



SUPER SALES INDIA LIMITED

COIMBATORE

32ND ANNUAL REPORT 2013-14

SUPER SALES INDIA LIMITED

CIN L17111TZ1981PLC001109

Registered Office : 34-A, Kamaraj Road, Coimbatore - 641 018.

Phone : 0422-222404-406 Fax : 0422-2221427

Email : ssil@vaamaa.com Website : www.supersales.co.in

BOARD OF DIRECTORS

Sri. Sanjay Jayavarthanelu (Chairman)

Sri. Ravi Sam

Sri. J. Raghupathy

Sri. N.R. Selvaraj (Wholetime Director)

Sri. S. Venkataraman

Sri. S.K. Najmul Hussain

CHIEF FINANCIAL OFFICER

Sri. S. Ravindran

COMPANY SECRETARY

Sri. S.K. Radhakrishnan

AUDITORS

M/s. S. Krishnamoorthy & Co.,
Chartered Accountants

BANKERS

Indian Overseas Bank
Indian Bank
IDBI Bank Limited

REGISTRARS & SHARE TRANSFER AGENTS

S.K.D.C Consultants Limited,
"Kanapathy Towers", 3rd Floor,
1391/A-1, Sathy Road,
Ganapathy,
Coimbatore- 641 006.

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 32nd Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held at 3.00 P.M on Wednesday, the 27th August, 2014 at 'Nani Kalai Arangam', Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend
3. To appoint a director in place of Sri. Ravi Sam (holding DIN 00007465), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint auditors to hold office up to the conclusion of the next of Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

5. To consider and if deem fit, to pass with or without modification(s), the following resolution as an Ordinary 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 (including any statutory amendments or modification(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. J. Raghupathy (holding DIN 00003351), Director of the Company in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Sri.J. Raghupathy as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting and he is not liable to retire by rotation.

6. To consider and if deem fit, to pass with or without modification(s), the following resolution as an Ordinary 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 (including any statutory amendments or modification(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. S. Venkataraman (holding DIN 02538050), Director of the Company in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Sri. S. Venkataraman as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting and he is not liable to retire by rotation.

7. To consider and if deem fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that Sri. S. K. Najmul Hussain (holding DIN 02723029), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20th January, 2014 in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and Article 23 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director. 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 (including any statutory amendments or modification(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting and he is not liable to retire by rotation.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory amendments or modification(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Sri.N.R.Selvaraj (holding DIN 00013954) as Whole time Director of the Company for a period of three years with effect from 1st February, 2014 on the following terms and conditions:

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- a) Basic Salary : Rs. 2,00,000/- per month
- b) Perquisites : In addition to the salary he is entitled to the following perquisites:
 - i) House rent allowance : Rs. 1,00,000/- per month
 - ii) Leave Travel Assistance : One month basic salary, per annum
 - iii) 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 Whole time Director is entitled for leave as per the rules of the Company. He can encash the unavailed 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 Whole time 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 office shall be as per Section II of Part 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.

9. To consider and if deem fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions if any of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended by adding following new articles:

- i. The following article shall be inserted after the existing article 31 (b):

31 (c) Same person can be a Chairman and Managing Director of the company

- ii. Following articles shall be inserted after the existing article 45:

46. Subject to the provisions of the Companies Act, 2013 and the rules made there under, the fee chargeable for inspection of the registers, returns which are all eligible for inspection is Rs. 50/- per inspection.

47. Subject to the provisions of the Companies Act, 2013 and the rules made there under, the fee chargeable to avail the copies of the registers, returns which the members / public are entitled to demand is Rs. 10/- per page.

48. Subject to the provisions of the Companies Act, 2013 and the rules made there under, The time for inspection or take extract or avail the copies of the registers, returns which are permitted for inspection or to take extract or avail the copies is 3.00 PM to 5.00 PM on all working days.

10. To consider and if deem fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED that in supersession of the Ordinary Resolution passed at the 25th Annual General Meeting held on 26th July, 2007, pursuant to Section 180(1)(c) and any other applicable provisions if any of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments or modification(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to authorise the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 500 Crores (Rupees Five hundred crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

By Order of the Board

Coimbatore
28th May, 2014

S. K. Radhakrishnan
Company Secretary

IMPORTANT NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd August, 2014 to Wednesday, 27th August, 2014 (both days inclusive). The dividend as recommended by the Board, if declared at the general meeting will be paid to the shareholders whose names appear in the Register of Members as on 27th August, 2014 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend shall be paid on the basis of beneficial ownership as per the details furnished by the Depositories for this purpose at the end of business hours on 22nd August, 2014.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
5. Pursuant to Section 205C of the Companies Act, 1956, all unclaimed dividends shall be transferred to the "Investor Education and Protection Fund" of the Central Government after a period of 7 years from the date of declaration. Shareholders, who have not encashed their dividend warrants are requested to write to our Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006 for claiming the dividend.
6. Members are requested to communicate their change of address, if any, quoting their folio numbers to the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006. Similarly members holding shares in Demat form, shall intimate the change of address, updates of savings Bank Account details if any, to their respective Depository Participants.
7. Shareholders holding shares in the physical form and wish to avail Electronic Clearing Services (ECS) facility (subject to availability of the facility) may authorize the Company with ECS mandate in the prescribed form (enclosed) and the same should be lodged with the Registrars and Share Transfer Agents M/s. SKDC Consultants Limited for payment of dividend in future through ECS, if eligible.
8. Members who require any clarifications on accounts or operations of the Company are requested to write their queries to the Company Secretary so as to reach him at least one week before the meeting. The queries will be answered accordingly.
9. In view of the Green Initiative adopted by MCA and in order to serve the documents in electronic mode, Members holding shares in physical mode are requested to communicate their e-mail address quoting their folio numbers to our Registrars and Share Transfer Agents. Similarly members holding shares in Demat form shall intimate their e-mail address to their respective Depository Participants at the earliest.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

11. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for the year 2013-14 will also be available on the Company's website www.supersales.co.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@vaamaa.com.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of clause - 35B of the Listing Agreements read with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 32nd Annual General Meeting scheduled to be held on Wednesday, the 27th August, 2014 at 3.00 PM by electronic means and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a postal ballot Form is annexed. A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Sri. B.Krishnamoorthi, Chartered Accountant, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006 so as to reach him on or before 23rd August, 2014 by 5.00 PM. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e., either by postal ballot or through e-voting. The members who opt for e-voting then do not vote by postal ballot or vice versa.

However, in case Members casting their vote both by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.

Instructions to Members for e-voting are as under:

- (a) Date and time of commencement of voting through electronic means : 21st August, 2014 at 9.00 AM.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 23rd August, 2014 at 5.00 PM.
- (c) Details of Website: www.evotingindia.com

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Details of persons to be contacted for issues relating to e-voting :

M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor,
1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006
Phone: +91 422 6549995, 2539835-836 Fax: +91 422 2539837
Email: info@skdc-consultants.com
Website: www.skdc-consultants.com.

The e-voting module shall be disabled for voting on 23rd August, 2014 at 5.00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. **The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on 18th July, 2014 (cut-off date).**

Sri. B.Krishnamoorthi, Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses who are not in the employment of the Company, make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit to the Chairman of the Company. The results shall be declared at / after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of conclusion of the AGM of the Company and communicated to the Stock Exchange(s).

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.co.in
- (ii) Click on "Shareholders" tab.
- (iii) Now, select, "SUPER SALES INDIA LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.co.in and casted your vote earlier for any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number provided in the attendance slip enclosed herewith in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. If the details are not recorded with the depository or Company, please enter the member ID / folio number in the Dividend Bank details field.

Please enter the DOB or Dividend Bank Details in order to login.

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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the "Super Sales India Limited" screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN - Super Sales India Limited on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Image verification Code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy :

- (A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.
- (B) The voting period begins on 21st August, 2014 at 9.00 AM and ends on 23rd August, 2014 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 25th July, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members desiring to exercise vote by Postal Ballot:

A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope properly sealed. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.

The notice of the Annual General Meeting and this communication are also available on the website of the RTA www.skdc-consultants.com

AS THE COMPANY HAS PROVIDED E-VOTING / POSTAL BALLOT VOTING IN TERMS OF CLAUSE 35 B OF THE LISTING AGREEMENT, MEMBERS MAY PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING EITHER THROUGH E-VOTING OR BY POST. THE SCRUTINIZER WILL COLLATE THE VOTES DOWNLOADED FROM THE E-VOTING SYSTEM AND VOTES RECEIVED THROUGH POSTAL BALLOT TO DECLARE THE FINAL RESULT FOR EACH OF THE RESOLUTIONS FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Appointment of Sri. J. Raghupathy as an Independent Director

Sri. J. Raghupathy is a graduate in Science and having five decades of experience in the textile industry. After completion of his education, he took over the charge of Vijayakumar Mills Limited, Palani, Tamilnadu. He promoted several Companies. Presently he is the Managing Director of Veejay Syntex Private Limited.

Other Directorships :

1) Veejay Syntex Private Limited 2) Veejay Yarns and Fabrics Private Limited 3) Veejay Terry Products Limited

Membership of Committees of other Companies:

Audit Committees : Nil

Nomination and Remuneration Committees : Nil

Share Transfer Committees: Nil

Stakeholders relationship Committees : Nil

Share holding : 1500 equity shares of Rs. 10/- each constituting 0.048% of the paid up capital.

He is not related to any other director.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Sri. J. Raghupathy, being eligible, is proposed to be appointed as an Independent Director of the Company for consecutive period of five years from conclusion of this Annual General Meeting. A notice has been received from a member proposing Sri.J.Raghupathy as a candidate for the office of Independent Director of the Company along with a requisite fee of Rs. 1 Lakh.

In the opinion of the Board, Sri.J.Raghupathy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Sri.J.Raghupathy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri.J.Raghupathy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri.J.Raghupathy as an Independent Director, for the approval by the shareholders of the Company.

Except Sri.J.Raghupathy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out as Item No. 5.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6

Appointment of Sri.S.Venkataraman as an Independent Director

Sri.S.Venkataraman is a B.Tech graduate and also completed Post Graduation in Industrial Engineering. Sri.S.Venkataraman served in M/s. Voltas Limited for more than 15 years in various capacities including Head of the textile machinery marketing division at Coimbatore. He has more than 20 years experience in Textile Industry.