

**SARA ELGI**

**SUPER**



# **Super Spinning Mills Limited**

**53rd Annual Report  
2014-15**

**SUPER**



# Super Spinning Mills Limited

CIN: L17111TZ1962PLC001200

## Corporate Information

**Executive Chairman**

**Managing Director**

**Board of Directors**

**Chief Financial Officer**

**Company Secretary**

**Auditors**

**Secretarial Auditor**

**Bankers**

**Registrar and Share Transfer Agent**

**Registered Office**

Mr. Sumanth Ramamurthi

Mr. A S Thirumoorthy

Mr. D Sarath Chandran

Mr. Vijay Venkataswamy

Mr. C S K Prabhu

Mr. B Vijayakumar

Mr. Sudarsan Varadaraj

Mr. C G Kumar

Mrs. Suguna Ravichandran

Mr. N Hemanand

Mr. R Srikanth

M/s. Reddy, Goud & Janardhan

M D Selvaraj, MDS & Associates

Union Bank of India

State Bank of India

IDBI Bank

Andhra Bank

ICICI Bank

State Bank Of Hyderabad

Link Intime India Pvt. Ltd

“SURYA”, 35, Mayflower Avenue

Behind Senthil Nagar

Sowripalayam Road

Coimbatore – 641 028

Tel : (0422) 2314792

Fax : (0422) 2314792

E-mail : coimbatore@linkintime.co.in

“ELGI TOWERS”, PB 7113

Green Fields, 737-D

Puliakulam Road

Coimbatore – 641 045

Tamil Nadu

Tel : (0422) 2311711

Fax : (0422) 2311611

E-mail : investors@ssh.saraelgi.com

Internet : www.superspinning.com

### **Mills Location**

A Unit : Kirikera, Andhra Pradesh

B Unit : Kotnur, Andhra Pradesh

C Unit : D-Gudalur, Tamil Nadu

Super Sara : Beerapalli, Andhra Pradesh

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## Notice to the Members

Notice is hereby given that the **53rd Annual General Meeting** of the Company will be held on **Monday, the 14th September 2015 at 3.30 P.M** at Ardra Convention Centre, "Kaanchan", No.9, North Huzur Road, Coimbatore - 641 018, to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the audited financial statements including Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Sumanth Ramamurthi (DIN 00002773), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regard to pass the following resolution as an **Ordinary Resolution**:

**Resolved that** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s. Reddy, Goud & Janardhan (Firm Registration No. 003254S) Chartered Accountants, Bangalore be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

### Special Business

4. To ratify the remuneration payable to the Cost Auditors and in this regard to pass the following resolution as an **Ordinary Resolution**:

**Resolved that** pursuant to the Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. S Mahadevan & Co., (Firm Registration No.000007), Cost Accountants, appointed as Cost Auditors of the Company by the Board of Directors amounting to Rs.1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit of Cost Records of the Company for the financial year 2015-16 be and is hereby ratified.

**Resolved further** that the Board of Directors of the company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Coimbatore  
27th May, 2015

By order of the Board  
**Sumanth Ramamurthi**  
Executive Chairman  
DIN : 00002773

### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
**THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**  
**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Pursuant to Section 102 of the Companies Act, 2013 the statement setting out material facts and reasons for the proposed special business set out in item no. 4 above, is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the company will



remain closed from **8th September 2015** to **14th September 2015** (both days inclusive).

6. Details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Director seeking re-appointment at the Annual General Meeting are furnished and forms integral part of the Notice. The Director have furnished the requisite consents/declarations for their re-appointment.
7. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.
8. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
9. The Company has transferred the amount of unclaimed dividends paid from 1995-96 to 2006-07 to the Investors Education and Protection Fund of the Central Government as required under Sections 205A and 205C of the Companies Act, 1956.
10. Pursuant to the provisions of Section 205 A(5) 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 (IEPF) established by the Central Government in accordance with the provisions of Section 205 C of the Act. Any claim relating to the unclaimed dividend declared on 24th September 2008 for the financial year 2007-08, is due to transfer to IEPF on 28th October 2015. Members who have not encashed their dividend pertaining to the year 2007-08 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.
11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
12. 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.
13. Copies of the Annual Report 2014-15, the Notice of the 53rd Annual General Meeting of the Company and instructions for e-voting along with the Attendance Slip and Proxy Form are being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 are being sent through permitted mode.
14. Members may also note that the Notice of the 53rd Annual General Meeting and the Annual Report 2014-15 will be available on the Company's website [www.superspinning.com](http://www.superspinning.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours.
15. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.
16. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company or to M/s Link Intime India Pvt Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
- 17. Voting through electronic means:**
  1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide members facility to exercise their right to vote at the

53rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

2. The facility for voting, either through electronic voting system or polling paper, shall also be made available at the meeting and the members attending the meeting who have not already cast their votes by remote e-voting may exercise their vote through polling paper at the meeting.
3. The members who have cast their votes by remote e-voting, may also attend the meeting but shall not be entitled to cast their vote again.

