



Super Spinning Mills Limited

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

Compliance Report with the requirements specified in Part – A of Annexure – I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015

Sub: Application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited, the subsidiaries with Super Spinning Mills Limited, the holding company.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI Circular, as given hereunder:

S. No.	Requirements as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30 th November 2015	Compliance Status (Yes / No)
1	Listed Companies shall choose one of the Stock Exchanges having nationwide trading terminals as the Designated Stock Exchange for the purpose of coordinating with SEBI	Yes The National Stock Exchange of India Limited has been chosen as the Designated Stock Exchange
Compliance as per Para I (A) (3) of Annexure I to the Circular		
2	Documents to be submitted:	
2 a.	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes
2 b.	Valuation Report as per Para 1(A)(4) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes No valuation report is necessary as per the Scheme. However, a certificate from an Independent Chartered Accountant certifying the non-applicability of the Valuation Report has been submitted.
2 c.	Report from the Audit Committee recommending the Draft Scheme	Yes
2 d.	Fairness opinion by merchant banker	Yes
2 e.	Pre and post amalgamation shareholding pattern of unlisted company	Yes
2 f.	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes

RECOGNISED EXPORT - TRADING HOUSE

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





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2 g.	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes
2 h.	Compliance with requirements of Regulation 17 to 27 of Listing Regulations	Yes
2 i.	Complaints Report as per Annexure III of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Shall be submitted to the Stock Exchange within the prescribed due date as the same is not required to be filed at the time of filing of the Scheme with the Stock Exchange.
Compliance as per Para I (A) (1) of Annexure I to the Circular		
3	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013	Not Applicable
4	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable
6	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well	Not Applicable

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	as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	
7	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

For Super Spinning Mills Ltd


Ramaa Krishnakumar
Company Secretary

Date: 12th December 2016

Place: Coimbatore

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