



SUPER SALES INDIA LIMITED

Monday, June 28, 2021

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI-400 001

Dear Sir,

Sub : Notice of Annual General Meeting – reg.

We enclose herewith a copy of the Notice of 39th Annual General Meeting to be held on 22nd July, 2021.

This is for your kind information and record.

Thanking you,

Yours faithfully,

For Super Sales India Limited

S K Radhakrishnan
Company Secretary

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

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 39th Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held on Thursday, the 22nd July, 2021 at 3.30 P.M IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 including Balance Sheet as at 31st March, 2021, Statement of Profit and Loss and Cash Flow statement for the year ended 31st March, 2021, 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 Jayavarthanavelu (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 **Special Resolution**:

RESOLVED that in pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under read with Schedule V of the Companies Act, 2013 (including any statutory amendments, modifications or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for the re-appointment and remuneration of Sri. G. Mani (DIN 08252847) as Managing Director of the Company for a further period of three years from 24.10.2021 to 23.10.2024 on the following remuneration and terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board at their respective meetings:

- a) Basic Salary : Rs. 3,45,200 per month
- b) House rent allowance : Rs. 1,72,600 per month
- c) Special allowance : Rs. 41,400 per month
- d) Perquisites : In addition to the salary he is entitled to the following perquisites:
 - i) Leave Travel Assistance : One month's basic salary, per annum
 - ii) Medical benefits : One month's basic salary, per annum

For the purpose of calculating the ceiling, perquisites shall be evaluated as per 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 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 his tenure of office shall be as per 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.

RESOLVED FURTHER that the Board of Directors (including committees thereof) be and are hereby authorised to alter and vary the terms of re-appointment and / or remuneration payable to the Managing Director, as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.

RESOLVED FURTHER that the Board of Directors be and are hereby severally authorized to take all such steps and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

Approval of the requests received from a shareholder for reclassification of his shareholding from "Promoter Group" category to "Public" category pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

RESOLVED that pursuant to provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force) and other laws and regulations as may be applicable and subject to necessary approvals from BSE Limited and such other statutory authorities as may be necessary in this regard, the approval of the members of the Company be and is hereby accorded for re-classification of Mr. Sathpurushan Veluswamy from the "Promoter Group" category to the "Public" category.

RESOLVED FURTHER to note that Mr. Sathpurushan Veluswamy

- a. is neither involved in the management of the Company nor exercises control over the affairs of the Company, directly or indirectly,
- b. does not hold any voting rights in the Company and
- c. has not entered into any shareholder's or other agreement with the Company nor has any veto rights or special information rights or special rights as to voting power or control of the Company.

RESOLVED FURTHER to confirm the following

- i. the Company is compliant with the requirement of minimum public shareholding as required under Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii. the trading of the shares of the Company have not been suspended on any stock exchanges.
- iii. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or the depositories.

RESOLVED FURTHER that upon receipt of the approval of BSE Limited for the proposed re-classification, the Company shall effect such re-classification in the statement of Shareholding Pattern from the immediately succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions, if any, in respect of the disclosures.

RESOLVED FURTHER that the Board of Directors and the Company Secretary be and are hereby severally authorized to sign and file the necessary applications with BSE Limited and such other authorities as may be required and to perform and execute all such acts, deeds, matters and things, including but not limited to making timely intimation to Stock Exchange(s) and to execute all such documents, instruments, undertakings, papers and/ or writings, for and on behalf of the Company as may be required in respect of the aforesaid matter.