**The instructions for members voting electronically are as under:-**

- i) The voting period begins on **Friday, 11th September 2015 at 9.00 A.M** and ends on **Sunday, 13th September 2015 at 5.00 P.M.** During this period shareholders' of the Company holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 7th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii) Click on Shareholders
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they



are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN of "Super Spinning Mills Limited".
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for non-individual shareholders and custodians
  - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ's") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 7th September 2015.
5. Mr M D Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. The Results shall be declared within 3 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizers Report shall be placed on the Company's website [www.superspinning.com](http://www.superspinning.com) and on the website of CDSL within three (3) days of the passing of the resolution at the Annual General Meeting of the Company and communicated to the Stock Exchanges where the Company's shares are listed.



## Statement pursuant to Section 102 of the Companies Act, 2013:

### Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the company for the financial year 2015-16.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors has to be ratified by the shareholders of the company.

Accordingly, the consent of the members is sought for passing an ordinary resolution as set out at item no. 4 of the notice, for ratification of the remuneration payable to the cost auditor for the financial year 2015-16.

None of the Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, in the resolution set out at item no. 4.

By Order of the Board

**Sumanth Ramamurthi**

Executive Chairman

DIN : 00002773

Coimbatore  
27<sup>th</sup> May 2015

## Details of Director seeking re-appointment (in pursuance of clause 49(VIII)(E) of the Listing Agreement:

The information relating to the directors proposed to be appointed is given hereunder.

Name	Mr. Sumanth Ramamurthi
DIN	00002773
Age	55 Years
Qualification	B.S – Electrical Engineering
Expertise	More than three decades of experience in the fields of Textile and Engineering Industry
Number of Shares Held	8773860
Director of the Company Since	22.02.1992
Relationship with other Directors	NIL
Directorships Held	Kakatiya Textiles Ltd Precot Meridian Ltd Elgi Electric And Industries Ltd Elgi Ultra Industries Ltd Sara Elgi Industries Ltd Super Farm Products Private Ltd Elgi Building Products Ltd Super Sara Textiles Ltd Sara Elgi Arteriors Ltd
Member of Committees	<b>Stakeholders Relationship Committee</b> Kakatiya Textiles Ltd <b>Audit Committee</b> Elgi Building Products Ltd



## Directors' Report

### Dear Shareholders,

Your Directors are pleased to present the 53rd Annual Report of the Company along with audited financial statements for the year ended 31st March, 2015.

### Financial Highlights:

The summary of the financial performance of the Company for the year ended 31st March 2015 is as follows. (₹ lakhs)

Particulars	31.03.2015	31.03.2014
Revenue from operations	<b>44,050</b>	52,120
Total Revenue	<b>44,635</b>	52,623
Earnings before Finance cost, Depreciation & Tax	<b>1,626</b>	4,373
Less: Finance cost	<b>2,304</b>	2,380
Earnings before Depreciation & Tax	<b>(678)</b>	1,993
Less: Depreciation & Amortisation	<b>1,037</b>	1,511
Profit before Tax	<b>(1,715)</b>	482
Less: Current & Deferred Tax	<b>(541)</b>	150
Less: Adjustment for earlier years	<b>-</b>	-
Profit after tax	<b>(1,174)</b>	332
Add: Balance brought forward	<b>(3,369)</b>	(3,701)
Profit available for appropriations and carry forward	<b>(4,543)</b>	(3,369)

## MANAGEMENT DISCUSSION AND ANALYSIS

### Industry Conditions and Review of Operations

The cotton textile industry in India had to contend with major challenges during the year. Yarn prices remained depressed on lower demand in both the export as well as the domestic markets even though the cotton prices were lower compared to earlier years. The policy changes by Chinese Government on usage of their cotton reserves and reduction of import of cotton made a major impact on cotton yarn exports and hence on the yarn price. Though, the policy of stocking by Cotton Corporation of India to support Indian farmers to realize Minimum Support prices fixed by Government had arrested significant decline in cotton prices, cotton yarn exports from India were not competitive due to lower cotton prices internationally. Excess capacities and

significant erosion in margins due to severe competition have had a negative impact on the profitability of the industry.

Consequently, the operations of your company also came under severe strain during the year under review resulting in lower sales and losses. Sale of yarn and price realization in both the domestic and export markets have been lower this year by nearly 10% on account of poor demand for yarn and fabrics.

### Company Outlook

During the current year the cotton production in India is expected to decline by around 5% due to decline in cotton prices as farmers may shift to alternate crops. Though the cotton availability in India is expected to remain comfortable and further improve from that of previous year 2014-15 with higher carry forward stock and decline in export of cotton to China, there will be an impact on quantity and quality cotton being produced in current cotton year due to anticipation of a below normal monsoon. The cotton prices are expected to be subdued since Chinese Government is planning to dilute their stock reserves and decline in manmade fibre prices due to lower crude oil prices internationally. The policy of stocking by Cotton Corporation of India will continue to have an impact on cotton prices and competitiveness of cotton yarn exports from India.

The target of new Government to improve the industry production and GDP to 8% may improve the cotton yarn demand in the second half of current year. Lower crude oil prices and initiatives by RBI to reduce the lending rates due to significant decline in inflation rates will improve the economic condition of the country. Measures are being taken to save costs and rationalize operations, which are likely to yield positive results.

