

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

BRIEF PARTICULARS OF THE TRANSFEREE AND TRANSFERORCOMPANIES

Particulars	Transferee Company	Transferor Company – 1	Transferor Company - 2		
Name of the	Super Spinning Mills	Sara Elgi Arteriors	Elgi Building Products		
Company	Limited	Limited	Limited		
Date of	6 th June 1962	16 th October 2003	15 th March 1996		
Incorporatio					
n & details	The company has not	The company has not	The Company was		
of name	undergone any changes	undergone any changes	under the name and		
changes, if	in its name.	in its name.	style of ELGI WIESSNER		
any			AIR TECHNIC LIMITED.		
-districted Advisory			Subsequently, the		
			name was changed to		
			ELGI BUILDING		
·			PRODUCTS LIMITED on		
			15 th June 1999		
Registered	'Elgi Towers', P.B No:	Elgi Towers, 737D,	Elgi Tower, 737- D,		
Office	7113, Green Fields,	Puliakulam Road,	Pappanaickenpalayam		
	Puliakulam Road,	Coimbatore – 641045,	Road, Puliakulam,		
	Coimbatore – 641045,	Tamil Nadu, India	Coimbatore – 641045,		
	Tamil Nadu, India		Tamil Nadu, India		
Brief	The Scheme of Amalgamation proposes the amalgamation of Sara Elgi				
particulars	Arteriors Limited (Transf	ieror Company – 1), a wh	olly-owned subsidiary of		
of the	Super Spinning Mills Limited and Elgi Building Products Limited (Transferor				
scheme		vn subsidiary of Super Spin			
of provides provides	wholly-owned by Sara Elgi Arteriors Limited and Super Spinning Mills				
The control of the co	Limited) with Super Spinning Mills Limited (Transferee Company), its listed				
i i i i i i i i i i i i i i i i i i i	holding company				
Rationale	The Scheme of Amalgamation is expected to yield the following benefits :				
for the	(i) Enable consolidat	ion of the business of the t	hree companies into one		
scheme	entity which	will facilitate in focuse	ed growth, operational		
and the control of th	efficiencies, business synergies and better supervision of the				
ndra-handanaha	business of the group.				
• · ·		urces (including manpov			
sh-down management of the state	administration and marketing resources) of the aforesaid				
	companies resulting in, synergies of operations and optimisation				
-	of logistics, resulting in more productive utilisation of said				
g	resources, savings in cost and operational efficiencies.				
P0201111000		ancial position and increa	sed leverage capacity of		
THE SQUARE STATE OF THE STATE O	the merged er	itity			
And the state of t	markennana manna manna irennisi missi missi missi miningi miningi minin manjeen ineen eyeeeen eyeee maningi mi	o policing y skalded was op die per tum que per un ywho w' mus much I jiaqua mu u jimakalahida myo un yene ji j	iidovalaidakkiryyy witawakkiididakkiididolovandikkiryendikkiideen oo kalkiididakkii oo kanaanka 10000 (kaliidi		
			and the second s		

