



SUPER SALES INDIA LIMITED

SSIL / SEC / 631 .

Thursday, July 4, 2019

Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Fort,
Mumbai – 400 001.
Fax No.022-22658121

Dear Sir,

Sub: 37th Annual report – reg.

As per Regulation 34 (1) of SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith the 37th Annual report of the Company for the financial year ended 31st March, 2019 for your records.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Super Sales India Limited

S. K. Radhakrishnan

S K Radhakrishnan
Company Secretary

Encl. As above



SUPER SALES INDIA LIMITED

COIMBATORE

37TH ANNUAL REPORT 2018 -19

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. B. Lakshminarayana - DIN 00504396
Sri. G. Mani (Managing Director) - DIN 08252847

CHIEF FINANCIAL OFFICER

Sri. S. Ravindran

COMPANY SECRETARY

Sri. S.K. Radhakrishnan

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

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, A-1 Sathy Road,
Ganapathy,
Coimbatore - 641 006.

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 37th Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held at 3.30 P.M on Monday, the 5th August, 2019 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, 2019 including Balance Sheet as at 31st March, 2019, Statement of Profit and Loss and Cash Flow statement for the year ended 31st March, 2019, 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. Sanjay Jayavarthnavelu (DIN 00004505), 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 the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments or modification(s) or re-enactment thereof for the time being in force), Sri. S. Venkataraman (DIN 02538050), Director who holds office as an Independent Director up to 26th August, 2019 and submitted a declaration that he met the criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being eligible, be and is hereby re-appointed as an Independent Director of the Company and to hold office for the second term of five consecutive years i.e from 27th August, 2019 to 26th August, 2024 and he is not liable to retire by rotation.

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. Venkataraman, as an Independent Director of the Company notwithstanding the fact that he would be crossing the age of 75 years during current term of appointment.

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

RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments or modification(s) or re-enactment thereof for the time being in force), Smt. Vijayalakshmi Narendra (DIN 00412374), Director who holds office as an Independent Director up to 1st February, 2020 and submitted a declaration that she met the

criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible, be and is hereby re-appointed as an Independent Director of the Company and to hold office for the second term of five consecutive years i.e from 2nd February, 2020 to 1st February, 2025 and she is not liable to retire by rotation.

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

RESOLVED that Sri. B. Lakshmi Narayana (DIN 00504396), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd October, 2018, 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, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Sri. B. Lakshmi Narayana's candidature for the office of Independent Director, who has submitted a declaration that he met the criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from 23rd October, 2018, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under read with schedule IV of the Companies Act, 2013 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments or modification(s) or re-enactment thereof for the time being in force). He is not liable to retire by rotation.

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

RESOLVED that Sri. G. Mani (DIN 08252847), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd October, 2018 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, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Sri. G. Mani's candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

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

RESOLVED that pursuant to the provisions of Sections 196, 197, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule V to the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for the appointment and remuneration of Sri. G. Mani (DIN 08252847) as Managing Director of the Company for a period of three years with effect from 24th October, 2018 to 23rd October, 2021 on the following remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee at their respective meetings:

- a) Basic Salary : Rs. 3,00,000/- per month
- b) House rent allowance : Rs. 1,50,000/- per month
- c) Special allowance : Rs. 36,000/- per month
- d) Perquisites : In addition to the salary he is entitled to the following perquisites:
 - i) Leave Travel Assistance : One month basic salary, per annum
 - ii) Medical benefits : One month basic salary, per annum

For the purpose of calculating the ceiling, perquisites shall be evaluated as per the Income Tax rules wherever applicable.

Gratuity shall be payable as per the rules of the Company.

The Managing Director is entitled for leave as per the rules of the Company. He can encash the un-availed leave at the end of his tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

Provision of Company car with driver and telephone facility for use on Company's business will not be considered as perquisites. Use of the car for private purposes and personal long distance calls on telephone shall be billed by the Company to the Managing Director.

The minimum remuneration and perquisites to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his office shall be as per Part II of Section II of Schedule V of the Companies Act, 2013 or such other limits as may be notified by the Government from time to time as minimum remuneration.

RESOLVED FURTHER that Sri. G Mani shall conduct the affairs of the Company subject to the superintendence, control and direction of the Board of Directors.

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

RESOLVED that pursuant to Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for entering into Material related party transactions in excess of 10% of the annual consolidated turnover of the Company in any financial year with M/s. Lakshmi Machine Works Limited by the Company for a period of 5 years with effect from 1st April, 2020.

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.

10. 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, 2020, 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
20th May, 2019

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 Tuesday, 30th July, 2019 to Monday, 5th August, 2019 (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 29th July, 2019 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 29th July, 2019.
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 and 2017 -18 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 / appointment are provided in the notice.
9. Members are requested to communicate their change of address, if any, PAN Number and 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 and 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 2018-19 is 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 e-mail addresses, physical copy of the Annual Report for the year 2018-19 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form is 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 addresses, physical copy of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for the year 2018-19 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 2010-11 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, demat account number and number of shares due for transfer etc will be made available in our 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 RE-APPOINTMENT

Sri. Sanjay Jayavarthanelu (DIN 00004505)

Sri. Sanjay Jayavarthanelu 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 India - ITME Society. He is a Vice Chairman of The South India Textile Research Association (SITRA). He is a Chairman of CII – Southern Regional Council and the executive committee member 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). Lakshmi Life Sciences Limited
- 6). Lakshmi Cargo Company Limited
- 7). Lakshmi Technology & Engineering Industries Limited
- 8). Lakshmi Ring Travellers (Coimbatore) Limited
- 9). Chakradhara Aerospace and Cargo Private Ltd
- 10). Alampara Hotels & Resorts Private Limited.

Membership of Committees of Companies:

Audit Committees	Nomination and Remuneration Committee	CSR Committees	Share Transfer Committees
Lakshmi Cargo Company Limited Carborundum Universal Limited	Carborundum Universal Limited Lakshmi Cargo Company Limited	Lakshmi Machine Works Limited Lakshmi Cargo Company Limited Chakradhara Aerospace and Cargo Private Ltd	Lakshmi Machine Works Limited Super Sales India Limited

Date of appointment into the Board : 26.11.1989

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, Manager or Key Managerial Personnel.

Sitting fee paid to him during the year 2018-19 was Rs 1.00 Lakh.

Number of Board meetings attended by him during 2018-19 was 4.

The Board recommends the re-appointment of Sri. Sanjay Jayavarthanelu as a Director of the Company.

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

Item No. 4

Sri.S.Venkataraman (DIN 02538050) was appointed as a Director of the Company with effect from 23rd October, 2012 and appointed as an Independent Director of the Company for a period of five years with effect from 27th August, 2014 to 26th August, 2019 (first term). As such the tenure of Sri.S.Venkataraman, as an Independent Director of the Company expires on 26th August, 2019 and he is eligible for re-appointment as an Independent Director for a further period of five years on passing of special resolution at the General Meeting.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, a notice from a member of the Company signifying his intention to propose Sri.S.Venkataraman as a candidate for the office of the Independent Director has been received by the Company. Accordingly Sri.S. Venkataraman is proposed to be appointed as an Independent Director of the Company for a further period of five consecutive years with effect from 27th August, 2019 to 26th August, 2024. (Second Term).

Company has received a declaration from Sri. S. Venkataraman that he met the criteria for independence as prescribed in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Nomination and Remuneration Committee of Directors and the Board were of the opinion, after evaluating the performance, appropriate mix of skills, experience, competency and other attributes, that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Sri. S. Venkataraman as an Independent Director. He is not liable to retire by rotation.

Board is of the opinion that Sri. S. Venkataraman fulfills the conditions and criteria of independence as specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and independent of the Management. Copy of the draft letter of appointment of Sri. S. Venkataraman as an Independent Director of the Company would be available for inspection without any fee by the members at the registered office of the Company.

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 1st April, 2019. Sri. S. Venkataraman, Director (DIN 02538050), presently aged 71 years, if re-appointed as an Independent Director of the Company for a further period of five consecutive years from 27th August, 2019, will cross the age of 75 years before end of the second term of appointment.

Sri. S. Venkataraman met all the criteria specified by the Nomination and Remuneration Committee for evaluating his performance in the broad headings of Qualification, experience, knowledge & competency, ability to fulfill allotted functions/rolls, ability to function as a team, pro-activeness, participation and attendance, commitments, contribution, integrity, independence from Company, ability to articulate independent views and judgment.

Accordingly, the Board recommends this special resolution in relation to re-appointment of Independent Director and also for continuation of directorship of Sri. S. Venkataraman, Director (DIN 02538050), as an Independent Director even after the age of 75 years as set out in item No. 4 of the notice for approval of shareholders.

Sri.S.Venkataraman is born on 13.11.1948. He is a B.Tech graduate and also completed Post Graduation in Industrial Engineering. Sri.S.Venkataraman served in M/s. Voltas Limited for more than 15 years in various capacities including Head of the textile machinery marketing division at Coimbatore. He has more than four decades of experience in Textile Industry.

Directorship in other Companies:

1. Lakshmi Ring Travellers (Coimbatore) Limited.

Membership of Committees of Companies:

Audit Committees : Lakshmi Ring Travellers (Coimbatore) Limited and Super Sales India Limited.

Nomination and Remuneration Committees : Lakshmi Ring Travellers (Coimbatore) Limited and Super Sales India Limited.

Stakeholders Relationship Committees : Nil

CSR Committees : Lakshmi Ring Travellers (Coimbatore) Limited and Super Sales India Limited.

Share Transfer Committees: Nil

Sri. S. Venkataraman is not holding any equity shares in the Company.

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

Sitting fee paid to him during the year 2018-19 was Rs 2.75 Lakhs.

Number of Board meetings attended by him during 2018-19 was 4.

He is an Independent Director and entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the Board and / or Committees or any other meeting of directors and profit related commission, if any, in terms of Section 197 and other applicable provision of the Companies Act, 2013, and as determined by the Board from time to time, within the overall limits specified under the Companies Act, 2013 as well as the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Except Sri.S.Venkataraman, being an appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in item no. 4

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

Item No. 5

Smt. Vijayalakshmi Narendra (DIN 00412374) was appointed as a Director of the Company with effect from 2nd February, 2015 and appointed as an Independent Director of the Company for a period of five years with effect from 2nd February, 2015 to 1st February, 2020 (first term). As such the tenure of Smt. Vijayalakshmi Narendra, as an Independent Director of the Company expires on 1st February, 2020 and she is eligible for re-appointment as an Independent Director for a further period of five years on passing of special resolution at the General Meeting.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, a notice from a member of the Company signifying his intention to propose Smt. Vijayalakshmi Narendra as a candidate for the office of the Independent Director has been received by the Company. Accordingly Smt. Vijayalakshmi Narendra is proposed to be appointed as an Independent Director of the Company for a further period of five consecutive years with effect from 2nd February, 2020 to 1st February, 2025. (Second Term).

Company has received a declaration from Smt. Vijayalakshmi Narendra that she met the criteria for independence as prescribed in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Nomination and Remuneration Committee of Directors and the Board were of the opinion, after evaluating the performance, appropriate mix of skills, experience, competency and other attributes, that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Smt. Vijayalakshmi Narendra as an Independent Director. She is not liable to retire by rotation.

Board is of the opinion that Smt. Vijayalakshmi Narendra fulfills the conditions and criteria of independence as specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for her re-appointment as an Independent Director of the Company and independent of the Management. Copy of the draft letter of appointment of Smt. Vijayalakshmi Narendra as an Independent Director of the Company would be available for inspection without any fee by the members at the registered office of the Company.

Smt. Vijayalakshmi Narendra met all the criteria specified by the Nomination and Remuneration Committee for evaluating her performance in the broad headings of Qualification, experience, knowledge & competency, ability to fulfill allotted functions/rolls, ability to function as a team, pro-activeness, participation and attendance, commitments, contribution, integrity, independence from Company, ability to articulate independent views and judgment.

Accordingly, the Board recommends this special resolution in relation to re-appointment of Smt. Vijayalakshmi Narendra as an Independent Director as set out in item No. 5 of the notice for approval of shareholders.

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

- i. Managing the operations of securities issue and listing, Corporate compliance of SEBI, Companies Act, Listing Regulations and Depositories.
- ii. 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 Companies:

Audit Committees : Jagannath Textile Company Limited

Nomination and Remuneration Committees : Jagannath Textile Company Limited

Stakeholders Relationship Committees : Nil

CSR Committees : Nil

Share Transfer Committees : Nil

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

She is not related to any other director, Manager or Key Managerial Personnel.

Sitting fee paid to her during the year 2018-19 was Rs 1.00 Lakh.

Number of Board meetings attended by her during 2018-19 was 3.

She is an Independent Director and entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the Board and / or Committees or any other meeting of directors and profit related commission, if any, in terms of Section 197 and other applicable provision of the Companies Act, 2013, and as determined by the Board from time to time, within the overall limits specified under the Companies Act, 2013 as well as the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

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

Item No. 6

Sri. B. Lakshmi Narayana (DIN 00504396) was appointed as an Additional Director of the Company in Independent, Non-Executive capacity with effect from 23rd October, 2018 at the Board meeting held on 23rd October, 2018.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Sri. B. Lakshmi Narayana holds office as Director of the Company up to the date of the Annual General Meeting. Further, Notice has been received from a member signifying his intention to propose Sri. B. Lakshmi Narayana as a candidate for the office of Director in the category of Independent Directorship.

Nomination and Remuneration Committee of Directors and the Board were of the opinion, after evaluating the performance, appropriate mix of skills, experience, competency and other attributes, that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Sri. B. Lakshmi Narayana as an Independent Director. He is not liable to retire by rotation.

Board is of the opinion that Sri. B. Lakshmi Narayana fulfills the conditions and criteria of independence as specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and independent of the Management. Copy of the draft letter of appointment of Sri. B. Lakshmi Narayana as an Independent Director of the Company would be available for inspection without any fee by the members at the registered office of the Company.

Accordingly, the Board recommends this resolution in relation to appointment of Sri. B. Lakshmi Narayana as an Independent Director as set out in item No. 6 of the notice for approval of shareholders.

Sri. B. Lakshmi Narayana born on 17.09.1966, has completed his Graduation in Management (BBM) at P. S. G. College of Arts & Science, B.S at New Hampshire College and C.S.S. (Marketing) at Harvard University. He has completed his M.B.A in University of New Hampshire. He has more than two decades of experience in Spinning and weaving.

He is a past Chairman of SIMA-Cotton Development Research Association, Committee member of South India Mills Association and Indian Cotton Federation. He is a Vice Chairman of Cheshire Homes India. He is one of the trustees in Meenambal Educational Trust and Siddha Naidu Higher Secondary School.

List of Directorship in other Companies:

1. Van Tex Limited 2. Primo Aqua Green Private Limited 3. Super Spinning Mills Limited 4. Elgi Electric and Industries Limited.

Membership of Committees of Companies:

Audit Committee – Super Spinning Mills Ltd and Super Sales India Limited.

Nomination and Remuneration Committees : Nil

Stakeholders Relationship Committees : Nil

CSR Committees : Nil

Share Transfer Committees : Nil

Sri. B. Lakshmi Narayana is not holding any equity shares in the Company.

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

Sitting fee paid to him during the year 2018-19 was Rs 1.00 Lakh.

Number of Board meetings attended by him during 2018-19 was 2.

He is an Independent Director and entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the Board and / or Committees or any other meeting of directors and profit related commission, if any, in terms of Section 197 and other applicable provision of the Companies Act, 2013, and as determined by the Board from time to time, within the overall limits specified under the Companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Except Sri. B. Lakshmi Narayana, 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 in Item No. 6.

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

Item Nos. 7&8

Sri. G. Mani (DIN 08252847) was appointed as an Additional Director of the Company with effect from 23rd October, 2018 at the Board meeting held on 23rd October, 2018.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Sri. G. Mani holds office as Director of the Company up to the date of the Annual General Meeting. Further Notice has been received from a member signifying his intention to propose Sri. G. Mani as a candidate for the office of Director.

Nomination and Remuneration Committee of Directors and the Board were of opinion, after evaluating the performance, appropriate mix of skills, experience, competency and other attributes, that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Sri. G. Mani as a Director.

As recommended by the Nomination and Remuneration Committee and approved by Audit Committee, the Board of Directors has appointed Sri. G. Mani as Managing Director of the Company for a period of three years with effect from 24th October, 2018 subject to the approval of shareholders.

The approval of the members is being sought to appoint him as Director and the terms, conditions and stipulations for the appointment of Sri. G. Mani as Managing Director and the remuneration payable to him. The terms and conditions proposed are after taking into account of the financial position of the Company and keeping in line with the remuneration package that is necessary to encourage good and experienced professional managers with a sound career record to the important position as that of the Managing Director.

Pursuant to the provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee had also approved the remuneration payable to Sri. G. Mani as Managing Director of the Company for a period of three years and recommended the same to the Board.

The details as required under Schedule V of the Companies Act, 2013 and brief bio-data of Sri. G. Mani and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Accordingly, the Board recommends these resolutions in relation to appointment of Sri. G. Mani as Director and Managing Director as set out in Item nos. 7 & 8 of the notice for approval of shareholders.

Sri. G. Mani is born on 09.03.1955 and raised in Coimbatore. He is an Engineer from PSG College of Technology. He started his career as a Trainee in Design Department at Lakshmi Machine Works Limited in the year 1975.

He was the Team Leader in early 1990s in Design & Development of Blow Room machine, System Leader for Research & Development in early 2000s for Card Sliver System and in 2010, he became the Head of R & D.

In 2014, he took over Global Service functions of TMD and was heading the Dr. DJ R & D Centre for validation of all new products.

In 2017, he became the Vice President and streamlined the processes of Global service, Information Technology and Human resource functions (HR & IR), Safety, Health & Environment, Energy Engineering, Civil, Liaisoning, Public Relations, Corporate Social Responsibility and Administrative functions of the LMW.

He has registered more than 15 patents for inventions in Textile machines. He won many TMMAR & D awards for the products designed by him.

He is not holding any directorship in other companies.

Membership of Committees of Companies :

Audit Committee : Nil

Nomination and Remuneration Committees : Nil

Stakeholders Relationship Committees : Super Sales India Limited.

CSR Committees : Super Sales India Limited.

Share Transfer Committees : Super Sales India Limited.

Sri. G. Mani is not holding any equity shares in the Company.

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

Sitting fee paid to him during the year 2018-19 was Nil.

Number of Board meetings attended by him during 2018-19 was 2.

Except Sri. G. Mani, 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 in Item Nos. 7&8.

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

Item No. 9

As per Regulations 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, if the Company propose to enter into any transaction with a related party and the amount of the transactions to be entered into 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 transaction.

The material related party transactions require the approval of the shareholders by a 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 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 manufactured at its Engineering division to LMW. LMW, one of the leading capital machinery manufacturers requires large volume of gears and gear boxes which is one of the best markets 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 resolution set out in the Item No. 9 of the notice for approval of the shareholders.

None of the Directors Except Sri. Sanjay Jayavarthanelu, Chairman and his relatives, None of other Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 9.

Item No. 10

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. 10 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. 10.

Coimbatore
20th May, 2019

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

Statement of information relevant to Sri. G. Mani, Managing Director of the Company as per Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION

1. Nature of Industry : Textile Industry.
2. Date or expected date of commencement of commercial production:
The Company was incorporated on 18th September 1981 and commenced commercial production on 7th December, 1981
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance based on given indicators:

Particulars	Rs. in Lakhs	
	2018-19	2017-18
Sales & Other Income	30134.87	25777.12
Profit/ (Loss) Before Tax	578.92	1652.46
Profit/ (Loss) After Tax	594.91	1420.98
Paid-up Equity Capital	307.15	307.15
Other Equity	26667.29	27621.29
Basic Earning per share (Rs)	19.37	46.26

5. Foreign Investments or collaborations, if any - Nil

II. INFORMATION ABOUT THE APPOINTEE

1. Background details of Sri. G Mani: Refer explanatory statement to item No 7&8
2. Past remuneration: Rs. 48.23 Lakhs P.A.
3. Recognition or awards : Refer explanatory statement to item No 7&8
4. Job profile and his suitability :
He is responsible for performance of all the divisions of the Company. With his vast experience in the textile machinery manufacturing industry, both in technical and administrative capacities, he is found suitable for the job.
5. Remuneration proposed: Details of proposed remuneration have been disclosed in Item No. 8 of this Notice.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) - Taking into consideration the size of the Company, profile of Sri. G. Mani, responsibility undertaken by him and the industry standard, the remuneration paid / payable is commensurate with the remuneration packages payable to Managerial Personnel in similar Companies.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any : Besides the remuneration being received, the Managing Director does not have any pecuniary relationship with the Company. He is not related to any other Director of the Company.

