maturities of Long Term Debts	761.30	1,066.76
Interest Accrued	107.95	47.13
Unpaid Dividends	8.26	12.61
Statutory Remittances	35.82	44.42
Liabilities for expenses	721.60	873.88
Employee Benefits Payable	193.99	77.07
Advance from Customers	312.85	113.58
Others	120.36	143.22
Total	2,262.13	2,378.67
11 Short-term Provisions		
For Bonus	251.92	193.83
For Gratuity	18.97	18.20
Total	270.89	212.03



Notes forming part of the Financial Statements

12 Fixed Assets

₹ lakhs

SI No	Particulars	Gross Block				Depreciation			Net Block		
		As at 01.04.13	Additions	Disposals	As at 31.03.14	As at 01.04.13	For the year	Disposals	As at 31.03.14	As at 31.03.14	As at 31.03.13
12.a	Tangible Assets										
	Land	612.17	-	-	612.17	-	-	-	-	612.17	612.17
	Buildings	5,576.35	-	-	5,576.35	1,578.19	163.75	-	1,741.94	3,834.41	3,998.16
	Plant and Equipment	33,025.25	986.45	443.94	33,567.76	27,705.87	1,324.58	411.43	28,619.02	4,948.74	5,319.38
	Furniture and Fixtures	239.76	1.19	-	240.95	137.92	10.01	-	147.93	93.02	101.84
	Vehicles	235.35	-	4.19	231.16	191.65	12.38	3.98	200.05	31.11	43.70
	Total	39,688.88	987.64	448.13	40,228.39	29,613.63	1,510.72	415.41	30,708.94	9,519.45	10,075.25
12.b	Intangible Assets										
	Computer software	296.32	-	-	296.32	296.32	-	-	296.32	-	-
	Total	296.32	-	-	296.32	296.32	-	-	296.32	-	-
12.c	Capital Work-in Progress										
	Electrical Installation	32.14	-	32.14	-	-	-	-	-	-	32.14
	Plant & Machinery	-	101.36	17.41	83.95	-	-	-	-	83.95	-
	Total	32.14	101.36	49.55	83.95	-	-	-	-	83.95	32.14

12.d Depreciation and Amortisation for the year on

Tangible Assets as per Note 12.a
Intangible Assets as per Note 12.b

31.03.2014	31.03.2013
1,510.72	1,694.57
-	2.52
1,510.72	1,697.09

Total

13 Non-current Investments

Investments in Equity Shares

Non-Trade Unquoted(At cost) - Subsidiaries

Elgi Building Products Ltd

29,99,592(29,99,592) shares of Rs.10 each fully paid **299.96** 299.96

Sara Elgi Arteriors Ltd

25,00,000(25,00,000) shares of Rs.10 each fully paid **350.00** 350.00

Investments in Equity Shares - Others

Trade Unquoted(At cost)

Andhra Pradesh Gas Power Corporation Ltd

9,38,000(9,38,000) shares of Rs.10 each fully paid **1,293.02** 1,293.02

MMS Steel and Power Ltd

2,03,938(2,03,938) shares of Rs.10 each fully paid **20.39** 20.39

Suryadev Alloys steels

900 shares of Rs.10 each fully paid **1.22** -

Cotton Sourcing Company Ltd

10,000 (10,000) shares of Rs.10 each fully paid **1.00** 1.00



Notes forming part of the Financial Statements

	31.03.2014	₹ lakhs 31.03.2013
Non-Trade Unquoted(At cost)		
Elgi Electric and Industries Ltd (8,60,000) shares of Rs.10 each fully paid	-	86.00
Sara Elgi Industries Ltd (2,50,000) shares of Rs.10 each fully paid	-	25.00
Investments in Preference Shares		
Non-Trade Unquoted(At cost) - Subsidiaries		
Elgi Building Products Ltd 70,00,000(70,00,000) 10% 8 years Non-cumulative redeemable shares of Rs.10 each fully paid	700.00	700.00
Elgi Building Products Ltd 5,00,000(5,00,000) 10% 8 years Cumulative redeemable shares of Rs.10 each fully paid	50.00	50.00
Investments in Bonds		
Mercantile Ventures Limited zero% unsecured, convertible bonds	15.20	-
Aggregate value of Unquoted Investments(At Cost)	<u>2,730.79</u>	<u>2,825.37</u>
Fair Value ₹ 2730.79 lakhs(Previous Year ₹ 2825.37 lakhs)		

14 Deferred Tax Liabilities / (Assets)

Particulars	Balance as of 01.04.2013	Charge / Credit	Balance as of 31.03.2014
Depreciation	1202.08	(161.50)	1040.58
Loss	(1856.02)	334.55	(1521.47)
Others	(238.24)	(23.09)	(261.33)
Total - Liability / (Asset)	(892.18)	149.96	(742.22)

15 Inventories

Valued at Cost or Net Realisable value whichever is lower

	31.03.2014	31.03.2013
Raw Materials	3,914.81	3,292.55
Work in Process	1,178.22	902.82
Finished Goods	708.11	404.97
Stores and Spares	335.62	319.58
Waste	64.19	38.02
Total	<u>6,200.95</u>	<u>4,957.94</u>

16 Trade Receivables

(Unsecured, considered good)

Outstanding for a period exceeding six months	90.39	101.49
Others	4,248.39	3,963.90
Total	<u>4,338.78</u>	<u>4,065.39</u>

17 Cash and Cash Equivalents

Balance with Banks	205.79	222.54
Cash on Hand	5.54	4.90
Unpaid Dividend account with bank	8.26	12.61
Total	<u>219.59</u>	<u>240.05</u>



Notes forming part of the Financial Statements

₹ lakhs

18 Short-term Loans and Advances	31.03.2014	31.03.2013
Unsecured, considered good		
Loans and Advances to Related Parties	269.57	808.63
Prepaid Expenses	122.86	84.91
Employee Related Advances	41.91	37.62
Advance Payment of Taxes	1,900.15	1,271.80
Balance with Government Authorities	470.70	296.74
Other Deposits & Advances	755.11	657.19
Total	3,560.30	3,156.89
19 Other Current Assets		
Interest Accrued	58.47	61.01
Income Accrued	695.22	549.75
Total	753.69	610.76
20 Revenue from Operations		
Sale of products - Finished Goods	51,405.45	43,025.17
Other operating revenues	715.19	389.62
Less: Excise duty	0.35	0.24
Total	52,120.29	43,414.55
20.1 Other operating revenues		
Job Work Charges	68.69	3.52
Export Incentive	597.45	355.35
Others	49.05	30.75
Total	715.19	389.62
21 Other Income		
Interest Income(Refer Note 21.1 below)	328.47	110.46
Other Non-operating Income(Refer Note 21.2 below)	174.58	691.89
Total	503.05	802.35
21.1 Interest Income		
Interest on Electricity Deposits	49.47	48.94
Interest on IT refunds	266.08	52.98
Other Interest Receipts	12.92	8.54
Total	328.47	110.46
21.2 Other Non-operating Income		
Insurance Claim Receipts	-	2.25
Agri Income	4.18	5.32
Rent Receipts	19.41	21.04
Profit/(Loss) on sale of assets	105.21	533.76
Profit/(Loss) on sale of Investments	4.30	-
Exchange Gain/ (Loss) (Net)	41.48	129.52
Total	174.58	691.89



