



SUPER SALES INDIA LIMITED

Monday, July 03, 2023

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

Dear Sir,

Sub: Notice to Share Holders – reg.

We enclose herewith a copy of the Notice of the 41st Annual General Meeting to be held on Friday, the 28th July 2023 at 04:35 PM India Standard Time (“IST”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

This is for your information and record. Kindly acknowledge the same

Thanking you,

Yours faithfully,
For Super Sales India Limited

S K Radhakrishnan
Company Secretary

Encl. As above

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 41st Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held on Friday, the 28th July, 2023 at 4.35 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, 2023 including Balance Sheet as at 31st March, 2023, Statement of Profit and Loss and Cash Flow statement for the year ended 31st March, 2023, 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 reappointment.

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. B. Lakshmi Narayana (DIN 00504396), Director who holds office as an Independent Director upto 22nd October, 2023 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 23rd October, 2023 to 22nd October, 2028 and he is not liable to retire by rotation.

RESOLVED FURTHER that Board of Directors (including Committees thereof) be and is hereby authorised to take all steps as may be necessary 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 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:

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) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors of the Company, consent of the Company be and is hereby accorded for entering into Material related party transactions with M/s. Lakshmi Machine Works Limited by the Company upto a maximum of Rs. 250 Crores per financial year with effect from the conclusion of the

Annual General meeting to be held during the year 2023 upto the Annual General Meeting to be held in the year 2024 as per the details morefully described in the statement annexed to this notice pursuant to section 102 of the Companies Act, 2013, notwithstanding the fact that such transaction either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/regulations from time to time.

RESOLVED FURTHER that Board of Directors (including its Committees thereof) be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

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 and Engineering Division – Gears unit for the financial year ending 31st March, 2024, amounting to Rs. 1,25,000/- and reimbursement of out of pocket expenses incurred by him in connection with the Audit plus taxes as applicable be and is hereby approved.

Coimbatore
25th May, 2023

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

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs vide its circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 5th May, 2022 and 28th December, 2022 and Securities Exchange Board of India vide its circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 and 5th January, 2023 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. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA and SEBI 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 21st July, 2023.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd July, 2023 to Friday, 28th July, 2023 (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 21st July, 2023 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 21st July, 2023.
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 from 2015 -16 to 2021 - 22 are requested to write to the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Surya" 35, May flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028 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 name of the company, name of the shareholder and their folio numbers to the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Surya" 35, May flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028. 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 the shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Share Transfer Agents, M/s. SKDC Consultants Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to info@skdc-consultants.com on or before the end of the business hours of 21st July, 2023. 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 info@skdc-consultants.com, clearly mentioning the Folio No. / Demat A/c No, name of the company and name of the shareholder.

The aforesaid declarations and documents need to be submitted by the shareholders on or before the end of business hours of 21st July, 2023.

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. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of shares in physical mode is not allowed from 1st April, 2019. Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January, 2022 to shareholder(s) / claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.
12. Further, SEBI vide its circulars dated 3rd November, 2021, 14th December, 2021 and 16th March, 2023 has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st October, 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the payment of dividend will be processed to the bank account of the shareholder electronically only upon receipt of requisite KYC details.

Further, SEBI vide its circulars dated 3rd November, 2021 and 16th March, 2023 has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company. Copies of the said circulars are available on the Company's website www.supersales.co.in.
13. Members who require any clarifications on the accounts or operations of the Company are requested to write to the Company Secretary so as to reach him before July 20, 2023 (5.00 pm IST). The queries will be answered accordingly.
14. 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.
15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Electronic copy of the Notice of the AGM along with the Annual Report 2022 - 23 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 2022 - 23 will also be available on the Company's website www.supersales.co.in and website of the BSE Limited at www.bseindia.com.
16. 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 in this Notice.

17. The results of the e-voting and e-voting during the Annual General Meeting will be announced by the Chairman or person authorised by the Chairman within 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.
18. The Registers and documents maintained under the Act, which are eligible for inspection, will be available electronically for inspection by the members during AGM.
19. 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 2015 - 16 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 Jayavarthanavelu (DIN 00004505)

Sri. Sanjay Jayavarthanavelu, an Indian national, 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 three decades of experience in the areas of Textiles, Textile Engineering, Financial Management and Administration.

