



Super Spinning Mills Limited

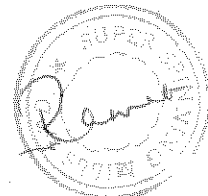
Regd. & Central Office : "Elgi Towers" P.B. 7113, Green Fields, 737-D, Puliakulam Road, Coimbatore - 641 045.

BRIEF PARTICULARS OF THE TRANSFEREE AND TRANSFEROR COMPANIES

Particulars	Transferee Company	Transferor Company - 1	Transferor Company - 2
Name of the Company	Super Spinning Mills Limited	Sara Elgi Arteriors Limited	Elgi Building Products Limited
Date of Incorporation & details of name changes, if any	6 th June 1962 The company has not undergone any changes in its name.	16 th October 2003 The company has not undergone any changes in its name.	15 th March 1996 The Company was under the name and style of ELGI WIESSNER AIR TECHNIC LIMITED. Subsequently, the name was changed to ELGI BUILDING PRODUCTS LIMITED on 15 th June 1999
Registered Office	'Elgi Towers', P.B No: 7113, Green Fields, Puliakulam Road, Coimbatore - 641045, Tamil Nadu, India	Elgi Towers, 737D, Puliakulam Road, Coimbatore - 641045, Tamil Nadu, India	Elgi Tower, 737- D, Pappanaickenpalayam Road, Puliakulam, Coimbatore - 641045, Tamil Nadu, India
Brief particulars of the scheme	The Scheme of Amalgamation proposes the amalgamation of Sara Elgi Arteriors Limited (Transferor Company - 1), a wholly-owned subsidiary of Super Spinning Mills Limited and Elgi Building Products Limited (Transferor Company - 1), a step-down subsidiary of Super Spinning Mills Limited (jointly wholly-owned by Sara Elgi Arteriors Limited and Super Spinning Mills Limited) with Super Spinning Mills Limited (Transferee Company), its listed holding company		
Rationale for the scheme	The Scheme of Amalgamation is expected to yield the following benefits : (i) Enable consolidation of the business of the three companies into one entity which will facilitate in focused growth, operational efficiencies, business synergies and better supervision of the business of the group. (ii) Pooling of resources (including manpower, management and administration and marketing resources) of the aforesaid companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies. (iii) Strengthening financial position and increased leverage capacity of the merged entity		

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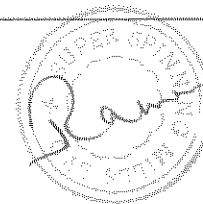
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Particulars	Transferee Company	Transferor Company – 1	Transferor Company – 2
	(iv) Concentrated management focus, improved organisational capacity, integration rationalisation and streamlining of the management structure of the merged entity, seamless implementation of policy changes at a higher level from a management perspective and shall also help enhance the efficiency and control of the entities. (v) Facilitating internal transfer of resources and optimum utilisation of assets (vi) Avoiding duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances (vii) Enable the creation of a platform for a new business segment and to act as a gateway for growth and expansion of business operations.		
Date of resolution passed by the Board of Director of the company approving the scheme	24 th November 2016	24 th November 2016	24 th November 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	24 th November 2016	Not Applicable as the company is not required to constitute an Audit Committee	24 th November 2016
Appointed Date	1 st April 2016	1 st April 2016	1 st April 2016
Name of Exchanges where securities of the company are listed	(i) BSE Limited (ii) The National Stock Exchange of India Limited	Not Applicable as the company is not listed	Not Applicable as the company is not listed

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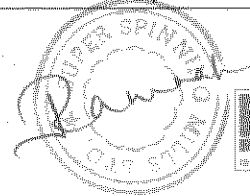
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Particulars	Transferee Company	Transferor Company – 1	Transferor Company – 2
Nature of Business	It is engaged in the business of manufacturing and dealing in cotton yarn, cotton fiber including blended cotton and other fabrics	It is engaged in the business of manufacturing and dealing in doors, windows and their frames and similar articles used on buildings	It is engaged in the business of manufacturing doors, windows and window frames and all other building materials which are used in buildings
Capital before the scheme	Rs.5,50,00,000/- divided into 5,50,00,000 Equity Shares of Re.1/- each	Rs.2,50,00,000/- divided into 25,00,000 Equity Shares of Rs.10/- each	Rs.14,96,60,000 divided into 71,96,000 Equity Shares of Rs.10/- each, 70,00,000 10% 8 years Non-Cumulative Redeemable Preference Shares of Rs.10/- each and 5,00,000 10% 8 years Cumulative Redeemable Preference Shares of Rs.10/- each
No. of shares to be issued	No Shares are proposed to be issued under the Scheme.		
Cancellation of shares on account of cross holding, if any	Upon the scheme becoming effective, the investments of Rs.2,50,00,000 (25,00,000 equity shares of Rs.10/- each) in Sara Elgi Arteriors Limited and Rs.2,99,95,920 (29,99,592 equity shares of Rs.10/- each),	Upon the scheme becoming effective, the entire paid-up share capital of the company of Rs.2,50,00,000/- consisting of 25,00,000 equity shares of Rs.10/- each shall stand cancelled.	Upon the scheme becoming effective, the entire paid-up share capital of the company of Rs.14,69,60,000/- consisting of 71,96,000 equity shares of Rs.10/- each, 70,00,000 10% 8 years non-cumulative redeemable preference shares of Rs.10/- each

