

**SARA ELGI**

**SUPER**



**Super Spinning Mills Limited**

**48<sup>th</sup> Annual Report  
2009 - 2010**

**SUPER**



## **Super Spinning Mills Limited**

**Chairman**

**Managing Director**

**Executive Director**

**Board of Directors**

**Chief Financial Officer**

**Company Secretary**

**Auditors**

**Bankers**

**Registrar and Share Transfer Agent**

**Registered & Central Office**

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**Mr Vidyaprakash D**

**Mr Sumanth Ramamurthi**

**Mr K R Seethapathy**

**Mr C S K Prabhu**

**Mr D Sarath Chandran**

**Mr Sudarsan Varadaraj**

**Mr B Vijayakumar**

**Mr Vijay Venkataswamy**

**Mr A S Thirumoorthy**

**Mr T V Thulsidass**

**M/s Reddy, Goud & Janardhan**

**Union Bank of India**

**State Bank of India**

**Citibank N A**

**Andhra Bank**

**IDBI Bank**

**ICICI Bank**

**Link Intime India Pvt Ltd**

**"SURYA" 35, Mayflower Avenue,  
Behind Senthil Nagar, Sowripalayam Road,  
Coimbatore-641028**

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**"ELGI TOWERS", PB 7113,**

**Green Fields**

**737-D, Puliakulam Road,**

**Coimbatore-641045 Tamil Nadu**

**Phone : (0422) 2311711, 4351711**

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**E-mail : super@ssh.saraelgi.com**

**Internet : www.superspining.com**

### **Mills**

**A Unit : Kirikera, Andhra Pradesh**

**B Unit : Kotnur, Andhra Pradesh**

**C Unit : D-Gudalur, Tamilnadu**

**D Unit : Udumalpet, Tamilnadu**

**Super Sara : Beerapalli, Andhra Pradesh**

**Garment Unit : New Tirupur & Thekkalur,  
Tamilnadu**

**SUPER**

## Notice to the Members

Notice is hereby given that the 48<sup>th</sup> Annual General Meeting of the Company will be held on Monday, the 13<sup>th</sup> September, 2010 at 3.30 PM at Andra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore - 641 018, to transact the following business :

### Ordinary Business

- To receive, consider and adopt the following :
  - The audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2010.
  - The audited Balance sheet as at 31<sup>st</sup> March, 2010 and
  - The reports of the Directors and the Auditors.
- To appoint a Director in the place of Mr Sudarsan Varadaraj, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in the place of Mr Vijay Venkataswamy, who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Auditors and to fix their remuneration.

For and on behalf of the Board

Coimbatore  
29<sup>th</sup> May, 2010

**Vidyaprakash D**  
Chairman

### Notes

- Every member entitled to attend and vote at the meeting is entitled to appoint a proxy. Such a proxy need not be a member of the company.
- Instrument appointing a proxy should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

- Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
- The register of members and share transfer books of the company will remain closed from 07.09.2010 to 13.09.2010 (both days inclusive).
- The brief profile and other information in respect of Non-Executive Directors seeking re-appointment are furnished in the Notice.
- The company has transferred the unclaimed dividend to the General Revenue Account of the Central Government for and up to the financial year 1994-95. The concerned members may therefore submit their claims to the Registrar of Companies Tamilnadu, Coimbatore, Stock Exchange Building, Singanallur, Coimbatore – 641 005.
- The company has transferred the amount of unclaimed dividends paid from 1995-96 to 2002-03 to the Investors Education and Protection Fund of the Central Government as required under Sections 205A and 205C of the Companies Act, 1956.
- As per the amended provisions of the Companies Act, 1956 dividend remaining unclaimed for a period of 7 years has to be transferred to the Investors Education and Protection Fund established by the Government. Any claim relating to the unclaimed dividend for the financial years from 31.03.2004 to 31.03.2008 should be made at the earliest to the company. Once the unclaimed dividends are transferred to the Investors Education and Protection Fund, the shareholders cannot claim the dividend thereafter from the company.
- The members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and share transfer agent of the company M/s Link Intime India Pvt Ltd.

## Directors' Report & Management Discussion and Analysis

### To the Members,

Your Directors present the 48<sup>th</sup> Annual report together with the audited statement of accounts for the financial year ended 31<sup>st</sup> March 2010.