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits:
As the textile industry is undergoing a downtrend with high raw material prices and severe competition, the margins are very thin.
2. Steps taken or proposed to be taken for improvement.
The Company has taken up modernising its spinning units with new compact spinning systems. In addition, cost control measures have been implemented to meet the stiff competition.
3. Expected increase in productivity and profits in measurable terms.
As per the current year projections, in view of the installation of new compact systems, productivity is expected to improve atleast by 5% and the operational profits to the extent of 2%.

IV. DISCLOSURES

The following disclosures shall be mentioned in the 'Board of Directors' report under the heading "Corporate Governance", if any, attached to the financial statement.

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:
Details are disclosed in the Corporate Governance Report.
2. Details of fixed component and performance linked incentives along with the performance criteria:
Details are disclosed in the Corporate Governance Report.
3. Service contracts, notice period, severance fees :
Details are disclosed in the Corporate Governance Report.
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:
The Company has not issued any Stock option.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI.

Name	Sri. G. Mani
DIN	08252847
Date of Birth / Nationality	09.03.1955/Indian
Date of appointment on the Board	23.10.2018
Inter-se relationship with other Directors or Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	DME., BE.,
Experience/Expertise in functional areas	More than 4 decades / Global service, Information Technology and Human resource functions (HR & IR), Safety, Health & Environment, Energy Engineering, Civil, Liaisoning, Public Relations, Corporate Social Responsibility and Administration.
No. of shares held	Nil
Board position held	Additional Director and Managing Director
Terms and conditions of appointment	As specified in item No. 8 of the notice
Remuneration sought to be paid	As specified in item No. 8 of the notice
Remuneration last drawn	Rs. 48. 23 Lakhs P.A.
Number of Board meetings attended	2
Directorships held in other companies	Nil
Association Membership in other Committees	Member of Stakeholder Relationship Committee and Share Transfer Committee and Chairman of CSR Committee of Super Sales India Limited.

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 37th Annual General Meeting scheduled to be held on Monday, the 5th August, 2019 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 2nd August, 2019 at 9.00 AM and ends on 4th August, 2019 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 29th July, 2019 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 "SUPER SALES INDIA LIMITED" 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.
- (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
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Coimbatore
20th May, 2019

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

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 37th Annual Report of the Company together with audited accounts of the Company for the financial year ended 31st March, 2019.

Financial Results for the year under review are summarized below :

Particulars	2018-19 (Rs. in Lakhs)	2017-18 (Rs. in Lakhs)
Income from operations	29550.55	25522.14
Other Income	584.32	254.98
Profit before Interest and Depreciation	3061.49	3971.86
Less: Interest	711.28	601.85
Profit/(Loss) before Depreciation	2350.21	3370.01
Less: Depreciation	1771.29	1717.55
Profit/(Loss) before Tax	578.92	1652.46
Less: Exceptional item	-	-
(Add)/Less: Provision for Taxes	(15.99)	231.48
Profit/(Loss) after Tax	594.91	1420.98

DIVIDEND

Your Directors recommend a dividend of Rs. 2.50 per equity share of Rs.10/- each for the financial year ended 31st March, 2019, 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 29th July, 2019 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 29th July, 2019.

SEGMENT WISE PERFORMANCE**Agency Division**

Due to very thin or negative margins of the spinning mills during the year under review, off take of machineries was very sluggish which affected the performance of this division.

The total revenue of this division during 2018-19 was Rs. 1550.73 Lakhs. Profit Before Tax and Interest was Rs. 598.79 Lakhs compared to Rs. 864.48 Lakhs during the previous year.

Textile Division

The high cotton cost, thanks to the new MSP fixed by the Union Government, affected the margins of the spinning mills. The Company has increased the production of micro modal yarn in which margins were better. In spite of the advantages of low cost captive wind power, this division earned lesser profits.

This division earned a Profit Before Tax and Interest of Rs. 1070.37 Lakhs compared to Rs. 1636.33 Lakhs during the previous year.

Engineering Division

The down trend in the capital goods manufacturing OEMs resulted into lower turnover and negative margins. Stiff competition affected the progress of Gear boxes sales.

This division incurred a loss of Rs.373.26 Lakhs as against the loss of Rs. 239.06 Lakhs during the previous year.

EXPORTS

The Company has directly exported its products valued at Rs. 4589.54 Lakhs in 2018-19. Exports through merchant exports were Rs. 2956.17 Lakhs. The Company has covered a major portion of Export obligation during the year.

The Company has got an extension of 4 months i.e up to 31.07.2019 to fulfill the export obligation.

PROSPECTS

The world economy is undergoing a major downtrend. The tariff war between two major economies, USA and China is affecting the international trade substantially. Hence the prospects are not very encouraging. However there are some silver lines like moderate inflation in the country and Government's push towards more reforms in key sectors. India's GDP growth is projected to be one of the best in the emerging economies. In view of the hiked MSP, Cotton production is expected to be better this year. The Company's modernisation plans to go for more compact spinning systems would result in better performance during the current year.

DIRECTORS

Sri. Sanjay Jayavarthanelu, Director (DIN 00004505) retires by rotation at the ensuing Annual General Meeting, being eligible, offers himself for re-appointment.

Sri.J.Raghupathy, Sri. S.K.Najmul Hussain, Sri.S.Venkataraman and Smt. Vijayalakshmi Narendra, Independent Directors of the Company were appointed during 2014-15 and their period of appointment expires during 2019-20. Sri.J.Raghupathy and Sri.S.K.Najmul Hussain have not opted for re-appointment due to their age. Board recommends the re-appointment of Sri. S. Venkataraman and Smt. Vijayalakshmi Narendra as Independent Directors for the second term. Suitable resolutions for the approval of shareholders are included in the Notice of the Annual General Meeting.

Sri. B. Lakshmi Narayana and Sri. G. Mani have been appointed as additional directors on 23rd October, 2018 and their period expires at the ensuing Annual General Meeting. Board recommends for their appointments. Suitable resolutions are included in the Notice of the Annual General Meeting for their appointment as Directors.

Sri. G. Mani was appointed as Managing Director of the Company for a period of three year from 24.10.2018 to 23.10.2021 subject to the approval of the shareholders. Board recommends his appointment as Managing Director. Suitable resolution is included in the Notice of the Annual General Meeting for appointing him as Managing Director.

INDUSTRIAL RELATIONS

Industrial relations are cordial and your Directors appreciate the co-operation extended by the employees.

LISTING

Your Company's shares are listed in BSE Limited. The listing fee to the BSE Limited has been duly paid. The shares are regularly traded in BSE Limited and were not suspended at any time during the year.

AUDITORS**Statutory Auditors**

The Statutory Auditors M/s. Subbachar & Srinivasan, Chartered Accountants were 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 the shareholders have authorized the Board to fix the remuneration payable to the auditors from time to time.

The first proviso to Section 139 of the Companies Act, 2013, which mandated the ratification of the appointment of Statutory Auditors at every subsequent Annual General Meeting, has been omitted by the Companies (Amendment) Act. Hence ratification of the appointment of Statutory Auditors is not placed to the shareholders.

The auditors, M/s. Subbachar & Srinivasan, Chartered Accountants, have confirmed their eligibility for continuing as Statutory Auditors of the Company.

Cost Auditor

Pursuant to provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors, on the recommendation of the Audit Committee, has appointed Sri. G. Sivagurunathan, Practising Cost and Management Accountant, as the Cost Auditor of the Company for the financial year 2019-20.

Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Sri. M.R.L.Narasimha, Practising Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2019-20.

The secretarial audit report in form MR3 obtained pursuant to Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the financial year 2018-19 is enclosed as Annexure 2.

Extract of the annual return as per the provisions of the Companies Act, 2013 is enclosed as Annexure 1. The same will be posted in the Company's website www.supersales.co.in/corporate-financial-results.html.

The details of the meetings of the Board and Committees and attendance of directors are given in the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance of Section 134 of the Companies Act, 2013, the Directors of your Company confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departure;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURES

Independent Directors have met all the criteria of Independent Directors and they have given a declaration to the effect that they have met all the criteria of independent directors as prescribed in Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Salient features of the Nomination and remuneration Policy is enclosed to this annual report.

Directors are eligible to get only sitting fee for attending the Board or Committee or other meetings of Directors. Outstation directors are entitled to get reimbursement of out of pocket expenses incurred by them in connection with attending of the Board or Committee or other meetings.

There is no qualification, reservation, adverse remarks or disclaimer by the Statutory Auditors in their audit report or Practising Company Secretary in his secretarial audit report. The auditors have not reported any fraud to the Audit Committee or to the Board or to the Central Government during the year 2018-19.

Company has not provided any loans, guarantees, security under Section 186 of the Companies Act, 2013 during the year under review. The Company has not made investment during the year 2018-19.

All the transactions entered by the Company during the financial year 2018-19 with the related parties are in the ordinary course of business and at Arm's length. The details of material related party transactions are given in form AOC -2 as annexure 3.

Board of Directors has decided to transfer Rs. 60 Lakhs, out of profits for the year 2018-19, to General Reserve.

There is no material change and commitment which have occurred between the end of the financial year and to the date of the report which affect the financial position of the Company.

(A) Conservation of Energy

i. the steps taken or impact of conservation of energy	Energy efficient motors and replacement of tube lights with LED bulbs are in progress to reduce energy consumption.
ii. the steps taken by the Company for utilizing alternate source of energy	The Company has utilized 57.32% of its energy requirements through wind power.
iii. the Capital investment on energy conservation equipments	Rs. 21.02 Lakhs

(B) Technology absorption

i. Efforts made towards technology absorption	compact spinning system at a cost of Rs. 1062.20 Lakhs has been installed.
ii. Benefits derived like product improvement, cost reduction, product development, import substitution, etc.,	the compact yarn is used in high speed airjet looms and hence improved marketability of our yarn.
iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)	-
(a) Details of technology imported.	-
(b) Year of import.	-
(c) Whether the technology been fully absorbed?	-
(d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.	-
iv. The expenditure incurred on Research and Development	-

(C) Foreign exchange earnings and out go

The Foreign Exchange earnings and outgo during the year under review were as follows:

Foreign Exchange Earned	: Rs. 4855.05 Lakhs
Foreign Exchange Outgo	
Raw Material imports	: Rs. 999.90 Lakhs
Stores and Spares imports (including advances)	: Rs. 33.30 Lakhs
Capital Imports	: Rs. 309.17 Lakhs
Others	: Rs. 22.52 Lakhs
	<u>: Rs. 1364.89 Lakhs</u>

RISK MANAGEMENT

The Company has established a risk management frame work to identify, evaluate the business risks and opportunities. The main object of the framework is to minimise the adverse impact of the risks by taking effective mitigating measures to retain the business advantages. The identified risks and mitigation measures are reviewed by the concerned Heads and all the risks identified and mitigation measures are placed before the Board. Board is of the opinion that there is no risk which affects the existence of the Company.

CSR ACTIVITIES

The CSR Committee consists of three directors out of which two are independent directors. The Board has approved the CSR Policy and the same is posted in the website of the Company <http://www.supersales.co.in/policies.html>. As per the policy, Company can spend the amount required to be spent under Corporate Social Responsibility to any of the Project or activities covered under Schedule VII (as amended from time to time) based on the recommendation of the CSR Committee and approved by the Board. The amount can be spent any where in India, however preference shall be given for the geographical locations where the Company's operations are located. The amount required to be spent under CSR activities may be spent by the Company itself or contributing to any trust which is having established track record as recommended by the CSR Committee and approved by the Board. The CSR Committee shall periodically review and monitor the expenditure made on various projects or activities as approved by the Board. The Company has spent the entire amount required to be spent during the financial year 2018-19. Annual Report on CSR activities is enclosed as Annexure 4.

DISCLOSURE UNDER RULE 8

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out annual evaluation of its own performance, that of its committees and individual directors for the financial year 2018-19. The Chairman of the Board has sent a list of criteria, as approved by the Nomination and Remuneration Committee, for evaluation of the Board's performance, that of its committees and individual directors to all the Directors. Each Director has evaluated based on the criteria and communicated the results of the evaluation to the Chairman.

There is no change in the nature of business. The Company has appointed Sri. B. Lakshmi Narayana and Sri .G. Mani as Additional Directors of the Company on 23rd October, 2018. Sri. N. R. Selvaraj, then Managing Director, a Key Managerial Personnel, has resigned as Director and Managing Director and relieved from his responsibilities at the close of the business hours on 23rd October, 2018. Sri. G. Mani has been appointed as Managing Director of the Company for a period of three years from 24th October, 2018.

There is no Subsidiaries, Joint Ventures or Associates and there is no addition or cessation of Subsidiaries, Joint ventures or Associates during the year 2018-19. The Company has not accepted or holds any deposit from the public or directors or shareholders. There is no significant material orders passed by the regulators or courts or tribunals which affects the going concern status or operations in future.

The Company has implemented and evaluated the internal financial controls with reference to the financial statements which provide a reasonable assurance. The Directors and Management confirm that the internal financial controls are adequate with respect to size and operations of the Company. The Company has established adequate internal control system which is commensurate with its nature and volume of operations. The accounting transactions and operations are audited by the Internal Auditors viz-a-viz the internal controls, policies and procedures and the deviations, if any, are reported and corrective actions are taken appropriately.

Details of appointment, re-appointment of directors retire by rotation and of Independent directors are provided elsewhere in this report.

The Composition of the Audit committee is given in the Corporate Governance Report. Board has accepted all the recommendations made by the Audit Committee during the year 2018-19. In the preparation of financial statements, no treatment different from that of prescribed accounting standards has been followed. The Company has complied with the applicable secretarial standards.

The Company has maintained all the cost accounts and records, as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

Particulars pursuant to Section 197(12) and the relevant rules are given in the Annexure 5.

VIGIL MECHANISM

The Company has established vigil mechanism and adopted whistle blower policy which protects persons who uses the mechanism from victimization and allows direct access to the Chairman of the Audit Committee if required. The Policy is posted in the website of the Company.

REMUNERATION POLICY

Based on the recommendation of the Nomination and Remuneration Committee, the Board has approved the Remuneration Policy of the Company for selection and appointment of Directors and senior management personnel, their remuneration, succession plans, Board diversity and the salient features of same is enclosed as Annexure 6 to this report. Weblink to access the policy is <http://www.supersales.co.in/policies.html>

A certificate from the Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance is enclosed as Annexure 7.

Information pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014

In terms of Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the Company has no employee drawing salary exceeding Rs. 102 Lakhs per annum or Rs. 8.50 Lakhs per month during the year under review. No employee has drawn remuneration in excess of the remuneration drawn by the Managing Director and holds by himself or along with his spouse and dependent children not less than two percent of equity share capital of the Company.

List of top 10 employees based on salary drawn is enclosed as Annexure 8.

Company is not paying any commission to the directors and Whole time director/Managing Director.

Disclosures under the Sexual Harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013.

The Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to hear and redress the complaints, if any received from women employees.

- a. number of complaints filed during the financial year - Nil
- b. number of complaints disposed of during the financial year - Nil
- c. number of complaints pending as on end of the financial year - Nil

ADDITIONAL DISCLOSURES

In line with the requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report, Corporate Governance Report, Related Party disclosures are made part of the Annual Report.

A certificate from CEO/CFO, interalia, confirming the correctness of the financial statements is also made part of the Annual Report.

GENERAL

The Directors place on record their sincere thanks to all the Principals for their whole hearted co-operation and to the bankers of the Company for their financial assistance. Directors also wish to thank the customers for their support and confidence reposed in the Company and to the employees at all levels for their cooperation and dedication.

Coimbatore
20th May, 2019

For and on behalf of the Board
SANJAY JAYAVARTHANEVELU
Chairman
DIN 00004505

ANNEXURE - 1

MGT – 9
Extract of the Annual Return

I. REGISTRATION AND OTHER DETAILS

i) CIN	L17111TZ1981PLC001109
ii) Registration Date	18 th September, 1981
iii) Name of the Company	Super Sales India Limited
iv) Category / Sub-Category of the Company	Public Limited Company, Limited by shares
v) Address of the Registered office and contact details	34A, Kamaraj Road, Coimbatore - 641 018, Tamilnadu Tel. : 0422 - 2222404 - 405 Fax : 0422 - 2221427 E-mail : investorscell@vaamaa.com, ssil@vaamaa.com
vi) Whether listed company Yes/ No	Yes
vii) Name, Address and Contact details of Registrars and Share Transfer Agent, if any	SKDC Consultants Limited, "Kanapathy Towers", 3 rd Floor, 1391/1A, Sathy Road, Ganapathy - 641006. CIN : U74147TZ1998PLC008301 Tel. : 0422 - 4958995, 2539835 Fax : 0422 - 2539837 E-mail : info@skdc-consultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service (NIC Code 2008)	% to total turnover of the Company
1.	Textile Division : Manufacturing of Yarn	13111	83.98

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
NA					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Share Holding Pattern 31.03.2019

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
a) Individuals/ Hindu Undivided Family	400288	-	400288	13.032	400288	-	400288	13.032	-
b) Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	1436912	-	1436912	46.782	1436912	-	1436912	46.782	-
d) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
e) Any Others(Specify)	-	-	-	-	-	-	-	-	-
Sub Total(A)(1)	1837200	-	1837200	59.814	1837200	-	1837200	59.814	-
(2) Foreign									
a) Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Bodies Corporate	-	-	-	-	-	-	-	-	-
c) Institutions	-	-	-	-	-	-	-	-	-
d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e) Any Others(Specify)	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1837200	-	1837200	59.814	1837200	-	1837200	59.814	-
(B) Public shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
b) Financial Institutions / Banks	-	103	103	0.003	-	103	103	0.003	-
c) Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
h) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
i) Any Other (specify)	-	-	-	-	-	-	-	-	-
Foreign Portfolio Inv (Corp.CAT)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	103	103	0.003	-	103	103	0.003	-

(i) Share Holding Pattern 31.03.2019 (contd...)

