



# Super Spinning Mills Limited

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

10<sup>th</sup> June 2017

To

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Code:- SUPERSPIN	Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code:- 521180
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Dear Sir,

**Sub: Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Postal Ballot and Remote E-voting of the Company**

The Board of Directors had sought approval of the Shareholders of the Company by Postal Ballot and Remote E-voting pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 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 in respect of the Ordinary/Special Resolution(s) as set out in the Postal ballot Notice dated 28<sup>th</sup> April 2017 and all the resolutions in the Notice have been duly passed by the shareholders.

The Board of Directors had appointed M D Selvaraj, FCS Proprietor of M/s.MDS & Associates, Company Secretaries, Coimbatore, as "Scrutinizer" for conducting the Postal Ballot and Remote E-voting process. The Postal ballot and Remote E-voting was conducted between Wednesday, 10<sup>th</sup> May 2017 at 09:00 Hours and ended on Thursday, 8<sup>th</sup> June 2017 at 17:00 Hours and the results of Postal Ballot & Remote E-voting were declared on Saturday, 10<sup>th</sup> June 2017 at the Registered office of the Company.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results, in the required format, in respect of the Postal ballot & Remote E-voting of the Company.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Super Spinning Mills Ltd

*Ramaa K*  
 Ramaa Krishnakumar  
 Company Secretary

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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## Voting Results

<b>Date of the AGM / EGM</b>	N.A.
<b>Total number of shareholders on record date (5<sup>th</sup> May 2017)</b>	10076
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group:	N.A.
Public:	N.A.
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	N.A.
Public:	N.A.

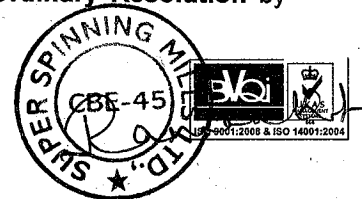
Item No. 1: Approval of Scheme of Amalgamation of Sara Elgi Arteriors Limited and Elgi Building Products Limited with Super Spinning Mills Limited by the public shareholders only								
Resolution required : (Ordinary/Special)						Ordinary Resolution by public shareholders		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	2,33,53,564	0	0.00%	0	0	0.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>2,33,53,564</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public Institutions	E-Voting	84,970	0	0.00%	0	0	0.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>84,970</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	3,15,61,466	10,22,130	3.24%	10,22,130	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		2,48,975	0.79%	2,36,975	12,000	95.18	4.82
	<b>Total</b>		<b>3,15,61,466</b>	<b>12,71,105</b>	<b>4.03%</b>	<b>12,59,105</b>	<b>12,000</b>	<b>99.06</b>
<b>Total</b>		<b>5,50,00,000</b>	<b>12,71,105</b>	<b>2.31%</b>	<b>12,59,105</b>	<b>12,000</b>	<b>99.06</b>	<b>0.94%</b>

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

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution** by public shareholders.

**RECOGNISED EXPORT - TRADING HOUSE**

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# Super Spinning Mills Limited

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

## Item No. 2: Approval for adoption of new set of Articles of Association

Resolution required : (Ordinary/Special)

**Special Resolution**

Whether promoter/promoter group are interested in the agenda/resolution

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	2,33,53,564	2,26,05,684	96.80%	2,26,05,684	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>2,33,53,564</b>	<b>2,26,05,684</b>	<b>96.80%</b>	<b>2,26,05,684</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting	84,970	0	0.00%	0	0	0.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>84,970</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	3,15,61,466	10,22,130	3.24%	10,20,130	2,000	99.80	0.20%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		2,48,895	0.79%	2,36,895	12,000	95.18%	4.82%
	<b>Total</b>		<b>3,15,61,466</b>	<b>12,71,025</b>	<b>4.03%</b>	<b>12,57,025</b>	<b>14,000</b>	<b>98.90%</b>
<b>Total</b>		<b>5,50,00,000</b>	<b>2,38,76,709</b>	<b>43.41%</b>	<b>2,38,62,709</b>	<b>14,000</b>	<b>99.94%</b>	<b>0.06%</b>

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

The above resolution was declared to have been passed with requisite majority as a **Special Resolution**.

Thanking You,

Yours faithfully,

For Super Spinning Mills Ltd

*Ramaa K*  
 Ramaa Krishnakumar  
 Company Secretary

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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: 9<sup>th</sup> 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 28<sup>th</sup> April 2017.



**Responsibility of the Management**

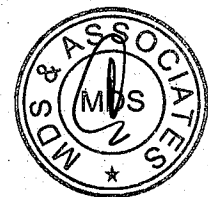
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution(s) as set out in the Postal ballot Notice dated 28<sup>th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

**Responsibility as a Scrutinizer**

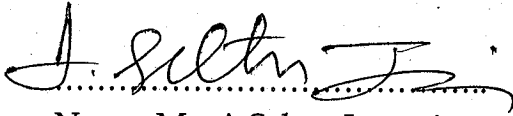
My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) as set out in the Postal ballot Notice dated 28<sup>th</sup> April 2017, based on the reports 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, 8<sup>th</sup> June 2017.

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

- On 9<sup>th</sup> 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 28<sup>th</sup> 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 5<sup>th</sup> May 2017.
- The shareholders of the Company holding shares as on the "cut-off" date of 5<sup>th</sup> 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, 10<sup>th</sup> May 2017 at 09:00 Hours and ended on Thursday, 8<sup>th</sup> June 2017 at 17:00 Hours. The Postal Ballot forms received up to 17:00 Hours on Thursday, 8<sup>th</sup> June 2017 were considered for my scrutiny.



- I, as the Scrutinizer, unblocked the votes cast, on Thursday, 8<sup>th</sup> 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**

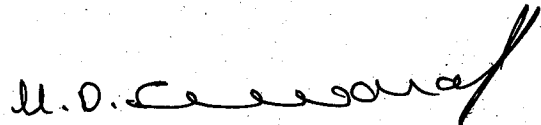
Name: Mr. A Selten Jayaraj

**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
<b>Total Voting</b>	<b>97</b>	<b>12,59,105</b>	<b>99.06</b>

**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
<b>Total Voting</b>	<b>1</b>	<b>12,000</b>	<b>0.94</b>

**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
<b>Total Voting</b>	<b>3</b>	<b>1,350</b>

- 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
<b>Total Voting</b>	<b>109</b>	<b>2,38,62,709</b>	<b>99.94</b>

**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
<b>Total Voting</b>	<b>2</b>	<b>14,000</b>	<b>0.06</b>

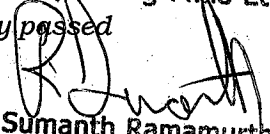
**INVALID VOTES**

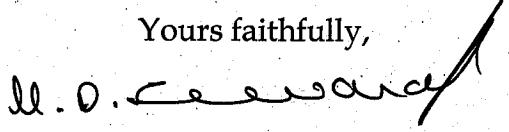
Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	3	1,350
<b>Total Voting</b>	<b>3</b>	<b>1,350</b>

- 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  
FCS - 960, CP - 411  
"SURYA" 35, MAYFLOWER AVENUE  
SOWRIPALAYAM ROAD, COIMBATORE - 641 028