

SOUTHERN SPINNERS AND PROCESSORS LIMITED

(Wholly owned subsidiary of J.K. Fenner (India) Limited)

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Southern Spinners and Processors Limited will be held at the Company's Registered Office at 3, Madurai-Melakkal Road, Madurai – 625 016 (Tamil Nadu) on Tuesday, 30th August 2016 at 10.00 A.M to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2016 and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri P.K. Rustagi, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following as Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder as amended from time to time, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (Registration Number: 000756N), the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of the present Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of ₹90,000 (Rupees Ninety Thousand) per annum in addition to service tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit”.

Regd. Office:
3, Madurai-Melakkal Road
Madurai 625 016 (Tamil Nadu)
Phone : 0452-4283822/4283826
Fax : 0452-4283831
E.mail : fenner_india@jkenner.com
CIN : U17111TN2005PLC056558
Date : 11.05.2016

By Order of the Board

R.Satheesh Kumar
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS 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. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Physical copy of the Annual Report for 2015-16, Notice of the 11th AGM of the Company along with Proxy form are being sent to the members. The Annual Report and Notice of the 11th AGM will also be available on the Holding Company's website www.jkfennerindia.com.

3. **APPOINTMENT OF DIRECTOR:**

Brief resume of the Director proposed to be re-appointed (Item No. 2 of the Notice) is given hereunder:

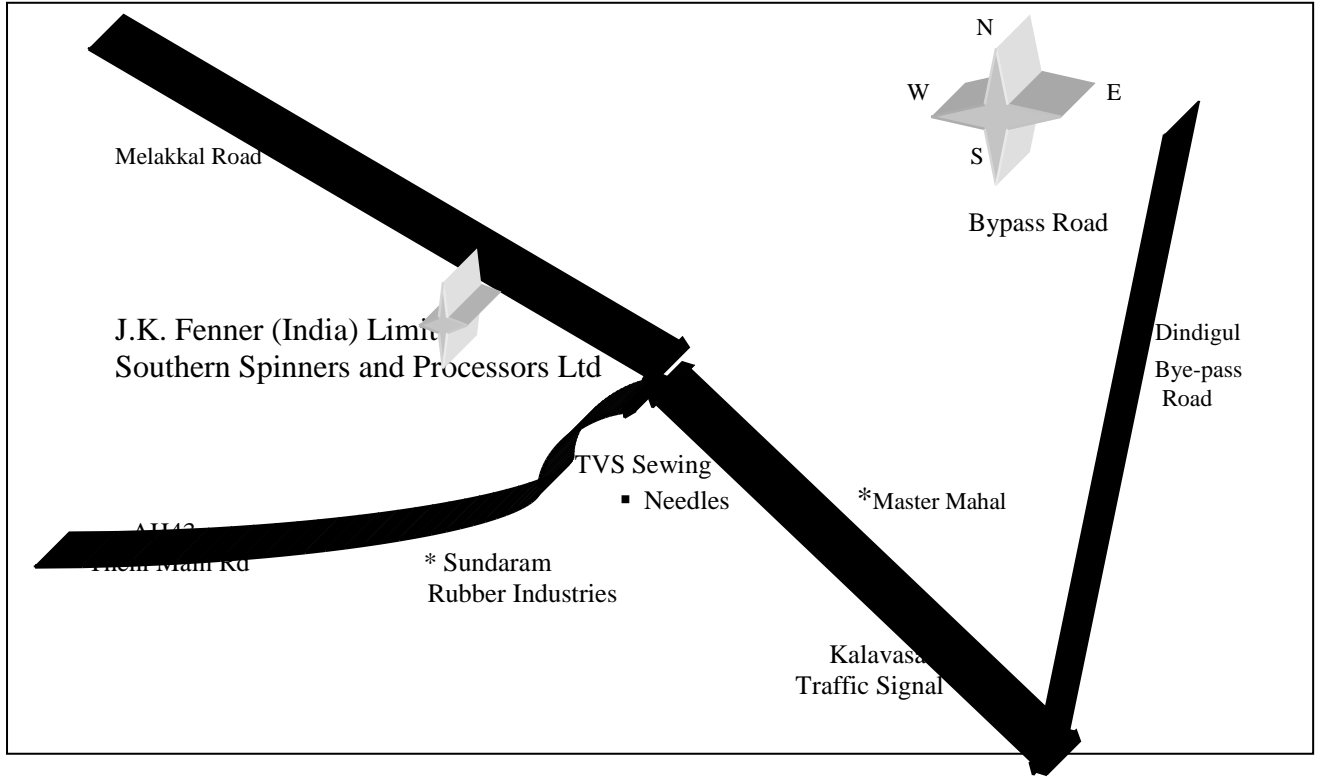
Shri P.K.Rustagi, aged 60 years, is an Associate Member of the Institute of Cost and Works Accountants of India. He has been associated with ASSOCHAM/ CII/ PHD Chamber of Commerce and Industry for over 15 years as a Member of various experts Committees/Sub-Committees. Shri Rustagi holds a Bachelor's Degree in Commerce from Kurukshetra University, FCS from ICSI, New Delhi and AICWA from ICAI, Kolkata.

Shri Rustagi has over 30 years of rich experience in the areas of finance, legal and corporate matters. He also serves as a Director of Bengal & Assam Company Ltd., CliniRx Research Pvt. Ltd and BMF Investments Ltd.

Shri Rustagi attended all the four meetings of the Board of Directors and Audit Committee held during the financial year ended 31st March 2016.

His Director Identification Number is 00006979. He does not hold any Equity Share of the Company. Shri Rustagi is not related to any Director of the Company.

•Location Map showing the venue of the AGM



Southern Spinners and Processors Limited

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Phone: 0452-4283800/4283826; Fax: 0452-4283831;

CIN: U17111TN2005PLC056558; Email id: fenner_india@jkgfenner.com

ADMISSION SLIP

Folio No. or DP Id #/ Client-Id #	
No. of Shares held	

I hereby record my presence at the 11th Annual General Meeting of the Company being held at 3, Madurai-Melakkal Road, Madurai-625 016 (Tamil Nadu) on Tuesday, 30th September 2016 at 10.00 A.M.

Name of the Member (in block letters)	
Name of the Proxy-holder/ Authorised Representative attending the Meeting* (in block letters)	

Signature of the Member/Proxy/Authorised Representative*

Notes:

1. A member/proxy/authorized representative wishing to attend the Meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the Meeting.

* Strike out whichever is not applicable.

Applicable for investors holding shares in dematerialised form.

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PROXY FORM
(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies
(Management and Administration) Rules, 2014)

Name of the Company : Southern Spinners and Processors Limited

Registered Office : 3, Madurai-Melakkal Road, Madurai 625 016
(Tamil Nadu)

Name of the member(s) :

Registered Address :

E-mail Id :

Folio No./ Client Id :

DP Id :

I/We, being the member(s) of shares of Southern Spinners and Processors Limited hereby appoint

1. Name :
Address :
E-mail Id :
Signature :, or failing him

2. Name :
Address :
E-mail Id :
Signature :, or failing him

3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company to be held on Tuesday, 30th August, 2016 at 10.00 A.M. at the Company's Registered Office: 3, Madurai-Melakkal Road, Madurai - 625 016 (Tamil Nadu) and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For	Against
1.	Consider and adopt the Audited Financial Statements and the reports of the Directors and Auditors thereon.		
2.	Re-appointment of Shri Pawan Kumar Rustagi, who retires by rotation.		
3.	Re-appointment of Auditors and fixation of remuneration.		

Signed this.....day of August 2016

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.