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-institutions									
a) Bodies Corporate									
i) Indian	129673	2053	131726	4.289	139251	2013	141264	4.599	0.310
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 Lakh	729359	192847	922206	30.026	757578	156397	913975	29.758	(0.268)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 Lakh	61454	-	61454	2.001	61454	-	61454	2.001	-
c) Others (specify)									
Directors & their Relatives	1600	-	1600	0.052	1500	-	1500	0.049	(0.003)
Trusts	350	-	350	0.011	350	-	350	0.011	-
Non Resident Indians	11628	189	11817	0.385	5892	189	6081	0.198	(0.187)
Clearing Members	24485	-	24485	0.797	19636	-	19636	0.639	(0.158)
Hindu Undivided Families	36163	-	36163	1.177	37974	-	37974	1.236	0.059
Inv.Education and Protection Fund Auth.	44,321	-	44,321	1.443	51963	-	51963	1.692	0.249
Unclaimed Share Suspense Account	75	-	75	0.002	-	-	-	-	(0.002)
Sub-Total (B)(2)	1039108	195089	1234197	40.183	1075598	158599	1234197	40.183	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	1039108	195192	1234300	40.186	1075598	158702	1234300	40.186	-
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A)+(B)+(C)	2876308	195192	3071500	100.000	2912798	158702	3071500	100.00	-

(ii) Shareholding of Promoters as of 31st March, 2019

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in Share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Sri. Sanjay Jayavarthanelu	216288	7.04	-	216288	7.04	-	-
2	Smt. D. Thayammal	25500	0.83	-	-	-	-	(0.83)
3	Smt. J. Rajyalakshmi	104400	3.40	-	104400	3.40	-	-
4	Ms. Shivali Jayavarthanelu	-	-	-	25500	0.83	-	0.83
5	Smt. Nethra J. S. Kumar	16300	0.53	-	16300	0.53	-	-
6	Smt. R. Uttara	24400	0.79	-	24400	0.79	-	-
7	Sri. R. Venkatrangappan	12400	0.40	-	12400	0.40	-	-
8	Sri. Ravi Sam	1000	0.03	-	1000	0.03	-	-
9	M/s. Eshaan Enterprises Ltd	64400	2.10	-	64400	2.10	-	-
10	M/s. Lakshmi Electrical Drives Ltd	2100	0.07	-	2100	0.07	-	-
11	M/s. Titan Paints and Chemicals Ltd	150	0.00	-	150	0.00	-	-
12	M/s. Revantha Services Ltd*	130672	4.25	-	130672	4.25	-	-
13	M/s. Lakshmi Life Sciences Limited	939590	30.59	-	939590	30.59	-	-
14	M/s. Lakshmi Machine Works Limited	300000	9.77	-	300000	9.77	-	-
	Total	1837200	59.81	-	1837200	59.81	-	-

* formerly known as M/s. Lakshmi Vignesh Security Services(P)Ltd

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Date	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
01/04/2018	Ms. Shivali Jayavarthanavelu	-	-	-	-
06/03/2019	Purchased	25500	0.83	25500	0.83
31/03/2019	At the end of the year			25500	0.83
01/04/2018	Smt. D. Thayarammal	25500	0.83	25500	0.83
06/03/2019	Sold	25500	0.83	-	-
31/03/2019	At the end of the year			-	-

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Benpos Date	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
01/04/2018	GAGANDEEP CREDIT CAPITAL PRIVATE LIMITED	61544	2.00	61544	2.00
31/03/2019	At the end of the year			61544	2.00
01/04/2018	PRESCIENT SECURITIES PRIVATE LIMITED	30000	0.98	30000	0.98
31/03/2019	At the end of the year			30000	0.98
01/04/2018	BHARAT JAYANTILAL PATEL	26343	0.86	26343	0.86
20/04/2018	Sold	26343	0.86	0	0.00
20/04/2018	Purchased	26343	0.86	26343	0.86
31/03/2019	At the end of the year			26343	0.86
01/04/2018	SNHEHAL PRADIP CHOKSEY	18611	0.61	18611	0.61
31/03/2019	At the end of the year			18611	0.61
01/04/2018	MEHTA VAKIL & CO. PVT. LTD.	12676	0.41	12676	0.41
29/03/2019	Sold	12676	0.41	0	0.00
29/03/2019	Purchased	12676	0.41	12676	0.41
31/03/2019	At the end of the year			12676	0.41
01/04/2018	MILI CAPITAL MANAGEMENT PVT. LTD. - INV.	10981	0.36	10981	0.36
31/03/2019	At the end of the year			10981	0.36
01/04/2018	SAMIR AMRATLAL SHAH	7600	0.25	7600	0.25
06/04/2018	Purchased	1000	0.03	8600	0.28
27/04/2018	Purchased	200	0.01	8800	0.29
01/06/2018	Purchased	100	0.00	8900	0.29
22/06/2018	Purchased	100	0.00	9000	0.29
28/09/2018	Purchased	100	0.00	9100	0.30
19/10/2018	Purchased	100	0.00	9200	0.30
31/03/2019	At the end of the year			9200	0.30

Benpos Date	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
01/04/2018	ANIL BHAVANJI SHAH	9000	0.29	9000	0.29
31/03/2019	At the end of the year			9000	0.29
27/04/2018	SAMIR SHAH	200	0.01	200	0.01
31/03/2019	At the end of the year			200	0.01
01/04/2018	INVESTORS EDUCATION AND PROTECTION FUND	44321	1.44	44321	1.44
28/09/2018	Transferred	7563	0.25	51884	1.69
05/10/2018	Transferred	79	0.00	51963	1.69
31/03/2019	At the end of the year			51963	1.69
01/04/2018	ANITA GUPTA	16500	0.54	16500	0.54
31/03/2019	At the end of the year			16500	0.54
01/04/2018	SAURABH VAKIL	8100	0.26	8100	0.26
31/03/2019	At the end of the year			8100	0.26

(v) Shareholding of Directors and Key Managerial Personnel

Date	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
01/04/2018	SANJAY JAYAVARTHANAVELU	216288	7.042	216288	7.042
31/03/2019	At the end of the year			216288	7.042
01/04/2018	RAGHUPATHY.J.	1500	0.049	1500	0.049
31/03/2019	At the end of the year			1500	0.049
01/04/2018	RAVI SAM	1000	0.033	1000	0.033
31/03/2019	At the end of the year			1000	0.033
01/04/2018	SELVARAJ.N.R	100	0.003	100	0.003
31/03/2019	At the end of the year			100	0.003

V. INDEBTEDNESS : Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs in Lakhs)

Particulars	Secured Loans	UnSecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4878.26	1740.70	-	6618.96
ii) Interest due but not paid	3.95	3.21	-	7.16
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4882.21	1743.91	-	6626.12
Change in the indebtedness during the financial year				
Addition	283.65	1660.49	-	1944.14
Reduction	-	-	-	-
Net Change	283.65	1660.49	-	1944.14
Indebtedness at the end of the financial year				
i) Principal Amount	5151.08	3402.67	-	8553.75
ii) Interest due but not paid	14.78	1.73	-	16.51
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5165.86	3404.40	-	8570.26

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD & CEO Sri N.R.Selvaraj - Managing director	Name of MD & CEO Sri G.Mani - Managing director	Total Amount (Rs. in Lakhs)
1.	Gross salary	From 1 st Apr, 2018 to 23 rd Oct, 2018	From 24 th Oct, 2018 to 31 st Mar, 2019	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	40.71	25.71	66.42
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	- as % of profit			
	- others, specify...	Nil	Nil	Nil
5.	Others, please specify			
	Gratuity	0.98	0.75	1.73
	Leave travel Assistance	5.43	0.00	5.43
	Medical reimbursement	1.53	1.16	2.69
	Total (A)	48.65	27.62	76.27
	Ceiling as per the Act			120.00

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount (Rs. in Lakhs)
1.	Independent Directors	Sri. J. Raghupathy	3.00
	Fee for attending board / committee or other meetings of directors	Sri. S. Venkataraman	2.75
		Sri. S. K. Najmul Hussain	3.00
		Smt. Vijayalakshmi Narendra	1.00
		Sri. B.Lakshmi Narayana	1.00
	- Commission		Nil
	- Others, please specify		Nil
	Total (1)		10.75
2.	Other Non-Executive Directors	Sri. Sanjay Jayavarthanavelu	1.00
	Fee for attending board / committee or other meetings of directors	Sri. Ravi Sam	2.25
	- Commission		Nil
	- Others, please specify		Nil
	Total (2)		3.25
	Total (B)=(1+2)		14.00
	Total Managerial Remuneration		90.27

C. Remuneration To Key Managerial Personnel Other than MD / Manager/ WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total Amount (Rs.in Lakhs)
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act,1961	17.71	11.58	29.29
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	- as % of profit			
	- others, specify...	Nil	Nil	Nil
5.	Others, please specify			
	Employer Contribution to PF	0.22	0.22	0.44
	Gratuity	0.32	0.24	0.56
	Leave Travel Assistance	0.41	0.27	0.68
	Medical Allowance	0.38	0.26	0.64
	Total (A)	19.04	12.57	31.61

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

ANNEXURE - 2

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment of Managerial Personnel and Remuneration) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

To,
The Members, Super Sales India Limited
Coimbatore

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Super Sales India Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Super Sales India Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Super Sales India Limited ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder and Companies Act, 1956 (to the extent applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings does not arise;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Company has not issued any securities during the year under review and hence the question of compliance of provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 does not arise;
 - (d) The Company has not issued any securities during the year under review and hence the question of compliance of provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 does not arise;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 does not arise;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Company has not delisted its securities from any of the Stock Exchanges in which it is listed during the period under review and hence the question of complying with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 does not arise;
- (h) The Company has not bought back any securities and hence the question of complying with the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 does not arise: and
- (i) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (j) The following law, that are specifically applicable to the Company :
Essential Commodities Act, 1955, with reference to "Hank Yarn Packing Notification, 2003" (No. 2/TDRO/8/2003 dated 17th April, 2003).

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange bond in India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and Women Director. There were changes in the composition of the Board of Directors during the period under review as below which were carried out in compliance with the provisions of the Act:

Mr. B. Lakshmi Narayana and Mr. G. Mani were appointed as Additional Directors on 23/10/2018. Mr. N R. Selvaraj ceased to be Managing Director w.e.f.23/10/2018. Mr. G. Mani was appointed as Managing Director w.e.f. 24/10/2018.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the verification of the records and the Minutes, the decisions of the Meetings of the Board and Committees of the Company were carried out with the consent of all the Directors/ Committee Members and there were no dissenting members as per the Minutes. Further in the Minutes of the General Meeting, the particulars of the members who voted against the resolutions have been properly recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Coimbatore

Date: 20th May,2019

M.R.L. Narasimha

Name of Company Secretary in practice:

FCS No. 2851

C P No. 799

This report is to be read with my letter of even date which is Annexed as annexure A and forms an integral part of this report.

Annexure A to Secretarial Audit Report of even date

To
The Members,
Super Sales India Limited
Coimbatore

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to make a report based on the secretarial records produced for my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my report.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. I have obtained the management's representation about the compliances of laws, rules and regulations and happenings of events, wherever required.
5. Compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Coimbatore
Date: 20th May,2019

M.R.L. Narasimha
Practising Company Secretary
Membership No. F2851
Certificate of Practice No.799

ANNEXURE - 3

AOC – 2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

<p>(a) Name(s) of the related party and nature of relationship</p> <p>(b) Nature of contracts/ arrangements/ transactions</p> <p>(c) Duration of the contracts / arrangements/ transactions</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any</p> <p>(e) Justification for entering into such contracts or arrangements or transactions</p> <p>(f) date(s) of approval by the Board</p> <p>(g) Amount paid as advances, if any:</p> <p>(h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188</p>	<p>All the transactions are at arms length basis</p> <p style="text-align: center;">NA</p>
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2. Details of material contracts or arrangement or transactions at arm's length basis

<p>(a) Name(s) of the related party and nature of relationship</p> <p>(b) Nature of contracts/ arrangements/ transactions</p> <p>(c) Duration of the contracts / arrangements/ transactions</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any</p> <p>(e) Date(s) of approval by the Board, if any</p> <p>(f) Amount paid as advances, if any</p> <p>Form shall be signed by the persons who have signed the Board's report.</p>	<p>Lakshmi Machine Works Limited, Director along with his relatives hold more than 2% of the Paid up share capital of the Company and hence it is a related party</p> <p>Purchase or sale of materials, goods, properties and Rendering and availing of services</p> <p>01.04.2015 to 31.03.2020</p> <p>Price charged for the above transactions was competitive, based on the prevailing market price and not be less than the price charged for such transactions to unrelated third party customers having such dealings or transactions with them. Transactions value is Rs. 7542.93 Lakhs</p> <p>20.05.2015</p> <p>Rs. 12.69 Lakhs</p> <p>Sanjay Jayavarthanelu Chairman - DIN: 00004505</p>
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ANNEXURE - 4

Annual report on CSR activities:

<p>1. a) Brief outline of the Company's CSR Policy</p>	<p>Company believes that CSR is a process with the aim to increase the responsibility for the company's actions and encourage a positive impact through its activities on the environment, education, healthcare, drinking water, infrastructure development, promoting sports, interests of customers, communities, stakeholders and all other members of the public sphere who may also be considered stakeholders. Company can spend the amount either by itself or through a trust for any of the project/area covered under the Companies Act read with relevant rules from time to time. Company has constituted a CSR Committee to identify the CSR activities / Project to be undertaken, approve budget and establish monitoring mechanism for the spending.</p>
<p>b) Overview of project or programmes proposed to be undertaken</p> <p>c) Weblink of CSR policy</p>	<p>To provide fund for improving infrastructure facilities of rural Government Schools</p> <p>http://www.supersales.co.in/policies.html</p>
<p>2. The Composition of CSR Committee</p>	<p>The Committee consists of three directors out of which two are independent directors.</p>
<p>3. Average Net profit of the Company for the last three financial years</p>	<p>Rs. 2066.90 Lakhs</p>
<p>4. Prescribed CSR Expenditure (2% of the above)</p>	<p>Rs. 41.34 Lakhs</p>
<p>5. a) Details of CSR Spent during the financial year</p> <p>Total amount to be spent for the year</p>	<p>Rs. 41.50 Lakhs</p>
<p>b) Amount unspent, if any</p>	<p>Nil</p>
<p>c) Manner in which the amount spent during the financial year detailed below:</p>	<p>The Amount contributed to a trust having an established track record for spending for the above projects.</p>

Annual report on Corporate Social Responsibility activities :

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
SI No.	CSR Project or activity undertaken	The sector in which the projects covered	Project or Programs (1) Local area or other area (2) Specify the state and District where projects or Programs was undertaken	Amount outlay (budget) Project or Program wise	Amount spent on the project or programs Sub heads: (1) Direct expenditure on projects or programs (2) Over heads	Cumulative expenditure up to the reporting period	Amount spent Direct or implementing agency
1.	Provide fund for improving infrastructure facilities of Rural Government School	Promoting education, enhancing vocation skills	(1) Local area (2) State: Tamilnadu and District: Coimbatore	Rs. 41.50 Lakhs	NA	Rs. 41.50 Lakhs	Through implementing agency. GKD Charity Trust, 34-A, Kamaraj Road, Coimbatore
6. In case the Company failed to spend the 2% of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.				NA			
7. The responsibility statement of the CSR Committee that the implementation and Monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.				The Committee is monitoring the implementation of the CSR policy, approve the budget for the spending on one or more activities specified in the policy and recommended to the Board for approval.			

G. Mani
DIN 08252847
MD and Chairman of CSR Committee

ANNEXURE - 5**Particulars Pursuant To Section 197(12) and the Relevant Rules :**

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	48.10:1 For this purpose, Sitting fees paid to the Directors have not been considered as remuneration.
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	The Managing Director has been appointed only in October, 2018. So increase in his salary is not applicable, CFO - Increase was 8.59% and Company Secretary - Increase was 7.55%. Other Directors are entitled to receive only sitting fees for attending the Board or Committee or Other meetings of directors.
(iii) the percentage increase in the median remuneration of employees in the financial year;	Increase of the median Employee remuneration 2.67%
(iv) the number of permanent employees on the rolls of Company;	590 employees
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average percentage of increase in the salaries of employees other than managerial personnel was 3.80%. Average percentage of increase in the salaries of managerial personnel was 3.81%.
(vi) affirmation that the remuneration is as per the remuneration policy of the Company.	Managing Director Affirmed that the remuneration paid to the employees were as per the remuneration policy of the Company

ANNEXURE - 6

SALIENT FEATURES OF NOMINATION AND REMUNERATION POLICY

Introduction :

Company believes that the human resources are one of the most important valuable assets of the Company. As per the requirement of the provisions of the Companies Act, 2013 and SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, to meet and attract the valuable asset and harmonize the payment to Directors, Key Managerial Personnel and other employees of the Company in line with the mission, vision and values of the Company this policy has been formulated by the Nomination and Remuneration Committee for the Directors, Key Managerial Personnel, Senior Management Personnel and approved by the Board of Directors.

The objective and purpose of this policy are:

- ♦ To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors and persons who may be appointed in Senior Management and Key Managerial positions.
- ♦ To lay down guiding principle for remuneration payable to Executive Directors, Non-Executive Directors, Senior Management Personnel and Key Managerial Personnel, retirement and removal.
- ♦ To recommend remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- ♦ To provide them reward linking to their effort, performance, dedication and achievement in the Company's operations/performance.
- ♦ To design suitable remuneration package to attract, retain, motivate and promote best caliber directors and employees, create strong performance orientated environment and reward, achievement of meaningful targets over the short and long-term and create competitive advantage.
- ♦ Determine the criteria for qualifications, positive attributes and independence of Directors.
- ♦ Devising criteria for board diversity and evaluation.
- ♦ Develop succession plan for the Board, Senior Management and Key Managerial Personnel.

Based on the above parameters, the Nomination and Remuneration policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors.

ANNEXURE - 7
Auditors' Certificate on Corporate Governance

To
The Members of
SUPER SALES INDIA LIMITED
Coimbatore.

We have examined the compliance of conditions of Corporate Governance by SUPER SALES INDIA LIMITED ('the Company') for the year ended March 31, 2019 as per relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Managements' Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India and the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India, which requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in the relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as applicable during the year ended 31st March, 2019.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For M/s. Subbachar & Srinivasan
Chartered Accountants
Firm Registration No.004083S

T.S.V.RAJAGOPAL
Partner
Membership No. 200380

Place: Coimbatore
Date: May 20, 2019

ANNEXURE - 8

Top 10 Employees Salary, Qualification & Experience Details (For the period - FY 2018-'19)

Sl. No.	Name	Designation	Remuneration received (Rs.in Lakhs)	Name of employment Contract or otherwise	Qualification	Total Experience (In Yrs)	Date of commencement of employment	Age
1	Selvaraj. N.R*	Managing Director	47.67	Permanent	B.Com., ACA	47	01/02/2014	71
2	Mani. G*	Managing Director	26.87	Permanent	DME., BE	43	17/08/2018	63
3	Vijayakumar. S	GM - Technical (Textile Div)	23.90	Permanent	DTT.,	34	01/03/2018	53
4	Ravindran. S	Chief Financial Officer	18.72	Permanent	B.Com., DMM.,	43	19/10/2001	64
5	Thiayarajan. A	DGM - Marketing (Gears Unit)	16.99	Permanent	DME., B.Tech., MBA.,	28	16/02/2017	48
6	Balasubramanian. N	GM - Jay II	15.87	Permanent	DTT., B.Com.,	33	11/07/2014	54
7	Mukuntharajan. S	GM - Marketing	15.66	Permanent	DTT., B.Tech.,	32	23/03/2015	50
8	Radhakrishnan S.K.	Company Secretary	12.13	Permanent	M.Com., ACS., BGL., ACMA.,	18	03/03/2006	40
9	Srinivasan. A	Business Head - Marketing & Services (Agency Division)	12.00	Permanent	DTT.,	26	01/12/1993	49
10	Senthilkumar. R	Assistant Manager - Yarn, R&D	11.57	Permanent	DTT., M.Tech.,	18	02/05/2016	39

* Sri N.R. Selvaraj Resigned and Relived on 23.10.2018

* Sri G. Mani has been appointed as Managing Director w.e.f 24.10.2018

Sl. No.	Name	Last Employment	% of equity shares held	Whether he is relative to any Director
1	Selvaraj. N.R	Lakshmi Machine Works Ltd	0	No
2	Mani. G	Lakshmi Machine Works Ltd	0	No
3	Vijayakumar. S	Kutti Spinners (P) Ltd	0	No
4	Ravindran. S	Ramakrishna Group	0	No
5	Thiayarajan. A	J.K Fenner India Ltd	0	No
6	Balasubramanian. N	Leeds Spinning Mills	0	No
7	Mukuntharajan. S	Rajapalayam Mills Ltd	0	No
8	Radhakrishnan. S.K	Elgi Electric & Industries Ltd	0	No
9	Srinivasan. A	NIL (First employment in SSIL)	0	No
10	Senthilkumar. R	SRF Limited	0	No

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMY OVER VIEW:

Growth in 2018 and outlook for 2019

After peaking at close to 4 percent in 2017, global growth remained strong at 3.8 percent in the first half of 2018, but dropped to 3.2 percent in the second half of the year due to the escalation of US - China trade tensions, macroeconomic stress, tighter credit policies in China and financial tightening and monetary policy in the larger advanced economies.

The euro area slowed more than expected as a combination of factors weighed on activity across countries, including (1) weakening consumer and business sentiment (2) delays associated with the introduction of new fuel emission standards for diesel-powered vehicles (3) fiscal policy uncertainty, elevated sovereign spreads and softening investment. Growing concerns about a no-deal Brexit also likely weighed on investment spending within the euro area.

Across emerging market economies, activity moderated as worsening global financial market sentiment in the second half of 2018 compounded country-specific factors. Policy tightening to reduce financial and macroeconomic imbalances, backtracking on energy and education reforms and geopolitical tensions contributed to weaker activity.

According to world economic forum:

Global growth is set to moderate from 3.6 percent in 2018 to 3.3 percent in 2019 and then to return to 3.6 percent in 2020. The forecast for 2019 is 0.4 percentage point lower than the October 2018 forecast, while the forecast for 2020 is 0.1 percentage point lower than the October, 2018 forecast.

Growth in advanced economies is projected to slow from 2.2 percent in 2018 to 1.8 percent in 2019 and 1.7 percent in 2020. The estimated growth rate for 2018 and the projection for 2019, respectively, are 0.2 percentage point and 0.3 percentage point lower than the October, 2018 forecast.

Growth in the euro area is set to moderate from 1.8 percent in 2018 to 1.3 percent in 2019 and 1.5 percent in 2020.

The emerging market and developing economy group, where growth is expected to tick down to 4.4 percent in 2019 from 4.5 percent in 2018. The decline in growth related to 2018 reflects lower growth in China and the recession in Turkey, with an important carryover from weaker activity in late 2018, as well as a deepening contraction in Iran.

