



SUPER SALES INDIA LIMITED

COIMBATORE

33RD ANNUAL REPORT 2014-15

SUPER SALES INDIA LIMITED

CIN : L17111TZ1981PLC001109

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

Phone : 0422-2222404-406 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. S. Venkataraman

Sri. S.K. Najmul Hussain

Smt. Vijayalakshmi Narendra

Sri. N.R. Selvaraj (Wholetime Director)

CHIEF FINANCIAL OFFICER

Sri. S. Ravindran

COMPANY SECRETARY

Sri. S.K. Radhakrishnan

AUDITORS

Statutory Auditors

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

Secretarial Auditor

Sri. M.R.L. Narasimha
Practicing Company Secretary

Cost Auditor

Sri. G. Sivagurunahtan
Practicing Cost and Management Accountant

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 33rd Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held at 3.30 P.M on Wednesday, the 12th August, 2015 at 'Nani Kalai Arangam', Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 including Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date, Cash Flow statement for the year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a director in the place of Sri. Sanjay Jayavarthanavelu (DIN 00004505), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint auditors for the financial year 2015-16 and to hold office up to the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED that Smt. Vijayalakshmi Narendra (DIN 00412374), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2nd February, 2015 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 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 her 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 rules made there under (including any statutory amendments or modification(s) thereof for the time being in force) read with schedule IV of the Companies Act, 2013, Smt. Vijayalakshmi Narendra be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from 2nd February, 2015.

6. To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED that pursuant to clause 49 of the Listing agreement entered with the stock exchanges, consent of the Company be and is hereby accorded for entering in to Material related party transactions with M/s Lakshmi Machine Works Limited by the Company up to a maximum of Rs. 200 Crores per annum for a period of 5 years with effect from 1st April, 2015 in respect of the following nature of the transactions.

- a. sale, purchase or supply of any goods or materials;
- b. selling or otherwise disposing of, or buying property of any kind;
- c. leasing of property of any kind;
- d. availing or rendering of any services;
- e. appointment as agent for purchase or sale of goods, materials, services or property;

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.

7. To consider and if thought fit, to pass the following resolution as an 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, for the time being in force), the remuneration of Rs. 50,000/- and payment of service tax as applicable and reimbursement of out of pocket expenses incurred by him in connection with the Audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company to be paid to Sri. G. Sivagurunathan, Cost Auditor of the Company for carrying out cost audit in respect of the textile division for the financial year ending 31st March, 2016 be and is hereby ratified and confirmed.

By Order of the Board

Coimbatore
20th May, 2015

S. K. Radhakrishnan
Company Secretary

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.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The instrument of Proxy in order to be effective, it should be duly completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 6th August, 2015 to Wednesday, 12th August, 2015 (both days inclusive). The dividend as recommended by the Board, if sanctioned at the general meeting will be paid to the shareholders whose names appear in the Register of Members as on 5th August, 2015 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 the beneficial ownership as per the details furnished by the Depositories for this purpose at the end of the business hours on 5th August, 2015.
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 for the years 2007 - 08, 2008 - 09, 2009 - 10, 2010 - 11, 2012 - 13 and 2013 - 14 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, if any, to their respective Depository Participants.
7. Shareholders holding shares in the physical form and wish to avail National Electronic Clearing Services (NECS) facility (subject to availability of the facility) may authorize the Company with NECS 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 NECS, if eligible.
8. Members who require any clarifications on accounts or operations of the Company are requested to write 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, The Company proposes to send the Annual Reports, Notices and its annexures in electronic form to the email addresses of the members. In order to serve the documents in electronic mode, members holding shares in physical form 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. Brief resume, details of shareholding and interse relationship of directors seeking election/re-election as required under clause 49 of the Listing agreement with the stock exchanges are annexed to this notice.
11. Electronic copy of the Annual Report for the year 2014-15 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 copy of the Annual Report for the year 2014-15 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form are 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 33rd Annual General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

13. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for the year 2014-15 will also be available in the Company's website www.supersales.co.in for their 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 at free of cost.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company.
15. The results of the e-voting and Ballot to be conducted at the AGM will be announced by the Chairman or person authorised by the Chairman within 2 days from the date of conclusion of the AGM at the Registered office of the Company. A copy of which will be posted on the Company's website and forwarded to Stock Exchanges.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

1. Sri. Sanjay Jayavarthanavelu

Sri. Sanjay Jayavarthanavelu is born on 15.06.1968. He is a Post Graduate in Business Administration from Philadelphia college of Textiles and Science, USA and Specialised in Management and Finance. He is a past Chairman of Textile Machinery Manufacturers Association (India) and International Textile Machinery Exhibition Society. He is a member of CII - Southern Regional Council and the executive committee of FICCI. He is also a trustee in some charitable trusts contributing to promotion of health and education.

Experience: More than two decades of experience in the areas of Textiles, Textile Engineering, Financial Management and Administration.

Other Directorships held :

1). Lakshmi Machine Works Limited 2). Lakshmi Electrical Control Systems Limited 3). The Lakshmi Mills Company Limited 4). Carborundum Universal Limited 5). Quattro Engineering India Limited 6). Lakshmi Life Sciences Limited 7). Lakshmi Cargo Company Limited 8). Lakshmi Technology & Engineering Industries Limited 9). Lakshmi Ring Travellers (Coimbatore) Limited 10). Alampara Hotels and Resorts Private Limited.

Membership of Committees of Companies:

Risk Management Committee :
Lakshmi Machine Works Limited

Share Transfer Committee:
Lakshmi Machine Works Limited
Super Sales India Limited

Audit Committee:
Lakshmi Cargo Company Limited
Carborundum Universal Limited

CSR Committee:
Lakshmi Machine Works Limited
Lakshmi Cargo Company Limited
Lakshmi Life Sciences Limited

Share holding : 2,16,288 equity shares of Rs. 10/- each constituting 7.04% of the paid up capital. He is not related to any other director.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 5**

Appointment of Smt. Vijayalakshmi Narendra as an Independent director.

Smt Vijayalakshmi Narendra is Born on 11.05.1956. She has completed her graduation in Science from University of Bangalore.

She is holding certificate of

- a. Accounting technician from the Institute of Chartered accountants of India,
- b. Electronic Data interchange from All India Management Association in association with Deakin University, Australia.
- c. Registrars to an Issue and share transfer agents from National Institute of Securities Market.

She is having more than three decades of experience in

- a. Managing the operations of securities issue and listing, Corporate compliance of SEBI, Companies Act, Listing agreements and Depositories.
- b. Investors grievance resolution system, securities transfer etc..

She is a Wholetime Director in M/s. S K D C Consultants Limited, a company engaged as Registrars and share Transfer Agents, Registrar to public issues etc.

Membership of Committees of other Companies: Nil

Smt. Vijayalakshmi Narendra is not holding any equity shares in the Company.

She is not related to any other director.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Smt. Vijayalakshmi Narendra is being eligible and offering herself for appointment. For appointing her, a notice has been received from a member proposing Smt. Vijayalakshmi Narendra as a candidate for the office of Director of the Company along with a requisite fee of Rs. 1 Lakh.

In the opinion of the Board, Smt. Vijayalakshmi Narendra fulfils the conditions specified in the Companies Act, 2013 and rules made there under and listing agreement for her appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Smt. Vijayalakshmi Narendra 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 during normal business hours on any working day.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Smt. Vijayalakshmi Narendra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Smt. Vijayalakshmi Narendra as an Independent Director for the approval by the shareholders of the Company.

