



**SUPER SALES INDIA LIMITED**

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**COIMBATORE**

**35TH ANNUAL REPORT 2016-17**

# **SUPER SALES INDIA LIMITED**

**CIN : L17111TZ1981PLC001109**

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

**Phone : 0422-2222404-405 Fax : 0422-2221427**

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

## **BOARD OF DIRECTORS**

Sri. Sanjay Jayavarthanavelu (Chairman) - DIN 00004505

Sri. Ravi Sam - DIN 00007465

Sri. J. Raghupathy - DIN 00003351

Sri. S. Venkataraman - DIN 02538050

Sri. S. K. Najmul Hussain - DIN 02723029

Smt. Vijayalakshmi Narendra - DIN 00412374

Sri. N. R. Selvaraj (Managing Director) - DIN 00013954

## **CHIEF FINANCIAL OFFICER**

Sri. S. Ravindran

## **COMPANY SECRETARY**

Sri. S.K. Radhakrishnan

## **AUDITORS**

### **Statutory Auditors**

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

M/s. Subbachar & Srinivasan  
Chartered Accountants

### **Secretarial Auditor**

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

### **Cost Auditor**

Sri. G. Sivagurunathan  
Practising Cost and Management Accountant

## **BANKERS**

Indian Overseas Bank  
Indian Bank  
IDBI Bank Limited

## **REGISTRARS AND SHARE TRANSFER AGENTS**

SKDC Consultants Limited,  
"Kanapathy Towers", 3<sup>rd</sup> Floor,  
1391/A-1, Sathy Road,  
Ganapathy,  
Coimbatore- 641 006.

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**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held at 2.45 P.M on Friday, the 4<sup>th</sup> August, 2017 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 financial year ended 31<sup>st</sup> March, 2017 including Balance Sheet as at 31<sup>st</sup> March, 2017, Statement of Profit and Loss and Cash Flow statement for the year ended 31<sup>st</sup> March, 2017 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 ratify the appointment of M/s. Subbchar & Srinivasan, Chartered accountants as Statutory Auditors for the Financial year 2017-18.

RESOLVED that pursuant to the provisions of first proviso to Section 139 (1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Subbchar & Srinivasan, Chartered Accountants (Firm Registration No. 004083S, who were appointed as Statutory Auditors of the Company at the 34<sup>th</sup> AGM for a period of five years commencing from Financial year 2016-17 to 2020-21 and to hold office up to the conclusion of the AGM to be held in the year 2021) be and is hereby ratified for the Financial year 2017-18 at a remuneration as may be decided by the Board of Directors.

**SPECIAL BUSINESS**

5. 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), 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 31<sup>st</sup> March, 2018, amounting to Rs. 50,000/- and reimbursement of out of pocket expenses incurred by him in connection with the Audit plus taxes as applicable be and is hereby approved.

By Order of the Board

Coimbatore  
23<sup>rd</sup> May, 2017

**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) or holding in aggregate not more than ten percent of the total share capital of the Company.
2. The instrument of Proxy in order to be effective, 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 Saturday, 29<sup>th</sup> July, 2017 to Friday, 4<sup>th</sup> August, 2017 (both days inclusive). The dividend as recommended by the Board, if sanctioned at the annual general meeting will be paid to the shareholders whose names appear in the Register of Members as on 28<sup>th</sup> July, 2017 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 28<sup>th</sup> July, 2017.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out details relating to Special Business at the meeting, is provided hereto.
5. Pursuant to Section 125 of the Companies Act, 2013, 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 2009 - 10, 2010 - 11, 2012 - 13, 2013 - 14, 2014 -15 and 2015-16 are requested to write to the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3<sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006 for claiming the dividend.
6. Brief resume, details of shareholding and inter-se relationship of director seeking election/re-election are provided in the notice.
7. 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", 3<sup>rd</sup> 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.
8. Shareholders holding shares in the physical form and wish to avail National Electronic Clearing Services (NECS) 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.
9. Members who require any clarifications on the 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.
10. 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 the 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.

11. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Annual Report for the year 2016-17 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 35<sup>th</sup> 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 e-mail addresses are registered with the Company/Depository Participant(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 35<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting and the Annual Report for the year 2016-17 will also be available in the Company's website [www.supersales.co.in](http://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 will 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. They will also be made available for inspection at the venue of the Annual General Meeting.
15. The results of the e-voting and Ballot to be conducted at the Annual General Meeting will be announced by the Chairman or person authorised by the Chairman within 2 days from the date of conclusion of the Annual General Meeting at the Registered office of the Company. A copy of which will be posted on the Company's website and forwarded to Stock Exchanges.
16. Pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer all shares in respect of which dividends are not claimed for the last 7 consecutive years to the demat account of Investor Education and Protection Fund Authority. (IEPF Authority).
  - a. All the underlying shares in respect of which dividends are not claimed for the last 7 years from the year 2009-10 have to be transferred to the demat account of IEPF Authority.
  - b. The Company will send individual notices through Post to the latest available addresses of the shareholders whose dividends are lying unclaimed for the last 7 years, advising them to claim the dividends expeditiously.
  - c. The statement containing the details of name, folio number, demat account number and number of shares due for transfer etc will be made available in our website [www.supersales.co.in](http://www.supersales.co.in) for information and necessary action by the shareholders.
  - d. Shareholders who have not claimed their dividends from the year 2009-10 can write to our Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited for further details and for making a valid claim for the unclaimed dividends. In case no valid claim has been made, the shares in respect of which the dividends are lying unclaimed for the last 7 years will be transferred to the demat account of IEPF Authority.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT:****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 Vice Chairman of The South India Textile Research Association (SITRA). He is a member of CII - Southern Regional Council and the executive committee of FICCI. He is also one of the trustees 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 & Resorts P Limited.