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

RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments or modification(s) 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, 2022, 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
21st May, 2021

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

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs has permitted holding of the Annual General Meeting ("AGM") through Video conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue, vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the ensuing AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Since the ensuing AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through his registered email address to bk.scrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in. The cut off date to decide the eligibility of members to attend and vote at AGM is 15th July, 2021.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16th July, 2021 to Thursday, 22nd July, 2021 (both days inclusive). The dividend as recommended by the Board, if sanctioned at the annual general meeting will be paid to the shareholders, subject to deduction of tax at source, whose names appear in the Register of Members as on 15th July, 2021 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 15th July, 2021.
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 2013 - 14, 2014 -15, 2015 - 16, 2016 - 17, 2017 - 18, 2018 - 19 and 2019 - 20 are requested to write to the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 for claiming the dividend.
7. Pursuant to SEBI circular dated 20th April, 2018, the Company will honour requests, if any for unpaid dividend, revalidation of dividend warrants etc., only after receiving the bank account details of the shareholders.
8. Brief resume, details of shareholding and inter-se relationship of director seeking election/ re-election are provided in the notice.
9. Members holding shares in physical mode are requested to communicate their change of postal address (enclose copy of Aadhar Card), e-mail address, if any, PAN (enclose self-attested copy of PAN Card) and Bank account details (enclose cancelled cheque leaf) quoting their folio numbers to the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006. Similarly members holding shares in Demat form shall intimate the above details to their respective Depository Participants.

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

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit an yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to green@skdc-consultants.com on or before the end of the business hours of 15th July, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, any other document which may be required to avail the tax treaty benefits by sending an email to green@skdc-consultants.com.

The aforesaid declarations and documents need to be submitted by the shareholders on or before the end of business hours of 15th July, 2021.

10. Shareholders holding shares in the physical form and wish to avail National Electronic Clearing Services (NECS) facility may authorize the Company with NECS mandate in the prescribed form (enclosed) and the same should be lodged with the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited for payment of dividend in future through NECS, if eligible.
11. Members who require any clarifications on accounts or operations of the Company are requested to write to the Company Secretary so as to reach him before July 14, 2021 (5.00 pm IST). The queries will be answered accordingly.
12. In view of the Green Initiative adopted by MCA, the Company proposes to send the Annual Reports, Notices and its annexures in electronic form to the e-mail addresses of the members. In order to serve the documents in electronic mode, members holding shares in physical form are requested to communicate their e-mail address quoting their folio numbers to the Registrars and Share Transfer Agents. Similarly members holding shares in Demat form shall intimate their e-mail address to their respective Depository Participants at the earliest.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020 and January 15, 2021, Electronic copy of the Notice of the AGM along with the Annual Report 2020 - 21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020 - 21 will also be available on the Company's website www.supersales.co.in and website of the BSE Limited at www.bseindia.com.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of Joint holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote. Since the AGM will be held through VC / OAVM, the Route Map of the venue is not annexed to this Notice.
15. The results of the remote e-voting and e-voting during 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 Exchange.
16. The Registers and documents maintained under the Act, which are eligible for inspection, will be available electronically for inspection by the members during the AGM
17. Pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer all shares in respect of which dividends are not claimed for the last 7 consecutive years to the demat account of Investor Education and Protection Fund Authority. (IEPF Authority).
 - a. All the underlying shares in respect of which dividends were not claimed for the last 7 years have been transferred to the demat account of IEPF Authority.
 - b. The Company will send individual notices through Post to the latest available addresses of the shareholders whose dividends are lying unclaimed for the last 7 years, advising them to claim the dividends expeditiously.
 - c. The statement containing the details of name, folio number and demat account number relating to shares due for transfer will be made available in the website www.supersales.co.in for information and necessary action by the shareholders.

- d. Shareholders who have not claimed their dividends from the year 2013 - 14 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), International Textile Machinery Exhibition Society and Southern Regional Council of Confederation of Indian Industry (CII). He is the Chairman of the Council of Administration of SITRA. 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). Chakradhara Aerospace and Cargo Private Ltd 7). Lakshmi Technology & Engineering Industries Limited 8). Lakshmi Cargo Company Limited 9) Alampara Hotels & Resorts Private Limited 10) Lakshmi Ring Travellers (Coimbatore) Limited.

Membership of Committees of Companies:

Share Transfer Committees	Audit Committee	CSR Committees	Nomination and Remuneration Committees	Risk management Committee
Lakshmi Machine Works Limited Super Sales India Limited	Carborundum Universal Limited	Lakshmi Machine Works Limited Lakshmi Cargo Company Limited Chakradhara Aerospace and Cargo Private Ltd	Carborundum Universal Limited The Lakshmi Mills Company Limited	Lakshmi Machine Works 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 beneficially holding 9,39,590 equity shares of Rs. 10/- each constituting 30.59% of the Share Capital.