In India, growth is projected to pick up to 7.3 percent in 2019 and 7.5 percent in 2020, supported by the continued recovery of investment and robust consumption amid a more expansionary stance of monetary policy and some expected impetus from fiscal policy. Nevertheless, reflecting the recent revision to the national account statistics that indicated somewhat softer underlying momentum, growth forecasts have been revised downward by 0.1 percentage point for 2019 and 0.2 percentage point for 2020 respectively as compared with the October, 2018 forecast.

OPPORTUNITIES AND THREATS :

Opportunities :

1. Prediction of a near normal monsoon.
2. Bilateral trade tension between USA and China may provide an opportunity for increased exports to both the countries.
3. Improvement in rural consumption.
4. Moderate inflation.

Threats :

1. Competition from other Asian countries like Bangladesh, Vietnam etc.
2. Shortage of skilled manpower.
3. Increasing manufacturing costs.

SEGMENT WISE PERFORMANCE :

Agency Division

Due to very thin or negative margins of the spinning mills during the year under review, off take of machineries was very sluggish which affected the performance of this division.

The total revenue of this division during 2018-19 was Rs. 1550.73 Lakhs. Profit Before Tax and Interest was Rs. 598.79 Lakhs compared to Rs. 864.48 Lakhs during the previous year.

Textile Division

The high cotton cost, thanks to the new MSP fixed by the Union Government, affected the margins of the spinning mills. The Company has increased the production of micro modal yarn in which margins were better. In spite of the advantages of low cost captive wind power, this division earned lesser profits.

This division earned a Profit Before Tax and Interest of Rs. 1070.37 Lakhs compared to Rs. 1636.33 Lakhs during the previous year.

Engineering Division

The down trend in the capital goods manufacturing OEMs resulted into lower turnover and negative margins. Stiff competition affected the progress of Gear boxes sales.

This division incurred a loss of Rs. 373.26 Lakhs as against the loss of Rs. 239.06 Lakhs during the previous year.

EXPORTS :

The Company has directly exported its products valued at Rs. 4589.54 Lakhs in 2018-19. Exports through merchant exports were Rs. 2956.17 Lakhs. The Company has covered a major portion of Export obligation during the year.

The Company has got an extension of 4 months i.e up to 31.07.2019 to fulfill the export obligation.

PROSPECTS :

The Company has undertaken modernization of ring frames with new compact systems which is expected to contribute better margins. As the monsoon is predicted to be near normal and the MSP for cotton is more remunerative to the farmers, a good cotton crop is expected this year. This will stabilize the raw material prices. The various reforms implemented by the Government may result in growth momentum in the manufacturing sector.

RISK AND CONCERN :

The continued downtrend of the major developed and emerging economies cast a shadow on the growth of our country also. The disparity between cotton and yarn prices result in very low margins. The non-availability of skilled manpower is a great concern. The cash flow is also very tight and hence the borrowings are increasing which in turn will increase the finance cost.

INTERNAL CONTROL SYSTEM AND ADEQUACY :

The Company has an adequate internal control system commensurate with its size and nature of its business. Management has overall responsibility for the Company's internal control system to safeguard the assets and to ensure reliability of financial records.

The Company has a detailed budgetary control system and the actual performance is reviewed periodically and decision taken accordingly.

Internal audit programme covers all areas of activities and periodical reports are submitted to the Management. Audit Committee reviews all financial statements and ensures adequacy of internal control systems. The Company has a well-defined organization structure, authority levels and internal rules and guidelines for conducting business transactions.

FINANCIAL PERFORMANCE AND ANALYSIS :

(Rs in Lakhs)

Particulars	2018-19	2017-18	Change	Percentage
Income from Operations	29550.55	25522.14	4028.41	15.78
Other Income	584.32	254.98	329.34	129.16
Profit before Interest & Depreciation	3061.49	3971.86	(910.37)	(22.92)
Interest	711.28	601.85	109.43	18.18
Profit before Depreciation	2350.21	3370.01	(1,019.80)	(30.26)
Less: Depreciation	1771.29	1717.55	53.74	3.13
Profit before Tax and exceptional item	578.92	1652.46	(1,073.54)	(64.97)
Profit after Tax	594.91	1420.98	(826.07)	(58.13)

HUMAN RESOURCES :

The Company's HR objectives aim to develop and train each individual to perform to his fullest capacity, achieving individual excellence and Company's Goals. The shortage of man power in the Textile division has become a more severe problem and efforts have been taken to mitigate the same. The number of permanent people employed was 590.

Significant changes in the key financial ratios along with explanations: (Changes in more than 25% compared to previous year)

Sl.No.	Name of the Ratio	2018-19	2017-18	% of Change
1.	Debtor turnover ratio	5.81	5.58	4.13
2.	Inventory turnover ratio	5.20	6.02	(13.62)
3.	Interest coverage ratio	4.30	6.60	(34.84)
4.	Current ratio	1:1.10	1:1.01	8.91
5.	Debt equity ratio	1:0.57	1:0.47	(21.28)
6.	Operating margin (%)	10.16	15.41	(34.07)
7.	Net profit margin (%)	1.97	5.51	(64.25)

1. Interest coverage ratio was lower by 34.84% in view of lower earnings and higher finance cost. As the yarn market is very sluggish due to supply - demand mismatch, the Company has to extend credit longer than normal credit period. That resulted in higher finance cost. As the raw material price was higher without corresponding increase in yarn prices, the margins were very thin.
2. The operating margin was also lower to the extent of 34.07% compared to previous year because of lower margins as explained above.
3. The net profit margin was lower by 64.25% compared to the previous year's net profit margin. That was also due to the thin profit margins of both the Textile and Engineering divisions.

Details of any change in return on networth as compared to immediately previous financial year along with detailed explanation thereof.

The return on net worth was only 2.15% during the year under review as against 5.91% in the previous year. In view of the higher raw material prices and sluggish off take of finished goods, the margins have come down drastically and hence return on networth was much lower.

CAUTION :

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be considered as "forward looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. The factors that might influence the operations of the Company are demand-supply conditions, finished goods prices, raw material costs & availability, change in the government regulations, WTO and natural calamities over which the Company has no control.

The Company assumes no responsibility in respect of the forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

For and on behalf of the Board
SANJAY JAYAVARTHANEVELU
Chairman
DIN 00004505

Coimbatore
20th May, 2019

CORPORATE GOVERNANCE REPORT

1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company is committed to ensure a good practice of Corporate functioning, maximizing the customer satisfaction by offering quality service & products (in least possible time) at reasonable cost and ensure compliance with all regulations as applicable with adequate transparency and accountability.

2. BOARD OF DIRECTORS

In order to enable the Board to discharge its responsibilities effectively, all statutory, significant and material information are placed before the Board on quarterly basis.

A) Board Composition

The composition of the Board of Directors is:

Name	DIN	Category	Number of Other Directorships	No. of Committees in which he is a Member / Chairman
Sri. Sanjay Jayavarthanelu	00004505	Non-Executive, Chairman, Promoter, Non-Independent	10	9/4
Sri. Ravi Sam	00007465	Non-Executive, Promoter, Non-Independent	10	7/2
Sri. J. Raghupathy	00003351	Non-Executive, Independent	2	3/3
Sri. S. Venkataraman	02538050	Non-Executive, Independent	1	6/0
Sri. S. K. Najmul Hussain	02723029	Non-Executive, Independent	4	7/0
Smt. Vijayalakshmi Narendra	00412374	Non-Executive, Independent, Woman Director	2	2/0
Sri. B. Lakshmi Narayana	00504396	Non-Executive, Independent	4	2/0
Sri. G. Mani	08252847	Executive, Non-Independent	–	3/1

Number of Membership/Chairmanship in committees of all Directors is within the Limits specified in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Particulars of Directorship and Category in other companies

Name of the Director	Name of the other listed entity in which he is a Director	Category of Directorship
Sri. Sanjay Jayavarthanelu	Lakshmi Machine Works Ltd	Executive, Non-Independent
	Lakshmi Electrical Control Systems Ltd	Non-Executive, Non-Independent
	The Lakshmi Mills Ltd	Non-Executive, Non-Independent
	Carborundum Universal Ltd	Non-Executive, Independent
Sri. Ravi Sam	Parry Agro India Ltd	Non-Executive, Independent
Sri. J. Raghupathy	NIL	NIL
Sri. S. Venkataraman	NIL	NIL
Sri. S. K. Najmul Hussain	NIL	NIL
Smt. Vijayalakshmi Narendra	NIL	NIL
Sri. B. Lakshmi Narayana	Super Spinning Mills Ltd	Non-Executive, Independent
Sri. G. Mani	NIL	NIL

B) Board Meeting and Attendance

Four Board Meetings were held during the period from 1st April, 2018 to 31st March, 2019, on 29.05.2018, 26.07.2018, 23.10.2018, and 06.02.2019. Details of attendance of each Director at the Board meeting and Last AGM during the financial year ended 31st March, 2019 are given below :

Name of the Director / Date of the Meetings	29.05.2018	26.07.2018	23.10.2018	06.02.2019	AGM on 26.07.2018
Sri. Sanjay Jayavarthanelu	✓	✓	✓	✓	✓
Sri. Ravi Sam	✓	✓	✓	✓	✗
Sri. J. Raghupathy	✓	✓	✓	✓	✓
Sri. S. Venkataraman	✓	✓	✓	✓	✓
Sri. Najmul Hussain	✓	✓	✓	✓	✓
Smt. Vijayalakshmi Narendra	✓	✓	✗	✓	✓
Sri. B. Lakshmi Narayana*	-	-	✓	✓	-
Sri. G. Mani*	-	-	✓	✓	-
Sri. N. R. Selvaraj**	✓	✓	✓	-	✓

* appointed as additional directors on 23.10.2018

** Resigned as Director and Managing Director with effect from 24.10.2018

No Director is related to other director.

Non- Executive Directors' share holding :

Sri. Sanjay Jayavarthanelu : 216288 shares

Sri. Ravi Sam : 1000 shares

Sri. J. Raghupathy : 1500 shares

Sri. S. Venkataraman: Nil

Sri. S. K. Najmul Hussain: Nil

Smt. Vijayalakshmi Narendra: Nil

Sri. B. Lakshmi Narayana: Nil

The familiarisation programmes were held on 30th March, 2019 at Engineering Division – Gears Unit. All the independent directors, except Sri. S. K. Najmul Hussain, were present for the above programme.

In addition to the above all the improvements and major changes in the operations or functions of the Company are updated to the Directors in the Board and its Committee meetings. The details of the familiarisation programmes are available at <http://www.supersales.co.in/directors.html>

Skill Matrix: In order to carryout the duties and responsibilities by a director in the Company, following skill matrix has been identified by the Board for selection and utilize the skills possessed by the directors.

1. Leadership
2. Board services and Corporate Governance
3. Business strategy
4. Technology and innovation
5. Financial
6. Sales and marketing and
7. Human resources.

All the above core skill sets are available with the present Board of Directors.

Board is of the opinion that all the independent directors have met all the criteria of Independence as prescribed in the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 and are independent of the Management.

There is no resignation by any of the independent directors during the year 2018-19.

Retirement of Directors by rotation and being eligible, offer himself for re- appointment

Sri. Sanjay Jayavarthanavelu, Director (DIN 00004505) is retiring at the ensuing annual general meeting. He is eligible and offers himself for re- appointment.

Brief profile, other directorships, Committees in which he is member/ Chairman, details of his shareholding and inter-se relationships are given in the Notice of the Annual General Meeting.

3. AUDIT COMMITTEE

Audit Committee has been constituted on 28.06.2002. The broad terms of reference to the Committee are compliance of adequate internal control system, financial disclosures and other issues confirming to the requirements specified in the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Last reconstitution of Audit Committee was on 06.02.2019 and at present, the Committee consists of the following Directors as its Members :

1. Sri. J. Raghupathy - Chairman
2. Sri. Ravi Sam - Member
3. Sri. S. Venkataraman - Member
4. Sri. S.K. Najmul Hussain - Member
5. Sri. B. Lakshmi Narayana - Member

The Committee has met 4 times during the financial year ended 31st March, 2019.

Sri. S.K. Radhakrishnan, Company Secretary is the Secretary of the Committee.

Details of attendance of each member at the Audit Committee meeting held during the year 2018-19 are given below :

Name of the Director / Date of the Meetings	29.05.2018	26.07.2018	23.10.2018	06.02.2019
Sri. J. Raghupathy	✓	✓	✓	✓
Sri. Ravi Sam	✓	✓	✓	✓
Sri. S. Venkataraman	✓	✓	✓	✓
Sri. S.K. Najmul Hussain	✓	✓	✓	✓
Sri. B. Lakshmi Narayana	-	-	-	✓
Sri. G. Mani	-	-	-	✓
Sri. N. R. Selvaraj	✓	✓	✓	-

4. NOMINATION AND REMUNERATION COMMITTEE

The Committee has been formed to determine the Company's policy on remuneration package to the Directors, Key Managerial Personnel and other Employees and identify suitable person for the directorship and senior management. The Committee has been reconstituted on 20.01.2014 and the reconstituted Committee consists of the following Directors as its Members.

1. Sri. J. Raghupathy - Chairman
2. Sri. Ravi Sam - Member
3. Sri. S. Venkataraman - Member
4. Sri. S.K. Najmul Hussain - Member

Nomination and Remuneration Committee has met once during the financial year ended 31st March, 2019.

Details of attendance of each member at the Nomination and Remuneration Committee meeting held during the year 2018-19 are given below :

Name of the Director / Date of the Meeting	23.10. 2018
Sri. J. Raghupathy	✓
Sri. Ravi Sam	✓
Sri. S. Venkataraman	✓
Sri. S.K. Najmul Hussain	✓

Performance evaluation criteria for independent directors: Securities Exchange Board of India has issued a guidance note for evaluation of the Directors, for evaluation of Board as a Whole, Individual directors (including independent Directors and Chairman) and various Committees. Based on the guidance note, Nomination and Remuneration Committee has adopted criteria to evaluate the independent directors. Criteria are : Qualification, experience, knowledge & competency, ability to fulfill allotted functions/rolls, ability to function as a team, pro-activeness, participation and attendance, commitments, contribution, integrity, independence from Company, ability to articulate independent views and judgment. Based on these Criteria, the evaluations have been carried out.

5. REMUNERATION OF DIRECTORS

The Company does not have any pecuniary relationship or transactions with its Non-Executive Directors during the financial year ended 31st March, 2019.

At present, the Company pays only sitting fees to all the Non-Executive Directors for attending the meetings of the Board, Committee or any other meeting of directors.

Remuneration and sitting fee paid to the Directors during the financial year ended 31st March, 2019 are as follows:

Name	Amount in Rs. Sitting Fee
Sri. Sanjay Jayavarthanelu	1,00,000
Sri. Ravi Sam	2,25,000
Sri. J. Raghupathy	3,00,000
Sri. S.Venkataraman	2,75,000
Sri. S. K. Najmul Hussain	3,00,000
Smt. Vijayalakshmi Narendra	1,00,000
Sri. B. Lakshmi Narayana	1,00,000

Remuneration paid to Sri. N. R. Selvaraj, then Managing Director during the year 2018-19

Particulars	Amount in Rs. in Lakhs
Basic Salary	20.23
HRA	10.11
Special Allowance	2.43
Medical Reimbursement	1.68
Leave travel assistance	5.43
Leave Salary	7.79
Total	47.67

* Gratuity of Rs.8.65 Lakhs has been paid to him from the date of appointment to resignation. i.e. from 01.04.2014 to 23.10.2018, from the Gratuity Trust Fund.

Other Benefits :

Company has provided a car with Driver and Telephone for official use.

He was entitled to gratuity and encashment of leave as per the rules of the Company. All the payments mentioned above to the Managing Director were fixed in nature and there was no performance linked payment to him.

Sri. N. R. Selvaraj has been appointed as Managing Director of the Company with effect from 1st February, 2017. He was not entitled to sitting fee for attending the Board and Committee meetings.

He has resigned and relieved from 23rd October, 2018.

Remuneration paid to Sri.G.Mani, Managing Director during the year 2018-19

Particulars	Amount in Rs. in Lakhs
Basic Salary	15.77
HRA	7.89
Special Allowance	1.89
Medical Reimbursement	1.32
Leave travel assistance	—
Total	26.87

Other Benefits :

Company has provided a car with Driver and Telephone for official use.

He is entitled to gratuity and encashment of leave as per the rules of the Company. All the payments mentioned above to the Managing Director are fixed in nature and there is no performance linked payment to him.

Sri. G. Mani has been appointed as Managing Director of the Company with effect from 24th October, 2018. He is not entitled to sitting fee for attending the Board and Committee meetings.

Criteria for making payment to the Non-Executive Directors were uploaded in the website and the same is available at [http:// www. supersales.co.in/ policies.html](http://www.supersales.co.in/policies.html).

No other remuneration, Benefit, other than the above, Bonus, Stock Option, Performance linked incentives, Severance fee, Notice period pay and Pension are given to any Directors.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee has been formed to specifically look into Shareholders / Investors complaints, if any, on transfer of shares, non-receipt of dividends, balance sheet, etc., and also the action taken by the Company on the above matters.

The Committee has been reconstituted on 23.10.2018 and the reconstituted Committee consists of the following Directors as its Members

1. Sri. J. Raghupathy - Chairman
2. Sri. S. K. Najmul Hussain - Member
3. Sri. G. Mani - Member

Sri. S. K. Radhakrishnan, Company Secretary is the Compliance Officer.

During the financial year the Company has not received any complaint from the investors. The outstanding complaint as on 31st March, 2019 was Nil. The Committee has met 2 times during the financial year ended 31st March, 2019.

Particulars of Stakeholder Relationship Committee meeting and attendance of the members present at the meetings are given below:

Name of the Director / Date of the Meetings	26.07.2018	06.02.2019
Sri. J. Raghupathy	✓	✓
Sri. S.K. Najmul Hussain	✓	✓
Sri. N. R. Selvaraj	✓	-
Sri. G. Mani	-	✓

7. GENERAL BODY MEETINGS

Information regarding last 3 years General Body Meetings are given below:

Location	AGM / EGM	Day	Date	Time
Nani Kalai Arangam, Mani Higher Sec. School, Coimbatore – 641 037	AGM	Monday	01.08.2016	12:05 PM
-- do --	AGM	Friday	04.08.2017	2:45 PM
-- do --	AGM	Thursday	26.07.2018	3:30 PM

1. During 2015-16 one special resolution was passed-
At the 34th AGM held on 01.08.2016 one special resolution was passed to appoint Sri. N. R. Selvaraj as Managing Director of the Company.
2. The Company has not passed any special resolution during the year 2016-17.
3. During 2017-18 two special resolutions were passed-
At the 36th AGM held on 26.07.2018 two special resolutions were passed for continuation of directorship of Sri. J. Raghupathy and Sri. S. K. Najmul Hussain as Independent Directors even after crossing the age of 75 years.

The Company has not conducted any business by postal Ballot as provided in Rule 22 of the Companies (Management and Administration) Rules, 2014 during the year 2018-19.

There is no proposal to conduct any business through Postal Ballot at the ensuing Annual General Meeting.

8. MEANS OF COMMUNICATION

The quarterly results were published in leading Newspapers viz., Financial Express [English] and Dinamalar [Tamil]. The corporate information, shareholding pattern, financial statements are posted in the Company's website www.supersales.co.in. There is no official release and presentation to institutional investors or analysts during the year.

