

PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING OF MEMBERS OF SUPER SALES INDIA HELD AT 3.30 PM ON MONDAY, THE 5TH AUGUST, 2019 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 B Lakshmi Narayana	Director
7	Sri G Mani	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

68 members were present in person. 14 members holding 17,10,358 shares accounting for 55.68 % 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 draft 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 37th 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, 2019 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 07.08.2019. 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 4.00 PM with a vote of thanks to the Chair.

On 6th August, 2019 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 11.30 AM on 06.08.2019 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 05.08.2019 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):

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RESOLVED that the Annual Financial Statements viz. statement of profit and loss, cash flow statement for the year ended 31st March, 2019 and the Balance Sheet as on 31st March, 2019, Statement of changes in Equity, Directors' Report and Auditors Report be and are hereby approved and adopted.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1933075	Nil	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, 2019 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 29th July, 2019 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 29th July, 2019 in respect of the shares held in demat form without deduction of tax.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1933075	Nil	Nil	Passed

Item No.3: Reappointment of Director retiring by rotation.
(Ordinary Resolution):

RESOLVED that Sri. Sanjay Jayavarthanavelu, Director (DIN:00004505), 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 :
1933075	Nil	Nil	Passed

SPECIAL BUSINESS:

Item No.4: Re- appointment of Sri S Venkataraman as an Independent Director of the Company (Special Resolution):

RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any statutory amendments or modification(s) or re-enactment thereof for the time being in force), Sri. S. Venkataraman (DIN 02538050), Director who holds office as an Independent Director up to 26th August, 2019 and submitted a declaration that he met the criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being eligible, be and is hereby re-appointed as an Independent Director of the Company and to hold office for the second term of five consecutive years i.e from 27th August, 2019 to 26th August, 2024 and he is not liable to retire by rotation.

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. Venkataraman, as an Independent Director of the Company notwithstanding the fact that he would be crossing the age of 75 years during current term of appointment.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1933075	Nil	Nil	Passed

Item No.5: Re- appointment of Smt Vijayalakshmi Narendra as an Independent Director of the Company (Special Resolution):

RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments or modification(s) or re-enactment thereof for the time being in force), Smt. Vijayalakshmi Narendra (DIN 00412374), Director who holds office as an Independent Director up to 1st February, 2020 and submitted a declaration that she met the criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible, be and is hereby re-appointed as an Independent Director of the Company and to hold office for the second term of five consecutive years i.e from 2nd February, 2020 to 1st February, 2025 and she is not liable to retire by rotation.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1933075	Nil	Nil	Passed

Item No.6: Appointment of Sri B Lakshmi Narayana as an Independent Director of the Company (Ordinary Resolution):

RESOLVED that Sri. B. Lakshmi Narayana (DIN 00504396), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd October, 2018, in terms of Section 161 of the Companies Act, 2013 and Article 23 of the Articles of Association of the Company, whose term of office expires at the ensuing Annual General Meeting, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Sri. B. Lakshmi Narayana's candidature for the office of Independent Director, who has submitted a declaration that he met the criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from 23rd October, 2018, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under read with schedule IV of the Companies Act, 2013 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments or modification(s) or re-enactment thereof for the time being in force). He is not liable to retire by rotation.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1933075	Nil	Nil	Passed

Item No. 7: Appointment of Sri G Mani as Director of the Company (Ordinary Resolution):

RESOLVED that Sri. G. Mani (DIN 08252847), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd October, 2018 in terms of Section 161 of the Companies Act, 2013 and Article 23 of the Articles of Association of the Company, whose term of office expires at the ensuing Annual General Meeting, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Sri. G. Mani's candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1933075	Nil	Nil	Passed

Item No. 8: Appointment of Sri G Mani as Managing Director of the Company (Ordinary Resolution):

RESOLVED that pursuant to the provisions of Sections 196, 197, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule V to the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for the appointment and remuneration of Sri. G. Mani (DIN 08252847) as Managing Director of the Company for a period of three years with effect from 24th October, 2018 to 23rd October, 2021 on the following remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee at their respective meetings:

- a) Basic Salary : Rs. 3,00,000/- per month
- b) House rent allowance : Rs. 1,50,000/- per month
- c) Special allowance : Rs. 36,000/ per month
- d) Perquisites : In addition to the salary he is entitled to the following perquisites:
 - i) Leave Travel Assistance : One month basic salary, per annum
 - ii) Medical benefits : One month basic salary, per annum

For the purpose of calculating the ceiling, perquisites shall be evaluated as per the Income Tax rules wherever applicable.

Gratuity shall be payable as per the rules of the Company.

The Managing Director is entitled for leave as per the rules of the Company. He can encash the un-availed leave at the end of his tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

Provision of Company car with driver and telephone facility for use on Company's business will not be considered as perquisites. Use of the car for private purposes and personal long distance calls on telephone shall be billed by the Company to the Managing Director.

The minimum remuneration and perquisites to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his office shall be as per Part II of Section II of Schedule V of the Companies Act, 2013 or such other limits as may be notified by the Government from time to time as minimum remuneration.

RESOLVED FURTHER that Sri. G Mani shall conduct the affairs of the Company subject to the superintendence, control and direction of the Board of Directors.

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Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
1933075	Nil	Nil	Passed

Item No. 9: Approve the Material Related Party Transaction (Ordinary Resolution):

RESOLVED that pursuant to Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for entering into Material related party transactions in excess of 10% of the annual consolidated turnover of the Company in any financial year with M/s. Lakshmi Machine Works Limited by the Company for a period of 5 years with effect from 1st April, 2020.

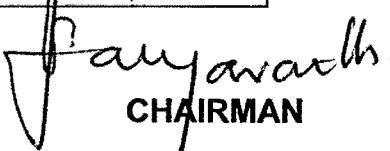
RESOLVED FURTHER that Board of Directors and / or Committees thereof be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, in its absolute discretion, deem necessary, proper and to finalise, execute any documents and writings thereto.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
106775	Nil	Nil	Passed

Item No. 10: 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) or re-enactment thereof for the time being in force), 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, 2020, 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 :
1933075	Nil	Nil	Passed


CHAIRMAN