He is not related to any other director, Manager or Key Managerial Personnel. He is entitled to receive only sitting fee for attending the meeting of the Board, Committees or any other meeting of directors.

Sitting fee paid to him during the year 2020-21 was Rs. 1.00 Lakh.

Number of Board meetings attended by him during 2020-21 was 4.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends the re-appointment of Sri. Sanjay Jayavarthanelu as a Director of the Company.

He is liable to retire by rotation.

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

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

Item No. 4 - Re-appointment of Managing Director

Sri. G. Mani (DIN 08252847) has been appointed as Managing Director of the Company for a period of three years with effect from 24th October, 2018 and his term expires on 23rd October, 2021. It is proposed to re-appoint him as Managing Director for a further period of three years from 24th October, 2021.

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. G. Mani as a Managing Director.

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors of the Company had approved the re-appointment and remuneration payable to Sri. G. Mani for the period of 3 years with effect from 24th October, 2021 to 23rd October, 2024 subject to the approval of the shareholders.

The approval of the members is being sought to re-appoint Sri. G. Mani as Managing Director and the terms, conditions and stipulations 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.

Pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in Companies Act, 2013 upon receipt of approval of the Shareholders by means of a Special Resolution. If the Company is not able to earn sufficient profits for payment of remuneration to the Directors in view of extra-ordinary conditions like COVID 19 lock downs, approval of the Shareholders is being sought under a Special Resolution, to ensure payment of minimum remuneration to Sri G Mani, Managing Director.

Accordingly, the Board recommends these resolutions as a special resolution in relation to re-appointment of Sri. G. Mani as Managing Director as set out in Item No. 4 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 (LMW) 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 TMAA R&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.

Date of appointment into the Board : 23.10.2018

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 2020-21 was Nil.

Number of Board meetings attended by him during 2020-21 was 4.

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, 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 - Re-classification of promoter

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides a regulatory mechanism for re-classification of members belonging to the Promoter Group category to the Public category.

In this regard, the Company has received a request letter from Mr. Sathpurushan Veluswamy on 25th January 2021 & 14th May, 2021 for reclassification of his status from 'Promoter Group' category to 'Public' category, pursuant to Regulation 31A of Listing Regulations. Subsequently, the Board of Directors of the Company at their meeting held on 28th January, 2021 & 21st May, 2021 had analysed and approved the said request subject to the approval of the members of the Company.

Accordingly, the Board of Directors of the Company analyzed the request received from Mr. Sathpurushan Veluswamy and took on record the following:

- Late Mr. R. Venkatragappan was one of the members of the Promoter Group of the Company. Consequent to his demise, Mr. Sathpurushan Veluswamy, having inherited the shares by virtue of his will was classified as a member of the Promoter Group of the Company pursuant to Regulation 31A (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- Mr. Sathpurushan Veluswamy currently does not hold any shares in the Company and is neither involved in the management or day to day affairs of the Company nor has any influence in any decision-making process of the Company. Further, Mr. Sathpurushan Veluswamy is not related to any of the other promoters of the Company nor has any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.

Mr. Sathpurushan Veluswamy is a financially independent person who takes independent investment decisions and is in no way related to the business carried out by the Company. Further he does not hold any key managerial position or any representation in the Board of Directors of the Company.

Mr. Sathpurushan Veluswamy and persons related to him:

- i. do not hold any voting rights in the Company.
- ii. do not exercise control over the affairs of the Company, directly or indirectly.
- iii. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. are not being represented on the board of directors (including not having a nominee director) of the Company.
- v. do not act as a key managerial person of the Company.
- vi. are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines.
- vii. are not fugitive economic offender(s).
- viii. do not have any pending regulatory actions against him.