	Rs. Lakhs	
<b>FINANCIAL RESULTS</b>	<b>31.03.2010</b>	<b>31.03.2009</b>
Sales	<b>38538</b>	36645
Total Income	<b>36811</b>	36749
Earnings before Interest, Depreciation & Tax	<b>4334</b>	1771
Less : Interest	<b>2158</b>	2810
Earnings before Depreciation & Tax	<b>2175</b>	(1039)
Less : Depreciation	<b>2352</b>	2607
Profit before tax	<b>(177)</b>	(3646)
Less : Provision for taxation	<b>2</b>	2
Less : Deferred tax	<b>(305)</b>	(1013)
Less : Fringe benefit tax	<b>–</b>	22
Profit after tax	<b>126</b>	(2656)
Less : Prior year expenses	<b>1</b>	8
Less : Taxes relating to earlier Years	<b>93</b>	78
Net Profit / (Loss)	<b>32</b>	(2742)
Appropriations		
Proposed Dividend	<b>–</b>	–
Tax on Dividend	<b>–</b>	–
General	<b>–</b>	–
Balance carried forward	<b>(1551)</b>	(1582)

### Dividend

Your Directors have not recommended any dividend for the financial year 2009-10 due to inadequacy of profits.

### MANAGEMENT DISCUSSION AND ANALYSIS

#### Industry Conditions and Review of Operations

The Indian textile and clothing industry witnessed noticeable improvement in fortunes during the course of the year on sustained demand for cotton yarn and fabric. The severity of the slowdown in the global economy was largely mitigated by the timely actions of Governments and Central Banks across the world. In India supportive policy measures yielded positive results and the apprehensions of a protracted global recession, which was at a peak when the year began, gradually gave way to renewed optimism.

Cotton production during the year was maintained at the previous year's levels but higher exports of cotton caused an increase in domestic prices and the impact of the same was felt on the results of your company also. Interest cost, issues relating to non-availability of quality manpower and power shortage continued to adversely affect the company's operations, causing erosion in margins.

During the year under review your company was able to effect a turnaround in performance through dedicated efforts aimed at improving operational efficiency, quality enhancement, focus on optimal productmix and effective cost saving practices, all of which resulted in improved sales and return to profitability. The remunerative prices and good demand for yarn for the most part of the year helped the company overcome the escalation in cost



of raw material to a certain extent. Although the domestic demand was good, exports are yet to reach the levels attained before the global economic crisis. The domestic consumption driven growth in India is a positive development holding much promise for the future of the Indian economy and industry.

#### Company outlook

The demand for cotton yarn and fabric is expected to be robust in the forthcoming year also and your company intends to capitalize on this opportunity by fully harnessing the operational efficiencies and brand equity built up over the years. Raw material prices continue to rule at high levels and measures taken by the government to lower prices of cotton have yet to achieve the desired result. With a normal monsoon forecast, the prospects of a good cotton crop in India in the ensuing season are bright and anticipated production increases in other cotton producing countries offers hope for some moderation in cotton prices.

In the ensuing year, the Company expects to benefit from the restructuring of operations initiated in the past. The future prospects of the Company are encouraging in view of the sustained demand for yarn and fabric. The improvement in economic conditions in India, increasing domestic consumption and the revival in exports to the major developed economies offer further encouragement.

#### Opportunities, Risks and Concerns

The strength and resilience of the Indian economy during the economic slowdown and the subsequent recovery holds out great promise for sustained future growth. Increase in domestic per capita consumption of clothing, on account of higher disposable income, is positive for the prospects of the textile sector as a whole. Cost saving and efficient operational practices instituted during the recessionary phase shall continue to positively impact growth and profits in future.

Power shortage and non-availability of labour are major concerns, which could lead to escalation in cost of production. The removal of export benefits for cotton yarn by the government along with a further strengthening of the Indian rupee against other major currencies could adversely impact the competitiveness of textile exports.

#### Subsidiary

During the year, the Company, with a view to nurture profitable business segments outside the traditional area of Textiles, invested a sum of Rs.145 Lakhs to acquire 96.67% of the paid up equity share capital of M/s Sara Elgi Arteriors Limited, comprised of 14.5 Lakhs fully paid up equity shares of face value Rs.10 each. Sara Elgi Arteriors Limited is an unlisted Public Company engaged in the manufacture of environment friendly PVC doors and windows offering superior noise protection benefits and greater architectural harmony. These are in good demand in the construction industry and the company has high potential for future growth. As a result of this investment, Sara Elgi Arteriors Limited has become a non-material unlisted Indian subsidiary of the Company in terms of the Companies Act, 1956 and the Listing Agreement.

