



MDS & Associates
Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

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

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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)

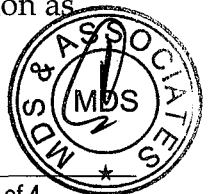
Date: 11th December 2018

To
The Chairman and Managing Director
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 Ordinary Resolution as set out in the Postal ballot Notice dated 27th October 2018.



Responsibility of the Management

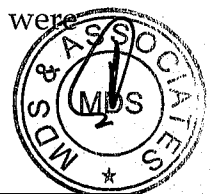
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution(s) as set out in the Postal ballot Notice dated 27th October 2018.

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 as set out in the Postal ballot Notice dated 27th October 2018, based on the reports generated from the e-voting system provided by the M/s. Link Intime India Private Limited ("LIPL"), the Authorised Agency engaged by the Company for providing remote e-voting facilities and of the Postal Ballot forms received up to 5:00 P:M on Monday, 10th December 2018.

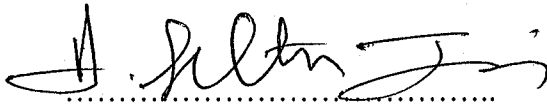
Further in addition to the above, I submit my report as under:

- The Company has on Saturday, 10th November 2018 (i) completed dispatch by Registered Post of the Postal ballot Notice and Ballot form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 2nd November 2018 and who had not registered their email ID with the Company / Depositories; (ii) sent electronic mail, of Postal Ballot Notice and ballot form to its names Members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 2nd November 2018, and who had registered their email ID with the Company / Depositories.
- The shareholders of the Company holding shares as on the "cut-off" date of Friday, 2nd November 2018 were entitled to vote on the proposed resolution as set out in Item No. 1 of the Postal ballot Notice.
- The Remote e-voting period remained open from Sunday, 11th November 2018 at 09:00 A:M to Monday, 10th December 2018, 5::00 P:M. During the period, the Members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 2nd November 2018 were entitled to vote on the resolution set out in the Notice of Postal Ballot.



- The Postal Ballot Forms received upto 5:00 P:M on Monday, 10th December 2018 were considered valid for scrutiny. The Postal Ballot Forms which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

- The e-voting module of M/s. Link Intime India Private Limited ("LI IPL") was disabled on Monday, 10th December 2018 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Monday, 10th December 2018 at 5:25 P:M in the presence of Mr. A Selten Jayaraj (the undersigned as Witness No.1) and Mrs.V.Daisy (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

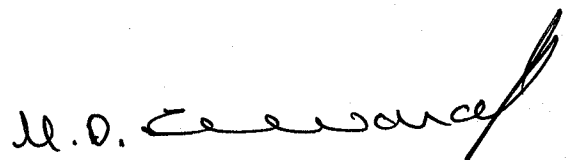
Name: Mr. A Selten Jayaraj

Witness No.2

Name: Mrs.V Daisy

- 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, 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**

SPECIAL BUSINESS

Resolution No: 1

Ordinary Resolution

Approval for Material Related Party Transaction with M/s. Elgi Electric and Industries Limited.

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	3	5,450	96.46
Postal Ballot Form	66	5,92,529	67.27
Total Voting	69	5,97,979	67.46

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	1	200	3.54
Postal Ballot Form	3	2,88,230	32.73
Total Voting	4	2,88,430	32.54

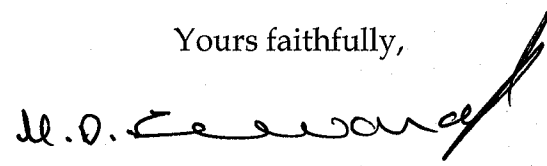
INVALID VOTES

Mode of Voting	Number of Public Shareholders whose votes were declared INVALID	Number of votes cast
E-voting	*4	2,55,830
Postal Ballot Form	7	8,600
Total Voting	11	2,64,430

*Note: Related parties have not voted on the resolution and votes cast by 4 related parties have been considered Invalid.

Yours faithfully,

Based on the Scrutinizer's Report Resolution No 1 has been passed with requisite majority and is effective from 10th December 2018



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 Prop : M.D.SELVARAJ M.Com, MBA,FCS,
 COMPANY SECRETARY IN PRACTICE
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 SOWRIPALAYAM ROAD,COIMBATORE - 641 028



Super Spinning Mills Limited

Regd. & Central Office : "Elgi Towers" P.B. 7113, Green Fields, 737-D, Puliakulam Road, Coimbatore - 641 045.
CIN : L17111TZ1962PLC001200



DECLARATION OF RESULTS OF THE VOTING ON RESOLUTIONS SET OUT IN THE POSTAL BALLOT NOTICE DATED 27TH OCTOBER 2018

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, consent of the Members of the Company was sought, for passing the Resolution set out in the Postal Ballot Notice dated 27th October 2018, by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolution together with the Statement setting out material facts concerning of the Resolution set out in the Notice was sent to all the Members and the Company had provided the Members, the facility to vote by postal ballot by submission of Postal Ballot Forms or through electronic means. The last date for receipt of Postal Ballot Form in postage pre-paid self-addressed envelope or voting through electronic means was Monday, December 10, 2018. The Board of Directors at their meeting held on 27th October 2018, had appointed Mr. M D Selvaraj, FCS Proprietor of M/s.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 and based on his report, it is hereby declared, that the one Ordinary Resolution set out in the Postal Ballot Notice dated 27th October 2018, have been duly passed by the Members of the Company with requisite majority. Report of Scrutinizer dated 11th December, 2018, is attached hereto.

The details of the voting results of the Resolution passed through Postal Ballot process including e-voting are given hereunder:



RECOGNISED EXPORT - TRADING HOUSE

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



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Regd. & Central Office : "Elgi Towers" P.B. 7113, Green Fields, 737-D, Pulliakulam Road, Coimbatore - 641 045.
CIN : L17111TZ1962PLC001200



ITEM NO. 1 – ORDINARY RESOLUTION

Approval for Material Related Party Transaction with M/s. Elgi Electric and Industries Limited.

Particulars	No. of Ballot Forms/E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	84	11,50,839	Not Applicable
(b) Less: Invalid Ballot Forms	11	2,64,430	Not Applicable
(c) Net Valid Ballot Forms / E-Votes	73	8,86,409	100.00%
- Assent	69	5,97,979	67.46%
- Dissent	4	2,88,430	32.54%

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

RESOLUTION

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for entering into contract(s) / arrangement(s) / transaction(s) with M/s. Elgi Electric and Industries Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for purchase, sale or supply of goods or materials and availing or rendering of services and other transactions for a period of 5 years with effect from 01.01.2019 up to a maximum aggregate value of Rs. 50 crores per annum, as briefly mentioned in the explanatory statement to this resolution.



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CIN : L17111TZ1962PLC001200



RESOLVED FURTHER that the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

For SUPER SPINNING MILLS LIMITED

Chairman & Managing Director

DIN: 00002773



Date: 12.12.2018

Place: Coimbatore

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