

Corporate Governance Report

Name of Listed entity: SUPER SALES INDIA LIMITED

Quarter ending: 31st March, 2020

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive / Nominee)	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of re appointment in the current term	Date of cessation	Tenure (in months)	No of directorsh ip in listed entities including this listed entity (refer regulation 17A of listing regulations)	No of independe nt directorshi p in listed entities including this listed entity (refer regulation 17A (1) of listing regulation)	No of membership s 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 Jayavarthanavelu	PAN:AIJPS2698K DIN:00004505	Chairperson-Non-Executive-Non Independent	15-06-1968	NA		26/11/1989	05.08.2019		NA	5	1	1	1
Mr	Ravi Sam	PAN: ACKPS1361C DIN:00007465	Non-Executive-Non Independent	31-03-1956	NA		30/06/1989	26.07.2018		NA	2	1	3	0
Mr	S Venkataraman	PAN:ABIPV5035F DIN:02538050	Non-Executive-Independent	13-11-1948	YES	05/08/2019	29/10/2012	27.08.2019		60	1	1	2	2
Mrs	Vijayalakshmi Narendra	PAN:AAHPN5538M DIN:00412374	Non-Executive-Independent	11-05-1956	NA		02/02/2015			60	1	1	2	0
Mr	B Lakshminarayana	PAN:ABRPL9244M DIN:00504396	Non-Executive-Independent	17-09-1966	NA		23/10/2018			60*	2	2	3	0
Mr	G Mani	PAN:ADJPM0435H DIN:08252847	Executive	09-03-1955	NA		23/10/2018			36	1	0	1	0

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of committee members	Date of Appointment	Date of Cessation	Category (Chairperson/ Executive/ Non- Executive/ Independent/Nominee)
1. Audit Committee	Mr. S Venkataraman	02-11-2012		Chairperson-Non Executive- Independent
	Mr. Ravi Sam	28-06-2002		Non Executive - Non Independent
	Mrs.Vijayalakshmi Narendra	27-08-2019		Non Executive- Independent
	Mr. B Lakshminarayana	23-10-2018		Non Executive- Independent
2. Stakeholder Relationship Committee	Mr. S Venkataraman	27-08-2019		Chairperson-Non Executive- Independent
	Mrs.Vijayalakshmi Narendra	27-08-2019		Non Executive- Independent
	Mr. B Lakshminarayana	27-08-2019		Non Executive- Independent
	Mr G Mani	23-10-2018		Executive
3. Nomination and Remuneration Committee	Mr. S Venkataraman	02-11-2012		Chairperson-Non Executive- Independent
	Mr. Ravi Sam	28-06-2002		Non Executive - Non Independent
	Mrs.Vijayalakshmi Narendra	27-08-2019		Non Executive- Independent
	Mr. B Lakshminarayana	27-08-2019		Non Executive- Independent
4. Corporate Social Responsibility Committee	Mr G Mani	23-10-2018		Chairperson - Executive
	Mr. S Venkataraman	28-05-2014		Non Executive- Independent
	Mrs.Vijayalakshmi Narendra	27-08-2019		Non Executive- Independent
	Mr. B Lakshminarayana	27-08-2019		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 relevant quarter	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*	Maximum gap between any two consecutive meetings (in number of days)
30/Oct/19			Yes	5	3	84 days
	23/Jan/20		Yes	5	3	

IV. MEETING OF COMMITTEES

Name of the committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Reson for not providing date	Date of meeting of the committee in the previous quarter	Number of Directors present*	No. of Independent Directors attending the meeting*	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting	30/Oct/19	Yes		30/Oct/19	3	3	84 days
Audit Committee Meeting	23/Jan/20	Yes			3	3	
Stakeholders Relationship	23/Jan/20	Yes			4	3	
Corporate Social Respons	23/Jan/20	Yes			4	3	

* 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	The composition of the following committees is in terms of sebi (Listing 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 comments. This report will be placed before the board at its next meeting.

Name	S K Radhakrishnan
Designation	Company Secretary

Place: Coimbatore
Date : 07.05.2020

Transaction with material

Name of the Related party	Lakshmi Machine Works Ltd
Particulars	Rs. In Lakhs
Purchase of Goods	133.85
Purchase of Fixed Assets	0.72
Sale of Goods	559.26
Sale of Fixed Assets	
Services Received	3.39
Services Provided	204.21
Lease Charges Paid	1.35
Agency Arrangement	263.45

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		
S.No	Item	Compliance Status (Yes/No/NA)
1	Details of business	YES
2	Terms and conditions of appointment of independent directors	YES
3	Composition of various committees of board of directors	YES
4	Code of conduct of board of directors and senior management personnel	YES
5	Details of establishment of vigil mechanism / whistle blower policy	YES
6	Criteria of making payments to non-executive directors	YES
7	Policy on dealing with related party transactions	YES
8	Policy for determining 'material' subsidiaries	NA
9	Details of familiarization programmes imparted to independent directors	YES
10	Contact information of the designated officials of the listed entity who are responsible for	YES
11	Email address for grievance redressal and other relevant details	YES
12	Financial results	YES
13	Shareholding pattern	YES
14	Details of agreements entered into with the media companies and/or their associates	NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47 (1)	Yes
18	Credit rating or revision in credit rating obtained	NA
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA
23	It is certified that these contents on the website of the listed entity are correct	Yes

II. Annual Affirmations

S.No	Particulars	Regulation Number	Compliance Status
1	Independent director(s) have been appointed in te	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration comm	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Comm	19(2A)	Yes
19	Meeting of Nomination and Remuneration Comm	19(3A)	Yes
20	Composition of Stakeholder Relationship Commit	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management commi	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee fo	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	Yes
28	Disclosure of related party transactions on consol	23(9)	Yes
29	Composition of Board of Directors of unlisted mat	24(1)	NA
30	Other Corporate Governance requirements with r	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct fro	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Dir	26(4)	Yes
41	Policy with respect to Obligations of directors and	26(2) & 26(5)	Yes
	Any other information to be provided - Add Notes		

III. Affirmations:

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

Name	S K Radhakrishnan
Designation	Company Secretary