The Statement as required under Section 212 of the Companies Act, 1956, in respect of the Subsidiary of the Company is annexed and forms an integral part of this Report. The Audited Balance Sheet, Profit and Loss Account and other documents in respect of the subsidiary as at March 31, 2010 have been attached to the Balance sheet of the Company.

#### Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiary prepared in accordance with the Accounting Standard (AS – 21) prescribed by the Institute of Chartered Accountants of India are attached and form part of the Annual Report and Accounts.

#### Directors

Mr Sudarsan Varadaraj, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr Vijay Venkataswamy, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The particulars of the Directors proposed to be appointed or re-appointed are given in the Corporate Governance Report of this Annual Report.

#### Internal Control System

The Company has an effective Internal control system that is commensurate to the size and nature of its business and ensures timely and accurate financial reporting in accordance with applicable accounting standards; compliance with applicable laws, management policies, listing agreements and regulations; optimum utilization, timely maintenance and safety of assets, and an effective management information system based on the SAP – ERP system, the efficacy of which is constantly reviewed and improved to ensure reliability of the processes. The Internal Auditor appointed by the Board conducts regular audit of the internal control systems and reports to the Audit Committee of the Board of Directors, which periodically reviews the performance and adequacy of internal control systems and tracks compliance status of Audit observations.

#### Recognition and Reward

Your Directors are glad to inform that Super B unit of the company has received Excellence Award-2009 from Innovative Quality Circle National level competition and Excellence Award-2009 from State level Quality Circle competition.

#### Foreign Exchange earnings

Total Foreign exchange earned and used :

Earned :	Rs.10365.88 Lakhs
Used :	Rs. 1916.62 Lakhs

#### Fixed Deposits

During the year the Company did not accept or renew any Fixed Deposits and no Fixed Deposits remained unclaimed with the Company as on 31<sup>st</sup> March 2010.

#### Auditors

M/s. Reddy, Goud & Janardhan, the auditors of the Company retire at the ensuing Annual General Meeting and have given their consent for re-appointment.

#### Personnel Relations

Staff and Labour relations during the year at all units of the company continued to be cordial.

#### Statutory Information

A statement showing particulars of technology absorption under Section 217(1) (e) of the Companies Act, 1956 and a report on corporate governance are enclosed and form part of this report. As regards, information pursuant to Section 217(2A) of the Companies Act, 1956, there are no employees covered by the said provisions.




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**Directors Responsibility Statement u/s. 217 (2AA)**

Your Directors have taken necessary steps to ensure that :

- i. All applicable accounting standards have been followed in the preparation of annual accounts.
- ii. All the necessary accounting policies have been adhered to and all necessary adjustments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at the end of financial year and of the profit of the company for the period.
- iii. Proper and significant care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The annual accounts have been prepared on a going concern basis.

**Acknowledgement**

Your Directors wish to thank the Company's Bankers, Financial Institutions, Customers and Suppliers for their unstinted support and co-operation.

Your Directors wish to place on record their appreciation of the confidence reposed by the shareholders in the Company at all times.

The Board of Directors also wishes to thank the employees at all levels for their excellent support and contribution made by them.

For and on behalf of the Board

Coimbatore  
29<sup>th</sup> May, 2010

**Vidyaprakash D**  
Chairman

**Annexure to the Directors Report and Management discussion and Analysis**
**A. Conservation of Energy**

Monitoring of Air Leakage and Air pressure by arresting leakages in Air distribution lines from preparatory machineries to Autoconers by 'energy conservation cells' established in each mill, helped the company effect significant savings in energy consumption. Provision of suitable starter connections to the high-energy consumption motors helped conserve energy depending upon the load of the machines. Extension of improved humidification system in the plant houses yielded better savings in Plant house power consumption.

**B. Research and Development**

Research and Development activities are currently focused on modified carding system for effective carding process. Investigations have shown improved results. The degree of commercial advantage obtainable is being studied.

**C. Technology Absorption, Adaptation and Innovation**

The effectiveness of using Auto doffing in ring frames towards minimization of doffing team continues to be analyzed.