Notes forming part of the Financial Statements

	31.03.2014	₹ lakhs 31.03.2013
22.a Cost of Materials Consumed		
Opening Stock of Cotton	3,292.55	1,862.79
Add: Purchase of Cotton	31,072.33	24,355.63
Less: Closing Stock of Cotton	3,914.81	3,292.55
Total	<u>30,450.07</u>	<u>22,925.87</u>
22.b Purchase of Traded goods		
Cotton Yarn	1,438.00	1,686.00
22.c Change in Inventories of Finished goods, Work-in Process & Stock in Trade		
Inventories at the end of the year		
Finished goods	708.11	404.97
Work-in Progress	1,178.22	902.82
Waste	64.19	38.02
Total	<u>1,950.52</u>	<u>1,345.81</u>
Inventories at the beginning of the year		
Finished goods	404.97	508.55
Work-in Progress	902.82	839.50
Waste	38.02	95.67
Total	<u>1,345.81</u>	<u>1,443.72</u>
Net (Increase) / Decrease	<u>(604.71)</u>	<u>97.91</u>
23 Employee Benefit Expenses		
Salaries	4,396.02	3,470.92
Contribution to		
- Provident Fund	211.29	184.84
- Super Annuation Fund	7.53	7.89
Gratuity Fund Provision	58.66	126.76
Welfare Expenses	573.45	479.92
Total	<u>5,246.95</u>	<u>4,270.33</u>
24 Finance Cost		
Interest on Borrowings	2,296.91	2,263.26
Other Borrowing Cost	82.93	47.71
Total	<u>2,379.84</u>	<u>2,310.97</u>
25 Other Expenses		
Stores	2,481.85	2,075.13
Repairs and Maintenance		
Buildings	59.49	63.00
Machinery	463.21	471.10
Others	37.15	25.75
Processing Charges	285.59	323.17
Power and Fuel	6,223.57	5,512.35
Selling Expenses	1,442.28	1,278.30
Insurance	70.21	51.78
Postage, Telephone and Printing	46.37	43.14
Travelling and Transport charges	153.24	148.54
Bank charges	94.01	70.32



Notes forming part of the Financial Statements

	31.03.2014	31.03.2013
	₹ lakhs	
Taxes and Licence	132.91	78.27
Professional charges	39.24	42.72
Auditors' Remuneration(Refer Note 25.1 below)	10.09	8.48
Directors' Sitting fees	2.98	2.80
Agricultural Expenses	18.89	18.08
Others	158.99	181.74
Total	11,720.07	10,394.67
25.1 Auditors' Remuneration:		
As Auditor	5.00	4.50
Tax Audit Fee	1.30	1.30
Others	3.79	2.68
Total	10.09	8.48
26 Additional Information to the Financial Statements		
26.1 Estimated amount of contracts remaining to be executed on capital account and not provided for	-	121.75
26.2 Contingent Liabilities:		
Letters of Credit	123.62	-
Bank Guarantees	6.00	6.00
Bills discounted with company's bankers	2,454.86	2,430.51
Disputed demands from Income tax authorities	480.55	677.41
Disputed Excise duty liability	75.98	75.98
Disputed Sales tax liability	83.93	83.93
Corporate Guarantee to bank on behalf of subsidiary	140.00	270.00
26.3 Earnings in Foreign Exchange:		
Export of Goods(FOB value)	14,683.92	9,920.85
26.4 Expenditure in Foreign Exchange:		
Foreign Travel	5.57	10.58
Commission	143.72	78.54
Others	22.08	86.70
CIF value of imports		
- Raw Materials	378.24	468.02
- Components and Spares	401.15	352.71
Total	950.76	996.55

26.5 Details of Receivables covered and outstanding as at year end:

Particulars	FCY		Value	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
Forward Cover				
- Export(USD)	2,335,316	1,005,592	1,461	557.00
- Import(USD)	192,681	-	120	-

26.6 Details of Foreign currency exposures that are not covered as at year-end.

Particulars	FCY		Value	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
Trade Receivables (USD)	80,856	4,000	50	2
Trade Payables				
USD	21,768	22,717	15	13
EURO	24,634	122,040	23	87
CHF	78	1,462	-	1



Notes forming part of the Financial Statements

₹ lakhs

31.03.2014 31.03.2013

26.7 Earnings per Share:

The following reflects the income and share data used in the computation of basic earnings per share

Amount used as Numerator

Net Profit attributable to the ordinary shareholders for

Basic and Diluted Earnings per Share	332.44	750.55
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No. of ordinary shares used as denominator	550.00	550.00
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Nominal value per share	1.00	1.00
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Basic and Diluted Earnings per share - Face value of Re.1 per share(₹)	0.60	1.36
--	-------------	------

26.8 Details of employee benefits as required by the Accounting Standard 15(Revised) are as under:

a) Description of the company's defined plan: The company operates a defined plan for payment of post employment benefits in the form of gratuity. Benefits under the plan are based on pay and years of service and are vested on completion of five years of service, as provided in the payment of Gratuity Act, 1972. The terms of benefit are common for all the employees of the company.

b) Reconciliation in respect of the changes in the present value of the obligation:

Particulars	31.03.2014	31.03.2013
Present value of the Obligation as on 1st April	931.65	794.62
Current Service Cost	40.38	35.19
Interest Cost	73.53	67.74
Actuarial Gains and Losses	(6.01)	66.15
Benefits Paid	(47.78)	(32.05)
Present value of the Obligation as on 31st March	991.77	931.65

The liability of the company as of 31st March 2014 has been funded to the extent of ₹ 564.50 lakhs.

c) Reconciliation in respect of the changes in the Fair Market Value of the Plan Assets:

Particulars	31.03.2014	31.03.2013
Fair value of the Plan Assets as on 1st April	539.52	419.26
Expected Rate of Return	49.05	42.62
Actuarial Gains and (Losses)	0.19	(0.31)
Contributions by the Employer	23.52	110.00
Benefits paid	(47.78)	(32.05)
Fair value of the Plan Assets as on 31st March	564.50	539.52

No reimbursement rights were available at the beginning or at the end of the year for recognition as an asset.

d) The total expenses recognised in the Statement of Profit and Loss is as follows:

Particulars	31.03.2014	31.03.2013
Current Service Cost	40.38	35.19
Interest Cost	73.53	67.74
Expected Return on Plan Assets	(49.05)	(42.62)
Actuarial Gains and Losses	(6.20)	66.45
Amount recognised in the Statement of Profit and Loss	58.66	126.76

The expenses has been included under the head "Gratuity Fund Contributions" under the " Employees Benefit Expenses" in the Statement of Profit and Loss.

e) Investment Details: LIC Group Gratuity(Cash Accumulation) Policy - 100% invested in Debt instruments.