### Opportunities, Risks and Concerns

The formation of a stable government at the centre is expected to boost consumer confidence, which will in turn improve demand for textile products. However, competition from other exporting countries with lower cotton cost and significant strengthening of the Indian Rupee against the US Dollar may affect the profitability. Lack of availability of quality manpower in Andhra Pradesh and Tamil Nadu where the units are located are having significant impact on utilization of capacity at the optimum level. The operating margins are also under pressure due to input cost increase towards Electricity and manpower.





### Dividend

Due to losses incurred by the Company during the year under review the Directors have not recommended any Dividend for the year ended 31st March 2015.

### Transfer to Reserves

Due to losses incurred by the Company during the year under review the company is unable to transfer any amount to its reserves.

### Transfer of Unclaimed Dividend to Investor Education and Protection Fund

In terms of Section 205A & 205C of the Companies Act, 1956, an amount of ₹ 6,42,276/- being unclaimed dividend (2006-07) was transferred during the year to the Investor Education and Protection Fund established by the Central Government. The unclaimed dividend for the year 2007-08 is due for remittance on 28th October 2015 to the Investors Education and Protection Fund during this year.

### Share Capital

The issued, subscribed and paid-up share capital of the Company as at 31.03.2015 stood at ₹ 5,50,00,000/- divided into 5,50,00,000 equity shares of ₹ 1/- each. During the year under review the Company has not made any fresh issue of shares.

### Extract of Annual Return

The extract of Annual Return in the prescribed Form No.MGT-9 pursuant to Section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished as **Annexure 1** and is attached to this Report.

### Board Meetings Conducted During the Period under Review

The Company had conducted Four (4) Board meetings during the period under review. Further details on the Board and Committee meetings held during the year have been enumerated in the Corporate Governance Report which is annexed to this report.

### Directors' Responsibility Statement

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from those standards;

- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Declaration of Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under both the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

### Company's Policy Relating to Directors Appointment, Payment of Remuneration and other matters provided Under Section 178(3) of the Companies Act, 2013.

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure 2** and is attached to this report and can also be accessed on the Company's website at the link <http://www.superspinning.com/wp-content/uploads/2015/07/Nomination-and-Remuneration-Policy.pdf>.

### Auditors' Report

There were no qualifications, reservations, adverse remarks or disclaimers made by the M/s.Reddy, Goud and Janardhan, Statutory Auditors and Mr.M.D.Selvaraj of MDS & Associates, Secretarial Auditor in their report.



### **Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013**

The Company has not granted any loans or given any security or made any investments pursuant to the provisions of Section 186 of the Companies Act, 2013 during the year under review. However, the details in respect of investments made by the Company in the earlier years is disclosed in the notes to the financial statements.

### **Particulars of contracts or arrangements with Related Parties**

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year 2014-15 were in the ordinary course of business and on an arm's length basis. Since there are no transactions which are not on arm's length basis and material in nature the requirement of disclosure of such related party transactions in Form AOC-2 does not arise.

The policy on related party transactions as approved by the Board of Directors of the Company has been uploaded on the company's website and may be accessed through the link at <http://www.superspinning.com/wp-content/uploads/2015/01/Policy-on-Related-Party-Transactions.pdf>.

### **Material changes and commitments affecting the financial position of the Company**

There have been no material changes and commitments affecting the financial position of the Company which has occurred between the financial year ended 31st March, 2015 and the date of the report.

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached herewith as **Annexure 3** to this report.

### **Statement concerning development and implementation of Risk Management Policy of the Company**

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on

the business. The potential risks are inventoried and integrated with the management process such that they receive the necessary consideration during decision making.

### **Whistle Blower Policy (Vigil Mechanism)**

The details of the composition of the Audit Committee have been enumerated in the Corporate Governance Report which forms a part of the Board's report. The Company has formulated a whistle blower policy in line with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the listing agreement to enable the directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The policy also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The Whistle Blower policy has been uploaded on the company's website and may be accessed through the link at <http://www.superspinning.com/wp-content/uploads/2015/01/Whistleblower-Policy.pdf>.

### **Details of Policy Developed and Implemented by the Company on its Corporate Social Responsibility initiatives**

The Board has constituted a Corporate Social Responsibility Committee comprising of the following directors as its members;

- |                           |            |
|---------------------------|------------|
| 1. Mr. C S K Prabhu       | - Chairman |
| 2. Mr. Sumanth Ramamurthi | - Member   |
| 3. Mr. A.S.Thirumoorthy   | - Member   |

The company has adopted a Corporate Social Responsibility Policy defining therein the CSR activities to be undertaken by the Company in line with the provisions of Schedule VII of the Companies Act, 2013.

The Corporate Social Responsibility Committee of the Board is responsible for the implementation and effective monitoring of the CSR activities of the Company.

The Company was however not required to incur any expenditure on the CSR initiatives during the year under review as the average net profits of the preceeding three financial years of the company was in the negative.

The Annual Report on Company's CSR activities of the Company is furnished in the prescribed format as **Annexure 4** and attached to this report.