



SUPER SALES INDIA LIMITED

COIMBATORE

36TH ANNUAL REPORT 2017 - 18

SUPER SALES INDIA LIMITED

CIN : L17111TZ1981PLC001109

Regd. 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

AUDITORS

Statutory Auditors
M/s. Subbachar & Srinivasan
Chartered Accountants

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

Cost Auditor
Sri. G. Sivagurunathan
Cost Accountant

CHIEF FINANCIAL OFFICER

Sri. S. Ravindran

COMPANY SECRETARY

Sri. S. K. Radhakrishnan

BANKERS

Indian Overseas Bank
Indian Bank
IDBI Bank Limited

REGISTRARS AND SHARE TRANSFER AGENTS

S.K.D.C. Consultants Limited,
"Kanapathy Towers", 3rd Floor,
1391/A-1, Sathy Road,
Ganapathy,
Coimbatore - 641006.

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 36th Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore-641 018 will be held at 3.30 P.M on Thursday, the 26th July, 2018 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 31st March, 2018 including Balance Sheet as at 31st March, 2018, Statement of Profit and Loss and Cash Flow statement for the year ended 31st March, 2018, Statement of Changes in equity 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. Ravi Sam (DIN 00007465), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

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

RESOLVED that pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the shareholders of the Company be and is hereby accorded for the continuation of Sri. J. Raghupathy, Director (DIN 00003351), notwithstanding the fact that he has crossed the age of 75 years, as an Independent Director of the Company for the remaining tenure of his current term of appointment.

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

RESOLVED that pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the shareholders of the Company be and is hereby accorded for the continuation of Sri. S. K. Najmul Hussain, Director (DIN 02723029), notwithstanding the fact that he has crossed the age of 75 years, as an Independent Director of the Company for the remaining tenure of his current term of appointment.

6. 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 31st March, 2019, amounting to Rs. 75,000/- and reimbursement of out of pocket expenses incurred by him in connection with the Audit plus taxes as applicable be and is hereby approved.

Coimbatore
29th May, 2018

By Order of the Board
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. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th July, 2018 to Thursday, 26th July, 2018 (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 19th July, 2018 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 19th July, 2018.
5. 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.
6. Pursuant to Section 124 and 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 2010 - 11, 2012 - 13, 2013 - 14, 2014 - 15, 2015 - 16 and 2016 - 17 are requested to write 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 for claiming the dividend.
7. Pursuant to SEBI circular dated 20th April, 2018, the Company will honour requests, if any for unpaid dividend, revalidation of dividend warrants etc., only after providing the bank account details of the shareholders.
8. Brief resume, details of shareholding and inter-se relationship of director seeking election/ re-election are provided in the notice.
9. Members are requested to communicate their change of address, if any, PAN Number or Bank account details 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, PAN Number or Bank account details to their respective Depository Participants.
10. 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.

11. 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.
12. 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.
13. Electronic copy of the Annual Report for the year 2017-18 is being sent to all the members whose e-mail 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 e-mail address, physical copy of the Annual Report for the year 2017-18 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 36th 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 Participants 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 36th 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.
15. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for the year 2017-18 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. Route map to the venue of the Annual General Meeting is given in the last page of the annual report.
16. 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.
17. 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.
18. 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 were not claimed for the last 7 years from the year 2009-10 have been transferred to the demat account of IEPF Authority.

- b. All the underlying shares in respect of which dividends are not claimed for the last 7 years from the year 2010-11 are to be transferred to the demat account of IEPF Authority.
- c. 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.
- d. 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 the website www.supersales.co.in for information and necessary action by the shareholders.
- e. Shareholders who have not claimed their dividends from the year 2010-11 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. Ravi Sam (DIN 00007465)

Sri. Ravi Sam a leading industrialist has completed his graduation in Commerce and post graduation in Science (Textiles) in UK. He is from a renowned family engaged in the textile business at Coimbatore.

Experience: More than three decades of experience in Textile Industry.

Other Directorships :

1) Adwaith Textiles Limited 2) Adwaith Lakshmi Industries Limited 3) Lakshmi Ring Travellers (Coimbatore) Limited 4) Sri Kara Engineering Limited 5) Lakshmi Caipo Industries Limited 6) Titan Paints and Chemicals Limited 7) Sri Kamakoti Kamakshi Enterprises (P) Limited 8) Integrated Electrical Controls India Limited 9) Eshaan Enterprises Limited 10) Parry Agro Industries Limited.