Notes forming part of the Financial Statements

₹ lakhs

f) Principal Actuarial Assumptions used at the Balance Sheet date is as follows:

Particulars	31.03.2014	31.03.2013
Discount Rate	9.10%	8.10%
Expected Rate of Return on Plan Assets	9.30%	9.30%
Attrition Rate	1.00%	1.00%
Rate of escalation in salary(per annum)	5.00%	5.00%

The estimates of rates of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

g) Reconciliation of Fair Value of Plan Assets and Obligations:

Particulars	31.03.2014	31.03.2013
Present value of the Defined Benefit Obligation	991.77	931.65
Fair value of Plan Assets	564.50	539.52
Deficit in Plan Assets	427.27	392.13
Experience Adjustments arising on Plan Liabilities as an amount	(70.50)	(41.43)
Experience Adjustments arising on Plan Assets as an amount	0.19	(0.31)

26.9 Related Party Disclosure(as certified by the Management)

(i) Names of Related parties and description of Relationship

- | | |
|-----------------------------|--|
| a) Key Management Personnel | Vidyaprakash D, Executive Chairman
Sumanth Ramamurthi, Managing Director |
| b) Subsidiaries | Sara Elgi Arteriors Ltd
Elgi Building Products Ltd |
| c) Others | Super Sara Textiles Ltd
Elgi Electric and Industries Ltd
Sara Elgi Industries Ltd
Kakatiya Textiles Ltd
Sara Elgi Envirotech Ltd
Coimbatore Pioneer Fertilisers Ltd
Prashanth Textiles Ltd |

(ii) Related Party Transactions

₹ lakhs

Nature of Transaction	Subsidiary		Others		Key Management Personnel		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Purchase of goods	0.01	0.06	2,224.98	1,844.94	-	-	2,224.99	1,845.00
Sale of Goods	-	-	638.33	0.33	-	-	638.33	0.33
Sale of fixed assets	-	-	16.36	11.83	-	-	16.36	11.83
Sale of Investments	-	-	115.30	-	-	-	115.30	-
Managerial Remuneration	-	-	-	-	38.70	44.84	38.70	44.84
Service charges paid	-	-	1.32	0.64	-	-	1.32	0.64
Rent received	8.76	7.80	12.66	12.15	-	-	21.42	19.95
Rent expended	-	-	3.24	3.24	-	-	3.24	3.24
Interest Received	8.25	8.25	-	-	-	-	8.25	8.25
Other Expenses	-	0.69	0.70	0.07	-	-	0.70	0.76
Other Receipts	-	-	64.75	54.03	-	-	64.75	54.03
Interest expended	-	-	-	-	3.55	7.31	3.55	7.31
Loan Received	-	-	-	-	15.00	-	15.00	-
Loan Repaid	-	-	-	-	15.16	32.35	15.16	32.35
Amount outstanding at year end - Dr	269.57	359.63	492.99	1,201.79	-	-	762.56	1,561.42
Amount outstanding at year end - Cr	-	-	-	-	35.00	37.11	35.00	37.11



Notes forming part of the Financial Statements

26.10 Disclosure as per Clause 32 as per Listing agreement with Stock Exchange

a. Loans and advances in the nature of loans given to subsidiary - Sara Elgi Arteriors Ltd		
As at 31.03.2014	₹ 79.57 lakhs	
As at 31.03.2013	₹ 87.80 lakhs	
Maximum balance during the year	₹ 87.80 lakhs	
b. Investment by Sara Elgi Arteriors Limited in	No of shares	Value in ₹ lakhs
Parent : Super Spinning Mills Ltd	Nil	Nil
Subsidiary : Elgi Building Products Ltd	4196408	293.75

26.11 The company operates in one primary segment. Viz Textiles.

26.12 Previous year figures have been regrouped and reclassified, wherever necessary, to correspond with the current year's classification / disclosure.

See accompanying notes forming part of the financial statements

As per our report of even date attached
For **Reddy, Goud & Janardhan**
Chartered Accountants
Registration No.003254S

For and on behalf of the Board

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773

Balakrishna S Bhat
Partner, Membership No.202976

A.S Thirumoorthy
Managing Director
DIN : 03604474

Coimbatore, 28th May, 2014

N Hemanand
Chief Financial Officer

R Srikanth
Company Secretary



Statement Pursuant to Section 212 of the Companies Act, 1956

1 Name of the Subsidiary Company	Sara Elgi Arteriors Ltd	Elgi Building Products Ltd
2 Financial year ending	31st March 2014	31st March 2014
3 No. of Equity shares (fully paid up) held by the Holding company on the above dates	25,00,000	29,99,592
4 Extent of Holding company's interest	100.00%	41.68%
5 Net aggregate amount of subsidiary's Profit / (Losses)		
a) not dealt with in the accounts of the company		
i) for the year ended 31st March 2014	₹ 4.43 lakhs	₹ 0.86 lakhs
ii) for the previous financial year	₹15.99 lakhs	₹ 1.87 lakhs
b) dealt with in the accounts of the company		
i) for the year ended 31st March 2014	Nil	Nil
ii) for the previous financial year	Nil	Nil

Note:

- Changes in the interest of the Holding company between the end of the subsidiary's financial year and holding company's financial year - Nil
- Material changes between the end of the subsidiary's financial year and holding company's financial year - Nil

Disclosure of Information relating to the subsidiary companies as required by the Ministry of Corporate Affairs, Government of India vide their Circular no:02/2011 dated 08.02.2011

₹ lakhs

SI No	Particulars	Sara Elgi Arteriors Ltd	Elgi Building Products Ltd
a.	Share Capital	250.00	1,469.60
b.	Reserves	345.68	(719.40)
c.	Total Assets	935.75	971.06
d.	Total Liabilities	935.75	971.06
e.	Details of Investments	293.75	-
f.	Total Income	528.90	413.06
g-	Profit / (Loss) before Tax	6.57	1.33
h.	Provision for Taxation	2.14	0.47
l	Profit / (Loss) after Tax	4.43	0.86
j.	Proposed Dividend	-	-

See accompanying notes forming part of the financial statements

As per our report of even date attached
For **Reddy, Goud & Janardhan**
Chartered Accountants
Registration No.003254S

For and on behalf of the Board

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773

Balakrishna S Bhat
Partner
Membership No.202976

A.S Thirumoorthy
Managing Director
DIN : 03604474

Coimbatore, 28th May, 2014

N Hemanand
Chief Financial Officer

R Srikanth
Company Secretary



Independent Auditors Report on Consolidated Financial Statements

To the Board of Directors of Super Spinning Mills Limited

We have audited the accompanying Consolidated financial statements of Super Spinning Mills Limited ('the Company') and its Subsidiaries (collectively referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated financial statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated Cash Flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. We conducted our audit in accordance with the Standard on Auditing issued by The Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material mis-statement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material mis-statement of the Consolidated financial statements, whether due to fraud. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the Consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the Consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group, as at March 31, 2014
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Consolidated Cash flow statement, of the cash flows for the year ended on that date.

Other Matters

We did not audit total assets of Rs.1906.81 lakhs as at March 31, 2014, net revenues of Rs.724 lakhs and net cash inflows amounting to Rs28.22 lakhs for the year then ended (after eliminations), included in the accompanying Consolidated financial statements in respect of two subsidiaries, whose financial statements and other financial information have been audited by other auditors and whose reports have been furnished to us. Our opinion, in so far as it relates to the affairs of such subsidiaries is based solely on the report of other auditors. Our opinion is not qualified in respect of this matter.

