



**DECLARATION OF RESULTS OF THE VOTING ON RESOLUTIONS SET OUT IN THE POSTAL
BALLOT NOTICE DATED 28TH APRIL 2017**

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the members the facility to vote by postal ballot and by electronic means on the below mentioned resolutions and had appointed Mr. M D Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore, as scrutinizer to conduct the voting in a fair and transparent manner.

The scrutinizer has submitted his report on postal ballot and remote e-voting which has been attached hereto.

Accordingly, based on the Report of the Scrutinizer dated 9th June 2017, Resolution Nos. 1 to 2 as set out in the Postal Ballot Notice dated 28th April 2017, as detailed below, have been passed by the shareholders.

For Super Spinning Mills Ltd

Sumanth Ramamurthi
Executive Chairman

DIN - 00002773

RECOGNISED EXPORT - TRADING HOUSE

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





Super Spinning Mills Limited

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

ITEM NO. 1 – ORDINARY RESOLUTION

Approval of Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited with Super Spinning Mills Limited by the public shareholders only

Particulars	No. of Ballot Forms/E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	101	12,72,455	Not Applicable
(b) Less: Invalid Ballot Forms	3	1350	Not Applicable
(c) Net Valid Ballot Forms / E-Votes	98	12,71,105	100.00%
- Assent	97	12,59,105	99.06%
- Dissent	1	12,000	0.94%

- 13 promoter shareholders holding 2,26,05,684 equity shares and 1 public shareholder holding 20 equity shares abstained from voting on this resolution.

As the total number of votes cast in "FAVOUR" of the Resolution are more than the number of votes cast by the public shareholders "AGAINST" the Resolution, the Chairman declared the following Resolution passed as an **Ordinary Resolution** with requisite majority.

RESOLUTION

RESOLVED THAT subject to the approval of the National Company Law Tribunal (NCLT), Chennai Bench or such other competent authority and subject to such approvals, permissions and sanctions of regulatory authorities under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and / or the Companies Act, 1956 read with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the Scheme of Amalgamation of Sara Elgi Arteriors Limited ("Transferor Company-1") and Elgi Building Products Limited ("Transferor Company-2") with Super Spinning Mills Limited ("Transferee Company"), a copy of which is sent along with the postal ballot, be and is hereby approved.



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RESOLVED FURTHER THAT the Board of Directors of the Company and any person authorised by the Board; be and is hereby authorised to take all such steps as may be necessary or desirable and do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme of Amalgamation and this Resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal while sanctioning the said Scheme."

ITEM NO. 2 – SPECIAL RESOLUTION

Approval for adoption of new set of Articles of Association

Particulars	No. of Ballot Forms/E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	114	2,38,78,059	Not Applicable
(b) Less: Invalid Ballot Forms	3	1350	Not Applicable
(c) Net Valid Ballot Forms / E-Votes	111	2,38,76,709	100.00%
- Assent	109	2,38,62,709	99.94%
- Dissent	2	14,000	0.06%

- 1 shareholder holding 100 equity shares abstained from voting on this resolution.

As the total number of votes cast in "FAVOUR" of the Resolution exceeded three times the total number of votes cast "AGAINST" the Resolution, the Chairman declared the following Resolution passed as a **Special Resolution** with requisite majority.



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Super Spinning Mills Limited

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

RESOLUTION

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof for the time being in force) the regulations contained in the new set of Articles of Association as placed on the company's website "<http://www.superspinning.com/investors/>" be and are hereby approved and adopted as the Articles of Association of the Company in the place of, in substitution for, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorised to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary in the above resolution as may be required and to perform all such acts, deeds and things, execute documents and to file necessary Forms/ Returns/ Applications/ Documents/ Papers as are required to be filed and to take all steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution

For Super Spinning Mills Ltd

Sumanth Ramamurthi
Executive Chairman

DIN - 00002773

Date: 10.06.2017

Place: Coimbatore

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MDS & Associates
Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND REMOTE E-VOTING
(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20
and 22 of the Companies (Management and Administration) Rules, 2014 - as
amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015)

Date: 9th June 2017

To
The Chairman
M/s. SUPER SPINNING MILLS LIMITED
(L17111TZ1962PLC001200)
'Elgi Towers', P.B No: 7113 Green Fields,
Puliakulam Road,
Coimbatore - 641 045,

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot and Remote E-voting conducted
pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013
("the Act") read with Rule 20 & 22 of the Companies (Management and
Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

I, M D Selvaraj, FCS Proprietor of M/s.MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. SUPER SPINNING MILLS LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and to scrutinize the Postal Ballot forms received from the shareholders in a fair and transparent manner and for ascertaining the requisite majority on the Remote E-voting and Postal Ballot carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolution(s) as set out in the Postal ballot Notice dated 28th April 2017.



