



SUPER SALES INDIA LIMITED

COIMBATORE

38TH ANNUAL REPORT 2019 - 20

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. S. Venkataraman- DIN 02538050

Smt. Vijayalakshmi Narendra - DIN 00412374

Sri. B. Lakshmi Narayana - DIN 00504396

Sri. G. Mani (Managing Director) - DIN 08252847

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 - 641 006.

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 38th Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held on Thursday, the 30th July, 2020 at 3.30 P.M IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2020 including Balance Sheet as at 31st March, 2020, Statement of Profit and Loss and Cash Flow statement for the year ended 31st March, 2020, 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 reappointment.
4. To reappoint M/s. Subbachar & Srinivasan, Chartered accountants as Statutory Auditors for a further term of five years from 2021-22 to 2025-26

RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Subbachar & Srinivasan, Chartered accountants be and are hereby reappointed as Statutory Auditors of the company for a further term of five years from the financial year 2021-22 to 2025-26 and who will retire at the conclusion of the Annual General Meeting to be held in the year 2026 at a remuneration as may be decided by the Board of Directors from time to time.

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) or re-enactment thereof for the time being in force), 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, 2021, 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
25th May, 2020

By Order of the Board
S. K. Radhakrishnan
Company Secretary

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs has permitted holding of the Annual General Meeting ("AGM") through Video conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue, vide its circulars dated May 5, 2020, April 8, 2020 and April 13, 2020. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the ensuing AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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. Since the ensuing AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to bkcacbe@gmail.com with a copy marked to evoting@nsdl.co.in.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 25th July, 2020 to Thursday, 30th July, 2020 (both days inclusive). The dividend as recommended by the Board, if sanctioned at the annual general meeting will be paid to the shareholders, subject to deduction of tax at source, whose names appear in the Register of Members as on 24th July, 2020 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 24th July, 2020.
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 2012 - 13, 2013 - 14, 2014 -15, 2015 - 16, 2016 - 17, 2017 - 18 and 2018 - 19 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 receiving 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 holding shares in physical mode are requested to communicate their change of postal address (enclose copy of Aadhar Card), e-mail address, if any, self attested copy of PAN Card and Bank account details (enclose cancelled cheque leaf) 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 above details to their respective Depository Participants.

Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Share Transfer Agents, M/s. SKDC Consultants Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to green@skdc-consultants.com on or before the end of the business hours of 24th July, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, any other document which may be required to avail the tax treaty benefits by sending an email to green@skdc-consultants.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before the end of business hour of 24th July, 2020.

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 before July 24, 2020 (5.00 pm IST). 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. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Electronic copy of the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.supersales.co.in and website of the BSE Limited at www.bseindia.com.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

15. The results of the e-voting and e- voting during the Annual General Meeting will be announced by the Chairman or person authorised by the Chairman within 48 hours 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 Exchange.
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 were not claimed for the last 7 years have been 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 and demat account number relating to shares due for transfer will be made available in the website www.supersales.co.in for information and necessary action by the shareholders.
 - d. Shareholders who have not claimed their dividends from the year 2012-13 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 REAPPOINTMENT

Sri. Ravi Sam (DIN 00007465)

Sri. Ravi Sam a leading industrialist born on 31.03.1956 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. He is also one of the trustees in some charitable trusts contributing to promotion of health and education.

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

Other Directorships :

1) Adwaith Textiles Private Limited 2) Adwaith Lakshmi Industries Private Limited 3) Lakshmi Ring Travellers (Coimbatore) Private Limited 4) Sri Kara Engineering Private Limited 5) Lakshmi Caipo Industries Limited 6) Titan Paints and Chemicals Private Limited 7) Sri Kamakoti Kamakshi Enterprises Private Limited 8) Integrated Electrical Controls India Private Limited 9) Eshaan Enterprises Limited 10) Bhadra Lakshmi Management Private Limited 11) Confederation of Indian Textile Industry.

Membership of Committees of Companies:

Audit Committee : Super Sales India Limited

Nomination and Remuneration Committee : Super Sales India Limited

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

Share Transfer Committee : Super Sales India Limited

Date of appointment into the Board : 30.06.1983.

Shareholding : 1,000 equity shares of Rs. 10/- each constituting 0.033% of the paid up capital.

He is not related to any other Director, Manager or Key Managerial Personnel. 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 2019-20 was Rs. 0.75 Lakh.

Number of Board meetings attended by him during 2019-20 was 1.

The Board recommends the reappointment of Sri. Ravi Sam as a Director of the Company. He is liable to retire by rotation.

Except Sri. Ravi Sam, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Item No. 3.

Item No. 4

As per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Subbachar & Srinivasan, Chartered Accountants have been appointed as statutory auditors for a term of five years commencing from the financial year 2016-17 who will retire at the conclusion of the Annual General Meeting to be held in the year 2021 and they are eligible for reappointment as Statutory Auditors for further term of 5 years from 2021-22 onwards.

It is proposed to reappoint M/s. Subbachar & Srinivasan, Chartered Accountants as statutory auditors for a further term of five years commencing from the financial year 2021-22 and will retire at the conclusion of the Annual General Meeting to be held in the year 2026.

Proposed fees payable to the statutory auditor(s) for the year 2021-22 is Rs. 3,50,000/- and reimbursement of out of pocket expenses incurred by them in connection with Audit plus taxes as applicable and the remuneration for the remaining years will be decided by the Board of Directors time to time.

Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed: M/s. Subbachar & Srinivasan, Chartered Accountants have vast experience in accounting and auditing of Listed companies.

Board of Directors recommends the ordinary resolution set out in the Item No. 4 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.4.

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

Item No. 5

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, Practising 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. 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
25th May, 2020

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, as amended by the Companies (Management and Administration) Amendment Rules (including any statutory modifications, clarifications, exemptions or re-enactment thereof for the time being in force), the Company is pleased to provide the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 38th Annual General Meeting scheduled to be held on Thursday, the 30th July, 2020 at 3.30 PM by electronic means and the business may be transacted through remote e-voting and e-voting system during the AGM. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The Company has engaged the services of NSDL as the authorized agency to provide the remote e-voting and e-voting during the AGM as per instructions below.

Vote by Remote e-Voting and e-voting during the AGM

The Board of Directors has appointed Sri. B. Krishnamoorthy, Chartered Accountant as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

Any person, who acquires Shares of the Company and become Member of the Company after sending of the Notice and holding Shares as of the cut-off date, may obtain login ID and password by sending a request at evoting@nsdl.co.in. However if he / she is already registered with NSDL to remote e-voting then he / she can use his / her existing user ID and password for casting vote. Any person who ceases to be the member of the Company as on cut-off date and in receipt of this notice, shall treat this Notice for information purpose only.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27th July, 2020 at 9:00 A.M. and ends on 29th July, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will ask you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password ?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password ?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.