

REDDY, GOUD & JANARDHAN

CHARTERED ACCOUNTANTS

P. SHANMUGASUNDARAM, B.Com., LL.B., F.C.A.

BALAKRISHNA S. BHAT, B.Com., F.C.A.

B. ANAND, B. Sc., F.C.A.

Apt. No.106, Embassy Centre

No.11, Crescent Road

Bangalore-560 001

Tel. :22265438,22260055

22202709 Fax: 22265572

E-mail : ca.sjassociates@gmail.com

AUDITOR'S CERTIFICATE

To

The Board of Directors,
Super Spinning Mills Limited
'Elgi Towers', P.B.No.:7113,
Green Fields, Puliakulam Road,
Coimbatore – 641018

We, the statutory auditors of M/s.Super Spinning Mills Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Clause 11 of the Draft Scheme of Amalgamation of Sara Elgi Arteriors Limited (Transferor Company – 1) and Elgi Building Products Limited (Transferor Company – 2), the subsidiaries with Super Spinning Mills Limited, the holding company (Transferee Company) in terms of the provisions of Section(s) 391 to 394 of the Companies Act, 1956 with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

BRANCH AT KARUR



Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles.

This Certificate is issued at the request of the Super Spinning Mills Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

For Reddy, Goud & Janardhan
Chartered Accountants

Firm Registration No.: 0032545



A handwritten signature in black ink, appearing to be "Balakrishna S Bhat".

Balakrishna S Bhat
Partner

Membership Number: 202976

Place: Coimbatore

Date: 5th December 2016