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**FORM - A – CONSERVATION OF ENERGY ( CONSOLIDATED FOR ALL SPINNING UNITS )  
AS PRESCRIBED IN FORM A**

<b>A. Power &amp; Fuel Consumption</b>	<b>31.03.2010</b>	<b>31.03.2009</b>
1. Electricity		
(a) Purchased		
Units in Lakhs	<b>955.0</b>	964.1
Total amount in Rs. Lakhs	<b>2987.2</b>	2883.1
Rate per unit in Rs.	<b>3.1</b>	3.0
(b) Own generation		
(i) Through Diesel Generator		
Units in Lakhs	<b>37.8</b>	6.6
Units per litre of diesel oil	<b>3.3</b>	3.3
Total amount in Rs. Lakhs	<b>409.0</b>	73.7
Cost per unit in Rs.	<b>10.8</b>	11.3
(ii) Through Windmill generation		
Units in Lakhs	<b>66.9</b>	62.4
Total amount in Rs. Lakhs	<b>180.6</b>	168.4
Rate per unit in Rs.	<b>2.7</b>	2.7
2. Other fuels are not used		
<b>B. Consumption per unit of production</b>		
(Production of various counts has been converted to the standard count of 40s)		
Electricity (in units) per kg.	<b>5.9</b>	5.2

**Annexure to the Directors' Report showing the Particulars of Employees pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956.**

<b>Sl. No.</b>	<b>Name</b>	<b>Age</b>	<b>Qualification &amp; experience (years)</b>	<b>Designation</b>	<b>Nature of duties</b>	<b>Gross remuneration (Rs.)</b>	<b>Date of commencement of Employment</b>	<b>Previous Employment</b>
1.	Mr Sumanth Ramamurthi	50	BS ELECL ENGG (19)	Managing Director	Management of the Company	2,724,000	01.04.1992	Festo Elgi Pvt Ltd., Coimbatore
2.	Mr K R Seethapathy	54	B.SC., MBA (29)	Executive Director	Managing the Operations	2,493,000	16.03.1981	Jothi Mills Coimbatore

- Note :
1. Managing Director and Executive Director are appointed for a period of 3 years at a time.
  2. Gross remuneration includes Salary, Allowances, Company's contribution to Provident and Superannuation Funds and expenditure incurred by the Company for other facilities.
  3. Mr Vidyaprakash D is related to Mr Sumanth Ramamurthi.



## Report on Corporate Governance

### Company's philosophy on code of governance

The company's philosophy on Corporate Governance finds expression in a self governing model of voluntary adherence of all statutory rules and regulations, timely disclosures, transparent accounting policies and practices, maintenance of the highest degree of integrity and ethical conduct towards all the stakeholders, viz., shareholders, employees, financial institutions, suppliers and business partners.

### Board of Directors - Composition, Category and Attendance

The Board comprises of Eight Directors including three Executives and five Non-Executive Independent Directors. During the year 2009-10, five Board Meetings were held on 27.05.2009, 28.07.2009, 29.10.2009, 25.12.2009 and 25.01.2010.

Name	Category	No. of other companies in which he is a Director #	Committee in which he is a Member / Chairman*	No. of Board Meetings attended	Whether attended the AGM held on 23.09.2009
Mr Vidyaprakash D Chairman	Promoter's Relative and Executive	3	Nil/Nil	5	Y
Mr Sumanth Ramamurthi Managing Director	Promoter and Executive	12	1/Nil	5	Y
Mr K R Seethapathy Executive Director	Non-promoter and Executive	6	Nil/Nil	5	Y
Mr C S K Prabhu	Independent and Non-Executive	3	4/3	5	Y
Mr D Sarath Chandran	Independent and Non-Executive	6	2/Nil	5	N
Mr Sudarsan Varadaraj	Independent and Non-Executive	7	3/Nil	4	N
Mr B Vijayakumar	Independent and Non-Executive	10	2/Nil	5	Y
Mr Vijay Venkataswamy	Independent and Non-Executive	4	Nil/1	4	Y

# Excluding Directorships in Private and Foreign Companies

\* Excluding membership in Administrative Committees.

### Relationship of Directors inter-se

Director	Related Director(s)	Relationship inter-se
Mr Sumanth Ramamurthi	Mr Vidyaprakash D	Sister's Husband

**A brief resume in respect of the proposed appointment and re-appointment of Directors is given below in terms of Clause 49 of the Listing Agreement.**

**Profile of the retiring Directors**

**1. Mr Sudarsan Varadaraj**, who is 52 years old, holds B E (Hons) and M S (M E) degrees. He is a leading industrialist having vast experience in the fields of Automobile and Rubber Industries for the past three decades. He is one of the promoters of the Elgi Group of Companies. Currently he is the Chairman and Managing Director of M/s Treadsdirect Limited and Managing Director of M/s Elgi Rubber Company Limited, companies which operate transnationally through subsidiaries. He has rich experience in the formation, development and management of companies in various countries and has travelled widely for the purposes of business development.