Other Directorships :

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 11). Petrus Technologies Private Limited 12). Rhodius Abrasives GmMBH

Membership of Committees of Companies:

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

Date of appointment into the Board : 26.11.1989.

Board Position held : Non Executive - Non Independent, Chairman

Shareholding : 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 related to Ms. Shivali Jayavarthanelu, Director and not related any other director, Manager or Key Managerial Personnel.

He is 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.

Remuneration Paid: Nil

Sitting fee paid to him during the year 2022-23 was Rs. 1.50 Lakhs.

Number of Board meetings attended by him during 2022-23 was 5.

He has not resigned his Directorship from any Listed Company during last three years.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommended the re-appointment of Sri. Sanjay Jayavarthanelu as a Director (Non Executive Non Independent) of the Company. He is liable to retire by rotation.

Except Sri. Sanjay Jayavarthanelu, Chairman and Ms. Shivali Jayavarthanelu, Director none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in Item No. 3.

The disclosure as required under Listing Regulations and Secretarial Standard 2 are furnished and form part of the notice.

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

Sri.B.Lakshmi Narayana (DIN 00504396) was appointed as an Independent Director of the Company for a period of five years with effect from 23rd October, 2018 to 22nd October, 2023 (first term). As such the tenure of Sri.B.Lakshmi Narayana, as an Independent Director of the Company expires on 22nd October, 2023 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.B.Lakshmi Narayana as a candidate for the office of the Independent Director has been received by the Company. Accordingly Sri.B.Lakshmi Narayana is proposed to be appointed as an Independent Director of the Company for a further period of five consecutive years with effect from 23rd October, 2023 to 22nd October, 2028. (Second Term).

Company has received a declaration from Sri.B.Lakshmi Narayana 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.B.Lakshmi Narayana as an Independent Director. He is not liable to retire by rotation.

Board was of the opinion that Sri.B.Lakshmi Narayana fulfilled 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.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.

Sri.B.Lakshmi Narayana possess 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 recommended this special resolution in relation to re-appointment of Independent Director of Sri.B.Lakshmi Narayana (DIN 00504396) as set out in item No. 4 of the notice for approval of shareholders.

Sri. B. Lakshmi Narayana, an Indian national, is 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 Indian Cotton Federation. He is a Vice Chairman of Cheshire Homes India. He is one of the trustees in L.R.G. Renganayakiammal Charities and Meenambal Educational Trust and Siddha Naidu Higher Secondary School.

List of Directorship in other Companies:

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

Membership of Committees of Companies:

Audit Committees	Nomination and Remuneration Committees	
Super Spinning Mills Limited	Super Spinning Mills Limited	
Super Sales India Limited	Super Sales India Limited	
Stakeholders Relationship Committees	CSR Committee	Share Transfer Committee
Super Spinning Mills Limited	Super Spinning Mills Limited	Nil
Super Sales India Limited	Super Sales India Limited	

Date of Appointment to the Board : 23.10.2018

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

Board Position held: Non Executive Independent Director

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

Remuneration Paid: Nil

Sitting fee paid to him during the year 2022-23 was Rs 3.50 Lakhs.

Number of Board meetings attended by him during 2022-23 was 5.

He has not resigned from any listed Company during the past three years.

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. 4.

The explanatory statement may also be construed as disclosure under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2016.

The disclosure as required under Listing Regulations and Secretarial Standard 2 are furnished and form part of the notice.

Item No. 5

As per Regulations 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, if the Company proposes to enter into any related party transactions 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 Rs. 1000 Crores or ten percent of the annual consolidated turnover of the company whichever is lower, as per the last audited financial statements, are considered as material related party transactions which require the approval of the shareholders whether the transactions are in the ordinary course or not or Arms' length or not.

SEBI vide its Circular SEBI/HO/CFD/ CMD1/CIR/P/2022/47 dated 8th April, 2022 has clarified shareholders' approval obtained for the material related party transactions is valid up to the date of next Annual General Meeting for a period of not exceeding fifteen months.