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Particulars	Transferee Company	Transferor Company – 1	Transferor Company - 2		
Missing passagements Missing	(iv) Concentrated management focus, improved organisational capacity				
of the second se	integration rationalisation and streamlining of the management				
The state of the s	structure of the merged entity, seamless implementation of policy				
	changes at a	higher level from a mana	gement perspective and		
	shall also help	enhance the efficiency and	control of the entities.		
	(v) Facilitating intern	al transfer of resources an	d optimum utilisation of		
y	assets				
The second secon	(vi) Avoiding duplica	tion of administrative f	functions, reduction in		
	multiplicity of	legal and regulatory compli	ances		
	(vii) Enable the cre	eation of a platform for a ne	ew business segment and		
garjaman jaraja Antonio marakana	to act as a	gateway for growth and	expansion of business		
A supervisor of the supervisor	operations.		2		
and a state of the					
Date of	24 th November 2016	24 th November 2016	24 th November 2016		
resolution	•				
passed by the					
Board o					
Director of					
the company					
approving the					
scheme	ىرىيى ئۇرىدىنى ئىلىدىنىدىنى ئارىدىنىدىنى ئارىدىنىدىنىدىنىدىنىدىنىدىنىدىنى ئارىدىنىدىنىدىنىدىن ئارىدىنىدىنىدىنى ئارىدىنىدىنىدىنى ئارىدىنىدىنىدىنىدىنىدىنىدىنىدىنىدىنىدىنىدى		guriaalan kontanto eeseeseesii keeriikkooseeseesii in kirinkoon ka in kannaa ka in ka in ka in ka in ka in ka i		
Date of	24 th November 2016	Not Applicable as the	24 th November 2016		
meeting of		company is not required			
the Audit		to constitute an Audit	:		
Committee		Committee			
in which the			2		
draft					
scheme has					
been					
approved	necolectricaticate (ny materican) an inscrince constituent (ny material	The state of the s	- CONTROL OF THE PROPERTY OF T		
Appointed	1st April 2016	1 st April 2016	1 st April 2016		
Date	наприпримення на применення на применення на применення на применення на применення на применення на примененн Дет дата дата дата да	A. 4. A. 5. 5. 2 A.	A		
Name of	(i) BSE Limited	Not Applicable as the	Not Applicable as the		
Exchanges	(ii) The National Stock	company is not listed	company is not listed		
where	Exchange of India				
securities of	Limited				
the					
company					
are listed					
and the second many of the secon					
	- POTATATATATATATATATATATATATATATATATATATA		Interpretation of the second s		

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Partículars	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		frames and all other
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 of Rs.10/- each of
No. of shares to be issued	No Shares are proposed t	o be issued under the Sche	me.
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),	entire paid-up share capital of the company of Rs.2,50,00,000/-consisting of 25,00,000	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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Phone: +91-422 - 2311711, Fax: 91 - 422 - 2311611, E-mail: super@ssh.saraelgi.com

CIN: L17111TZ1962PLC001200 Web: www.superspinning.com





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Particulars	Transferee Company Transferor Company - 1 Transferor Comp				
	Rs.7,00,00,000	Further, the investments	and 5,00,000 10% 8		
	(70,00,000 10% 8 years	of 41,96,408 equity	years cumulative		
	non-cumulative	shares of Rs.10/- each in	redeemable preference		
Angelegia i i i i i i i i i i i i i i i i i i	redeemable preference	Elgi Building Products	shares of Rs.10/- each		
-	shares of Rs.10/- each)	Limited shall also stand	shall stand cancelled.		
adjusta i kanada	and Rs.50,00,000	cancelled.	on t		
	(5,00,000 10% 8 years				
	cumulative redeemable				
	preference shares of				
neg managament	Rs.10/- each) in Elgi				
	Building Products				
A Company of the Comp	Limited shall stand				
	cancelled.				
Capital after	Rs.5,50,00,000/-	NIL	Nat		
the scheme	divided into				
	5,50,00,000 Equity				
	Shares of Re.1/- each				
		:			
Net Worth	(Rs in Lakhs)	(Rs in Lakhs)	(Rs in Lakhs)		
Pre	5440.09	595.50	670.90		
	MAIN THE		ni v u v		
Post	5811.48	N = 1000	Nil		
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Valuation by		lgamation proposes the a			
independent		its holding company, no va	*		
Chartered	to be obtained from an Independent Chartered Accountant. Further, the				
Accountant *	company has obtained a certificate from Mr.A.Palaniappan,(Membership No.				
Name of the	202544) an Independent Chartered Accountant to the effect that no				
valuer/valuer	valuation report is required to be obtained.				
,					
firm and Regn					
no.					
	www.www.ii.ww.ii.ww.i	NATIONAMAT NI-LAMBOT NI-LAMBOT NI-LAMBOT NI-LAMBOT NI ORGANICA NI			