Except Smt. Vijayalakshmi Narendra, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

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

Item No. 6

As per clause 49 VII of the Listing agreement entered with the stock exchanges, if the company is proposing to enter in to any transaction with a related party and the amount of the transactions to be entered in to either individually or taken together with the previous transactions in a financial year exceeds ten percent of the annual consolidated turn over of the company as per the last audited balance sheet is considered as material related party transactions.

The material related party transactions require the approval of the shareholders by a special resolution whether the transactions are in the ordinary course or not or Arms' length or not.

The transactions proposed to be entered by the Company with M/s Lakshmi Machine Works Limited (LMW) may exceed ten percentage of the annual consolidated turnover of the Company and this requires the approval of the shareholders by a special resolution. Hence the resolution is placed to the shareholders for their approval.

Justification:

Your Company is acting as one of the selling agents for sale of the machineries manufactured by LMW. This contributes a major part of the revenue to the Company by way of commission for the sale of the machineries and erection charges. The rate of commission is fair and comparable with competitors. Your company is also one of the suppliers of the gears, gear boxes manufactures at its Engineering division to LMW. LMW is one of the leading capital machinery manufacturers requires large volume of gears and gear boxes which is one of the best market for our products. As LMW is an OE manufacturer constant order flow at fair market price could be ensured and hence capacity utilization would be optimum.

Your Company is also purchasing machineries and spares for its textile division from LMW because of the fair price, quality, consistency in performance and after sales services.

All the transactions with LMW are armslength transactions, taking place in the ordinary course of business and are not prejudicial to the interest of the Company, hence the Board of Directors recommends the special resolution set out in the Item No. 6 of the notice for approval of the shareholders.

None of the Directors Except Sri. Sanjay Jayavarthanavelu, Chairman and his relatives, Sri. N.R. Selvaraj Wholetime Director, None of other Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

Pursuant to Section 148 read with the Companies (Audit and Auditors) Rules, 2014 your company is required to appoint a cost auditor to conduct audit of the cost records maintained by the Company in respect of the Textile Division. Accordingly the Board of Directors of the Company, on the basis of the recommendation of the Audit Committee, appointed Sri. G. Sivagurunathan as Cost Auditor to conduct audit in respect of the Textile Division. Rule 14 of the Companies (Audit and Auditors) Rules, 2014 requires that the remuneration payable to the cost auditor is required to be ratified by the shareholders. Accordingly the remuneration payable to the cost auditor is placed to the shareholders for ratification.

Board of Directors recommends the ordinary resolution set out in the Item No. 7 of the notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

By Order of the Board

Coimbatore
20th May, 2015

S. K. Radhakrishnan
Company Secretary

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 the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 33rd Annual General Meeting scheduled to be held on Wednesday, the 12th August, 2015 at 3.30 PM by electronic means and the business may be transacted through remote e-voting and by Poll at the meeting.

The Company has engaged the services of CDSL as the authorized agency to provide the remote e-voting facilities as per instructions below.

Vote by Remote e-Voting and by Poll at the meeting

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), the Members can exercise the right to vote on the resolutions at the Annual General Meeting venue by being present in person/proxy. Kindly note that members can opt for only one mode of voting i.e., either by remote e - voting or by poll at the Annual General meeting. The members who opt for e-voting can not vote in other mode.

However, in case of Members casting their vote in remote e - voting and poll at the Annual General Meeting, then voting done through remote e- voting shall prevail and voting done in other mode will be treated as invalid.

Instructions to Members for remote e-voting are as under:

- (a) Date and time of commencement of remote e- voting : 9th August, 2015 at 9.00 AM.
- (b) Date and time of end of remote e - voting beyond which voting will not be allowed: 11th August, 2015 at 5.00 PM.
- (c) Details of Website: www.evotingindia.com

Details of persons to be contacted for issues relating to remote 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 remote e- voting on 11th August, 2015 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 5th August, 2015 (cut-off date).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9th August, 2015 at 9.00 AM and ends on 11th August, 2015 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 (record date) of 5th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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 the 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 or in the company records for the said demat account or folio 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.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.