For Reddy, Goud & Janardhan

Chartered Accountants

Registration No.003254S

Balakrishna S Bhat

Partner

Membership No.202976

Coimbatore
28th May, 2014



Consolidated Balance Sheet as at 31st March 2014

Particulars	Note No.	₹ lakhs	
		31.03.2014	31.03.2013
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	550.00	550.00
(b) Reserves and surplus	4	6,584.73	6,399.00
2 Non-current liabilities			
(a) Long-term borrowings	5	3,156.86	761.10
(b) Other long-term liabilities	6	43.53	35.31
(c) Long-term provisions	7	459.09	424.71
3 Current liabilities			
(a) Short-term borrowings	8	10,008.96	11,414.90
(b) Trade payables	9	4,703.43	4,958.18
(c) Other current liabilities	10	2,332.98	2,464.19
(d) Short-term provisions	11	393.90	344.32
TOTAL		28,233.48	27,351.71
II. ASSETS			
1 Non-current assets			
(a) Fixed assets			
Tangible assets	12.a	10,178.79	10,784.25
Intangible assets	12.b	150.23	300.48
Capital Work in Progress	12.c	83.95	32.14
(b) Non-current investments	13	1,330.83	1,425.41
(c) Deferred tax assets (Net)	14	945.36	1,093.99
(d) Other Non Current assets	15	14.01	9.84
2 Current assets			
(a) Inventories	16	6,356.97	5,097.17
(b) Trade receivables	17	4,717.46	4,501.51
(c) Cash and cash equivalents	18	261.84	254.07
(d) Short-term loans and advances	19	3,440.35	3,242.09
(e) Other current assets	20	753.69	610.76
TOTAL		28,233.48	27,351.71

See accompanying notes forming part of the financial statements

As per our report of even date attached
For **Reddy, Goud & Janardhan**
Chartered Accountants
Registration No.003254S

Balakrishna S Bhat
Partner
Membership No.202976

Coimbatore, 28th May, 2014

For and on behalf of the Board

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773

A.S Thirumoorthy
Managing Director
DIN : 03604474

N Hemanand
Chief Financial Officer

R Srikanth
Company Secretary



Consolidated Statement of Profit and Loss for the year ended 31st March 2014

Particulars	Note No.	₹ lakhs	
		31.03.2014	31.03.2013
I. Revenue from operations	21	52,843.73	44,346.80
II. Other income	22	493.25	792.82
III. Total Revenue		53,336.98	45,139.62
IV. Expenses:			
Cost of materials consumed	23.a	30,888.83	23,515.51
Purchases of Stock-in-Trade	23.b	1,438.00	1,692.74
Changes in inventories of Finished goods, Work-in Progress and Stock in Trade	23.c	(593.62)	64.50
Employee benefits expense	24	5,335.25	4,371.89
Finance costs	25	2,381.83	2,318.76
Depreciation and amortization expense	12.d	1,711.39	1,897.50
Other expenses	26	11,837.00	10,553.06
Total expenses		52,998.68	44,413.96
V. Profit / (Loss) Before Tax		338.30	725.66
Tax expense:			
Current tax		3.93	8.14
Deferred tax		148.64	101.76
Adjustment for earlier years		-	(2.40)
VI. Profit / (Loss) After Tax		185.73	618.16
VII. Earnings per share:			
Basic and Diluted		0.34	1.12

See accompanying notes forming part of the financial statements

As per our report of even date attached
For **Reddy, Goud & Janardhan**
Chartered Accountants
Registration No.003254S

Balakrishna S Bhat
Partner
Membership No.202976

Coimbatore, 28th May, 2014

N Hemanand
Chief Financial Officer

For and on behalf of the Board

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773

A.S Thirumoorthy
Managing Director
DIN : 03604474

R Srikanth
Company Secretary



Consolidated cash flow statement for the year ended 31st march, 2014

	₹ lakhs	
	2013-14	2012-13
A. Cash Flow from operating activities :		
Net Profit before tax and extraordinary items	338.30	725.66
Adjustment for :		
Depreciation and amortisation Expenses	1711.39	1897.50
(Profit)/Loss on sale of assets	(105.21)	(533.77)
(Profit)/Loss on sale of investments	(4.30)	-
(Interest Income)	(320.49)	(102.51)
Interest Payments	2,296.93	2269.40
Unrealised exchange (gain) / Loss	(2.43)	(6.35)
Operating Profit before working capital changes	<u>3914.19</u>	<u>4249.93</u>
Adjustments for :		
Trade receivables	(220.12)	(536.40)
Other receivables	(41.19)	(314.65)
Inventories	(1,259.80)	(1,325.30)
Trade and other payables	10.17	1,052.26
Cash generated from operations	<u>2403.25</u>	<u>3125.84</u>
Direct taxes paid	300.00	256.18
Net Cash Flow frm operating activities (A)	<u>2103.25</u>	<u>2869.66</u>
B. Cash Flow from Investing activities :		
Purchase of fixed assets [Including CWIP]	(1,040.21)	(123.03)
Sale of fixed assets	137.93	567.37
Purchase of investments	(16.42)	(1.00)
Sale of investments	115.30	-
Interest received	320.49	102.51
Net cash used for investing activities (B)	<u>(482.91)</u>	<u>545.85</u>
C. Cash Flow from financing activities :		
Long term borrowings	2,090.30	(1,867.23)
Short term borrowings		
Interest paid	(2,296.93)	(2,269.40)
Working capital borrowings	(1403.83)	735.52
Unsecured loans & deposit	(2.11)	(32.86)
Dividends and Tax on Dividend paid		
Net cash flow from financing activities (C)	<u>(1612.57)</u>	<u>(3433.97)</u>
Net Increase / (Decrease) in cash and cash equivalent	7.77	(18.46)
Cash and cash equivalents - Opening	254.07	272.53
Cash and cash equivalents - Closing	<u>261.84</u>	<u>254.07</u>

See accompanying notes forming part of the financial statements

As per our report of even date attached
For **Reddy, Goud & Janardhan**
Chartered Accountants
Registration No.003254S

Balakrishna S Bhat
Partner
Membership No.202976

Coimbatore, 28th May, 2014

For and on behalf of the Board

Sumanth Ramamurthi
Executive Chairman
DIN : 00002773

A.S Thirumoorthy
Managing Director
DIN : 03604474

N Hemanand
Chief Financial Officer

R Srikanth
Company Secretary



Notes forming part of the Consolidated financial statements

1. Corporate Information

Super Spinning Mills Limited is a public limited company incorporated under the provisions of the Companies Act 1956. The company is engaged in the manufacture and selling of cotton yarn and its shares are listed on the Bombay Stock Exchange and the National Stock Exchange. The Company has manufacturing units in Tamilnadu and Andhrapradesh.

2. Significant Accounting Policies

2.1 Accounting Convention

The financial statements have been prepared under the historical convention in accordance with generally accepted accounting principles in India, the applicable Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act 1956.

2.2 Fixed Assets

- a. Fixed assets are stated at historical cost of acquisition (Net of Cenvat credits) less accumulated depreciation / amortization and cumulative impairment, if any. Cost of acquisition includes freight, duties, taxes, installation, direct attributable costs, interest and commissioning.
- b. Capital Work in Progress projects under commissioning are carried forward at cost. Incidental expenditure in relation to projects under commissioning is carried forward till completion of project and comprises of direct cost, related incidental expenditure and attributable interest.

2.3 Depreciation

- a. Depreciation on Fixed assets (other than those referred to in (c) and (d) below) is charged on straight line method at the rates prescribed.
- b. Fixed assets, other than intangible assets are depreciated to the extent of 95% of its gross value over the useful life of the asset.
- c. Assets costing ₹ 5000 or less are fully depreciated in the year of purchase.
- d. ERP software is amortised over a period of five years, being the estimated useful life of the asset.

2.4 Investments

Long-term investments are stated at cost less provision, if any, for diminution in value, which is other than temporary. Current investments are stated at lower of cost and fair value. The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as

goodwill or capital reserve, as the case may be. Goodwill arising out of acquisition of equity stake in a subsidiary is amortised over a period of five years.