9. GENERAL SHARE HOLDERS INFORMATION

a. Annual General Meeting

Day & Date : Monday, the 5th August, 2019
 Time : 3.30 PM
 Venue : 'Nani Kalai Arangam'
 Mani Higher Secondary School,
 Pappanaickenpalayam, Coimbatore – 641 037

b. Financial year – 2019-20

Financial Calendar (2019-20)

Results for the financial year 2018-19 : 20th May, 2019
 Posting of Annual Report : On or before 5th July, 2019
 Last date of receipt of proxy forms : 3rd August, 2019
 Announcement of Quarterly Results : August, 2019, October, 2019
 January, 2020 & May, 2020

c. Dividend Payment Date : on or before 03.09.2019

d. Listing on Stock Exchanges and payment of listing fee

The shares of the Company are listed in BSE Limited, Mumbai. The Company has paid the Listing fee for the years 2018-19 and 2019-20.

e. Scrip Code at Bombay Stock Exchange : 512527

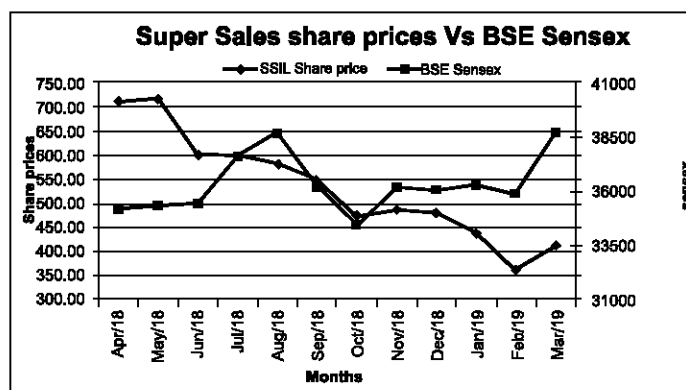
International security identification number (ISIN) : INE091C01017

f. Market Price data: Monthly High and Low Prices: (BSE)

The market price data of High and Low during each month in the last financial year at BSE Limited, Mumbai is given below:

Month	Apr,18	May,18	June,18	July,18	Aug,18	Sep,18	Oct,18	Nov,18	Dec,18	Jan,19	Feb,19	Mar,19
High Rs.	732.40	760.00	705.00	630.00	624.00	586.00	550.00	509.95	498.60	479.00	454.90	513.00
Low Rs.	636.00	680.00	550.00	551.30	564.95	543.00	460.05	453.00	452.10	421.25	330.00	355.55
Sensex	35160.36	35322.38	35423.48	37606.58	38645.07	36227.14	34442.05	36194.30	36038.33	36256.69	35867.44	38672.91

g. Super Sales Share Price Vs BSE Sensex



h. The shares are regularly traded in BSE Limited and trading was not suspended at any time during the year.

i. Registrars and Share Transfer / Demat Agents

Company's share transfer and dematerialization works are done by M/s. SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006. (Phone: 0422 - 4958995, 2539835 - 836 Fax : 0422 - 2539837 and Email: info@skdc-consultants.com). The shareholders can contact them for all matters related to their shareholdings in the Company.

j. Share Transfer System

The share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are in order. The share transfers are approved by the Share Transfer Committee.

k. Distribution of Shareholding as on 31.03.2019

No. of equity shares held	No. of share holders	No. of shares held	% held
Upto 500	4491	467509	15.221
501 to 1000	155	116967	3.808
1001 to 2000	89	132332	4.308
2001 to 3000	26	63762	2.076
3001 to 4000	10	34941	1.138
4001 to 5000	14	66484	2.165
5001 to 10000	17	126937	4.133
10001 and above	18	2062568	67.151
Total	4820	3071500	100.00

l. Dematerialization of Shares

As on 31.03.2019, 29,12,798 shares constituting 94.83% of the total paid up capital of the Company have been dematerialized with CDSL and NSDL. In view of the numerous advantages offered by the depository system, members are requested to avail the facility of dematerialization of the Company's shares.

m. Outstanding GDR/ADR

The Company has not issued any GDR/ADR.

n. The Company has not entered into any forward cover or hedging to cover the Commodity price risk or foreign exchange risk.

1. Risk Management policy of the listed entity with respect to commodities including through hedging (such policy shall take into account total exposure of the entity towards commodities, commodity risk faced by the entity, hedging exposures etc as specified below)

Cotton: The Company has a policy to maintain 2 to 3 months stock of cotton always to mitigate the volatility in the prices.

Steel Rod: The Company has a policy to maintain stocks at an average of two months requirements. Orders shall be placed one month in advance. This arrangement ensures that any price increase in the market is absorbed with a lead time of 3 months.

2. Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

a. Total exposure of the listed entity to commodities in INR 15093.97 Lakhs.

b. Exposure of the listed entity to various commodities

Commodity name	Exposure towards the particular commodity (Rs. in Lakhs)	Exposure in Quantity terms towards the particular commodity (Tons)	% of such exposure hedged through commodity derivatives				
			Domestic Market		International Market		Total
			OTC	Exchange	OTC	Exchange	
Cotton	14778.76	9759	Nil	Nil	Nil	Nil	Nil
Steel Rod	315.21	433	Nil	Nil	Nil	Nil	Nil

c. Commodity risks faced by the listed entity during the year and how they have been managed

Cotton: The Company has maintained 2 to 3 months stock of cotton to mitigate the volatility in the prices.

Steel Rod: Stocks are maintained at an average of two months requirements. Orders are also placed one month in advance. This arrangement ensures that any price increase in the market is absorbed with a lead time of 3 months, within which the prices of finished goods are negotiated and fixed based on revised steel prices. However no hedging is undertaken for both the commodities.

o. Plant Locations

The Company is having three Divisions viz., Agency Division, Textile Division and Engineering Division.

The Agency Division is functioning at Perumal Complex, 69, Nethaji Road, Pappanaickenpalayam, Coimbatore-641 037 and other Divisions are functioning at the following locations:

Textile Division

Jay Textiles – Unit I - Ayyampalayam
Pollachi - 642 005

Jay Textiles – Unit II - Othakkalmandapam
Coimbatore - 641 032

Engineering Division - Thekkampatti
Mettupalayam - 641 113

p. Address for Correspondence

Company Secretary
Super Sales India Limited
Registered Office :
34-A, Kamaraj Road, Coimbatore - 641 018.
Investor grievances : investorscell@vaamaa.com.

- q. List of all credit rating obtained by the entity along with revision thereto during 2018-19 for all debt instruments or any Fixed Deposit or any Scheme or proposal involving mobilization of funds: The Company has not obtained any credit rating of any debt instrument or fixed deposit or scheme or proposal involving mobilization of funds during 2018-19.

10. OTHER DISCLOSURES

Details of transactions entered with the Related parties, as per the accounting standards, during the year 2018-19 are disclosed in the notes to accounts.

Lakshmi Life Sciences Limited (present name is Quattro Engineering India Limited) is the only entity holds more than 10% shareholding in Super Sales India Limited.

The details of the transactions with the above entity are as under: (as per the format of INDAS)

(Rs. in Lakhs)

Purchase of goods - 1.65 (Previous year Rs.3.61), Sale of goods -15.83 (Previous year Nil),
Services received - 3.93 (Previous year Nil), Agency arrangements - 17.75 (Previous year Rs.1.19)

- a. There is no material significant related party transaction that would have been a potential conflict with the interests of the Company at large.
- b. No penalty or strictures have been imposed on the Company by any Regulatory Authority for non-compliance of any law during the last three years.
- c. The Company has adopted Vigil mechanism, whistle blower policy and no person has been denied access to Audit Committee.
- d. The Company has complied with all applicable mandatory compliance requirements and not adopted any of the non-mandatory requirements given in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- e. The Company has no subsidiary and hence there is no policy for deciding the material subsidiary.
- f. Policy for dealing with related parties is available at <http://www.supersales.co.in/policies.html>.
- g. The Company has not entered into any forward cover or hedging to cover the Commodity price risk.
- h. Details of utilisation of funds raised by preferential allotment/QIP - Company has not raised any money via preferential allotment or QIP during the year 2018-19.
- i. Company has obtained a Certificate from Sri. M.R.L. Narasimha, Practising Company Secretary that all the directors are not debarred or disqualified from being appointed or continuing as directors of companies by SEBI or Ministry of Corporate Affairs or any other authority. Certificate is annexed as annexure A.
- j. Board of Directors has accepted all the recommendation of the Committees during 2018-19.
- k. Total fee for all the services, on consolidated basis, to statutory auditor and all entities in network firm/network entity of which the statutory auditor is a part is Rs. 2,50,000/-
- l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. number of complaints filed during the financial year - Nil
 - b. number of complaints disposed of during the financial year - Nil
 - c. number of complaints pending as on end of the financial year - Nil

11. The Company has complied with all the requirements as specified in sub para (2) to (10) of Part C of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in the Corporate Governance report to the extent applicable.
12. The Company has not adopted any of the non-mandatory requirements given in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
13. The Company has complied with all the requirements as specified in Regulation 17 to 27 and has disseminated all the details in the website of the Company as per clauses (b) to (i) of 46 (2) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 except Policy for deciding the material subsidiary, which is not applicable.

For and on behalf of the Board
SANJAY JAYAVARTHANAVELU
Chairman
DIN 00004505

Coimbatore
20th May, 2019

CHIEF EXECUTIVE'S CERTIFICATE ON CODE OF CONDUCT

The Board has adopted a Code of conduct for the Board members and Senior Management Personnel of the Company and the same has also been posted in the website of the Company.

The requisite certificate affirming the compliance with the Code of conduct has also been obtained from the Board members and Senior Management Personnel to whom this code of conduct is applicable.

G. Mani
Managing Director
DIN 08252847

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Certificate from the Statutory Auditors confirming the compliance with all the applicable conditions of Corporate Governance as stipulated in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms part of the Directors report.

DISCLOSURES RELATING TO UNCLAIMED SUSPENSE ACCOUNT

In terms of the schedule VI of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, intimations have been sent to the shareholders to claim the unclaimed shares. Even after the reminders some of the shares had not been claimed by the Shareholders and as per schedule VI of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 these shares have kept in a separate demat account opened for this purpose.

- a. Number of cases and number of shares unclaimed at the beginning of the year : 3 and 75
- b. Number of shareholders claimed during the year : Nil
- c. Number of shares transferred to the shareholders: Nil
- d. Number of cases and number of shares unclaimed at the end of the year : Nil*
- e. Voting rights of the unclaimed shares remain frozen.

*The above shares have been transferred to the Investor Education and Protection Fund during the year 2018-19 pursuant to the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016

The shareholders who have not claimed the above shares are requested to apply to the Investor Education and Protection Fund authority for claiming the shares.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of Super Sales India Limited
34A, Kamaraj Road, Coimbatore -18.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SUPER SALES INDIA LIMITED having CIN L17111TZ1981PLC001109 and having registered office at 34A, Kamaraj Road, Coimbatore -641 018 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company, for the Financial Year ended on 31st March, 2019, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Coimbatore
20th May, 2019

M.R.L. NARASIMHA
Practising Company Secretary
Membership No. F2851
Certificate of Practice No.799

CEO & CFO CERTIFICATE

To
The Board of Directors
Super Sales India Limited

- (a) We hereby certify that we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief :
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2018-19, which are fraudulent, illegal or violate any of the Company's code of conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting, the same have been evaluated for the effectiveness of the internal control system of the Company pertaining to financial reporting and the same have been disclosed to the Auditors and Audit Committee. We are of the opinion that the design or operations of internal controls are in order. There is no deficiency in the design or operation of internal controls of which we are aware.
- (d) We have indicated to the Auditors and the Audit committee that there are no significant
- (i) changes in internal control over financial reporting during the year;
 - (ii) changes in accounting policies during the year; and
 - (iii) fraud of which we are aware of and there is no involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Coimbatore
15th May, 2019

G. MANI
Managing Director
DIN 08252847

S. RAVINDRAN
CFO

INDEPENDENT AUDITOR'S REPORT

To the Members of
SUPER SALES INDIA LIMITED

Report on the audit of standalone Financial Statements

Opinion

We have audited the standalone financial statements of **SUPER SALES INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2019**, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as standalone financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ["the Act"], in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone financial statements section of our report, including in relation to these matters.

Sl.No.	Key Audit Matter	Auditor's Response
1.	<p>Evaluation of uncertain tax positions</p> <p>The Company did not have material uncertain tax positions other than uncertain position of statutory dues of electricity generation tax under dispute, which involves significant judgment to determine the possible outcome of these disputes.</p>	<p>Principal Audit Procedures</p> <p>We obtained details of completed tax assessments and demands received from management. We analysed the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. We considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of material uncertain tax positions and other uncertain position of statutory dues of electricity generation tax under dispute, to evaluate whether any change was required to management's position on these uncertainties,</p>
2.	<p>Recoverability of Income tax assets and Receivables from Government authorities</p> <p>As at March 31, 2019, non-current assets in respect of Income tax assets to the extent of Rs. 239.26 Lakhs and Receivable from government authorities to the extent of Rs. 420.74 Lakhs are outstanding.</p>	<p>Principal Audit Procedures</p> <p>We analysed and reviewed the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution, of the income tax assets representing excess taxes paid over the actual expected tax liabilities and of the amounts receivable from government authorities representing input tax credits eligible for set off and as such we considered and concluded that these recoverables are sustainable upon final resolution.</p>
3.	<p>Revenue from contracts with Customers</p> <p>Ind AS 115 on Revenue from Contracts with customers, establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period, etc.</p> <p>The Company has revenue from contracts with customers in the form of receipts towards commission and erection charges under selling agency arrangement with machinery manufacturer, including erection of machinery.</p> <p>Accordingly, revenue recognition relating to the above was determined as a key audit matter in our audit of the standalone financial statements.</p>	<p>Principal Audit Procedures</p> <p>We assessed the company's revenue recognition policy as per Ind AS 115 and the design and operating effectiveness of internal controls related to revenue recognition relating to commission and erection charges income. Our audit procedure included making sample tests of individual transactions relating to commission and erection charges revenue and whether such revenue was recognized as per the stated accounting policy adopted pursuant to Ind AS 115. It was concluded that Ind AS 115 has no impact on the existing revenue recognition policies relating to commission and erection charges revenue.</p>

We have determined that there are no other key audit matters to communicate in our report.

Information other than the standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (INDAS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), statement of changes in equity and the cash flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014;
 - e) On the basis of the written representations received from the directors of the Company as on **March 31, 2019** taken on record by the board of directors, none of the directors are disqualified as on **March 31, 2019** from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure "B"** and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Companies Act, 2013.
 - h) With respect to the other matters to be included in the auditors' report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note No. 38 to the standalone financial statements.
 - ii The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii There has been no delay in transferring amounts, required to be transferred, to the investor Education and Protection Fund by the Company.

For M/s. Subbachar & Srinivasan
Chartered Accountants
Firm Registration No.004083S

(T.S.V.RAJAGOPAL)

Partner
Membership No. 200380

Place: Coimbatore
Date: May 20th, 2019

ANNEXURE – “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in Paragraph 1 under “Report on other legal and regulatory requirements” section of our report to the members of **SUPER SALES INDIA LIMITED** of even date).

We report that,

1. In respect of its Fixed Assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets [Property, Plant and Equipment].
 - b. As explained to us, fixed assets have been physically verified by the management at regular intervals, in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and the records examined by us, the title deeds of immovable properties are held in the name of the Company.
2. In respect of its inventories :

As explained to us, physical verification of inventories has been conducted at reasonable intervals by the management during the year and no material discrepancies were noticed.
3. The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, during the financial year and hence sub-clauses (a) to (c) of clause (iii) of the Order are not applicable to the Company.
4. The Company has not granted loans or given guarantees and securities during the year and hence compliance with Section 185 is not applicable. In respect of the investments made, the same is in accordance with Section 186 of the Act.
5. The Company has not accepted any deposits from the public during the year to which the provisions of Sections 73 to 76 of the Act are applicable and as such clause 3(v) of the Order is not applicable.
6. We have broadly reviewed the cost records maintained by the Company specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, as applicable to the company, and are of the opinion that prima facie the specified cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to us and on the basis of our examination of the records of the Company in respect of the statutory dues:
 - a. The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees’ State insurance, Income tax, Sales Tax, Service Tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, and any other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at **31st March, 2019** for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us, the details of disputed statutory dues that have not been deposited on account of dispute is as under:

Name of the Statute	Nature of the dues	Amount [Rs. in Lakhs]	Amount paid / adjusted [Rs. in Lakhs]	Period to which the amount relates	Forum where dispute is pending
Electricity Act	Self Generation Tax	178.97	Nil	2011-2019	Supreme Court

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, bank, government or dues to debenture holders.
9. In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of term loans for purposes for which they were raised. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
10. To the best of our knowledge and belief and according to the information and explanations given to us during the course of our examination of the books and records of the Company carried out in accordance with the auditing standards generally accepted in India, no fraud on or by the Company was noticed or reported during the year that causes the IND AS financial statements to be materially misstated.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the IND AS financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For M/s. Subbachar & Srinivasan
Chartered Accountants
Firm Registration No.004083S

(T.S.V.RAJAGOPAL)

Partner

Membership No. 200380

Place: Coimbatore
Date: May 20th, 2019

ANNEXURE – “B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in Paragraph 2(f) under “Report on other legal and regulatory requirements” section of our report to the members of SUPER SALES INDIA LIMITED of even date).

Report on the Internal Financial Controls over Financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of SUPER SALES INDIA LIMITED as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s. Subbchar & Srinivasan
Chartered Accountants
Firm Registration No.004083S

(T.S.V.RAJAGOPAL)

Partner

Membership No. 200380

Place: Coimbatore

Date: May 20th, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. In Lakhs)

Particulars	Notes	31.03.2019	31.03.2018
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	2	11,973.16	11,402.30
(b) Capital work-in-progress	3	133.62	212.89
(c) Intangible assets other than Goodwill	4	0.26	0.59
(d) Financial assets			
i. Investments	5	13,988.34	15,659.99
ii. Other financial assets	6	505.64	574.32
(e) Other non-current assets	7	335.61	-
Total non-current assets		26,936.63	27,850.09
(2) Current Assets			
(a) Inventories	8	5,782.62	4,282.16
(b) Financial assets			
i. Trade receivables	9	5,184.91	4,616.50
ii. Cash and cash equivalents	10	44.42	165.09
iii. Bank balances other than (ii) above	11	113.39	295.11
iv. Other financial assets	6	56.63	50.54
(c) Current tax assets (Net)	12	73.65	38.59
(d) Other current assets	13	1,004.10	711.44
Total current assets		12,259.72	10,159.43
Total Assets		39,196.35	38,009.52
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	14	307.15	307.15
(b) Other equity	15	26,667.29	27,621.29
Total equity		26,974.44	27,928.44
Liabilities			
(2) Non-current liabilities			
(a) Deferred tax liabilities (Net)	17	1,038.03	1,284.90
Total non-current liabilities		1,038.03	1,284.90

SUPER SALES INDIA LIMITED

		(Rs. In Lakhs)	
Particulars	Notes	31.03.2019	31.03.2018
(3) Current liabilities			
(a) Financial liabilities			
i. Borrowings	19	8,553.75	6,618.96
ii. Trade payables	20	-	-
a. Total Outstanding Dues of Micro Enterprises and Small Enterprises	-	96.89	61.95
b. Total Outstanding Dues of other than Micro Enterprises and Small Enterprises	-	1,373.23	852.69
iii. Other financial liabilities	21	758.89	1,007.83
(b) Provisions	16	18.49	19.13
(c) Government grants	18	-	6.65
(d) Other current liabilities	22	382.63	228.97
Total current liabilities		11,183.88	8,796.18
Total liabilities		12,221.91	10,081.08
Total equity and liabilities		39,196.35	38,009.52
See accompanying notes to financial statements For and on behalf of Board of Directors.		In terms of our report attached	
SANJAY JAYAVARTHANAVELU Chairman DIN 00004505	G. MANI Managing Director DIN 08252847	For SUBBACHAR & SRINIVASAN Registration No.004083 S Chartered Accountants	
Place : Coimbatore Date : 20.05.2019	S. RAVINDRAN Chief Financial Officer	S.K. RADHAKRISHNAN Company Secretary	T.S.V. RAJAGOPAL Partner, M.No.200380

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in Lakhs)

Particulars	Notes	31.03.2019	31.03.2018
Income			
Revenue from operations	23	29,550.55	25,522.14
Other income	24	584.32	254.98
Total income		30,134.87	25,777.12
Expenses			
Cost of material consumed	25	16,457.74	13,555.44
Purchase of Stock-in-Trade		2,092.06	-
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	26	(734.66)	(84.31)
Excise duty	-	-	91.94
Employee benefit expenses	27	3,916.70	3,300.95
Depreciation and amortisation expense	28	1,771.29	1,717.55
Other expenses	29	5,341.54	4,941.24
Finance costs	30	711.28	601.85
Total expenses		29,555.95	24,124.66
Profit before exceptional items and tax		578.92	1,652.46
Exceptional items	-	-	-
Profit before tax		578.92	1,652.46
Income tax expense	31	-	-
Current tax		19.98	501.71
Deferred tax		(35.97)	(270.23)
Profit for the period		594.91	1,420.98
Other comprehensive income			
Items that will not be reclassified to profit or loss :			
Remeasurement of post employment benefit obligations		4.99	(20.80)
Change in fair value of FVOCI equity instruments		(1,671.90)	5,884.79
Income tax relating to these items		210.90	(204.57)
Items that will be reclassified to profit or loss			
Other comprehensive income for the period, net of tax		(1,456.01)	5,659.42
Total comprehensive income for the period		(861.10)	7,080.40
Earnings per equity share			
Basic earnings per share	35	19.37	46.26
Diluted earnings per share	35	19.37	46.26

See accompanying notes to financial statements
For and on behalf of Board of Directors.