Membership of Committees of Companies:

Audit Committees : Parry Agro Industries Limited
Super Sales India Limited

Nomination and Remuneration Committee : Super Sales India Limited

Stakeholders and Relationship Committee : Parry Agro Industries Limited

Corporate Social Responsibility Committees : Adwaith Lakshmi Industries Limited
Titan Paints and Chemicals Limited

Share Transfer Committee : Super Sales India Limited

Sri. Ravi Sam was appointed to the Board with effect from 30th June, 1983. He has completed 62 years of age. He has attended 1 meeting of the Board (out of 4 meetings) during the year 2017-18. He is entitled to only sitting fee for attending the meeting of the Board, Committees or any other meeting of directors. Sitting fee paid to him during the year 2017 - 18 was Rs. 0.50 Lakhs. He is liable to retire by rotation.

Share holding : 1000 equity shares of Rs. 10/- each constituting 0.033% of the paid up capital.

He is not related to any other director or Key Managerial Personnel.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution except Sri. Ravi Sam, Director being an appointee.

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

Item No. 4

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a non-executive director of the Company who has attained the age of seventy five years can continue the directorship only with the approval of shareholders through a special resolution with effect from 01st April, 2019. Sri. J. Raghupathy, Director (DIN 00003351), presently aged 79 years, was appointed as an Independent Director of the Company for a period of five consecutive years from the conclusion of the Annual General Meeting held on 27th August, 2014. The Board considers that his continued association would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends this special resolution for the approval of the shareholders in relation to continuation of directorship of Sri. J. Raghupathy, Director (DIN 00003351), as an Independent Director even after the age of 75 years.

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.

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.

Sri. J. Raghupathy was appointed to the Board with effect from 31st January, 2007. He has completed 79 years of age. He has attended all meetings of the Board (out of 4 meetings) during the year 2017-18. He is entitled to only sitting fee for attending the meeting of the Board, Committees or any other meeting of directors. Sitting fee paid to him during the year 2017-18 was Rs. 2.75 Lakhs. He is not liable to retire by rotation.

He is not related to any other director or Key Managerial Personnel.

The explanatory statement may also be construed as disclosure under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution except Sri. J. Raghupathy, Director being an appointee.

Item No. 5

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a non-executive director of the Company who has attained the age of seventy five years can continue the directorship only with the approval of shareholders through a special resolution with effect

from 01st April, 2019. Sri. S. K. Najmul Hussain, Director (DIN 02723029), presently aged 75 years, was appointed as an Independent Director of the Company for a period of five consecutive years from the conclusion of the Annual General Meeting held on 27th August, 2014. The Board considers that his continued association would be beneficial to the Company and it is desirable to continue to avail services as an Independent Director. Accordingly, the Board recommends this special resolution for the approval of the shareholders in relation to continuation of directorship of Sri. S. K. Najmul Hussain, Director (DIN 02723029), as an Independent Director even after the age of 75 years.

Sri.S.K.Najmul Hussain is a graduate in Engineering. He has also completed post graduation in Management. He served in M/s. Lakshmi Machine Works Limited for more than 45 years in various capacities including Head - Machinery Division (Manufacturing).

Other Directorships:

1. Hermes Academy of training Limited, 2. Lakshmi Life Sciences Limited, 3. Quattro Engineering India Limited and 4. Lakshmi Electrical Drives Limited.

Membership of Committees of other Companies:

Audit Committees : Nil

Nomination and Remuneration Committees : Nil

Share Transfer Committees : Nil

Stakeholders relationship Committees : Nil

Sri. S. K. Najmul Hussain is not holding any equity shares in the Company.

Sri.S.K.Najmul Hussain was appointed to the Board with effect from 29th October, 2012. He has completed 75 years of age. He has attended three meetings of the Board (out of 4 meetings) during the year 2017-18. He is entitled to only sitting fee for attending the meeting of the Board, Committees or any other meeting of directors. Sitting fee paid to him during the year 2017-18 was Rs. 2.50 Lakhs. He is not liable to retire by rotation.

He is not related to any other director or Key Managerial Personnel.

The explanatory statement may also be construed as disclosure under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution except Sri. S. K. Najmul Hussain, Director being an appointee.

Item No. 6

Pursuant to Section 148 of the Companies Act, 2013 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, Cost Accountant as Cost Auditor having relevant qualifications 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. 6 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. 6.

By Order of the Board

Coimbatore
29th May, 2018

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 36th Annual General Meeting scheduled to be held on Thursday, the 26th July, 2018 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 both 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 for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd July, 2018 at 9.00 AM and ends on 25th July, 2018 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 19th July, 2018, 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
 - 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 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0s 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.
Dividend Bank Details OR Date of Birth (DOB)	<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"> ● 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).

- (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.
- (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.