2.5 Valuation of Inventories

Inventories of Raw Materials, Work-in Process, Finished goods, Stores and Spares are stated at lower of cost and net realisable value. Cost comprises all cost of purchase, cost of conversion and any other costs incurred in bringing the inventories to their present location and condition. Cost formula used is weighted average. Due allowance is estimated and made for defective and obsolete items, wherever necessary based on the past experience of the company.

2.6 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources embodying economic benefits. Contingent liabilities are not recognised but are disclosed in the Notes forming part of the consolidated financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

2.7 Recognition of Income and Expenditure

- a. The company follows the mercantile system of accounting and recognises income and expenditure on accrual basis except those with significant uncertainties.
- b. Sales is accounted when the risk and reward of ownership are passed on to the customers.
- c. Domestic sales as reported in the statement of profit and loss are inclusive of excise duty, wherever applicable and exclusive of other taxes, if any, and trade discounts. Income from export entitlements is accounted as and when the certainty of entitlement is determined.
- d. Revenue from services rendered is recognised as the service is performed based on agreements /arrangements with the concerned parties.
- e. Interest is recognised using the time-production method, based on rates implicit in the transaction.
- f. Dividend income is recognised when the Company's right to receive dividend is established.



Notes forming part of the Consolidated financial statements

2.8 Employee benefits / Retirement benefits of employees

- a. Gratuity benefits are administered by Trust formed for this purpose through the Group Scheme of Life Insurance Corporation of India. The provision for gratuity liability is actuarially determined at the year-end and the liability arising on such valuation is charged to the Statement of Profit and Loss accordingly.
- b. Provident fund contribution is as per the rates prescribed by the Employees' Provident Funds Act, 1952 and the same is charged to revenue.
- c. Superannuation fund contribution is paid according to company rules to the Life Insurance Corporation of India and charged to revenue
- d. Voluntary Retirement Compensation is expended in the year of payment as per the Revised Accounting Standard AS 15.

2.9 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

2.10 Exchange Fluctuation

- a. All loans and deferred credits repayable in Foreign Currency and outstanding at the close of the year are expressed in Indian currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. In respect of revenue transactions covered by forward exchange contracts, the difference between the forward rate and exchange rate at the inception of the contract is recognised as income or expense over the life of the contract.
- b. Balances in the form of current assets and current liabilities in foreign exchange outstanding at the close of the year, are converted in Indian currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss is charged to the Statement of Profit and Loss.

- c. All other income or expenditure in foreign currency is recorded at the rates of exchange prevailing on the dates when the relevant transactions took place.

2.11 Operating Lease

Assets taken on lease, under which, all the risk and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating leases are recognised as expenses on accrual basis in accordance with the respective lease agreements.

2.12 Taxes on Income

Tax expense comprises of current and deferred tax. Current tax and Deferred tax are accounted for in accordance with Accounting Standards (AS 22) on "Accounting for Taxes on Income", issued by The Institute of Chartered Accountants of India. Current tax is measured at the amount expected to be paid to the tax authority using the applicable tax rates. Deferred tax assets and liabilities are recognised for future tax consequence attributable to timing difference between taxable income and accounting income that are capable of reversing in one or more subsequent periods and are measured at relevant enacted / substantially enacted tax rates. At each Balance Sheet date, the company reassesses unrealised deferred tax assets to the extent they become reasonably certain or virtually certain of realisation as the case may be.

2.13 Impairment of Assets

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed in current accounting periods if there has been a change in the estimate of the recoverable amount.

2.14 Earnings Per Share

Basic and Diluted earnings per share is calculated by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.



Notes forming part of the Consolidated financial statements

	₹ lakhs	
	31.03.2014	31.03.2013
3.Share Capital		
Authorised		
10,00,00,000(10,00,00,000) Equity Shares of Re 1/ each	1,000.00	1,000.00
Issued, Subscribed & Fully Paid Up		
5,50,00,000(5,50,00,000)		
Equity Shares of Re 1/- each	550.00	550.00
Total	550.00	550.00

3.1 Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Particulars	As at 31.03.2014		As at 31.03.2013	
	₹ lakhs	No. of shares	₹ lakhs	No. of shares
No. of Equity shares outstanding at the beginning of the year	550.00	55,000,000	550.00	55,000,000
Add: Additional shares / Bonus shares issued	-	-	-	-
Less: Shares forfeited / Bought back	-	-	-	-
No. of Equity shares outstanding at the end of the year	550.00	55,000,000	550.00	55,000,000

3.2 Shareholders holding more than 5% of shares

Name of the Shareholder	31.03.2014		31.03.2013	
	No. of shares	% of Holding	No. of shares	% of Holding
Sumanth Ramamurthi	8,668,220	15.76	8,668,220	15.76
Nikhil Govind Ramamurthi	4,000,000	7.27	4,000,000	7.27
Sanjay Krishna Ramamurthi	4,000,000	7.27	4,000,000	7.27

3.3 The company has only one class of issued shares referred to as equity shares having a par value of Re.1/- each.

Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividends in indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.



Notes forming part of the Consolidated financial statements

	31.03.2014	31.03.2013
4 Reserves and Surplus		₹ lakhs
a. Surplus in Statement of Profit and Loss		
Opening Balance	(3,769.82)	(4,387.98)
Add: Amount Transferred	185.73	618.16
Less: Utilised / Transferred	-	-
Closing Balance	<u>(3,584.09)</u>	<u>(3,769.82)</u>
b. Capital Reserve		
Opening Balance	51.02	51.02
Add: Additions	-	-
Less: Utilised / Transferred	-	-
Closing Balance	<u>51.02</u>	<u>51.02</u>
c. Securities Premium Reserve		
Opening Balance	1,487.50	1,487.50
Add: Additions	-	-
Less: Utilised / Transferred	-	-
Closing Balance	<u>1,487.50</u>	<u>1,487.50</u>
d. General Reserve		
Opening Balance	8,630.30	8,630.30
Add: Additions	-	-
Less: Utilised / Transferred	-	-
Closing Balance	<u>8,630.30</u>	<u>8,630.30</u>
Total	6,584.73	6,399.00
5 Long-term Borrowings		
Term Loans(Secured)		
From Banks	3,156.86	761.10
From Others	-	-
Total	3,156.86	761.10

5.1 Repayment Schedule

Term loans	Quarterly / Monthly Instalments	Rate of Interest (%)	Final Instalment
State Bank of Hyderabad	13	12.70	Mar 15
State Bank of India	48	13.85	Mar 18
Andhra Bank	60	14.25	Mar 20

5.2 Details of security for Long-term Borrowings

The term loan from SBI bank is secured by:

- First Pari-passu charge on entire fixed asset of the company and first charge on entire current asset of the company.

The term loans from other banks and financial institutions are secured by:

- First Pari-passu charge on entire fixed assets of the company
- Second charge on current assets of the Company.