In terms of our report attached

SANJAY JAYAVARTHANAVELU
Chairman
DIN 00004505

G. MANI
Managing Director
DIN 08252847

For SUBBACHAR & SRINIVASAN
Registration No.004083 S
Chartered Accountants

Place : Coimbatore
Date : 20.05.2019

S. RAVINDRAN
Chief Financial Officer

S.K. RADHAKRISHNAN
Company Secretary

T.S.V. RAJAGOPAL
Partner, M.No.200380

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

I) Equity Share Capital	(Rs. In lakhs)
	Notes Amounts
Balance as at April 1, 2017	307.15
Changes in equity share capital during the year	14 -
Balance as at March 31, 2018	307.15
Changes in equity share capital during the year	14 -
Balance as at March 31, 2019	307.15

II) Other equity

	Reserves and surplus			Other reserves	Total	
	Notes	General Reserve	Securities Premium	Retained earnings		FVOCI - Equity Instruments
Balance as at April 1, 2017		7,561.42	718.60	4,796.30	7,556.98	20,633.30
Profit for the period	15	-	-	1,420.98	-	1,420.98
Other comprehensive income [Net of Taxes]	15	-	-	(14.74)	-	(14.74)
Dividends paid	15	-	-	(76.79)	-	(76.79)
Dividend distribution tax	15	-	-	(15.63)	-	(15.63)
Appropriations	15	150.00	-	(150.00)	-	-
Fair value changes of equity instruments	15	-	-	-	5,674.16	5,674.16
Balance as at March 31, 2018		7,711.42	718.60	5,960.12	13,231.14	27,621.28
Profit for the period	15	-	-	594.91	-	594.91
Other comprehensive income [Net of Taxes]	15	-	-	7.23	-	7.23
Dividends paid	15	-	-	(76.79)	-	(76.79)
Dividend distribution tax	15	-	-	(16.09)	-	(16.09)
Appropriations	15	60.00	-	(60.00)	-	-
Fair value changes of equity instruments	15	-	-	-	(1,463.25)	(1,463.25)
Balance as at March 31, 2019		7,771.42	718.60	6,409.38	11,767.89	26,667.29

- i) General reserve: Part of retained earnings was earlier utilised for declaration of dividends as per the erstwhile Companies Act, 1956. This is available for distribution to share holders.
- ii) Retained earnings: Company's cumulative earnings since its formation minus the dividends / capitalisation and earnings transferred to general reserve.
- ii) Securities Premium: Securities premium is used to record the premium on issue of shares. This is utilised in accordance with the provisions of the Companies Act, 2013.
- iv) FVOCI - Equity instruments: The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

See accompanying notes to financial statements
For and on behalf of Board of Directors.

In terms of our report attached

SANJAY JAYAVARTHANAVELU
Chairman
DIN 00004505

G. MANI
Managing Director
DIN 08252847

For SUBBACHAR & SRINIVASAN
Registration No.004083 S
Chartered Accountants

Place : Coimbatore
Date : 20.05.2019

S. RAVINDRAN
Chief Financial Officer

S.K. RADHAKRISHNAN
Company Secretary

T.S.V. RAJAGOPAL
Partner, M.No.200380

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before income tax	578.92	1652.46
Adjustments for		
Depreciation and amortisation expense	1771.29	1717.55
(Gain)/loss on disposal of property, plant and equipment	(197.24)	(0.90)
Amortisation of government grants	(6.90)	(21.05)
Interest Income	(49.77)	(41.64)
Dividend Income	(91.79)	(80.32)
Finance costs	711.28	601.85
	2136.87	2175.49
	2715.79	3827.95
Change in operating assets and liabilities		
(Increase) / Decrease in trade receivables	(565.60)	(1,234.02)
(Increase) / Decrease in inventories	(1,500.46)	146.00
(Increase) / Decrease in other financial Non -Current assets	68.68	(138.28)
(Increase) / Decrease in other financial Current assets	2.05	16.05
(Increase) / Decrease in other Non-Current assets	(297.02)	16.24
(Increase) / Decrease in other current assets	(292.66)	(245.70)
Increase in trade payables	555.48	171.31
Decrease in provisions	(0.64)	0.36
Increase in other current liabilities	153.66	51.10
Increase in Borrowings	1,934.79	1,108.93
Decrease in other Financial Liabilities	(258.29)	113.01
	(200.01)	5.00
Cash generated from operations	2515.78	3832.95
Income taxes paid	114.16	651.38
Net cash inflow from operating activities	[A] 2401.62	3181.57
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment	(2,282.28)	(1,638.05)
Receipts of government grants	6.90	21.04
Proceeds from sale of property, plant and equipment	216.93	2.34
Investment	(0.26)	(1,137.96)
Dividends received	91.79	80.32
Interest received	41.63	48.27
Increase/(Decrease) in Bank balances not considered as cash & Cash Equivalent	181.72	232.55
Net cash outflow from investing activities	[B] (1,743.57)	(2,391.49)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Interest paid	(701.93)	(611.52)
Dividends paid to company's shareholders	(60.69)	(61.16)
Dividend Tax paid	(16.10)	(15.63)
Net cash inflow (outflow) from financing activities	[C] (778.72)	(688.31)
Net increase (decrease) in cash and cash equivalents	[A + B + C] (120.67)	101.77
Cash and cash equivalents at the beginning of the financial year	165.09	63.32
Cash and cash equivalents at the end of the financial year	44.42	165.09
Net Increase (decrease) in cash and cash equivalents	(120.67)	101.77
Cash and cash equivalents include the following balances which are restricted and not available for use by the company	-	3.90

See accompanying notes to financial statements
For and on behalf of Board of Directors.

In terms of our report attached

SANJAY JAYAVARTHANAVELU
Chairman
DIN 00004505

G. MANI
Managing Director
DIN 08252847

For SUBBACHAR & SRINIVASAN
Registration No.004083 S
Chartered Accountants

Place : Coimbatore
Date : 20.05.2019

S. RAVINDRAN
Chief Financial Officer

S.K. RADHAKRISHNAN
Company Secretary

T.S.V. RAJAGOPAL
Partner, M.No.200380

1. SIGNIFICANT ACCOUNTING POLICIES**1. Basis of accounting and preparation of financial statements****i) Compliance with Ind AS**

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(i) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

certain financial assets and liabilities (that is measured at fair value)

defined benefit plans – plan assets measured at fair value.

2. Use of Estimates

The preparation of the financial statements in conformity with Indian Accounting Standards (Ind AS) requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

3. Inventories

Raw materials, stores and spares, work in progress and finished goods are valued at lower of cost and net realisable value, after providing for obsolescence and other losses wherever considered necessary. Cost is determined on weighted average basis. Cost of work-in-progress and finished goods comprise direct materials, direct labour and an appropriate allocation of variable and fixed overhead expenditure, and also other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimate cost of completion and estimated costs necessary to make the sale.

4. Financial instruments

A financial instrument is contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

5. Financial assets

5.1. Classification of financial assets

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The group subsequently measures all equity investments at fair value. Where the group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain or losses in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

5.2 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost less provision for impairment.

5.3 Cash and cash equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, cheques and drafts in hand, balances with bank and deposits held at call with financial institutions, short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

5.4. Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets measured at amortized cost
- Financial assets measured at fair value through other comprehensive income. Expected credit loss are measured through a loss allowance at an amount equal to :
- The twelve month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within twelve months after the reporting date); or
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

6. Financial liabilities

The Company determines the classification of the financial liabilities at initial recognition. All financial liabilities are subsequently measured at amortised cost using the effective interest rate method or at fair value through profit or loss. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised and through the amortisation process. The Company derecognises financial liabilities when and only when the Company's obligations are discharged, cancelled or have expired. An exchange between lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

6.1. Trade and other payables

Trade and other payables represent liabilities for goods or services provided to the Company prior to the end of financial year which are unpaid.

6.2. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

6.3. Foreign exchange gains or losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the exchange rate at the end of the reporting period. For financial liabilities that are measured as at fair value through profit or loss, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

7. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash and cash equivalents include cash on hand, cash with banks in current and deposit accounts with necessary disclosure of cash and cash equivalent balances that are not available for use by the Company.

8. Revenue recognition

The Company recognizes revenue when the amount of revenue and its related cost can be reliably measured and it is probable that future economic benefits will flow to the entity and specific criteria in relation to significant risk.

8.1 Sale of goods

Revenue from sale of products is recognised when the products are delivered to the dealer / customer or when delivered to the carrier, when risks and rewards of ownership pass to the dealer / customer, as per terms of contract.

Revenue is measured at the fair value of the consideration received or receivable and net of returns, trade allowances and rebates. It includes excise duty but excludes Value Added Taxes and Goods and Services Taxes.

8.2 Income from service

Income from services is accounted over the period of rendering of services.

8.2.1 Commission

The commission receivable is recognized on completion of delivery of the machines to the customer directly by our principals and billing is done on a monthly basis.

8.2.2 Erection Charges

Revenue from Erection charges and repair services are recognized on completion of erection / repairs of the machinery at customers mill as per the specifications given by the principals and billing is done to the customers immediately after completion.

9. Other income

Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income that can be measured reliably and is accrued on time basis by reference to the principal outstanding and at the effective interest rates applicable. Dividend income is accounted for when the shareholder's right to receive the payment has been established, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

10. Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, plant and equipment includes interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of Property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Property, plant and equipment acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between, the sale proceeds and the carrying amount of the asset and is recognised in the profit or loss.

Transition to Ind AS

For transition to Ind AS, the company has elected to continue with the carrying value of all its property, plant and equipment recognised as of 1st April, 2016 [transition date], measured as per previous GAAP and used that carrying value as its deemed cost as of the transition date.

11. Capital work-in-progress

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

12. Intangible Assets

Intangible assets are stated at cost of acquisition or construction less accumulated depreciation less accumulated impairment, if any.

Transition to Ind AS

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as of 1st April, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

13. Depreciation and Amortisation

Depreciation has been provided on the straight-line method based on estimated useful lives prescribed in Schedule II to the Companies Act, 2013:

Intangible assets are amortised over their estimated useful life as follows:

The computer software is amortised over a period of 3 years.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern. There are no intangible assets having indefinite useful life.

14. Impairment of tangible and Intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. The impairment loss, if any, recognised in prior accounting periods is reversed if there is a change in estimates of recoverable amounts.

15. Foreign currencies

15.1 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in Indian rupee, which is the company's functional and presentation currency.

15.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

16. Employee Benefits

16.1. Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services upto the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

16.2. Other long term employee benefit

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of the expected future payments to be made in respect of services provided by employee upto the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the period-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

16.3. Post-employment obligation

The Company operates the following post-employment schemes:

- a) Defined benefit plans such as gratuity for its eligible employees, and
- b) Defined contribution plans such as provident fund.

Defined contribution plan:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme and pension scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan:

The Company has a gratuity defined benefit plans for its employees. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and the balance sheet. The Company has funded this with Life Insurance Corporation of India ('LIC'). The contributions made to the LIC are treated as plan assets. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

17. Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an

adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

18. Segment reporting

An operating segment is a component of the company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the company's other components and for which discrete financial information is available. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. All operating segments' operating results are reviewed regularly by the company's Chief Executive Officer [CEO], who is the Chief Operating Decision Maker [CODM], to make decisions about resources to be allocated to the segments and assess their performance. Information reported to the CODM for the purpose of resource allocation and assessment of segment performance focuses on the type of goods or services delivered or provided. The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Income / costs which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under unallocated income / costs. Interest income and expenses are not allocated to respective segments. Inter segment pricing is determined on arm's length basis. The Company has three reportable segments viz., Agency, Textiles and Engineering segments. Geographic information is based on business sources from that geographic region. Accordingly, the geographical segments are determined as Domestic, i.e, within India and external i.e outside India

19. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

19.1. Current tax

The income tax expenses or credit is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted.

19.2. Deferred tax

Deferred tax is provided in full, using the balance sheet approach, on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

19.3. Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are also recognised in other comprehensive income or directly in equity respectively.

20. Provisions and contingencies

Provisions: Provisions are recognised when there is a present obligation or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are determined by discounting the expected future cash flows at a pre tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

21. Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

22. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

23. New Amendments issued yet not effective

23.1 Amendment to Ind AS 12-Income Taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes' in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

23.2 Amendments to Ind AS 12 Appendix C, Uncertainty over Income Tax treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

23.3 Amendment to Ind AS 19 – plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity: • to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and • to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

23.4 Ind AS 116 – Leases

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- ♦ Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- ♦ Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- ♦ Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee’s incremental borrowing rate at the date of initial application or
- ♦ An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application. Certain practical expedients are available under both the methods.

On completion of evaluation of the effect of adoption of Ind AS 116, the Company is proposing to use the ‘Modified Retrospective Approach’ for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1st, 2019). Accordingly, comparatives for the year ended March 31st, 2019 will not be retrospectively adjusted. The Company has elected certain available practical expedients on transition.

The effect on adoption of Ind AS 116 would be insignificant in the standalone financial statements.

23.5 Ind AS 20 Government grant related to non-monetary asset

The amendment clarifies that where the government grant related to asset, including non-monetary grant at fair value, shall be presented in balance sheet either by setting up the grant as deferred income or by deducting the grant in arriving at the carrying amount of the asset. Prior to the amendment, Ind AS 20 did not allow the option to present asset related grant by deducting the grant from the carrying amount of the asset. These amendments do not have any impact on the financial statements as the Company continues to present grant relating to asset by setting up the grant as deferred income.

Notes to Financial Statements

2. PROPERTY, PLANT AND EQUIPMENT

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2019 are as follows:

(Rs. in Lakhs)

Asset Description	Gross Carrying Amount				Accumulated Depreciation and Amortisation				Net Block	
	As at 1.4.2018	Additions	Deletions / Adjustments	As at 31.03.2019	As at 1.4.2018	Depreciation for the year	Deletions	As at 31.03.2019	31.3.2019	31.3.2018
Freehold Land	499.92	16.77	-	516.69	-	-	-	-	516.69	499.92
Building	1,691.58	64.29	-	1,755.87	141.63	76.83	-	218.46	1,537.40	1,549.95
Plant and Machinery	11,964.55	2,191.64	(356.91)	13,799.28	3,000.34	1,621.81	(342.28)	4,279.88	9,519.40	8,964.21
Electrical Equipments	187.79	33.09	-	220.88	54.24	21.94	-	76.18	144.71	133.55
Furniture and fittings	32.29	1.47	-	33.76	9.16	3.53	-	12.69	21.07	23.13
Office Equipments	15.28	1.81	-	17.09	5.00	2.72	-	7.72	9.37	10.28
Vehicles	210.45	34.07	(19.65)	224.87	22.46	30.06	(14.60)	37.91	186.95	187.99
Computers	54.00	14.85	(3.21)	65.64	20.73	10.51	(3.16)	28.07	37.57	33.27
TOTAL	14,655.86	2,357.98	(379.77)	16,634.07	3,253.56	1,767.40	(360.04)	4,660.91	11,973.16	11,402.30

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2018 are as follows:

(Rs. In Lakhs)

Asset Description	Gross Carrying Amount				Accumulated Depreciation and Amortisation				Net Block	
	As at 1.4.2017	Additions	Deletions / Adjustments	As at 31.03.2018	As at 1.4.2017	Depreciation for the year	Deletions	As at 31.03.2018	31.3.2018	31.3.2017
Free Hold card	503.63	-	(3.71)	499.92	-	-	-	-	499.92	503.63
Building	1,450.03	241.55	-	1,691.58	66.27	75.36	-	141.63	1,549.95	1,383.76
Plant and Machinery	10,210.87	1,753.76	(0.08)	11,964.55	1,434.41	1,565.94	(0.01)	3,000.34	8,964.21	8,776.46
Electrical Equipments	155.97	31.82	-	187.79	36.53	17.71	-	54.24	133.55	119.44
Furniture and fittings	30.89	1.40	-	32.29	5.46	3.70	-	9.16	23.13	25.43
Office Equipments	12.53	2.75	-	15.28	1.98	3.02	-	5.00	10.28	10.55
Vehicles	207.17	9.53	(6.25)	210.45	(6.06)	33.34	(4.82)	22.46	187.99	213.23
Computers	48.99	5.40	(0.39)	54.00	6.46	14.64	(0.37)	20.73	33.27	42.53
TOTAL	12,620.08	2,046.21	(10.43)	14,655.86	1,545.05	1,713.71	(5.20)	3,253.56	11,402.30	11,075.03

3. CAPITAL WORK IN PROGRESS

Asset Description	As at April 1, 2018	Additions	Deletions / Adjustments	As at March 31, 2019
Capital work in progress	212.89	133.62	(212.89)	133.62

Asset Description	As at April 1, 2017	Additions	Deletions / Adjustments	As at March 31, 2018
Capital work in progress	621.07	212.89	(621.07)	212.89

4. INTANGIBLE ASSETS

Asset Description	Gross Carrying Amount (at Cost)				Accumulated Depreciation and Amortisation				Net Block	
	As at 1.4.2018	Additions	Deletions / Adjustments	As at 31.03.2019	As at 1.4.2018	Depreciation for the year	Deletions	As at 31.03.2019	As at 31.3.2019	As at 31.3.2018
ERP & Software	6.72	3.56	-	10.28	6.13	3.89	-	10.02	0.26	0.59

Asset Description	Gross Carrying Amount (at Cost)				Accumulated Depreciation and Amortisation				Net Block	
	As at 1.4.2017	Additions	Deletions / Adjustments	As at 31.03.2018	As at 1.4.2017	Depreciation for the year	Deletions	As at 31.03.2018	As at 31.3.2018	As at 31.3.2017
ERP & Software	7.88	-	(1.16)	6.72	3.45	3.84	(1.16)	6.13	0.59	4.43

Notes to balance sheet		(Rs. in Lakhs)	
Particulars	Notes	31.03.2019	31.03.2018
5. INVESTMENTS - NON - CURRENT			
Investment in equity instruments (quoted) at FVOCI			
(i) 2,29,480 equity shares of Rs.10/- each in Lakshmi Machine Works Limited			
March 31, 2018 : 2,29,480 equity shares		13,982.33	15,653.21
March 31, 2019 : 2,29,480 equity shares			
(ii) 36,100 equity shares of Rs.10/- each in Indian Overseas Bank Limited			
March 31, 2018 : 36,100 equity shares		5.21	6.23
March 31, 2019 : 36,100 equity shares			
Investment in Government or Trust Securities			
National Savings Certificate		0.80	0.55
Total		<u>13,988.34</u>	<u>15,659.99</u>
Total non-current Investments			
Aggregate amount of quoted investments and market value thereof		13,987.54	15,659.44
Aggregate amount of unquoted investments		0.80	0.55
6. OTHER FINANCIAL ASSETS			
Non-current			
Unsecured and considered good			
Security deposits		499.84	500.90
Balances with banks			
- in margin money deposit accounts (remaining maturity > 12 months)		5.80	73.42
Total other financial assets		<u>505.64</u>	<u>574.32</u>
Current			
Unsecured and considered good			
Income receivable		19.31	18.16
Interest accrued and due on deposits		18.15	10.01
Employee Advances		19.17	22.37
Total other financial assets		<u>56.63</u>	<u>50.54</u>
7. OTHER NON-CURRENT ASSETS			
Capital advances		96.35	-
Income tax assets		239.26	-
Total other non-current assets		<u>335.61</u>	<u>-</u>
8. INVENTORIES			
Raw Materials		3,331.39	2,597.17
Work - in - Progress		712.36	580.97
Finished Goods		1,277.26	677.84
Stores and Spares		448.64	417.06
Waste		12.97	9.12
Total inventories		<u>5,782.62</u>	<u>4,282.16</u>

Inventories are valued at the lower of cost and net realizable value.
 The cost of inventories recognised as an expense amounted to Rs.16,457.74 Lakhs [Previous year Rs.13,555.44 Lakhs]

Notes to balance sheet

(Rs. in Lakhs)

