Super Spinning Mills Limited

"ELGI TOWERS" P.B.No.7113 ,737-D, Green Fields, Puliakulam Road,Coimbatore - 641 045.
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TO THE MEMBERS OF THE COMPANY,

Abstract of terms of appointment and Memorandum of interest under Section 302 of the Companies Act, 1956

1. Re-appointment of Mr Vidyaprakash D as Executive Chairman of the company

The Board of Directors of the Company at its meeting held on 1st February, 2011 approved, on the recommendation of the Remuneration Committee, the re-appointment of Mr Vidyaprakash D as the Executive Chairman of the Company for a period of three years with effect from 01.04.2011 on the following terms, subject to the approval of the Members: -

Terms of Appointment

I. Salary : Rs.1,00,000/- per month with an annual increment of Rs.10,000/-.

II. Commission : 1.5% of the net profit of the Company .

III. In addition to salary and commission he shall also be eligible for the following benefits :

Perquisites

1. **Housing**: Unfurnished residential accommodation will be provided. In its absence, 60% of the salary will be paid as house rent allowance.
2. The following perquisites shall be allowed subject to the maximum of 40% of the salary.
   - **Medical** : Reimbursement of expenses actually incurred for self and his family.
   - **Leave Travel Concession** : Leave Travel Concession for self and his family.
   - **Gas, Water etc** : Reimbursement of expenditure incurred on gas, electricity, water, furnishing and appliances.
   - **Club fee** : For self.
   - **Insurance** : Life, Health and personal accident insurance cover for self.

In any year, if the perquisites specified in Part-III, Sub-clause (2) above, are not availed in full, the unutilised portion of the limit shall be carried over for a period of three years.

3. He shall also be eligible for the following benefits, which shall not be included in the computation of the ceiling on the remuneration.

a. PF: Contribution to Provident Fund to the extent it is not taxable under the Income Tax Act, 1961.

b. Gratuity: Gratuity payable at the rate not exceeding 15 days salary for each completed year of service.

In the event of no profits or inadequacy of profits, the remuneration and perquisites payable to Mr Vidyaprakash D shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or such other limits as may be notified by the Government from time to time as minimum remuneration.

The terms and conditions of appointment of the Executive Chairman shall be altered and varied from time to time by the Board as it may, in its discretion, deem fit.

None of the Directors except Mr Vidyaprakash D and Mr Sumanth Ramamurthi are interested in the above said resolution.

2. Re-appointment of Mr Sumanth Ramamurthi as Managing Director of the Company

The Board of Directors of the Company at its meeting held on 1st February, 2011 approved, on the recommendation of the Remuneration Committee, the re-appointment of Mr Sumanth Ramamurthi as the Managing Director of the Company for a period of three years with effect from 01.04.2011 on the following terms, subject to the approval of the Members: -

Terms of Appointment

I. Salary : Rs.1,50,000/- per month with an annual increment of Rs.15,000/-.

II. Commission : 1.5% of the Net Profit of the company.

III. In addition to salary and commission he shall also be eligible for the following benefits:

Perquisites

1. **Housing**: Unfurnished residential accommodation will be provided. In its absence, 60% of the salary will be paid as house rent allowance.
2. The following perquisites shall be allowed subject to the maximum of 40% of the salary.
   - **Medical:** Reimbursement of expenses actually incurred for self and his family.
   - **Leave Travel Concession:** Leave Travel Concession for self and his family.
   - **Gas, Water etc:** Reimbursement of expenditure incurred on gas, electricity, water, furnishing and appliances.
   - **Club fee:** For self.
   - **Insurance:** Life, Health and personal accident insurance cover for self.

In any year, if the perquisites specified in Part-III, Sub-clause (2) above, are not availed in full, the unutilised portion of the limit shall be carried over for a period of three years.

3. He shall also be eligible for the following benefits, which shall not be included in the computation of the ceiling on the remuneration.

a. PF : Contribution to Provident Fund to the extent it is not taxable under the Income Tax Act, 1961.

b. Gratuity: Gratuity payable at the rate not exceeding 15 days salary for each completed year of service.

4. Free use of Company Car with driver and Telephone at his residence.

In the event of no profits or inadequacy of profits, the remuneration and perquisites payable to Mr Sumanth Ramamurthi shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or such other limits as may be notified by the Government from time to time as minimum remuneration.

The terms and conditions of appointment of the Managing Director shall be altered and varied from time to time by the Board as it may, in its discretion, deem fit.

None of the Directors except Mr Sumanth Ramamurthi are interested in the above said resolution.

By Order of the Board

T V Thulsidass
Company Secretary

01.02.2011
Coimbatore