6 Other long-term liabilities	31.03.2014	31.03.2013
Security Deposits	30.16	35.31
Sundry Creditors	2.64	-
Advance from Customers	10.73	-
Total	43.53	35.31
7 Long-term Provisions		
For Gratuity	408.31	373.93
Statutory Liabilities	50.78	50.78
Total	459.09	424.71



Notes forming part of the Consolidated financial statements

		₹ lakhs	
		31.03.2014	31.03.2013
8	Short-term Borrowings		
	Loans repayable on demand		
	From Banks	9,973.96	11,377.79
	From Directors	35.00	37.11
	Total	10,008.96	11,414.90
	8.1 Working Capital loans from banks are secured by:		
	a. First pari passu charge by way of Hypothecation of Inventories, Book Debts and other current assets of the Company.		
	b. Second charge on specific Moveable and Immoveable properties of the Company.		
9	Trade Payables		
	Based on the information and evidence available with the company, there are no dues to Micro, Small and Medium Enterprises, outstanding as on 31.03.2014.		
10	Other Current Liabilities		
	Current Maturities of Long Term Debts	761.30	1,066.76
	Interest Accrued	107.95	47.13
	Unpaid Dividends	8.26	12.61
	Liabilities for expenses	731.77	903.97
	Statutory Remittances	53.85	44.42
	Employee Benefits Payable	201.71	85.06
	Advance from Customers	347.78	161.02
	Others	120.36	143.22
	Total	2,332.98	2,464.19
11	Short-term Provisions		
	For Bonus	254.31	195.89
	Provision for Taxation	120.01	130.23
	For Gratuity	19.58	18.20
	Total	393.90	344.32

12 Fixed Assets

Sl No	Particulars	Gross Block				Depreciation				Net Block		
		As at 01.04.13	Additions	Disposals	As at 31.03.14	As at 01.04.13	For the year	Disposals	As at 31.03.14	As at 31.03.14	As at 31.03.13	
12.a	Tangible Assets											
	Land	827.40	-	-	827.40	-	-	-	-	827.40	827.40	
	Buildings	5,839.50	-	-	5,839.50	1,685.59	171.76	-	1,857.35	3,982.15	4,153.91	
	Plant and Equipment	34,106.83	986.91	443.94	34,649.80	28,458.74	1,364.93	411.43	29,412.24	5,237.56	5,648.09	
	Furniture and Fixtures	307.22	1.49	-	308.71	196.07	12.07	-	208.14	100.57	111.15	
	Vehicles	243.68	-	4.19	239.49	199.98	12.38	3.98	208.38	31.11	43.70	
	Total	41,324.63	988.40	448.13	41,864.90	30,540.38	1,561.14	415.41	31,686.11	10,178.79	10,784.25	
12.b	Intangible Assets											
	Computer software	296.32	-	-	296.32	296.32	-	-	296.32	-	-	
	Goodwill on Consolidation	601.64	-	-	601.64	301.16	150.25	-	451.41	150.23	300.48	
	Total	897.96	-	-	897.96	597.48	150.25	-	747.73	150.23	300.48	
12.c	Capital Work-in Progress											
	Electrical Installation	32.14	-	32.14	-	-	-	-	-	-	32.14	
	Plant & Machinery	-	101.36	17.41	83.95	-	-	-	-	83.95	-	
	Total	32.14	101.36	49.55	83.95	-	-	-	-	83.95	32.14	



Notes forming part of the Consolidated financial statements

	31.03.2014	31.03.2013	
		₹ lakhs	
12.d Depreciation and Amortisation for the year on			
Tangible Assets as per Note 12.a	1,561.14	1,744.73	
Intangible Assets as per Note 12.b	150.25	152.77	
Total	1,711.39	1,897.50	
13 Non-current Investments			
Investments in Equity Shares Trade Unquoted(At cost)			
Andhra Pradesh Gas Power Corporation Ltd 9,38,000(9,38,000) shares of ₹ 10 each fully paid	1,293.02	1,293.02	
MMS Steel and Power Ltd 2,03,938(2,03,938) shares of ₹ 10 each fully paid	20.39	20.39	
Suryadev Alloys steels 900 shares of ₹ 10 each fully paid	1.22	-	
Cotton Sourcing Company Ltd 10,000 (10,000) shares of ₹ 10 each fully paid	1.00	1.00	
Non-Trade Unquoted(At cost)			
Elgi Electric and Industries Ltd (8,60,000) shares of ₹ 10 each fully paid	-	86.00	
Sara Elgi Industries Ltd (2,50,000) shares of ₹ 10 each fully paid	-	25.00	
Investments in Bonds			
Mercantile Ventures Limited zero% unsecured, convertible bonds	15.20	-	
Aggregate value of Unquoted Investments(At Cost)	1,330.83	1,425.41	
Fair Value ₹ 1330.83 lakhs(Previous Year ₹ 1425.41 lakhs)			
14 Deferred Tax Liabilities / (Assets)			
	Balance as of 01.04.2013	Charge / Credit	Balance as of 31.03.2014
Depreciation	1310.58	(171.26)	1139.32
Loss	(2166.07)	344.00	(1822.07)
Others	(238.50)	(24.11)	(262.61)
Total - Liability / (Asset)	(1093.99)	148.63	(945.36)
15 Non Current Assets	31.03.2014	31.03.2013	
Advance to Suppliers	6.63	-	
R&D Expenses	7.38	9.84	
Total	14.01	9.84	
16 Inventories			
Valued at Cost or Net Realisable value whichever is lower			
Raw Materials	4,009.81	3,359.67	
Work in Process	1,203.91	928.92	
Finished Goods	740.75	448.16	
Stores and Spares	335.62	319.58	
Waste	64.19	38.02	
Traded Goods	2.69	2.82	
Total	6,356.97	5,097.17	



Notes forming part of the Consolidated financial statements

	31.03.2014	31.03.2013
	₹ lakhs	
17 Trade Receivables		
(Unsecured, considered good)		
Outstanding for a period exceeding six months	379.68	456.09
Others	4,337.78	4,045.42
Total	4,717.46	4,501.51
18 Cash and Cash Equivalents		
Balance with Banks	247.33	236.24
Cash on Hand	6.25	5.22
Unpaid Dividend	8.26	12.61
Total	261.84	254.07
19 Short-term Loans and Advances		
Unsecured, considered good		
Loans and Advances to Related Parties	-	733.41
Advance for Purchases	0.30	-
Prepaid Expenses	124.61	84.90
Employee Related Advances	43.47	37.63
Advance Payment of Taxes	2,041.58	1,426.31
Balance with Government Authorities	471.17	264.27
Other Deposits & Advances	759.22	695.57
Total	3,440.35	3,242.09
20 Other Current Assets		
Interest Accrued	58.47	61.02
Income Accrued	695.22	549.74
Total	753.69	610.76
21 Revenue from Operations		
Sale of products - Finished Goods	52,214.59	44,073.39
Other operating revenues	740.95	417.47
Less: Excise duty	111.81	144.06
Total	52,843.73	44,346.80
21.1 Other operating revenues		
Job Work Charges	68.69	3.52
Labour Charges	24.49	26.52
Export Incentive	597.45	355.36
Others	50.32	32.07
Total	740.95	417.47
22 Other Income		
Interest Income(Refer Note 22.1 below)	320.49	102.51
Other Non-operating Income(Refer Note 22.2 below)	172.76	690.31
Total	493.25	792.82
22.1 Interest Income		
Interest on Electricity Deposits	49.63	49.45
Interest on IT refunds	266.08	52.98
Other Interest Receipts	4.78	0.08
Total	320.49	102.51



