

**Corporate Governance Report**

**Name of Listed entity: SUPER SALES INDIA LIMITED**

**Quarter ending: 31st March, 2017**

**I. COMPOSITION OF BOARD OF DIRECTORS**

Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive / Nominee)	Date of appointment in the current term / cessation	Tenure	No of directorship in listed entities including this listed entity (refer regulation 25 (1) of listing regulations)	No of memberships in audit/ stakeholder committee including this listed entity (regulation 26(1) of listing regulations)	No of post of chairperson in audit/ stakeholder committee held in listed entities including this listed entity (refer regulation 26 (1) of listing regulations)
Mr	Sanjay Jayavarthanelu	PAN:AIJPS269 8K DIN:00004505	Chairperson-Non-Executive-Non Independent	12.08.2015	NA	5	2	0
Mr	Ravi Sam	PAN: ACKPS1361C DIN:00007465	Non-Executive-Non Independent	01.08.2016	NA	2	2	0
Mr	J Raghupathy	PAN:AAMPR6 829E DIN:00003351	Non-Executive-Independent	27.08.2014	5 years	1	0	2
Mr	S Venkataraman	PAN:ABIPV50 35F DIN:02538050	Non-Executive-Independent	27.08.2014	5 years	1	2	0
Mr	S K Najmul Hussain	PAN:ABEPN1 253H DIN:02723029	Non-Executive-Independent	27.08.2014	5 years	1	2	0
Mr	N R Selvaraj	PAN:AGIPS42 36J DIN:00013954	Executive	1.02.2014	3 Years	1	2	0
Ms	Vijayalakshmi Narendra	PAN:AAHPN5 538M DIN:00412374	Non-Executive-Independent	02.02.2015	5 years	1	0	0

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**II. COMPOSITION OF COMMITTEES**

	Name of Committee	Name of committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/Nominee)
1. Audit Committee		Mr.J Raghupathy	Chairperson-Non Executive- Independent
		Mr. Ravi Sam	Non Executive - Non Independent
		Mr. S Venkataraman	Non Executive- Independent
		Mr. S K Najmul Hussain	Non Executive- Independent
		Mr. N R Selvaraj	Executive
2. Stakeholder Relationship Committee		Mr J Raghupathy	Chairperson-Non Executive- Independent
		Mr.N.R.Selvaraj	Executive
		Mr. S K Najmul Hussain	Non Executive- Independent

**III. MEETING OF BOARD OF DIRECTORS**

Date of Meeting (if any) in the previous quarter	Date of Meeting (if any) in the relevent quarter	Maximum gap between any two consecutive meetings (in number of days)
26.10.2016	06.02.2017	102 days

**IV. MEETING OF COMMITTEES**

Name of the committee	Date of meeting of the committee in the relevent quarter	Whether requirement of quorum met (details)	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting	06.02.2017	All the members present	26.10.2016	102 days
Stakeholder Relationship Committee	06.02.2017	All the members present		

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. RELATED PARTY TRANSACTIONS**

	Subject	Compliance status (Yes/No/NA)
	Whether prior approval of audit committee obtained	Yes
	Whether shareholder approval obtained for material RPT	Yes
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes

**VI. AFFIRMATIONS**

1	The composition of board of directors is in terms of sebi (lisiting obligations and disclosure requirements) Regulations, 2015.
2	The composition of the following committees is in terms of sebi (lisiting obligations and disclosure requirements) regulation,2015. a) Audit committee b) Nomination & Remuneration committee and c) Stakeholders Relationship committee
3	The committee members have been made aware of their powers, roles and responsibilities as specified in sebi (listing obligations and disclosure requirements) Regulation, 2015.
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in sebi (listing obligations and disclosure requirements) Regulations,2015.
5	This report and / or the report submitted in the previous quarter has been placed before board of directors. any comments/observations/advice of board of directors may be mentioned here:- The previous report was placed before the board and there were no commends. This report will be placed before the board at its next meeting.

Name	S K Radhakrishnan
Designation	Company Secretary

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Coimbatore  
11.04.2017

Transaction with material related party during the quarter ended on 31st March , 2017		
Name of the Related party	Lakshmi Machine Works Ltd	
Particulars	(Rs in Laksh)	
Purchase of Fixed Assets	325.59	
Purchase of Goods	116.07	
Services Received	0.90	
Lease Charges Paid	2.17	
Sale of Goods	849.30	
Services Provided	316.22	
Agency Arrangement	508.24	

## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

I. Disclosure on website in terms of listing regulations	
Item	Compliance Status (Yes/No/NA)
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of contact of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism / whistle blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and	YES
Email address for grievance redressal and other relevant details	YES
Financial results	YES

Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

## II. Annual Affirmations

Particulars	Regulation Number	Compliance Status
Independent directors have been appointed in terms of	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of board of directors	17(2)	YES
Review of compliance reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum information	17(7)	YES
Compliance certificate	17(8)	YES
Risk assessment & management	17 (9)	YES
Performance evaluation of independent directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship committee	20(1) & (2)	YES
Composition of role of Risk Management committee	21 (1),(2),(3),(4)	NA
Vigil mechanism	22	YES
Policy for related party transaction	23(1),(5),(6),(7) & (8)	YES
Prior or omnibus approval of Audit Committee for all related	23 (2), (3)	YES
Approval for material related party transactions	23 (4)	YES
Composition of board of directors of unlisted material	24 (1)	NA
Other corporate governance requirements with respect to	24 (2),(3),(4),(5) & (6)	NA
Maximum directorship & tenure	25 (1) & (2)	YES
Meeting of independent directors	25 (3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in committees	26(1)	YES
Affirmation with compliance to code of conduct from	26(3)	YES
Disclosure of shareholding by non-executive directors	26(4)	YES
Policy with respect to obligations of directors and senior	26(2) & 26(5)	YES

## III. Arrirmations:

The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have

Name	S K Radhakrishnan
Designation	Company Secretary