Particulars	Notes	31.03.2019	31.03.2018
9. TRADE RECEIVABLES			
Unsecured, considered good		5,210.20	4,644.60
Less: Provision for expected credit loss		<u>(25.29)</u>	<u>(28.10)</u>
Total trade receivables		<u>5,184.91</u>	<u>4,616.50</u>
10. CASH AND CASH EQUIVALENTS			
Balances with banks			
- in current accounts		39.28	158.01
- in margin deposit account		-	3.90
Cash on hand		5.14	3.18
Total cash and cash equivalents		<u>44.42</u>	<u>165.09</u>
11. OTHER BANK BALANCES			
Short term Bank Deposits		-	250.00
(Deposits with maturity more than 3 months but less than 12 months)			
Margin deposit account		96.48	22.80
(Deposits with maturity more than 3 months but less than 12 months)			
Unpaid dividend		16.91	22.31
Total Other Bank balances		<u>113.39</u>	<u>295.11</u>
12. CURRENT TAX ASSETS (NET)			
Opening balance		38.59	-
Add: Taxes paid / adjusted during the year		76.27	556.59
Less: Current tax payable for the year		<u>(41.21)</u>	<u>(518.00)</u>
Closing balance		<u>73.65</u>	<u>38.59</u>
13. OTHER CURRENT ASSETS			
Prepaid expenses		62.10	32.81
Prepaid Gratuity		3.81	9.36
Advance to suppliers		517.45	353.11
Receivable from government authorities		420.74	316.16
Total other current assets		<u>1,004.10</u>	<u>711.44</u>
14. EQUITY SHARE CAPITAL			
(i) Authorised equity share capital		Number of shares	Amount
			(Rs. in Lakhs)
As at 01 st April, 2018		5,000,000	500.00
Increase during the year		-	-
As at 31 st March, 2019		5,000,000	500.00
(ii) Movements in equity share capital		Number of shares	Equity share capital
Issued, subscribed and fully paid up			(par value)
As at 01 st April, 2018		3,071,500	307.15
Increase during the year		-	-
As at 31 st March, 2019		3,071,500	307.15

Notes to balance sheet

Terms and rights attached to equity shares :

The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shareholders holding more than 5% shares in the Company

	31.03.2019		31.03.2018	
	Number of shares	% holding	Number of shares	% holding
Lakshmi Life Sciences Ltd	939,590	30.59%	939,590	30.59%
Lakshmi Machine Works Ltd	300,000	9.77%	300,000	9.77%
Sri. Sanjay Jayavarthanavelu	216,288	7.04%	216,288	7.04%
	1,455,878	47.40%	1,455,878	47.40%

(Rs. in Lakhs)

Particulars	Notes	31.03.2019	31.03.2018
15. OTHER EQUITY			
General reserve		7,771.42	7,711.42
Securities Premium		718.60	718.60
Retained earnings		6,409.38	5,960.13
FVOCI - Equity instruments		11,767.89	13,231.14
Total reserves and surplus		26,667.29	27,621.29
a) General reserve			
Opening balance		7,711.42	7,561.42
Additions during the year		60.00	150.00
Deductions/Adjustments during the year		-	-
Closing balance		7,771.42	7,711.42
b) Securities premium			
Opening balance		718.60	718.60
Additions during the year		-	-
Deductions/Adjustments during the year		-	-
Closing balance		718.60	718.60
c) Retained earnings			
Opening balance		5,960.12	4,796.30
Net profit for the period		594.91	1,420.98
Items of other comprehensive income recognised directly in retained earnings			
- Remeasurements of post-employment benefit obligation, net of tax		7.23	(14.74)
Appropriations			
- General Reserve		(60.00)	(150.00)
Dividends paid		(76.79)	(76.79)
Dividend Distribution tax		(16.09)	(15.63)
Closing balance		6,409.38	5,960.12

Notes to balance sheet

(Rs. in Lakhs)

d) FVOCI - Equity instruments		
Opening balance	13,231.14	7,556.98
Change in fair value of equity instruments [Net of Taxes]	(1,463.25)	5,674.16
Closing balance	<u>11,767.89</u>	<u>13,231.14</u>

(Rs. in Lakhs)

	31.03.2019			31.03.2018		
	Current	Non-Current	Total	Current	Non-Current	Total
16. PROVISIONS						
Compensated absences	18.49	-	18.49	19.13	-	19.13
Gratuity	-	-	-	-	-	-
Total employee benefit obligations	18.49	-	18.49	19.13	-	19.13

	31.03.2019	31.03.2018
(i) Compensated absences		
Current leave obligations expected to be settled within the next 12 months	18.49	19.13
(ii) Gratuity	-	-

	Present value of obligation	Fair value of plan assess	Net amount
April 1, 2018	163.24	(172.60)	(9.36)
Current service cost	22.09	-	22.09
Interest expense/(income)	11.94	(13.07)	(1.13)
Total amount recognised in profit or loss	34.03	(13.07)	20.96
Remeasurements			
(Gain)/loss from change in financial assumptions	(8.30)	3.30	(4.99)
Experience (gains)/losses	-	-	-
Total amount recognised In other comprehensive Income	(8.30)	3.30	(4.99)
Employer contributions	(0.41)	(10.00)	(10.41)
Benefit payments	(18.39)	18.39	-
March 31, 2019	170.17	(173.98)	(3.81)

Notes to balance sheet

(Rs. In Lakhs)

The net liability disclosed above relates to funded and unfunded plans are as follows:

	31.03.2019	31.03.2018
Present value of funded obligations	170.18	163.24
Fair value of plan assets	173.98	172.60
Deficit of funded plan	(3.81)	(9.36)

(iii) Post-Employment benefits

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

	31.03.2019	31.03.2018
Discount rate	7.76%	7.73%
Salary growth rate	5.00%	6.00%
Attrition rate	3.00%	3.00%
Expected return on fund assets	7.76%	7.73%

Assumptions regarding future mortality for pension and medical benefits are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a pensioner retiring at age.

Notes to balance sheet - Employee benefit obligations

(iv) Brief description of the Plans & risks

These plans typically expose the Company to actuarial risks such as : Investment risk, interest risk, longevity risk and salary risk.

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount which is determined with reference to market yields at the end of the reporting period on government bonds. Plan investment is a mix of investments in government securities, other debt instruments and equity shares of listed companies.

Interest risk :

A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt instruments, if any.

Longevity risk :

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk :

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of plan participants will increase the plan's liability.

(v) Sensitivity analysis (To be included for each defined benefit obligation)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Notes to balance sheet

(Rs. in Lakhs)

Impact on defined benefit obligation

	Change in assumption 31.03.2019	Increase in assumption as at 31.03.2019 (as a %)	Decrease in assumption as at 31.03.2019 (as a %)	Increase in assumption (Rs. in Lakhs)	Decrease in assumption (Rs. in Lakhs)
Discount rate	1%	(8.33)	9.79	(155.99)	186.83
Attrition rate	1%	1.68	(1.90)	173.02	(166.93)
Salary growth rate	1%	9.90	(8.54)	187.01	(155.64)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as and when calculating the defined benefit liability recognised in the balance sheet.

(vi) The Company's best estimate of pay-outs are as under:

	31.03.2019	31.03.2018
Within one year	15.56	14.14
After one year but not beyond five years	41.48	38.61
Beyond five years upto ten years	60.06	43.80

17. DEFERRED TAX LIABILITIES (NET)

The balance comprises temporary differences attributable to:	31.03.2019	31.03.2018
Depreciation	1,065.61	1,106.89
Others including Fair valuation of equity shares	1.97	210.63
Total deferred tax liabilities	1,067.58	1,317.52
Set-off of deferred tax assets pursuant to set-off provisions	-	-
Expenses eligible for deduction on payment basis and expenses eligible for deduction over multiple years	(29.55)	(32.62)
Net deferred tax liabilities	1,038.03	1,284.90

Notes to balance sheet

(Rs. in Lakhs)

Movement in deferred tax liabilities/ (assets)

Particulars	Depreciation	Others including Fair valuation of equity shares	Expenses eligible for deduction on payment basis and expenses eligible for deduction over multiple years	Total
At April 1, 2017	1,389.94	-	(39.37)	1,350.56
Charged/(credited):				
- to profit or loss	(283.05)	-	12.82	(270.23)
- to other comprehensive income	-	210.63	(6.06)	204.57
At March 31, 2018	1,106.89	210.63	(32.62)	1,284.90
Charged/(credited):				
- to profit or loss	(41.28)	-	5.31	(35.97)
- to other comprehensive income	-	(208.66)	(2.24)	(210.90)
At March 31, 2019	1,065.61	1.97	(29.55)	1,038.03

18. GOVERNMENT GRANTS

	31.03.2019	31.03.2018
Non-Current	-	-
Current	-	6.65
Total	-	6.65

19. CURRENT BORROWINGS

Secured - From Banks	Rate of interest	Limit	31.03.2019	31.03.2018
(a) Indian Overseas Bank - Cash credit	10.00%	1,750.00	1,730.78	1,749.57
(b) Indian Bank - Cash credit	11.15%	1,500.00	1,487.42	1,454.95
(c) IDBI Bank - Demand loan	11.00%	750.00	739.03	750.00
(d) Packing credit with IDBI Bank	3.89%	-	-	586.16
(e) IDBI Bank - Cash credit	11.00%	750.00	750.00	120.58
(f) IDBI Bank- Ware House Loan	9.50%	500.00	443.85	217.00
(Secured on hypothecation of entire current assets of the Company and second pari passu charge on the fixed assets)				
Unsecured - From Banks				
(a) HDFC Bank - Short term Loan	9.30%	500.00	502.35	502.35
(b) IndusInd Bank WCDL	10.15%	1,000.00	1,000.00	1,000.00
(c) Purchase bills discounted with Yes Bank	10.45%	1,000.00	690.66	238.35
(d) Yes Bank- Cash Credit	10.45%		303.18	-
(e) AXIS Bank- WCDL	9.40%	1,000.00	900.00	-
(f) AXIS Bank- Cash Credit	9.70%		6.48	-
Total current borrowings			8,553.75	6,618.96

Notes to balance sheet (Rs. in Lakhs)

	31.03.2019	31.03.2018
20. TRADE PAYABLES		
Current		
Total Outstanding Dues of Micro Enterprises and Small Enterprises **	96.89	61.95
Total Outstanding Dues of enterprises other than Micro and Small Enterprises	1,373.23	852.69
Total trade payables	1,470.12	914.64
<p>** Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. The entire closing balance represents the principal amount payable to these enterprises. There are no interests due or outstanding on the same.</p>		
21. OTHER FINANCIAL LIABILITIES		
Current		
Interest accrued and due on borrowings	16.51	7.16
Unpaid dividends	16.91	22.31
Payable to employees	112.61	114.00
Payable for expenses	612.86	864.36
Total other current financial liabilities	758.89	1,007.83
22. OTHER CURRENT LIABILITIES		
Advance from customers	325.29	194.22
Statutory Liabilities	57.34	34.75
Total other current liabilities	382.63	228.97

Notes to Statement of profit and loss

	31.03.2019	31.03.2018
23. REVENUE FROM OPERATIONS		(Rs. in Lakhs)
Sale of products (including excise duty)		
Export Sales		
Yarn - Direct Export	4,573.96	1,051.33
Yarn - Merchant Export	2,956.17	2,896.31
Gears - Direct Export	15.58	0.44
Domestic Sales		
Cotton, Yarn & Fabric	16,145.90	15,309.56
Gears	2,386.80	2,739.94
Cotton Waste	1,630.08	1,409.23
Sale of services		
Commission Receipts	914.72	1,186.43
Erection Charges Receipts	607.69	603.46
Service Charges	319.65	325.44
Total revenue	29,550.55	25,522.14

Notes to Statement of profit and loss	(Rs. in Lakhs)	
	31.03.2019	31.03.2018
24. OTHER INCOME		
Interest Income from financial assets at amortised cost	49.77	41.64
Dividend Income from investments mandatorily measured at fair value through other comprehensive income	91.79	80.32
Net gain on disposal of property, plant and equipment	197.24	0.90
Foreign Exchange Fluctuation	52.24	12.24
Government Grant	6.90	21.05
Other Non Operating Income	186.38	98.83
Total other income	584.32	254.98
25. COST OF MATERIALS CONSUMED		
Raw materials at the beginning of the year	2,597.18	2,906.90
Add: Purchases	17,191.95	13,245.72
Less: Raw materials at the end of the year	3,331.39	2,597.18
Total cost of materials consumed	16,457.74	13,555.44
26. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Opening Balance		
Work-in-progress	580.97	528.04
Finished goods	677.84	644.21
Waste	9.12	11.37
Total Opening Balance	1,267.93	1,183.62
Closing Balance		
Work-in-progress	712.36	580.97
Finished goods	1,277.26	677.84
Waste	12.97	9.12
Total Closing Balance	2,002.59	1,267.93
Total changes in inventories of finished goods and work-in-progress	(734.66)	(84.31)
27. EMPLOYEE BENEFIT EXPENSE		
Salaries, wages and bonus	3,450.38	2,871.44
Contribution to provident and other funds	138.84	143.46
Contribution to Gratuity Fund	20.96	17.51
Staff welfare expenses	306.52	268.54
Total employee benefit expense	3,916.70	3,300.95
28. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of property, plant and equipment	1,767.40	1,713.71
Amortisation of intangible assets	3.89	3.84
Total depreciation and amortisation expense	1,771.29	1,717.55

Notes to Statement of profit and loss

(Rs. in Lakhs)

	31.03.2019	31.03.2018
29. OTHER EXPENSES		
Consumption of stores and spares	678.40	676.22
Consumption of Packing Material	350.40	319.95
Power & Fuel	1,627.56	1,279.42
Rent	34.87	36.37
Repairs to Buildings	121.74	86.85
Repairs to Machinery	950.30	1,017.68
Repairs to Others	3.78	5.05
Insurance	34.68	37.63
Rates & Taxes	35.24	100.85
Corporate Social Responsibility (Refer note below)	41.50	44.50
Provision for expected credit loss	(2.80)	13.59
Auditors remuneration		
For Statutory Audit	2.50	2.50
For Other services	-	-
Fabric Conversion / Outside processing charges	424.77	542.08
Bank Charges	78.08	84.06
Sitting Fees	14.00	10.50
Miscellaneous Expenses	946.52	683.99
Total other expenses	5,341.54	4,941.24
Corporate social responsibility		
Amount required to be spent as per Section 135 of the Act	41.34	44.35
Amount spent during the year on:		
(i) Construction/ acquisition of an asset	-	-
(ii) On purposes other than (i) above	41.50	44.50
	<u>41.50</u>	<u>44.50</u>
Amount spent through approved trusts and institutions	41.50	44.50
Amount spent directly	-	-
	<u>41.50</u>	<u>44.50</u>
30. FINANCE COSTS		
Interest on Working Capital Loan	664.67	557.80
Other Finance Costs	46.61	44.05
Total Finance costs	711.28	601.85

Notes to Statement of profit and loss (Rs. in Lakhs)

	31.03.2019	31.03.2018
31. INCOME TAX EXPENSE		
(a) Income tax expense		
Current tax		
Current tax on profits for the year	41.21	518.00
Adjustments for current tax of prior periods	(21.23)	(16.29)
Total current tax expense	19.98	501.71
Deferred tax		
Decrease (increase) in deferred tax assets	5.31	12.82
(Decrease) increase in deferred tax liabilities	(41.28)	(283.05)
Total deferred tax expense / (benefit)	(35.97)	(270.23)
Income tax expense	(15.99)	231.48
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
Profit before income tax expense	578.92	1,652.46
Tax at the Indian tax rate	27.820%	34.608%
Computed expected tax expense at enacted tax rate	161.06	571.88
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Tax effect on exempted income	(16.43)	(27.80)
Corporate social responsibility expenditure disallowed	11.55	15.40
Tax effect on account of tax deductions	(120.17)	(158.39)
Tax effect of other adjustments	5.20	116.91
Income tax expense	41.21	518.00

Financial instruments and risk management

32. FAIR VALUE MEASUREMENTS

Financial instruments by category

	31.03.2019		31.03.2018	
	FVOCI	Amortised cost	FVOCI	Amortised cost
Financial assets				
Investments	13,988.34	-	15,659.99	-
Trade receivables	-	5,184.91	-	4,616.50
Cash and cash equivalents	-	44.42	-	165.09
Other bank balances	-	113.39	-	295.11
Security deposits & Margin money deposits	-	505.64	-	574.32
Income receivable	-	19.31	-	18.16
Interest accrued on deposits	-	18.15	-	10.01
Employee Advances	-	19.17	-	22.37
Total financial assets	13,988.34	5,904.99	15,659.99	5,701.56

Notes to Statement of profit and loss

Financial instruments and risk management

(Rs. in Lakhs)

	31.03.2019		31.03.2018	
	FVOCI	Amortised cost	FVOCI	Amortised cost
Financial liabilities				
Borrowings	-	8,553.75	-	6,618.96
Trade payables	-	1,470.12	-	914.64
Interest accrued and due on borrowings	-	16.51		7.16
Unpaid dividends	-	16.91		22.31
Payable to employees	-	112.61		114.00
Payable for expenses	-	612.86		864.36
Total financial liabilities	-	10,782.76	-	8,541.43

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements

At 31 st March, 2019	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVOCI:	5	13,988.34	-	-	13,988.34
Total financial assets		13,988.34	-	-	13,988.34
At 31st March, 2018					
	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial Investments at FVOCI:	5	15,659.99	-	-	15,659.99
Total financial assets		15,659.99	-	-	15,659.99

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers between levels 1 and 2 during the year.

Notes to Statement of profit and loss

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

(II) Valuation technique used to determine fair value

The carrying amounts of trade receivables, trade payables, loans, deposits, advances, borrowings, cash and cash equivalents and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

33. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to market risk, liquidity risk and credit risk.

(A) Credit risk

Company faces credit risk from cash and cash equivalents, deposits with banks and financial institutions and unsecured trade receivables. The company doesn't face any credit risk with other financial assets

(i) Credit risk management

Credit risk on deposit is mitigated by depositing the funds in reputed private sector bank. For trade receivables, the primary source of credit risk is that these are unsecured. The company faces the risk of delayed payments from TNEB - to whom it supplies power. A part from this, the Company sells the products to customers only when the collection of trade receivables is certain and whether there has been a significant increase in the credit risk on an on-going basis is monitored throughout each reporting period. As at the balance sheet date, based on the credit assessment the historical trend of low default is expected to continue. An impairment analysis is performed at each reporting date on an individual basis for major clients. Any recoverability of receivables is provided for based on the impairment assessment.

(ii) Provision for expected credit losses for trade receivables

The Company provides for expected credit loss based on the following:

Year ended 31st March, 2019:

Expected credit loss for trade receivables under simplified approach

The Company does not have any long outstanding receivable balances, except in the case of the agency and gears divisions, for which provision for expected credit loss is created.

	Amount (Rs. in Lakhs)
Loss allowance on 31st March, 2018	28.09
Changes in loss allowance	(2.80)
Loss allowance on 31st March, 2019	25.29

(B) Liquidity risk

Objective of liquidity risk management is to maintain sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. The Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal requirements.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

		(Rs. in Lakhs)
	31.03.2019	31.03.2018
Floating rate		
- Expiring within one year (bank overdraft and other facilities)	596.25	881.04

Notes to Statement of profit and loss

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR and have an average maturity of 1 year.