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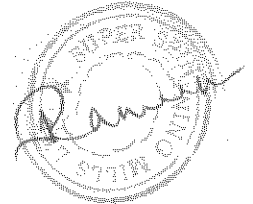




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Particulars	Transferee Company	Transferor Company – 1	Transferor Company – 2
	Rs.7,00,00,000 (70,00,000 10% 8 years non-cumulative redeemable preference shares of Rs.10/- each) and Rs.50,00,000 (5,00,000 10% 8 years cumulative redeemable preference shares of Rs.10/- each) in Elgi Building Products Limited shall stand cancelled.	Further, the investments of 41,96,408 equity shares of Rs.10/- each in Elgi Building Products Limited shall also stand cancelled.	and 5,00,000 10% 8 years cumulative redeemable preference shares of Rs.10/- each shall stand cancelled.
Capital after the scheme	Rs.5,50,00,000/- divided into 5,50,00,000 Equity Shares of Re.1/- each	NIL	NIL
Net Worth	(Rs in Lakhs)	(Rs in Lakhs)	(Rs in Lakhs)
Pre	5440.09	595.50	670.90
Post	5811.48	Nil	Nil
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	As the Scheme of Amalgamation proposes the amalgamation of wholly-owned subsidiaries with its holding company, no valuation report is required to be obtained from an Independent Chartered Accountant. Further, the company has obtained a certificate from Mr.A.Palaniappan,(Membership No. 202544) an Independent Chartered Accountant to the effect that no valuation report is required to be obtained.		



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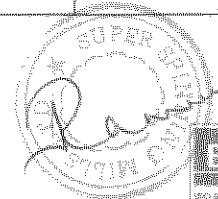
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Particulars	Transferee Company		Transferor Company – 1		Transferor Company – 2	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable					
Fair value per shares	Not Applicable					
Exchange ratio	Not Applicable					
Name of Merchant Banker giving fairness opinion	D & A Financial Services Private Limited					
Shareholding pattern as on 30 th September 2016	Pre		Pre		Pre	
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	2,33,53,564	42.46	25,00,000	100.00	1,46,96,000	100.00
Public	3,16,46,436	57.54	-	-	-	-
Custodian	-	-	-	-	-	-
TOTAL	5,50,00,000	100.00	25,00,000	100.00	1,46,96,000	100.00

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Particulars	Transferee Company		Transferor Company – 1		Transferor Company – 2	
	Post		Post		Post	
Shareholding pattern	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	2,33,53,564	42.46	Nil	Nil	Nil	Nil
Public	3,16,46,436	57.54	Nil	Nil	Nil	Nil
Custodian	-	-	Nil	Nil	Nil	Nil
TOTAL	5,50,00,000	100.00	Nil	Nil	Nil	Nil
Number of Shareholders	9,356		7		7	
Names of the Promoters	As per Annexure – A		Super Spinning Mills Limited		Super Spinning Mills Limited	
Names of the Board of Directors	1. Mr.SumanthRamamurthi 2. Mr.A.S. Thirumoorthy 3. Mr.D.SarathChandran 4. Mr.B.VijayVenkatasamy 5. Mr.C.S.K.Prabhu 6. Mr.B.Vijayakumar 7. Mr.SudarsanVaradaraj 8. Mrs.SugunaRavichandran 9. Mr.C.G.Kumar		1. Mrs.Hemalatha Ramamurthi 2. Mr.N. Ravichandran 3. Mr.P.Nagarajan		1. Mr.N. Ravichandran 2. Mr.VidyasagarRamdass 3. Mr.R.Ragupathy 4. Mr.A.S.Thirumoorthy	
Details regarding change in management control if any	No change in the management control of Super Spinning Mills Limited					

Date: 24th January 2017

Place: Coimbatore

For Super Spinning Mills Ltd

Ramesh Krishna Kumar

Ramesh Krishna Kumar
Company Secretary



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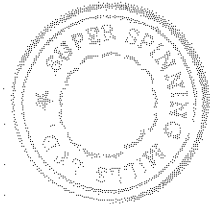
Annexure – A

NAMES OF PROMOTERS OF SUPER SPINNING MILLS LIMITED (TRANSFeree COMPANY)

S. No.	Names of Promoters
I	Indian
a.	Individuals/Hindu Undivided Family
1.	AjeyaVelNarayanaswamy
2.	N Krishnasamraj
3.	ArjunPrakash V
4.	Nivedita Lakshmi Narayanaswamy
5.	Indira Lakshmi Vidyaprakash
6.	D Vidyaprakash
7.	NithyaVidyaprakash
8.	ChitraVidyaprakash
9.	Hemalatha R
10.	Ranganayaki N
11.	Sumanth R - HUF
12.	Sanjay Krishna Ramamurthi
13.	Nikhil GovindRamamurthi
14.	Sumanth R
b.	Bodies Corporate
1.	Elgi Electric And Industries Ltd
2.	Super Farm Products Ltd
c.	Trusts
1.	Sanjay Krishna Ramamurthi Family Trust
2.	Nikhil GovindRamamurthi Family Trust
II	Foreign – Nil

For Super Spinning Mills Ltd

Ramesh K
Ramesh Krishnakumar
Company Secretary



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