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Particulars	Transferee Co	mpany	Transferor Co	mpany - 1	Transferor Co.	mpany - 2
Methods of		namenta kanana kananana kanana ka	Not Appl	Anderson mentaldeschilderentalidien miteren aufüll	garage property of the second	
valuation		•				
and value						
per share					•	
arrived						
under each	* .					
method with			-			
weight given						
to each						
method, if						
any.						
ro-voronom uranim no bioloki violoki pistoli irishi irishi irishi malanim na da	ASIIIrinaIIAIIIAAAAAA	مى دەرىيىدىن دەرىيىدىدىنىدىن دەرىيىدىدىن دەرىيىدىدىن دەرىيىدىدىن دەرىيىدىدىن دەرىيىدىدىن دەرىيىدىدىن دەرىيىدىدى	Al-likakakale kalaisiyi o et siisisis ko dasisilaka kalisis di kalaisisiska kilisisiska kalisisiska kalisisis	إدواء بالمتعلقة والمتناسوس والحواملتاسوس ومعتملته والمتعونة المتعادة والمتعادة والمتعانية إلامالم	gininkakakinining biri gyginiri si yi yi gininkakinininininkakakinininin 19 yin insa iy salanismbakakini	
Fair value			Not Appl	icable		
per shares						
Exchange	ПППППППС-5-4-12-1000/21ППППППППППС-5-21ПППППППС-6-1-0-1000/1000000.	Haannakka tannaintin kannasai väigä <u>yyy</u> vainnasai yyyy yrin	Mot Appl	hle	Santakonsiaannakan (isaniinannosiasononsias (isaniinahaniinahaniina)	nira (reasonicalisalisanosaliseosanessennossenos).
ratio		÷		a second on a second		
Name of	va (va nimini va je pomoje kalani i goda kalejoje ve pomoje kalejoje kalejoje va koje je ve je je je je je je	n & A	Financial Servi	res Private I	manimonium Iroited	
Merchant	•		T PERMITS THAT THEE TO MAKE THOSE TO BE	شىخەر يەرىۋىخىرىكىيە 1900.	ex tr∓a %e. %ev Qeell	
Banker						
giving						
fairness						
opinion						
Shareholding	Pre		Pre		Pre	
pattern as on	No. of	% of	No. of	% of	No. of	% of
30 th	Shares	holding	Shares	holding	Shares	holding
September						
2016						
entratement/continuententententententententententententente			25 22 22		4 45 05 000	one of the second
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			200 - 100 -	erzinicki.
Custodian		**************************************		erzekiski kiskiski kiskiski kiskiski er <u>te merzemmen zer</u> ekiski kiskiski kiski Uni	A CAMPAGA CAMP	23)- Oktomobida-eestoliiiiniiotida-eestida-eest
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	
Shareholding	Post		Post		Post	
pattern	No. of	% of	No. of	% of	No. of	% of
	Shares	holding	Shares	holding	Shares	holding
Promoter	2,33,53,564	42.45		ecosou e consi angg	**************************************	disease.
Public	3,16,46,436	57.54	Nil	N * \$	Ni	Nil
Custodian	78b	ж о	Nil	Mil	Nil	NATIONAL AND A COMMISSION OF THE PARTY OF TH
TOTAL	5,50,00,000	100.00	Nil	Ni	N	Nil
Number of	9,356	-	un jeun-terdin jedi jedi elijad i jeuneur teradenderanau un normani minum. "7	 พทเบบนนนนนนนา (
Shareholders					Validation of the Control of the Con	
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.Hemala Ramamurth 2. Mr.N. Ravic 3. Mr.P.Nagar	i handran ajan	1. Mr.N. Ravic 2. Mr.Vidyasag 3. Mr.R.Ragup 4. Mr.A.S.Third	garRamdass athy umoorthy
Details	No change in t	he manage	ment control o	f Super Spin	ning Milis Lim	ited
regarding						
change in						
management						
control if any						· · · · · · · · · · · · · · · · · · ·
a particular de la constantina della constantina		terlander of the second				

Date: 24th January 2017

Place: Coimbatore

For Super Spinning Mills Ltd

Remos Krishnakumar
Company Secretary









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Annexure - A

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

\$.	Names of Promoters
No.	
Ž.	Indian
a.	Individuals/Hindu Undivided Family
1.	AjeyaVelNarayanaswany
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
e sa	Foreign – Nil

For SuperiSpinning Wills Lid

Ramae Krishnakumar Company Secretary



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