Accordingly, 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 which will continue for future period as well. So this requires the approval of the shareholders by a resolution. Hence the resolution is placed to the shareholders for their approval.

Information pursuant to SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Type, material terms and particulars of the proposed transaction	Proposed related party transactions with Lakshmi Machine Works Limited are : sale, purchase or supply of any products, goods or materials, availing or rendering of any services, leasing of property of any kind, appointment of any agent for purchase or sale of Products, materials, services or property. The price charged for the transaction is as the same price charged to unrelated third parties. The proposed transactions involve more than 10% of the consolidated turnover of the Company.
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Lakshmi Machine Works Limited (LMW) is part of the promoter group and holding 9.77% of equity share capital in the Company. Company in which Sri. Sanjay Jayavarthanavelu, Chairman is also Chairman & Managing Director of LMW and holds along with his relatives, more than 2% of its paid up share capital. Nature of interest is financial. Ms. Shivali Jayavarthanavelu, Director of the Company holds 0.07% of the paid up share capital of LMW and forms part of the promoter Group.
Tenure of the proposed transactions	Per financial year from the conclusion of the Annual General Meeting to be held during the year 2023 to Annual General Meeting to be held in the year 2024
Value of proposed transactions	Rs. 250 Crores per financial year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year that is represented by the value of the proposed transaction	67.97 percentage based on audited financials for the year ended 31 st March, 2023
Justification as to why the RPT is in the interest of the listed entity	As below

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, accessories manufactured at its Engineering division and also providing services to LMW. LMW is a leading capital machinery manufacturer requires large volume of gears, gear boxes and accessories. 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 raw materials, machineries and spares from LMW because of the fair price, quality, consistency in performance and good after sales services.

All the transactions with LMW are arms' length transactions, taking place in the ordinary course of business and are not prejudicial to the interest of the Company. Hence the Board of Directors recommended the resolution set out in the Item No. 5 of the notice for approval of the shareholders.

The proposed transactions not involve any loans, inter-corporate deposits, advances or investments.

The Company has not relied upon the valuation or any external report in relation to the transactions with the related party and hence disclosure regarding the same does not arise.

Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis : NA

Any other information that may be relevant : NA

Accordingly, the Board recommended this resolution in relation to proposed material related party transactions with Lakshmi Machine Works Limited as set out in item No. 5 of the notice for approval of shareholders.

None of the Directors except Sri. Sanjay Jayavarthanelu, Chairman, Ms. Shivali Jayavarthanelu and Sri. Ravi Sam, Directors, 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. 5.

The Members may note that in terms of the provisions of the Listing Regulations, no related party as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall vote to approve the resolution under item No 5 of this 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 and Engineering Divisions – Gears unit. 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 and Engineering Division - Gears unit. 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 recommended 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
25th May, 2023

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

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules (including any statutory modifications, clarifications, exemptions or re-enactment thereof for the time being in force), the Company is pleased to provide the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 41st Annual General Meeting scheduled to be held on Friday, the 28th July, 2023 at 4.35 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 becomes Member of the Company after sending of the Notice and holding Shares as on 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 who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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 website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

The remote e-voting period begins on 25th July, 2023 at 9:00 A.M. and ends on 27th July, 2023 at 5:00 P.M.





The remote e-voting module shall be disabled by NSDL for voting thereafter. The shareholders' of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date of 21.07.2023 may cast their vote electronically.

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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 company name or e-Voting service provider i.e. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="color: blue; font-weight: bold;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for Easi / Easiest facility, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username and password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.

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: 022 - 4886 7000 and 022 - 2499 7000
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@cdslindia.com or contact at toll free No. 1800 22 55 33

B) Login Method for e-voting and joining virtual meeting 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.nsd.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 ‘Shareholder/Member’ 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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. 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 casting 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.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login

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.nsd.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.nsd.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle 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 Company, 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 info@skdc-consultants.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. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at secretary@vaamaa.com from July, 15, 2023 (9:00 a.m. IST) to July 20, 2023 (5:00 p.m. IST). 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
25th May, 2023

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