



SUPER SALES INDIA LIMITED

Friday, July 23, 2021

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

Dear Sir,

Sub: 39th AGM proceedings - reg.

As per Regulation 30 read with schedule III Part A of SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith the proceedings of the 39th Annual General Meeting of the Company held on 22nd July, 2021 for your records.

This may be taken on your records.

Thanking you,

Yours faithfully,

For Super Sales India Limited

S K Radhakrishnan
Company Secretary

Encl: As above

PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPER SALES INDIA LIMITED HELD AT 3.30 PM (IST) ON THURSDAY THE 22ND JULY, 2021 THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM) AT THE DEEMED VENUE AT REGISTERED OFFICE SITUATED AT 34-A KAMARAJ ROAD, COIMBATORE – 641018.

Meeting commenced at: 3.30 PM	Meeting concluded at: 4.05 PM
-------------------------------	-------------------------------

Directors present through video conference:

S. No.	Name	Designation	Attended through VC from
1.	Sri. Sanjay Jayavarthanavelu	Chairman	Registered Office - Coimbatore
2.	Smt Vijayalakshmi Narendra	Independent Woman Director, Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Corporate Social Responsibility Committee	Coimbatore
3.	Sri B Lakshmi Narayana	Independent Director, Member of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee	Coimbatore
4.	Sri. G Mani	Managing Director and Member of Stakeholders Relationship Committee, Share transfer Committee and Chairman of Corporate Social Responsibility Committee	Registered Office - Coimbatore

In Attendance:

S. No.	Name	Designation	Attended through VC from
5.	Sri. S K Radhakrishnan	Company Secretary	Registered Office - Coimbatore

In Presence:

S. No.	Name	Designation	Attended through VC from
6.	Sri.S Ravindran	Chief Financial Officer	Registered Office - Coimbatore
7.	Sri.D. Nandhakumar	Partner, M/s Subbachar and Srinivasan, Statutory Auditors	Registered Office - Coimbatore
9.	Sri.B.Krishnamoorthy	Scrutiniser	Registered Office - Coimbatore
10.	Sri.M R L Narasimha	Secretarial Auditor	Registered Office - Coimbatore

Members present: (Clubbed based on PAN Nos.)

Promoter/Promoter Group - 14

Public - 31

Sri. S K Radhakrishnan, Company Secretary and Compliance Officer of the Company provided standard instructions to the Members regarding participation through Video Conferencing and the guidelines applicable to Speaker shareholders who have registered themselves for raising their question/queries during the meeting. He further informed the members that based on the reasons of business exigency/urgency, the Board of Directors of the Company have decided that the 'Special Business items' included in the notice convening the Meeting was unavoidable, hence was being considered. He then requested Sri. Sanjay Jayavarthanelu, Chairman to preside over the meeting.

Sri. Sanjay Jayavarthanelu, Chairman, then chaired the Meeting. He identified himself to the participants of the meeting by stating his name and that he was attending the meeting from Registered Office located at 34-A, Kamaraj Road, Coimbatore – 641018 and extended a warm welcome to the members attending the 39th Annual General Meeting of the Company.

Chairman informed that in view of the Covid-19 pandemic prevailing across the country and social distancing norms implemented, the Annual General Meeting was being conducted through video conferencing facility in accordance with the framework issued

by the Ministry of Corporate Affairs & Securities and Exchange Board of India through their respective circulars.

He further stated that the proceedings of this meeting were being recorded and the recorded video would be posted on the website of the Company.

The Chairman then proceeded to introduce the fellow members of the Board & executives and requested them to confirm their attendance. Thereafter, Smt Vijayalakshmi Narendra, Sri. B Lakshmi Narayana, Directors, Sri. G Mani, Managing Director and Sri.S.Ravindran, Chief Financial Officer & Sri.S K Radhakrishnan, Company Secretary individually identified themselves and also stated the location from which they were participating as noted above.