**His other Directorships includes;**

Elgi Equipments Limited  
Elgi Aviation Tyres Limited  
Elgi Ultra Industries Limited  
K L R F Limited  
LRG Technologies Limited

**Details of shares held** : 72810 Equity shares of Re.1/- each.

**Committee position in other Public Companies**

Name of the company	Name of the committee	Position held
Elgi Rubber Company Limited	Investors' Grievance Committee	Member
Treadsdirect Limited	Investors' Grievance Committee	Member
KLRF Limited	Audit Committee	Member

**2. Mr Vijay Venkataswamy**, who is 62 years old, holds a Masters Degree in Business Administration. He has more than four decades of experience in the Textile Industry and is presently the Managing Director of M/s Vantex Ltd. He has traveled across the world on business development and as a member of various delegations. He is a distinguished former President of the South India Mills Association (SIMA) and presently serves on the committees of the Confederation of Indian Textile Industry and the Textile Export Promotion Council.

**His other Directorships includes;**

Coimbatore Pioneer Fertilizers Limited  
Precot Meridian Limited  
Super Sara Textiles Limited

**Details of shares held** : 5000 Equity shares of Re.1/- each.

**Committee position in other Public Companies**

Name of the company	Name of the committee	Position held
Precot Meridian Limited	Audit Committee	Chairman

**Committees of the Board**

**Audit Committee**

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956, and the Guidelines set out in the Listing Agreement with the Stock Exchanges. The terms of reference, interalia, include-

- Overseeing financial reporting processes.
- Reviewing periodic financial results, financial statements and adequacy of internal control systems.
- Discussion with the Auditors about the scope of audit including their observations.
- Approving internal audit plans, reviewing the functions and periodic audit reports.

The Company's Audit Committee consists of four Independent Directors, chaired by Mr C S K Prabhu. Meetings of the committee were held on 23.05.2009, 25.07.2009, 27.10.2009 and 20.01.2010.

Name of the Member	No. of Meetings Attended
Mr C S K Prabhu	4
Mr Sudarsan Varadaraj	2
Mr B Vijayakumar	4
Mr Vijay Venkataswamy	4

**Remuneration Committee**

Terms of reference of the Remuneration Committee include :

- Recommendation for fixation and periodic revision of compensation of the Managing Director and Executive Directors to the Board for approval and
- Review the sitting fees payable to the Directors.

The Company's Remuneration Committee consists of four Independent Directors, viz., Mr C S K Prabhu, Mr Sudarsan Varadaraj, Mr B Vijayakumar and Mr Vijay Venkataswamy and is Chaired by Mr C S K Prabhu.





No meeting of the Remuneration Committee of the Board was held during the year.

#### Remuneration of Directors

Remuneration of the whole-time Directors are decided by the Board based on the recommendations and approval of the Remuneration Committee as per the remuneration policy of the company, within the ceiling fixed by the shareholders. Remuneration of the whole-time Directors for the year ended 2009-10 is as follows.

**Rs. Lakhs**

Mr Vidyaprakash D, Chairman	- 19.05
Mr Sumanth Ramamurthi, Managing Director	- 27.24
Mr K R Seethapathy, Executive Director	- 24.93

#### Remuneration to Non-Executive Directors

Non-Executive Directors are paid sitting fees for attending each Board and Committee Meetings. The sitting fees paid to each such Director was Rs.10000/- for each Board Meeting and Audit Committee Meeting and Rs.1000/- each for Remuneration Committee Meeting and Shareholders Committee Meeting. The company does not have any stock option scheme for the Directors and the Employees at present

Non-Executive Directors	Sitting Fees Rs.
Mr C S K Prabhu	102000
Mr Vijay Venkataswamy	80000
Mr D Sarath Chandran	61000
Mr Sudarsan Varadaraj	60000
Mr B Vijayakumar	90000

#### Shareholders' Committee

The shareholders' committee consists of Four Directors. During the year 2009-10, twelve meetings were held. The dates of the committee meetings and details of members attendance are as follows:

21 May, 11 June, 7 July, 5 September, 11 November, 22 December 2009, 08 & 25 January, 8 & 26 February, 23 & 31 March 2010.