Further, Mr. Sathpurushan Veluswamy has undertaken to comply with the conditions laid down in Regulation 31A (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the compliance of the conditions as stipulated above, the Board of Directors of the Company approved the request of Mr. Sathpurushan Veluswamy for re-classification of his status from the "Promoter Group" category to "Public" Category, subject to the approval of the members and the stock exchange.

Further, the Company, as on the date of the notice, fulfils the minimum public shareholding requirement of at least 25% as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and hence, the proposed re-classification is not intended to achieve compliance with the minimum public shareholding requirement.

Pursuant to Regulation 31A (3) of the Listing Regulations, the request of the promoter(s) seeking re-classification shall be approved in the general meeting by an ordinary resolution in which the promoter(s) seeking re-classification and persons related to the promoter(s) seeking re-classification shall not vote to approve such re-classification request.

Accordingly, the resolution has been set out in Item No. 5 of the Notice for the approval of the members other than Mr. Sathpurushan Veluswamy or persons related to him.

The relevant documents in this regard are available for inspection by the members at the Registered Office of the Company between 10:00 AM (Indian Standard Time) to 12:00 PM (Indian Standard Time) on all working days from the date of despatch of the Notice up to the date of Annual General Meeting.

The Board recommends the ordinary resolution set out in Item No. 5 of the Notice for the approval of the members.

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

Item No. 6

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 your Company is required to appoint a cost auditor to conduct audit of the cost records maintained by the Company in respect of the Textile Division. Accordingly, the Board of Directors of the Company, on the basis of the recommendation of the Audit Committee, appointed Sri. G. Sivagurunathan, 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 to be approved by the shareholders. Accordingly, the remuneration payable to the Cost Auditor is placed to the shareholders for approval.

Board of Directors recommends the ordinary resolution set out in the Item No. 6 of the notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 6.

Coimbatore
21st May, 2021

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 and Engineering Industries.
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:

(Rs. in Lakhs)

Particulars	2020-21	2019-20
Sales & Other Income	26889.19	29026.71
Profit/ (Loss) Before Tax	1532.87	653.43
Profit/ (Loss) After Tax	880.01	643.95
Paid-up Equity Capital	307.15	307.15
Other Equity	29420.34	18497.91
Basic Earning per share (Rs)	28.65	20.97

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. 4.
2. Past remuneration: Rs. 66.05 Lakhs P.A. (eligible past remuneration).
3. Recognition or awards : Refer explanatory statement to item No. 4.
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 has been disclosed in Item No. 4 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 of 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 market is highly volatile, the margin due to fluctuation in raw material and selling prices and severe competition may become very thin.
2. Steps taken or proposed to be taken for improvement.

The Company has modernised 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 2% and the operational profits to the extent of 3%.

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	Managing Director
Terms and conditions of appointment	As specified in item No. 4 of the notice
Remuneration sought to be paid	As specified in item No. 4 of the notice
Remuneration last drawn	Rs. 66.05 Lakhs PA (eligible past remuneration)
Number of Board meetings attended	4
Directorships held in other companies	Nil
Association Membership in other Committees	Member of Stakeholders 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, as amended by the Companies (Management and Administration) Amendment Rules (including any statutory modifications, clarifications, exemptions or re-enactment thereof for the time being in force), the Company is pleased to provide the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 39th Annual General Meeting, which is scheduled to be held on Thursday, the 22nd July, 2021 at 3.30 PM by electronic means and the business may be transacted through remote e-voting and e-voting system during the AGM. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

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

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

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

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

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

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

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

The remote e-voting period begins on 19th July, 2021 at 9:00 A.M. and ends on 21st July, 2021 at 5:00 P.M.

The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15th July, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th July, 2021.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bk.scrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Saritha Mote at evoting@nsdl.co.in

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice. :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to green@skdc-consultants.com with a copy marked to secretary@vaamaa.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to evoting@nsdl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretary@vaamaa.com from July 10, 2021 (9.00 a.m IST) to July, 14, 2021 (5.00 p.m. IST). The same will be replied by the Company suitably. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Coimbatore
21st May, 2021

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