The Chairman further informed the members that Sri. S Venkataraman, Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee and Sri. Ravi Sam, member of Audit Committee, Nomination and Remuneration Committee and Share Transfer Committee had informed that they were unable to attend this meeting and sought leave of absence. Smt Viajayalakshmi Narendra, Independent Director has been authorised to attend the General Meeting on behalf of the Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

The Chairman further informed that One of the partner of M/s. Subbachar & Srinivasan, Statutory Auditors, Sri. M R L Narasimha, Secretarial Auditor, and Sri. B. Krishnamoorthi, Scrutiniser and other key executives of the company were also participating in the meeting through Video Conferencing.

The Chairman further informed that participation of members through Video Conference was being reckoned for the purpose of quorum as per the circulars issued by the Ministry of Corporate Affairs and Section 103 of the Companies Act, 2013. He further stated that the requisite quorum was present through video conference and called the meeting to order.

He further mentioned that since there was no physical attendance of the members, the requirement of appointment of proxies was not applicable.

The Chairman affirmed that he was satisfied with the facilities provided to the members of the Company for participating in this meeting through Video Conferencing and that the Company had taken all efforts feasible under the circumstances to enable the members to participate and vote on the items being considered in the meeting.

He further informed the members that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the members during the AGM and that the members may inspect the documents by sending their request to secretary@vaamaa.com.

The Chairman then informed that the Members who have not yet voted through e-voting could cast their vote during the meeting through e-voting facility.

The notice of the AGM along with the financial statements for the year ended 31st March, 2021 & Board's report sent through electronic mode to the Members was taken as read by the Chairman.

Further, as there were no qualifications or comments or remarks in the Statutory Audit Report and Secretarial Audit Report for the financial year ended 31st March, 2021, the same were taken as read by the Chairman.

The Chairman then addressed the members. Thereafter he requested Sri. S K Radhakrishnan, Company Secretary of the Company to explain the voting process at the AGM.

Sri. S K Radhakrishnan informed the Members that the Company had provided the members with the facility to cast their vote on all the resolutions as set out in the Notice of the AGM through the remote e-voting system administered by NSDL e-voting platform during the period from Monday, July 19th, 2021 (9:00 AM) to Wednesday, July 21st, 2021 (5:00 PM). He further informed the Members that the facility for voting at the meeting was also provided to the members present in the meeting and who had not cast their votes through remote e-voting.

Members were further informed that Sri. B. Krishnamoorthi, Chartered Accountant, Coimbatore (Membership No. 20439) was appointed by the Board of Directors of the Company, to scrutinize the e-voting during AGM and remote e-voting process in a fair and transparent manner.

Sri. S K Radhakrishnan then informed that no motion would be moved with respect to the resolutions set out in the Notice dated 21st May, 2021 convening the 39th AGM, since all the resolutions were already put to vote during the remote e-voting period and that there was no voting by show of hands at the AGM.

The Chairman then read out the following items of business, as per the notice of the AGM:

Item No.	Details of Resolutions	Resolution Required
1	Adoption of Annual Financial Statements of the Company for the financial year ended 31 st March, 2021 including Balance sheet as at 31 st March, 2021, Statement of Profit and Loss and Cash Flow for the year ended 31 st March, 2021, Statement of changes in Equity and the Report of the Board of Directors and the Auditors thereon.	Ordinary
2	Declaration of Dividend.	Ordinary

3	Re-appointment of Sri. Sanjay Jayavarthanavelu (DIN: 00004505), Director who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
4	Re-appointment of Sri G Mani as Managing Director of the Company for a further period of three years from 24 th October, 2021	Special
5	Approve the reclassification of a shareholder from promoter category to public category	Ordinary
6	Ratification of remuneration payable to Cost Auditor of the Company.	Ordinary

The Company Secretary then informed the Members about the procedure regarding questions from Members after which the speaker shareholder Mr J.Abhishek, who has registered, raised some queries. The Chairman clarified the queries/questions raised by registered Speaker shareholder.

The Chairman then informed the Members that e-voting would be open for 15 minutes from the end of the Meeting on the NSDL e-voting platform to enable those shareholders who had not cast their vote to cast their vote.