Notes forming part of the Consolidated financial statements

	31.03.2014	31.03.2013
		₹ lakhs
22.2 Other Non-operating Income		
Insurance Claim Receipts	-	2.25
Agri Income	4.19	5.32
Rent Receipts	17.58	19.45
Profit/(Loss) on sale of assets	105.21	533.77
Profit/(Loss) on sale of Investments	4.30	-
Exchange Gain/ (Loss) (Net)	41.48	129.52
Total	172.76	690.31
23.a Cost of Materials Consumed		
Opening Stock of Cotton	3,359.67	1,969.45
Add: Purchase of Cotton	31,538.97	24,905.73
Less: Closing Stock of Cotton	4,009.81	3,359.67
Total	30,888.83	23,515.51
Material consumed comprises:		
Cotton	30450.06	22925.88
Resin and Additives	288.74	397.58
Steel Reinforcement	25.64	29.90
Profiles and Other accessories for doors and windows	124.39	162.15
Total	30,888.83	23,515.51
23.b Purchase of Traded goods		
Cotton Yarn	1,438.00	1,686.00
Spare for doors and Windows	-	6.74
Total	1,438.00	1,692.74
23.c Change in Inventories of Finished goods, Work-in Process & Stock in Trade		
Inventories at the end of the year		
Finished goods	740.75	448.16
Work-in Progress	1,203.91	928.92
Stock in Trade	2.69	38.02
Waste	64.19	2.82
Total	2,011.54	1,417.92
Inventories at the beginning of the year		
Finished goods	448.16	528.17
Work-in Progress	928.92	854.78
Stock in Trade	2.82	95.67
Waste	38.02	3.80
Total	1,417.92	1,482.42
Net (Increase) / Decrease	(593.62)	64.50
24 Employee Benefit Expenses		
Salaries	4,477.53	3,568.31
Contribution to		
- Provident Fund	213.46	186.93
- Super Annuation Fund	7.58	8.40
Gratuity Fund Contribution	60.06	123.97
Welfare Expenses	576.62	484.28
Total	5,335.25	4,371.89
25 Finance Cost		
Interest on Borrowings	2,296.93	2,269.40
Other Borrowing Cost	84.90	49.36
Total	2,381.83	2,318.76



Notes forming part of the Consolidated financial statements

	31.03.2014	₹ lakhs 31.03.2013
26 Other Expenses		
Stores	2,483.34	2,075.13
Repairs and Maintenance		
Buildings	59.50	72.05
Machinery	468.25	471.10
Others	42.87	25.75
Processing Charges	292.91	330.58
Power and Fuel	6,260.32	5,550.16
Selling Expenses	1,476.99	1,361.27
Rent	2.11	0.30
Insurance	71.13	52.76
Postage, Telephone and Printing	48.57	45.72
Travelling and Transport charges	157.26	154.56
Bank charges	94.01	70.55
Taxes and Licence	133.50	80.47
Professional charges	40.80	45.45
Auditors' Remuneration (Refer Note 26.1 below)	11.69	10.49
Directors' Sitting fees	3.10	2.80
R & D Expenses Written off	2.46	-
Agricultural Expenses	18.89	18.08
Others	169.30	185.84
Total	11,837.00	10,553.06
26.1 Auditors' Remuneration:		
As Auditor	6.10	5.55
Tax Audit Fee	1.80	1.55
Others	3.79	3.39
Total	11.69	10.49
27 Additional Information to the Financial Statements		
27.1 Estimated amount of contracts remaining to be executed on capital account and not provided for	-	121.75
27.2 Contingent Liabilities:		
Letters of Credit	123.62	-
Bank Guarantees	6.00	6.00
Export bills against LC discounted with company bankers	2,454.86	2,430.51
Disputed demands from Income tax authorities	480.55	677.41
Disputed Excise duty liability	75.98	75.98
Disputed Sales tax liability	252.95	252.95
27.3 Earnings per Share: The following reflects the income and share data used in the computation of basic earnings per share		
Amount used as Numerator		
Net Profit attributable to the ordinary shareholders for		
Basic and Diluted Earnings per Share	185.73	618.16
No. of ordinary shares used as denominator	550.00	550.00
Nominal value per share	1.00	1.00
Basic and Diluted Earnings per share - Face value of ₹1 per share	0.34	1.12



Notes forming part of the Consolidated financial statements

27.4 Notes forming part of the consolidated financial statements

Details of employee benefits as required by the Accounting Standard 15(Revised) are as under:

- a) Description of the company's defined plan: The company operates a defined plan for payment of post employment benefits in the form of gratuity. Benefits under the plan are based on pay and years of service and are vested on completion of five years of service, as provided in the payment of Gratuity Act, 1972. The terms of benefit are common for all the employees of the company.
- b) Reconciliation in respect of the changes in the present value of the obligation:

₹ lakhs

Particulars	31.03.2014	31.03.2013
Present value of the Obligation as on 1st April	933.75	800.79
Current Service Cost	41.02	35.78
Interest Cost	73.69	68.24
Actuarial Gains and Losses	(5.06)	67.11
Benefits Paid	(48.40)	(38.17)
Present value of the Obligation as on 31st March	995.00	933.75

The liability of the company as of 31st of March 2014 has been funded to the extent of ₹ 567.90 lakhs.

- c) Reconciliation in respect of the changes in the Fair Market Value of the Plan Assets:

Particulars	31.03.2014	31.03.2013
Fair value of the Plan Assets as on 1st April	543.21	427.58
Expected Rate of Return	49.37	43.15
Actuarial Gains and (Losses)	0.20	(0.31)
Contributions by the Employer	23.52	110.96
Benefits paid	(48.40)	(38.17)
Fair value of the Plan Assets as on 31st March	567.90	543.21

No reimbursement rights were available at the beginning or at the end of the year for recognition as an asset.

- d) The total expenses recognised in the Statement of Profit and Loss is as follows:

Particulars	31.03.2014	31.03.2013
Current Service Cost	41.02	35.78
Interest Cost	73.69	68.24
Expected Return on Plan Assets	(49.37)	(43.15)
Actuarial Gains and Losses	(5.26)	67.41
Amount recognised in the Statement of Profit and Loss	60.08	128.28

The expenses has been included under the head "Gratuity Fund Contributions" under the " Employees Benefit Expenses" in the Statement of Profit and Loss.

- e) Investment Details: LIC Group Gratuity(Cash Accumulation) Policy - 100% invested in Debt instruments.

- f) Principal Actuarial Assumptions used at the Balance Sheet date is as follows:

Particulars	31.03.2014	31.03.2013
Discount Rate	8.0-9.10%	8.0-8.1%
Expected Rate of Return on Plan Assets	8.0-9.3%	8.0-9.3%
Attrition Rate	1.0%	1.0%
Rate of escalation in salary(per annum)	5.0-8.0%	5.0-6.0%

The estimates of rates of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.



Notes forming part of the Consolidated financial statements

g) Reconciliation of Fair Value of Plan Assets and Obligations:

₹ lakhs

Particulars	31.03.2014	31.03.2013
Present value of the Defined Benefit Obligation	991.77	933.75
Fair value of Plan Assets	564.50	543.21
Deficit in Plan Assets	427.27	390.54
Experience Adjustments arising on Plan Liabilities as an amount	(70.50)	(43.02)
Experience Adjustments arising on Plan Assets as an amount	0.20	(0.31)

27.5 Segment information :

A.Primary Segment - Business Segment

Particulars	Textile Products		UPVC Windows / Profiles / Power Duct		Consolidated Details	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
a) Revenue	52120	43414	724	933	52844	44347
Total Income	52120	43414	724	933	52844	44347
b) Result						
Operating Profit (PBIT)	2534	3035	16	57	2550	3092
Unallocable Corporate expenses	-	-	-	-	150	150
Interest expense	2380	2311	2	16	2382	2319
Interest income	328	110	(8)	1	320	103
Profit before tax	482	834	6	42	338	726
Provision for current tax	-	-	4	8	4	8
Provision for deferred tax	150	86	(1)	16	148	102
Tax adjustment for earlier years	-	(2)	-	-	-	(2)
Net Profit	332	751	4	18	186	618
c) Segment assets	28150	26856	1713	1977	28233	27352
Unallocable Corporate assets	-	-	-	-	-	-
Total assets	28150	26856	1713	1977	28233	27352
d) Segment liabilities	28150	26856	1713	1977	28233	27352
Unallocable Corporate Liabilities	-	-	-	-	-	-
Total liabilities	28150	26856	1713	1977	28233	27352
e) Cost incurred during the period to acquire segment fixed assets	1039	119	1	4	1040	123
f) Depreciation / Amortisation	1511	1697	50	50	1711	1897
g) Non cash expenses other than depreciation / amortisation	(2)	(6)	-	-	(2)	(6)