**Membership of Committees of Companies:**

Share Transfer Committees	Audit Committees	CSR Committees
Lakshmi Machine Works Limited Super Sales India Limited	Lakshmi Cargo Company Limited Carborundum Universal Limited	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**

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 having the relevant qualification 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 approved by the shareholders. Accordingly the remuneration payable to the cost auditor is placed to the shareholders for approval.

Board of Directors recommends the ordinary resolution set out in the Item No. 5 of the notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 5.

By Order of the Board

Coimbatore  
23<sup>rd</sup> May, 2017

**S. K. Radhakrishnan**  
Company Secretary

**VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 35<sup>th</sup> Annual General Meeting scheduled to be held on Friday, the 4<sup>th</sup> August, 2017 at 2.45 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 remote 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.

The instructions to the shareholders for remote e-voting are as under:

- (i) The voting period begins on 1<sup>st</sup> August, 2017 at 9.00 AM and ends on 3<sup>rd</sup> August, 2017 at 5.00 PM. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company who are holding shares, either in physical form or in dematerialized form, as on the cut-off date (record date) of 28<sup>th</sup> July, 2017 may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first 2 letters of their name and the 8 digits of sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(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 also to be used by the demat account holders for voting on the 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 to Super Sales India Limited.

(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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- H Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- H A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- H After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- H The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- H A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board

Coimbatore  
23<sup>rd</sup> May, 2017

**S. K. Radhakrishnan**  
Company Secretary

## **DIRECTORS' REPORT**

Your Directors have pleasure in presenting the 35<sup>th</sup> Annual Report of the Company together with audited accounts of the Company for the financial year ended 31<sup>st</sup> March, 2017.

### **FINANCIAL RESULTS**

Financial results for the year under review are summarized below:

<b>Particulars</b>	<b>2016-17 (Rs. in Lakhs)</b>	<b>2015-16 (Rs. in Lakhs)</b>
Income from operations	<b>25150.59</b>	22928.51
Other Income	<b>608.62</b>	667.75
Profit before Interest and Depreciation	<b>4285.69</b>	4565.93
Less: Interest	<b>574.39</b>	677.10
Profit/(Loss) before Depreciation	<b>3711.30</b>	3888.83
Less: Depreciation	<b>1635.13</b>	1372.80
Profit/(Loss) before Tax	<b>2076.17</b>	2516.03
Less: Exceptional item	-	65.26
(Add)/Less: Provision for Taxes	<b>481.59</b>	711.47
Profit/(Loss) after Tax	<b>1594.58</b>	1739.30
Add: Balance in Profit & Loss Account	<b>3545.18</b>	2898.30
Balance carried over to balance sheet	<b>5139.76</b>	4637.60

### **DIVIDEND**

Your Directors recommend a dividend of Rs. 2.50 per equity share of Rs.10/- each for the financial year ended 31<sup>st</sup> March, 2017, which if approved at the forthcoming Annual General Meeting, will be paid to those equity shareholders whose names appear in the Register of Members as on 28<sup>th</sup> July, 2017 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 business hours on 28<sup>th</sup> July, 2017.

### **SEGMENT WISE PERFORMANCE**

#### **Agency Division**

Disparity between cotton and yarn prices, slow movement of yarn both in the domestic and export markets and un-remunerative prices forced the textile mills to postpone their capital spending which affected the performance of the division.

The total revenue of this division during 2016-17 was Rs. 1939.37 Lakhs. PBT was Rs. 1049.48 Lakhs compared to Rs. 1465.41 Lakhs during the previous year.

#### **Textile Division**

The sudden upward movement of cotton prices during the season due to demonitisation and lower exports of yarn out of the country have affected the margins.

This division incurred a net loss of Rs. 201.22 Lakhs compared to profit of Rs. 164.83 Lakhs during the previous year.

#### **Wind Energy Division**

Due to implementation of the scheduling and forecasting of wind generation and better wind velocity during the year under review resulted in better performance of the division.

This division has earned a PBT of Rs. 1234.41 Lakhs during the year under review compared to Rs. 652.21 Lakhs during the previous year.