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- a) all non-derivative financial liabilities, and
- b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities

(Rs. in Lakhs)

Non - derivatives	31.03.2019			31.03.2018		
	Maturity within 3 months	Maturing after 3 months but within a year	Total	Maturity within 3 months	Maturing after 3 months but within a year	Total
Borrowings	-	8,553.75	8,553.75	21.68	6,597.28	6,618.96
Trade payables	1,470.12	-	1,470.12	914.64	-	914.64
Current maturities of long term debt	-	-	-	-	-	-
Interest accrued and due on borrowings	16.51	-	16.51	7.16	-	7.16
Unpaid dividends	-	16.91	16.91	-	22.31	22.31
Other employee benefits	112.61	-	112.61	114.00	-	114.00
Payable for expenses	612.86	-	612.86	864.36	-	864.36
Total non-derivative liabilities	2,212.10	8,570.66	10,782.76	1,921.84	6,619.59	8,541.43

(C) Market risk

(i) Foreign currency risk

The Company activities exposes it to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and balance in Swiss FRANC. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows :

(Rs. in Lakhs)

	31.03.2019	31.03.2018
Financial assets		
Trade receivables	214.66	45.54
Advances	83.70	-
Exposure to foreign currency risk (assets)	298.36	45.54
Financial liabilities		
Trade payables	-	-
Exposure to foreign currency risk (liabilities)-Foreign LC	-	191.00
Net exposure to foreign currency risk	298.36	(145.46)

Notes to Statement of profit and loss**Sensitivity**

The sensitivity of profit or loss to changes in the exchange rates arises mainly from major foreign currency denominated financial instruments

	Impact on profit after tax	
	31.03 2019	31.03 2018
USD sensitivity		
INR/USD Increases by 5%	9.99	(4.87)
INR/USD Decreases by 5%	(9.99)	4.87

Note : Holding all other variables constant

34. CAPITAL MANAGEMENT**(a) Risk management**

The Company's objectives when managing capital are to

- ◆ safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- ◆ maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, The Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Company is debt free currently and it intends to maintain a optimal gearing ratio for optimising shareholder value

(b) Dividends

	In INR
Dividends per equity share (INR 10 each) for the year ended March 31, 2018 (For year ended March 31, 2017 INR 2.50)	2.50
Dividends per equity share (INR 10 each) for the year ended March 31, 2017 (For year ended March 31, 2016 INR 2.50)	2.50

35. EARNINGS PER SHARE

	(Rs. In Lakhs)	
	31.03 2019	31.03 2018
Basic		
Profit attributable to equity holders of the Company	594.91	1,420.98
Number of Shares (par value of INR. 10 each)	30,71,500	30,71,500
Basic earnings per shares	19.37	46.26
Diluted		
Profit attributable to equity holders of the Company	594.91	1,420.98
Number of Shares (par value of INR. 10 each)	30,71,500	30,71,500
Diluted earnings per shares	19.37	46.26

Other disclosures**36. CONTINGENT LIABILITIES**

	31.03 2019	31.03 2018
Other monies for which the company is contingently liable		
i) Export Obligation under EPCG Scheme	3,908.21	11,855.00
ii) Income Tax Dues	-	2.67

37. COMMITMENTS

Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	31.03 2019	31.03 2018
Property, plant and equipment	327.81	92.59

38. Provision of Rs. 23.53 Lakhs [Previous year Rs. 27.40 Lakhs] for self generation tax towards Wind Energy has been made. Cumulative disputed liability recognised as on 31.3.2019 is Rs.178.97 Lakhs (as on 31.3.2018 Rs.155.44 Lakhs)

39. The financial statements were approved for issue by the Board of directors on 20th May, 2019.

40. The Company has ensured the health and safety of the employees as prescribed under the Factories Act, 1948. The Company has incurred the following expenditure during the year in this regard.

	31.03 2019	31.03 2018
Health related expenses	5.42	6.91
Safety related expenses	5.25	3.90
	10.67	10.81

41. The Board of Directors have recommended a dividend of Rs.2.50 each per equity share of the face value of Rs. 10 each, subject to the approval of the shareholders at the ensuing Annual General Meeting.

42. Related party disclosures for the year ended 31st March, 2019

1. Related party Relationships:

a) Key Management personnel

N. R. Selvaraj, Managing Director [Upto 23.10.2018]

G. Mani, Managing Director [From 24.10.2018]

S. Ravindran, Chief Financial Officer

S.K.Radhakrishnan, Company Secretary

b) Entities with joint control of or significant influence over the entity

Adwaith Lakshmi Industires Ltd	Lakshmi Technology & Engg Industries Ltd
Adwaith Textile Ltd	LCC Cargo Holdings Ltd
Harshini Textiles Ltd	Quattro Engineering India Ltd
Lakshmi Caipo Industries Ltd	Revantha Services Ltd
Lakshmi Cargo Company Ltd	SKDC Consultants Ltd
Chakradhara Aerospace & Cargo Private Ltd	Starline Travels Ltd
Lakshmi Electrical Control Systems Ltd	The Lakshmi Mills Co. Ltd
Lakshmi Electrical Drives Ltd	Titan Paints and Chemicals Ltd
Lakshmi Life Sciences Ltd	Veejay Syntex Private Ltd
Lakshmi Machine Works Ltd	Veejay Yarns and Fabrics Private Ltd
Lakshmi Precision Tools Ltd	Lakshmi Ring Travellers (Coimbatore) Ltd

c) Post employment employee benefit plans: Super Sales India Ltd Employees Gratuity Fund

43. Transactions with Related Parties for the Period ended on 31.03.2019

(Rs. In lakhs)

Name of the Related Party	Purchase of goods		Purchase of Fixed Assets		Sale of goods		Sale of Fixed Assets		Services received		Services provided		Lease charges paid		Agency Arrangement		Remuneration to KMP		Gratuity Fund		Outstanding	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Adwaita Lakshmi Ind Ltd	19.89	31.02	1.77	-	0.71	7.12	-	-	-	-	-	-	-	-	3.91	7.56	-	-	-	-	13.41	14.86
Adwaita Textiles Ltd	-	-	-	-	14.49	0.16	-	-	-	-	1.34	10.90	-	-	-	-	-	-	-	-	0.84	0.08
Harshni Textiles Ltd	1.06	-	-	-	-	1.30	-	-	-	-	-	0.04	-	-	-	-	-	-	-	-	(1.06)	-
Lakshmi Caipo Industries Ltd	0.04	1.49	-	58.79	-	-	-	-	0.28	0.05	-	-	-	-	-	-	-	-	-	-	-	0.05
Lakshmi Cargo Company Ltd.	4.37	5.88	-	-	-	-	-	-	31.15	37.37	-	-	-	-	-	-	-	-	-	-	-	(6.04)
Chakradhara Aerospace & Cargo P Ltd	5.60	-	-	-	1.65	-	-	-	20.55	-	-	-	-	-	-	-	-	-	-	-	(18.43)	-
Lakshmi Electrical Drives Ltd	66.28	106.47	-	-	176.34	179.95	-	-	2.26	2.08	0.07	0.15	-	-	4.07	3.88	-	-	-	-	0.85	(3.02)
Lakshmi Life Sciences Ltd	1.65	3.61	-	-	15.83	-	-	-	3.93	-	-	-	-	-	17.75	1.19	-	-	-	-	8.75	0.62
Lakshmi Machine Works Ltd.	593.83	622.23	1,737.27	561.40	3,103.67	3,293.31	-	-	18.19	7.40	1,059.83	786.27	7.85	9.07	1,022.29	1,326.49	-	-	-	-	1,976.58	1,524.18
Lakshmi Precision Tools Ltd	-	-	22.36	-	8.79	15.13	-	-	-	0.23	0.36	4.85	-	-	-	-	-	-	-	-	(6.84)	6.44
Lakshmi Ring Travellers (Coimbatore) Ltd	-	0.09	-	-	5.16	2.03	-	-	-	-	-	0.23	-	-	5.84	23.14	-	-	-	-	6.27	20.77
Lakshmi Technology & Engg Industries Ltd	-	-	-	-	3.52	7.52	-	-	4.41	4.61	-	1.15	-	-	-	-	-	-	-	-	-	0.80
LCC Cargo Holdings Ltd	-	-	-	-	-	-	-	-	-	-	-	-	11.36	12.28	-	-	-	-	-	-	-	-
Quatro Engineering India Ltd.	4.21	2.69	-	-	22.52	22.56	-	10.88	4.23	1.08	-	-	-	-	14.45	7.76	-	-	-	-	-	13.32
Revantha Services Ltd	2.65	2.23	0.04	49.46	-	-	-	-	185.36	185.87	-	-	-	-	-	-	-	-	-	-	(51.53)	(11.49)
SKDC Consultants Ltd	0.11	-	-	-	-	-	-	-	2.71	2.42	-	-	-	-	-	-	-	-	-	-	-	-
Starline travels Ltd	-	-	-	-	-	-	-	-	91.37	75.19	-	-	-	-	-	-	-	-	-	-	8.77	(9.17)
Titan Paints & Chemicals Ltd	6.29	9.49	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.87)	(1.81)
The Lakshmi Mills Co Ltd	-	-	-	-	-	-	-	-	-	-	3.11	2.59	-	-	-	-	-	-	-	-	0.36	1.14
Veejay Syntex Pvt. Ltd	-	-	-	-	-	-	-	-	-	-	2.77	1.22	-	-	-	-	-	-	-	-	0.38	0.01
Veejay Yarns and Fabrics Pvt. Ltd	-	-	-	-	-	-	-	-	-	-	1.76	0.73	-	-	-	-	-	-	-	-	-	0.32
Managing Director - N.R.Selvaraj	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	47.67	63.32	-	-	-	-
Managing Director G.Mani	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	26.87	-	-	-	-	-
Chief Financial Officer	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	18.72	17.23	-	-	-	-
Company Secretary	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12.33	11.46	-	-	-	-

44. Segment information for the year ended 31st March, 2019

Sl.No.	Particulars	Agency		Textiles		Engineering Division		Unallocated / Corporate		Total	
		31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
1.	REVENUE:										
	Sales including Processing charges and Commission Receipts	1,533.45	1,805.87	25,509.74	20,879.52	2,524.77	2,863.92	-	-	29,567.96	25,549.31
	Other Operating income	28.32	31.74	456.64	120.34	4.11	22.58	-	-	489.07	174.66
	Less : Intersegment Revenue	11.04	14.66	2.20	10.42	4.18	2.09	-	-	17.42	27.17
	Total	1,550.73	1,822.95	25,964.18	20,989.44	2,524.70	2,884.41	-	-	30,039.61	25,696.80
2.	RESULT:										
	Segment Results	598.79	864.48	1,070.37	1,636.33	(373.26)	(239.06)	(5.70)	(7.44)	1,290.20	2,254.31
	Interest expenses									711.28	601.85
	Provision for Income Tax							19.98	501.71	19.98	501.71
	Deferred Tax (Net)							(35.97)	(270.23)	(35.97)	(270.23)
	NET PROFIT / LOSS									594.91	1,420.98

Sl.No.	Particulars	Agency		Textiles		Engineering Division		Unallocated / Corporate		Total	
		31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
	OTHER INFORMATION:										
3.	Segment Assets	1,023.00	1,255.27	19,485.84	15,788.83	4,354.71	5,044.04	14,332.80	15,921.38	39,196.35	38,009.52
4.	Segment Liabilities	176.35	172.08	10,657.05	7,869.27	333.57	724.28	1,054.94	1,315.45	12,221.91	10,081.08
5.	Capital Expenditure (Incl.Capital Work-in-progress)	23.38	3.39	2,397.07	1,345.64	74.72	910.07	-	-	2,495.17	2,259.10
6.	Depreciation	35.74	36.12	1,189.86	1,168.58	545.68	512.85	-	-	1,771.28	1,717.55

Notes:

- The Company has identified business segments as primary segments. The reportable segments are Agency, Textiles and Engineering divisions.
- Items of expenses and income, Assets and Liabilities (including Deferred tax liability / Assets) which are not directly attributable / identifiable / allocable to business segments are shown under unallocated / Corporate.

SECONDARY SEGMENT INFORMATION - GEOGRAPHICAL SEGMENTS:

	31.03.2019		31.03.2018	
	%	Rs. Lakhs	%	Rs. Lakhs
Domestic Sales(Net)	83.45	23,134.53	95.51	22,355.48
Export Sales	16.55	4,589.54	4.49	1,051.33
Countries to which exports were made : PERU, BANGLADESH, VIETNAM, TUNISIA, CHINA, BRAZIL, FRANCE AND TURKEY				

45. Details of Dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

(Rs. in Lakhs)

Particulars	31.03.2019	31.03.2018
a) The Principal amount and the Interest due thereon remaining unpaid to any supplier as at the end of each year.		
i) Principal	96.89	61.95
ii) Interest Due	Nil	Nil
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	Nil	Nil
d) The amount of interest accrued and remaining unpaid at the end of year.	Nil	Nil
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the Interest dues above are actually paid to the Small Enterprises for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

See accompanying notes to financial statements
For and on behalf of Board of Directors.

In terms of our report attached

SANJAY JAYAVARTHANAVELU
Chairman
DIN 00004505

G. MANI
Managing Director
DIN 08252847

For SUBBACHAR & SRINIVASAN
Registration No.004083 S
Chartered Accountants

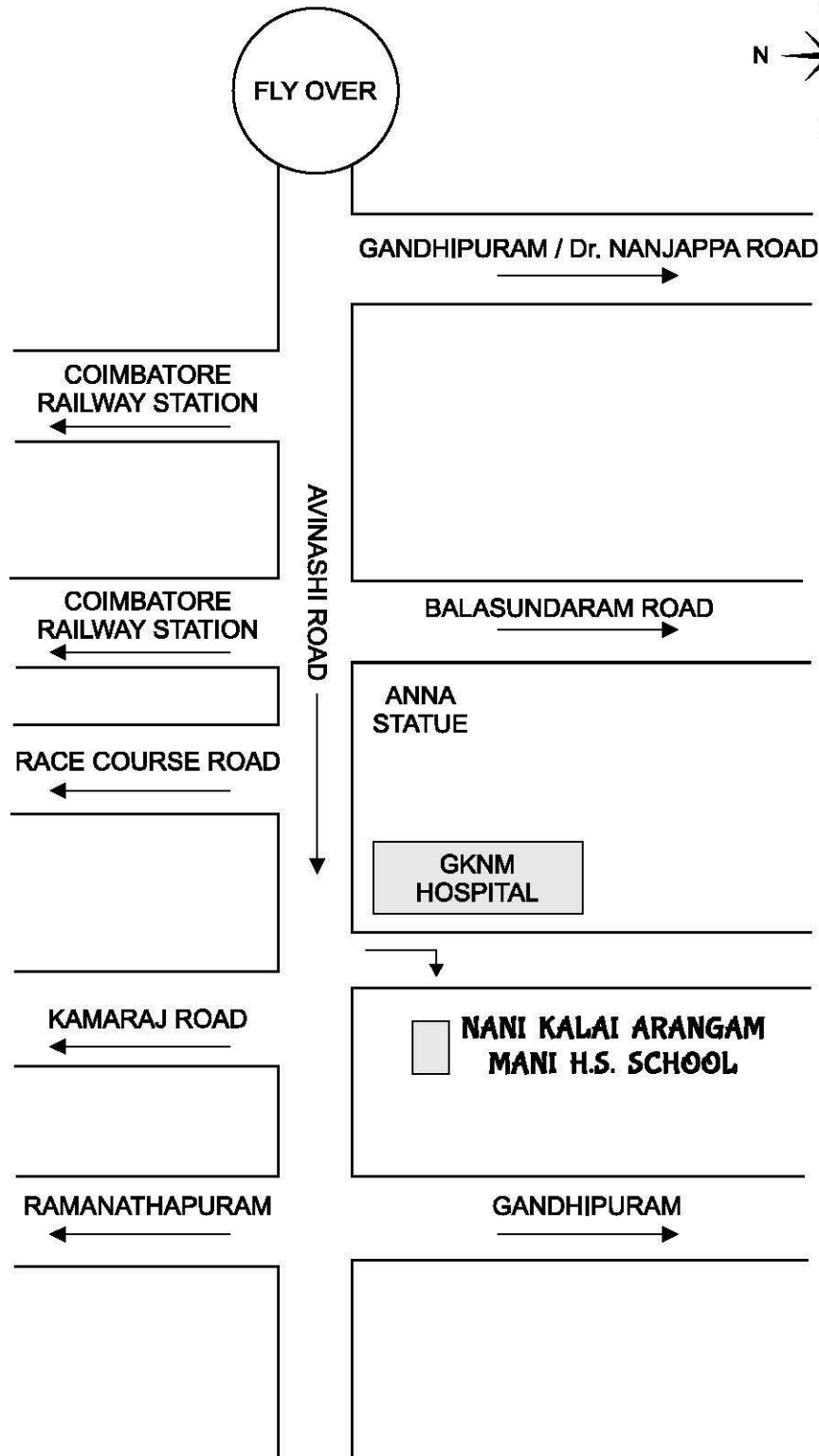
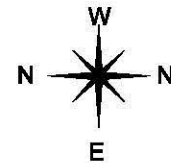
Place : Coimbatore
Date : 20.05.2019

S. RAVINDRAN
Chief Financial Officer

S.K. RADHAKRISHNAN
Company Secretary

T.S.V. RAJAGOPAL
Partner, M.No.200380

Route Map for the AGM Venue



SUPER SALES INDIA LIMITED

Registered Office : 34-A, Kamaraj Road, Coimbatore - 641 018.
NATIONAL ELECTRONICS CLEARING SERVICES (NECS) MANDATE FORMAT

To,
SKDC Consultants Limited,
"Kanappathy Towers" 3rd Floor,
1391/A-1, Sathy Road,
Ganapathy,
Coimbatore - 641 006.

Dear Sirs,

FORM FOR NATIONAL ELECTRONIC CLEARING SERVICE FOR PAYMENT OF DIVIDEND

Please fill - in the information in Capital Letters in English only, Please ✓ whichever is applicable.

For shares held in physical form

Master Folio No.

--	--	--	--	--	--	--	--	--	--

FOR OFFICE USE ONLY

ECS
Ref No.

--

**Name of the
First Holder**

Bank Name

Branch Name

Bank Address

Branch Code

--	--	--	--	--	--	--	--	--	--

(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank)
Please attach a xerox copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account Type



Savings

--

Current

--

Cash Credit

--

**A/c No. (as appearing
in the cheque book)**

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

**Effective Date of this
mandate**

--	--	--	--	--	--	--	--	--

I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information furnished as above, SKDC Consultants Limited will not be held responsible. I agree to avail the NECS facility provided by RBI, as and when implemented by RBI / Super Sales India Limited.

I further undertake to inform the Company any change in my Bank / branch and account number.

Date :

(Signature of the First holder)

- Note: 1. Shareholders holding shares in Demat form and wish to avail NECS facility are requested to contact their Depository Participants.
2. In case the Scheme does not meet the desired response or due to any other operational reasons it is found to be unviable, the Company reserves the right to pay dividend by issue of warrants.

SUPER SALES INDIA LIMITED

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

E-MAIL ADDRESS REGISTRATION FORM

To,
SKDC Consultants Limited,
"Kanappathy Towers" 3rd Floor,
1391/A-1, Sathy Road,
Ganapathy,
Coimbatore - 641 006.

Dear Sirs,

FORM FOR REGISTRATION OF E-MAIL ADDRESS FOR SERVING THE DOCUMENTS
(For shares held in physical form only)

Please fill-in the information in capital Letters in English only.

Master Follo No.

--	--	--	--	--	--	--	--

FOR OFFICE USE ONLY

Ref No.

--

Name of the First Holder	
Name of Joint Holder	
E-mail Address	

I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information furnished as above, Company will not be held responsible.

I further undertake to inform the Company any change in my e-mail address.

(Signature of the First holder)

Date :

- Note: 1. Shareholders holding shares in physical form are requested to inform to the Registrar and Share Transfer agents i.e., SKDC Consultants Limited their e-mail address / change in their email address.
2. Shareholders holding their shares in demat form are requested to update their e-mail address with their respective Depository Participants.

SUPER SALES INDIA LIMITED

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

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF AGM HALL
i.e. 'Nani Kalai Arangam' Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037.

Name & Address of the Shareholder

SEQUENCE No. :

FOLIO No. / DP. ID / Client ID :

I hereby record my presence at the 37th ANNUAL GENERAL MEETING at 'Nani Kalai Arangam' Mani
Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037 on Monday, 5th August, 2019
at 3.30 PM

Signature of the Member or Proxy

No. of Shares held



Form No. MGT - 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

CIN No.	L17111TZ1981PLC001109
Name of the Company	Super Sales India Limited
Registered Office	34-A, Kamaraj Road, Coimbatore - 641 018.
Name of the shareholder	
Registered address	
E-mail ID	
Folio No. / Demat Account No.	

I / we, being the shareholder(s) of shares of the above named company, hereby appoint :

1. Name :E-mail ID :

Address :

.....Signature :

or failing him

2. Name :E-mail ID :

Address :

.....Signature :

or failing him

3. Name :E-mail ID :

Address :

.....Signature :

(PTO)

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 37th Annual General Meeting of our Company, to be held on Monday, 5th August, 2019 at 3.30 PM at 'Nani Kalai Arangam' Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037 and at any adjournment thereof in respect of such resolutions as indicated below :

Resolution No. (✓) All ()

Sl.No.	Subject	Sl.No.	Subject
1	Adoption of Audited Financial Statements	6	Appointment of Sri. B. Lakshmi Narayana as an Independent Director
2	Declaration of Dividend	7	Appointment of Sri. G. Mani as Director
3	Re-appointment of Sri. Sanjay Jayavarthanavelu, Director, retiring by rotation	8	Appointment of Sri. G. Mani as Managing Director and fix his remuneration
4	Re-appointment of Sri. S. Venkataraman as an Independent Director	9	Approval for Material related party transactions with Lakshmi Machine Works Ltd.
5	Re-appointment of Smt. Vijayalakshmi Narendra as an Independent Director	10	Approve the remuneration payable to the Cost Auditor

Signed this day of 2019.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.