Name of the Member	No. of Meetings Attended
Mr Vidyaprakash D	12
Mr Sumanth Ramamurthi	12
Mr D Sarath Chandran	11
Mr C S K Prabhu	12
Compliance Officer	12

#### Investor grievance redressal

During the year the company had received four complaints from the shareholders and the same have been redressed to the satisfaction of the shareholders. There were no complaints pending unresolved during the year ended 31.03.2010.

#### Details of the shareholding of Non-Executive Directors as on 31.03.2010

Name of the Director	No. of shares held
Mr C S K Prabhu	5000
Mr D Sarath Chandran (SHUF)	6500
Mr D Sarath Chandran (I)	5210
Mr Vijay Venkataswamy	5000
Mr Sudarsan Varadaraj	72810
Mr B Vijayakumar	6670

#### General Body Meetings

##### Details of Annual General Meetings held in last three years

Year	Location	Date	Time	Special Resolutions passed in the AGM's
2007	Ardra Convention Centre Kaanchan, No.9, North Huzur Road Coimbatore-641 018	23.08.2007	4.00 PM	Nil
2008	Ardra Convention Centre Kaanchan, No.9, North Huzur Road Coimbatore-641 018	24.09.2008	3.00 PM	<ul style="list-style-type: none"> <li>Revision in the remuneration of the Executive Director.</li> <li>Appointment of Executive Chairman.</li> <li>Re-appointment of Managing Director.</li> <li>Re-appointment of Executive Director.</li> <li>De-listing of shares from Coimbatore Stock Exchange Ltd., and Madras Stock Exchange Ltd.</li> </ul>
2009	Ardra Convention Centre Kaanchan, No.9, North Huzur Road Coimbatore-641 018	23.09.2009	3.00 PM	Nil

## **Disclosure**

### **(A) Related Party Transactions**

There were no materially significant related party transactions i.e., transactions of the company of material nature, with its promoters, directors or the management, their subsidiaries, relatives etc., that may have potential conflict with the interests of the company at large. The related party transactions are duly disclosed in the notes to the accounts.

### **(B) Compliances by the Company**

- i) There were no cases of non-compliance by the company. Penalties or strictures imposed by stock exchanges or SEBI or any other statutory authorities on any matter related to capital markets, during the last three years.
- ii) No treatment different from the accounting standards prescribed by the Institute of Chartered Accountants of India has been followed in the preparation of financial statements.
- iii) The company has complied with the mandatory requirements of Clause 49 of the Listing Agreement
- iv) The company has at present adopted the non-mandatory requirement with regard to constitution of Remuneration Committee, which has been constituted to determine the remuneration of the whole-time Directors (including Chairman/Managing Director/Executive Director).
- v) The company has not adopted any whistle blower policy at present. However, there is no restriction on any personnel to approach the management or the Audit Committee on any issue.

### **(C) Shareholders Rights**

The quarterly financial results are published in the newspapers and displayed on website of the company. The results are not separately circulated to the shareholders.

### **Means of Communication**

The company regularly intimates un-audited as well as the audited financial results to the Stock Exchanges immediately after the same are taken on record by the Board. The Financial results are published in MALAI MALAR and FINANCIAL EXPRESS and displayed on the website of the company [www.superspinning.com](http://www.superspinning.com), and posted on the Electronic Data Information Filing and Retrieval at [www.sebidifar.nic.in](http://www.sebidifar.nic.in) through EDIFAR.

### **General Information to Share Holders**

#### **Annual General Meeting**

Date : 13.09.2010

Time : 3.30 PM

Place : Ardra Convention Centre, ``Kaanchan'', No.9, North Huzur Road, Coimbatore-641 018

Date of Book Closure : From 07.09.2010 to 13.09.2010 (Both days Inclusive)

#### **Financial Calendar**

Financial Year : Previous : 1st April 2009 to 31st March 2010

Current : 1st April 2010 to 31st March 2011

### **Listing on Stock Exchanges**

The Equity shares of the company are listed on The Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Coimbatore Stock Exchange Limited. The company confirms that it has paid annual listing fees to "The Bombay Stock Exchange Limited and National Stock Exchange of India Limited" for the year 2010-2011. Necessary applications have already been made in connection with the de-listing of shares of the company from Coimbatore Stock Exchange Limited and Madras Stock Exchange Limited approved at the Annual General Meeting held on 24.09.2008. The shares of the company has been de-listed from Madras Stock Exchange Limited effective from 07.01.2010 while the Coimbatore Stock Exchange Limited have indicated their inability to presently give effect to the de-listing request due to pending dispute involving the exchange and its members.