The Chairman further informed that the Results would be declared, after considering both remote e-voting and e-voting during the meeting, within 2 days of the closure of AGM and the consolidated Scrutinizers' Report would be placed in the Company's website and in the NSDL website and the Results would also be intimated to the Stock Exchange in which the Company's equity shares are listed.

He further informed that the resolutions as set forth in the notice shall be deemed to be passed on the date of the AGM subject to the receipt of the requisite number of votes.

Chairman further informed that arrangements had been made for the distribution of dividend through HDFC Bank subject to the passing of the resolution no. 2 by the shareholders. He further informed that dividend would be paid within 30 days by electronic credit/post (subject to availability of normal postal services).

The Chairman then extended vote of thanks to all the shareholders & directors who have participated in the meeting through video conferencing and declared the meeting as closed at 4.05 P.M. (IST).

OUTCOME OF THE AGM

Sri.B.Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and E-voting held at the AGM. The Chairman has declared the results of remote e-voting and e-voting during AGM, at 10:30 AM on 23rd July, 2021 at the Registered Office of the Company at 34A, Kamaraj Road, Coimbatore-641018, that the resolutions set out at the Notice were duly passed with requisite majority at the Annual General Meeting held on 22nd July, 2021 and authorised the Company Secretary to communicate the same to Stock Exchanges and to post in the Company's website.

The Ordinary Resolution(s) that are deemed to have been duly passed with requisite majority at the 39th Annual General Meeting held on 22nd July, 2021, along with the summary of the Scrutinizer's Report dated 22nd July, 2021 containing the results of the votes cast 'in favour' and the votes cast 'against' for each of the resolution, are as recorded herein under

BUSINESS TRANSACTED AT THE AGM:

ORDINARY BUSINESS:

Item No.1: Adoption of Annual Financial Statements (Ordinary Resolution) :

RESOLVED that the Annual Financial Statements for the year ended 31st March, 2021 including the Balance Sheet as on 31st March, 2021, Statement of Profit and Loss, Cash Flow statement. Statement of changes in Equity, Directors' Report and Auditors Report be and are hereby approved and adopted.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
18,30,865	51	Nil	Passed as an Ordinary Resolution

Item No.2: Declaration of Dividend (Ordinary Resolution):

RESOLVED that dividend for the year 2020-21 at the rate of Rs. 2.50 per equity share of Rs.10/- each fully paid up (25%), be declared and paid out of the current profits of the Company for the financial year ended 31st March, 2021 on 30,71,500 equity shares of Rs.10/- each absorbing Rs. 76.79 lakhs (subject to deduction of tax at source) to the members whose name appear on the Register of Members of the Company as on 15th July, 2021 for those holding shares in physical form and as per the details furnished by the Depositories for this purpose as at the end of business hours on 15th July, 2021 in respect of the shares held in demat form.

Votes FOR	Votes AGAINST	Invalid Votes	Result
18,30,865	51	Nil	Passed as an Ordinary Resolution

Item No.3 : Reappointment of Director retiring by rotation.

(Ordinary Resolution):

“RESOLVED THAT Sri. Sanjay Jayavarthanelu, Director (DIN: 00004505), who retires by rotation, being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company.”

Votes FOR	Votes AGAINST	Invalid Votes	Result
18,30,790	126	Nil	Passed as an Ordinary Resolution

SPECIAL BUSINESS:

Item No.4 : Reappointment of Sri G Mani as Managing Director of the Company for further period of three years from 24th October, 2021 (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.

Votes FOR	Votes AGAINST	Invalid Votes	Result
18,30,790	126	Nil	Passed as Special Resolution

Item No.5: Approve the reclassification of a shareholder from promoter category to public category

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

Votes FOR	Votes AGAINST	Invalid Votes	Result
18,30,790	126	Nil	Passed as an Ordinary Resolution

Item No.6: Ratification of remuneration payable to Cost Auditor:

(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.

Votes FOR	Votes AGAINST	Invalid Votes	Result
18,30,865	51	Nil	Passed as an Ordinary Resolution

Date: 23rd July, 2021
Place: Coimbatore


SANJAY JAYAVARTHANAVELU
CHAIRMAN