B. Secondary Segments - Geographical segments :

Particulars	31.03.2014	31.03.2013
Segment Revenue		
- Within India	38160	34470
- Outside India	14684	9877
Total	52844	44347



Notes forming part of the Consolidated financial statements

27.6 Related Party Disclosure(as certified by the Management)

(i) Names of Related parties and description of Relationship

a) Key Management Personnel	Vidyaprakash D, Executive Chairman Sumanth Ramamurthi, Managing Director
b) Subsidiaries	Sara Elgi Arteriors Ltd Elgi Building Products Ltd
c) Others	Super Sara Textiles Ltd Super Farm Products Ltd Coimbatore Pioneer Fertilisers Ltd Prashanth Textiles Ltd

(ii) Related Party Transactions

₹ lakhs

Nature of Transaction	Others		Key Management Personnel		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Purchase of goods	2,224.98	1,844.94	-	-	2,224.98	1,844.94
Sale of Goods	737.05	94.63	-	-	737.05	94.63
Sale of fixed assets	16.36	11.83	-	-	16.36	11.83
Sale of Investments	115.30	-	-	-	115.30	-
Purchase of fixed assets	-	7.65	-	-	-	7.65
Managerial Remuneration	-	-	38.70	44.84	38.70	44.84
Service charges paid	1.32	0.64	-	-	1.32	0.64
Rent received	19.59	18.36	-	-	19.59	18.36
Rent expended	3.24	3.24	-	-	3.24	3.24
Other Expenses	14.82	27.15	-	-	14.82	27.15
Other Receipts	65.45	59.10	-	-	65.45	59.10
Interest expended	-	-	3.55	7.31	3.55	7.31
Loan Received	-	-	15.00	-	15.00	-
Loan Repaid	-	-	15.16	32.35	15.16	32.35
Other Income	1.45	-	-	-	1.45	-
Amount outstanding at year end - Dr	492.99	1,323.32	-	-	492.99	1,323.32
Amount outstanding at year end - Cr	-	-	35.00	37.11	35.00	37.11

27.7 The Consolidated Financial Statements have been prepared in accordance with the Accounting Standard (AS-21).The subsidiaries considered in the Consolidated Financial Statements are:

Name of the Indian Subsidiary	% of Voting Power held as of 31.03.2014
Sara Elgi Arteriors Ltd	100%
Elgi Building Products Ltd	100% including subsidiary's holding

27.8 Previous year figures have been regrouped and reclassified, wherever necessary, to correspond with the current year's classification / disclosure

See accompanying notes forming part of the financial statements

As per our report of even date attached

For **Reddy, Goud & Janardhan**

Chartered Accountants

Registration No.003254S

Balakrishna S Bhat

Partner

Membership No.202976

For and on behalf of the Board

Sumanth Ramamurthi

Executive Chairman

DIN : 00002773

A.S Thirumoorthy

Managing Director

DIN : 03604474

N Hemanand

Chief Financial Officer

R Srikanth

Company Secretary

Coimbatore, 28th May, 2014



SUPER SPINNING MILLS LIMITED

CIN: L17111TZ1962PLC001200

Regd. Office: "ELGI TOWERS". P B 7113, Green Fields, Puliakulam Road, Coimbatore - 641 045

Email: investors@ssh.saraelgi.com, Website: www.superspinning.com

ATTENDANCE SLIP 52nd ANNUAL GENERAL MEETING

DP ID		Folio No.	
CLIENT ID		No. of Shares	
Name of the Member			
Name of the Proxy			

I hereby record my presence at the 52nd Annual General Meeting of the Company held on Wednesday, the 10th September 2014 at 3.30 P.M at Ardra Convention Centre, 'Kaanchan', No. 9, North Huzur Road, Coimbatore - 641 018.

Signature of Member / Proxy

- Notes : 1. Shareholder / Proxy holder must bring the Admission Slip to the meeting and hand over at the entrance duly signed.
2. Shareholders are requested to advise their change of address as well as request for consolidation of folio, in any, to the above address, quoting folio numbers.

SUPER SPINNING MILLS LIMITED

CIN: L17111TZ1962PLC001200

Regd. Office: "ELGI TOWERS". P B 7113, Green Fields, Puliakulam Road, Coimbatore - 641 045

Email: investors@ssh.saraelgi.com, Website: www.superspinning.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

52nd ANNUAL GENERAL MEETING 10th September 2014

Name of the member(s):

Registered Address:

E-mail ID:

Folio No / Client ID: DP ID :

I / We being the member(s) of _____ shares of Super Spinning Mills Ltd., hereby appoint

1. Name _____ Address _____ E-mail ID _____
Signature _____ or failing him;

2. Name _____ Address _____ E-mail ID _____
Signature _____ or failing him;

3. Name _____ Address _____ E-mail ID _____
Signature _____ or failing him;



as my / our Proxy to attend and vote for me / us on my / our behalf at the 52nd Annual General Meeting of the Company to be held on Wednesday, the 10th September 2014 at 3.30 P.M at Ardra Convention Centre, 'Kaanchan', No. 9, North Huzur Road, Coimbatore - 641 018 and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

S.No	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	To receive consider and adopt the Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and the Auditors thereon		
2	To appoint a Director in the place of Mr. D Sarath Chandran, who retires by rotation, and being eligible, offers himself for reappointment		
3	To reappoint M/s Reddy, Goud & Janardhan, Chartered Accountants as Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration		
Special Business			
4	Appointment of Mr. A S Thirumorthy as a Director		
5	Appointment of Mr. Sumanth Ramamurthi as an Executive Chairman		
6	Appointment of Mr. A S Thirumorthy as a Managing Director		
7	Appointment of Mr. B Vijayakumar as an Independent Director		
8	Appointment of Mr. Sudarsan Varadaraj as an Independent Director		
9	Appointment of Mr. Vijay Venkataswamy as an Independent Director		
10	Appointment of Mr. C S K Prabhu as an Independent Director		
11	Appointment of Mr. C G Kumar as an Independent Director		
12	Appointment of Mrs. Suguna Ravichandran as an Independent Director		
13	Alteration of the Articles of Association		
14	To amend the Borrowing Powers of the Board of Directors under section 180 (1)(c) of the Companies Act, 2013		
15	Authorising the Board of Directors to lease or mortgage or create charge and or hypothecate the whole or substantially the whole of the undertakings of the Company as per section 180 (1)(a) of the Companies Act, 2013		

Signed this _____ day of _____ 2014.

Signature

Affix Revenue Stamp not less than ₹ 0.15

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the meeting.
2. For the resolutions, explanatory statements and Notes, please refer to the Notice of the 52nd Annual General Meeting.
3. * It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.

SUPER



Super Spinning Mills Limited

PB 7113, Green Fields, 737-D, Puliakulam Road, Coimbatore - 641 045, INDIA

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