Responsibility of the Management

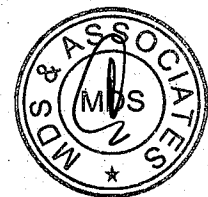
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution(s) as set out in the Postal ballot Notice dated 28th April 2017.

Responsibility as a Scrutinizer

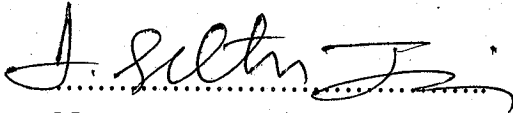
My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) as set out in the Postal ballot Notice dated 28th April 2017, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and of the Postal Ballot forms received up to 17:00 hours on Thursday, 8th June 2017.

Further in addition to the above, I submit my report as under:

- On 9th May 2017, the Company has, through its Registrar and Transfer agent viz. M/s. Link Intime India Private Limited, Coimbatore, completed the dispatch / sending of Postal ballot Notice dated 28th April 2017 and the Postal Ballot form along with prepaid postage business reply envelope by Indian Registered Post/e-mail to its shareholders whose names appeared on the Register of Members / List of Beneficiaries as on 5th May 2017.
- The shareholders of the Company holding shares as on the "cut-off" date of 5th May 2017 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 2 of the Postal ballot Notice.
- The voting period for remote e-voting commenced on Wednesday, 10th May 2017 at 09:00 Hours and ended on Thursday, 8th June 2017 at 17:00 Hours. The Postal Ballot forms received up to 17:00 Hours on Thursday, 8th June 2017 were considered for my scrutiny.



- I, as the Scrutinizer, unblocked the votes cast, on Thursday, 8th June 2017 at 18:30 Hours in the presence of Mr. A Selten Jayaraj (the undersigned as Witness No.1) and Mrs. I Roseline (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 - as amended.

Witness No.1

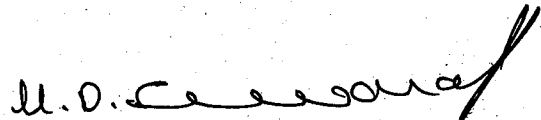
Name: Mr. A Selten Jayaraj

Witness No.2

Name: Mrs. I Roseline

- I have scrutinized the postal ballot papers and remote e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 - as amended.

I now hereby submit my Consolidated Report on the Result of the Postal ballot together with that of the remote e-voting in respect of the said Resolution(s), as under:



MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028

Resolution No: 1

Ordinary Resolution

Approval of Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited with Super Spinning Mills Limited by the public shareholders only

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Public Shareholders who Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	30	10,22,130	100.00
Postal Ballot Form	67	2,36,975	95.18
Total Voting	97	12,59,105	99.06

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Public Shareholders who Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Postal Ballot Form	1	12,000	4.82
Total Voting	1	12,000	0.94

INVALID VOTES

Mode of Voting	Number of Public Shareholders whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	3	1,350
Total Voting	3	1,350

- 13 promoter shareholders holding 2,26,05,684 equity shares and 1 public shareholder holding 20 equity shares abstained from voting on this resolution.



Resolution No: 2

Special Resolution

Approval for adoption of new set of Articles of Association

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	42	2,36,25,814	99.99
Postal Ballot Form	67	2,36,895	95.18
Total Voting	109	2,38,62,709	99.94

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	2,000	0.01
Postal Ballot Form	1	1,2000	4.82
Total Voting	2	14,000	0.06

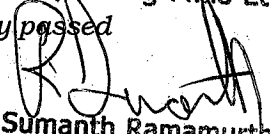
INVALID VOTES

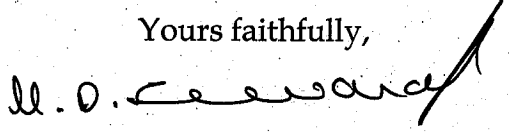
Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	3	1,350
Total Voting	3	1,350

- 1 shareholder holding 100 equity shares abstained from voting on this resolution

Yours faithfully,

Based on the Scrutinizer's Report For Super Spinning Mills Ltd
Resolution nos 1- 2 have been duly passed


Sumanth Ramamurthi
Executive Chairman
DIN: 00002773


MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
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