

PROCEEDINGS OF THE 36TH ANNUAL GENERAL MEETING OF MEMBERS OF SUPER SALES INDIA HELD AT 3.30 PM ON THURSDAY, THE 26TH JULY, 2018 AT "NANI KALAI ARANGAM" MANI HIGHER SECONDARY SCHOOL,PAPPANAICKENPALAYAM,COIMBATORE-641037.

DIRECTORS PRESENT PHYSICALLY

Sl. No	Name	Designation
1	Sri Sanjay Jayavarthanavelu	Chairman
2	Sri J Raghupathy	Director
3	Sri S Venkataraman	Director
4	Sri S K Najmul Hussain	Director
5	Smt Vijayalakshmi Narendra	Director
6	Sri N R Selvaraj	Managing Director

In attendance:

1	Sri S K Radhakrishnan	Company Secretary
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Presence:

1	Sri T S V Rajagopal	Partner, Subbachar & Srinivasan Chartered accountants, Statutory Auditors
2	Sri B Krishnamoorthi	Scrutiniser
3	Sri S Ravindran	Chief Financial Officer
4	Sri M R L Narasimha	Practising Company Secretary, Secretarial Auditor

and

61 members were present in person. 10 members holding 6,66,824 shares accounting for 21.71% of the paid up capital of the Company were also present through proxies.

Sri J Raghupathy, Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders' Relationship Committee was present at the meeting.

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The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, copy of Statutory Auditors' Report, Secretarial Auditor's Report and letter of appointment of independent directors were kept open for inspection by the members at the commencement of the meeting and were accessible during the continuance of the meeting.

Sri. Sanjay Jayavarthanavelu, Chairman presided over the meeting.

The requisite quorum being present, the Chairman declared the meeting as properly constituted and called the meeting to order and the meeting commenced at 3.34 PM.

Chairman extended a warm welcome to the members for 36th Annual General meeting of the Company and informed that Sri. Ravi Sam, Director was unable to be present at the AGM. Chairman further informed that the Notice of Annual General Meeting, Annual Financial Statements, Statement of Change in Equity, Auditors' Report, Directors' Report and annexures thereto were in the hands of the members for the statutory period, with the general permission of the members present, they were taken as read.

Chairman further informed that the Statutory Auditors' Report and Secretarial Auditor's Report were clean reports and there was no reservation, qualification or any adverse remarks.

Then, Chairman introduced the Directors on the dais and delivered his speech, covering the economic scenario, overall financial performance of the Company, performance of various divisions of the Company. Chairman also spoke about the financial results of the Company for the quarter ended 30th June, 2018 and on the business prospects of the Company for the current year.

Chairman further informed that in compliance of the statutory requirements, arrangements have been made for remote e-voting through Central Depository Services(India) Limited. To enable those shareholders who have not availed the remote e-voting and present at the meeting, facilities were made to participate in the voting process through voting by ballot paper.

Chairman further informed that to oversee the remote e-voting process and voting through Ballot paper, the Board of Directors had appointed Sri.B.Krishnamoorthi, Practising Chartered Accountant, Coimbatore, as the Scrutinizer. Sri.B.Krishnamoorthi was present at the meeting.

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Chairman, then invited questions, if any, from the members relating to the subjects in the notice. After answering the questions, Chairman briefed the items of business as proposed in the Notice of AGM, type of resolutions and requested members and proxies present to cast their vote by ballot paper circulated to them, if they did not cast their vote by remote e-voting.

Chairman requested the members and proxy holders to fill up the Ballot Paper and deposit the completed ballot papers in the Ballot Boxes.

Chairman informed that on receipt of Scrutinizer's report, the results of voting would be announced at the Registered Office of the Company on or before 28.07.2018. The said results would be posted in the Company's website and also informed to the Stock Exchanges.

Chairman informed that arrangements had been made for the distribution of dividend through HDFC bank. Those who opted for electronic credit, dividend would be placed to the credit of their Bank account. For those who have not opted for electronic credit, dividend warrants would be despatched.

On completion of the voting by ballot by the members/proxies present, there being no other business, the meeting concluded at 3.55 PM with a vote of thanks to the Chair.

On 26th July, 2018 Sri B Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and voting through ballot paper at the AGM and the Chairman has declared the same at 12.30 PM on 27.07.2018 at the Registered Office of the Company at 34A, Kamaraj Road, Coimbatore-641018 that the following resolutions were duly passed with requisite majority at the Annual General Meeting held on 26.07.2018 and authorised the Company Secretary to communicate the same to Stock Exchanges and post in Company's website.

ORDINARY BUSINESS:

Item No.1: Adoption of Annual Financial Statements

(ordinary resolution):

RESOLVED that the Annual Financial Statements viz. statement of profit and loss, cash flow statement for the year ended 31st March, 2018 and the Balance Sheet as on 31st March, 2018, Statement of changes in Equity, Directors' Report and Auditors Report be and are hereby approved and adopted.

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Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1835744	154	Nil	Passed

Item No.2: Declaration of Dividend (Ordinary Resolution):

RESOLVED that dividend for the year 2017-18 at the rate of Rs. 2.50 per equity share of Rs.10/- each fully paid up (25%), be declared and paid out of the current profits of the Company for the financial year ended 31st March, 2018 on 30,71,500 equity shares of Rs.10/- each absorbing Rs. 92.42 Lakhs (including dividend distribution tax) to the members whose name appear on the Register of Members of the Company as on 19th July, 2018 for those holding shares in physical form and as per the details furnished by the Depositories for this purpose as at the end of business hours on 19th July, 2018 in respect of the shares held in demat form without deduction of tax.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1835744	154	Nil	Passed

Item No.3: Reappointment of Director retiring by rotation.

(Ordinary Resolution):

RESOLVED that Sri. Ravi Sam, Director (DIN:00007465), who retires by rotation, being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1835744	154	Nil	Passed

SPECIAL BUSINESS:

Item No.4: Continuation of Independent Directorship by Sri J Raghupathy, inspite of crossing the age of 75 years

(Special Resolution):

RESOLVED that pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the shareholders of the Company be and is hereby accorded for the continuation of Sri. J. Raghupathy, Director (DIN 00003351), notwithstanding the fact that he has crossed the age of 75 years, as an Independent Director of the Company for the remaining tenure of his current term of appointment.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1835744	154	Nil	Passed

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Item No.5: Continuation of Independent Directorship by Sri S. K. Najmul Hussain, inspite of crossing the age of 75 years
(Special Resolution):


RESOLVED that pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the shareholders of the Company be and is hereby accorded for the continuation of Sri. S. K. Najmul Hussain, Director (DIN 02723029), notwithstanding the fact that he has crossed the age of 75 years, as an Independent Director of the Company for the remaining tenure of his current term of appointment.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1835744	154	Nil	Passed

Item No.6: Approve the remuneration payable to the Cost Auditor
(Ordinary Resolution):

RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments or modification(s) thereof), the remuneration payable to Sri. G. Sivagurunathan, Cost Accountant, who has been appointed by the Board of Directors on the basis of the recommendation of the Audit Committee to conduct the cost audit in respect of the Textile division for the financial year ending 31st March, 2019, amounting to Rs. 75,000/- and reimbursement of out of pocket expenses incurred by him in connection with the Audit plus taxes as applicable be and is hereby approved..

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1835744	154	Nil	Passed


CHAIRMAN