



SUPER SALES INDIA LIMITED

SSIL / SEC / 788

Thursday, July 30, 2020

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

Dear Sir,

Sub: 38th AGM proceedings - req.

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 38th Annual General Meeting of the Company held on 30th July, 2020 for your records.

This may be taken on your records.

Thanking you,

Yours faithfully,

For Super Sales India Limited

S.K. Radhakrishnan

S K Radhakrishnan
Company Secretary

Encl: As above

PROCEEDINGS OF THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPER SALES INDIA LIMITED HELD AT 3.30 PM (IST) ON THURSDAY THE 30TH JULY, 2020 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: 04:10 PM

Directors present through video conference:

S. No.	Name	Designation	Attended through VC from
1.	Sri. Sanjay Jayavārthanavelu	Chairman	Registered Office - Coimbatore
2.	Sri. Ravi Sam	Non-Executive Director, Member of Audit Committee, Nomination and Remuneration Committee and Share Transfer Committee	Coimbatore
3.	Sri. S Venkataraman	Independent Director, Chairman of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and member of Corporate Social Responsibility Committee	Coimbatore
4.	Smt Vijayalakshmi Narendra	Independent Woman Director, Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Corporate Social Responsibility Committee	Coimbatore
5.	Sri B Lakshmi Narayana	Independent Director, Member of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee	Coimbatore
6.	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
7.	Sri. S K Radhakrishnan	Company Secretary	Registered Office Coimbatore

In Presence:

S. No.	Name	Designation	Attended through VC from
8.	Sri.S Ravindran	Chief Financial Officer	Registered Office - Coimbatore
9.	Sri.T S V Rajagopal	Statutory Auditor	Registered Office - Coimbatore
10.	Sri.B.Krishnamoorthy	Scrutiniser	Registered Office - Coimbatore
11.	Sri.M R L Narasimha	Secretarial Auditor	Registered Office - Coimbatore

Members present: (Clubbed based on PAN Nos.)

Promoter/Promoter Group - 14

Public - 28

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 38th Annual General Meeting of the Company.

Chairman informed that in view of the travel restrictions and social distancing norms implemented due to the Covid-19 pandemic prevailing across the country, 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, Sri. Ravi Sam, Sri. S Venkataraman, 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. T S V Rajagopal of M/s. Subbuchar & 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 is satisfied with the facilities provided to the members of the Company for participating in this meeting through Video Conferencing and that the Company has 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 voted earlier through e-voting can 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, 2020 & Board's report having been 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, 2020, 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 27th, 2020 (9:00 AM) to Wednesday, July 29th, 2020 (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 25th May, 2020 convening the 38th AGM, since all the resolutions were already put to vote during the remote e-voting period and that there is 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, 2020 including Balance sheet as at 31 st March, 2020, Statement of Profit and Loss and Cash Flow for the year ended 31 st March, 2020, 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. Ravi Sam (DIN: 00007465), Director who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
4	Re-appointment of M/s Subbachar & Srinivasan, Chartered Accountants as statutory Auditors for a further term of five years from 2021-22 to 2025-26	Ordinary
5	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 48 hours 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 will be paid within 30 days by electronic credit/post (subject to availability of normal postal services).

The Chairman then extended a vote of thanks to all the shareholders & directors who participated in the meeting through video conferencing and declared the meeting as closed at 4.10 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 06:30 PM on 30th July, 2020 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 30th July, 2020 and authorised the Company Secretary to communicate 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 38th Annual General Meeting held on 30th July, 2020, along with the summary of the Scrutinizer's Report dated 30th July, 2020 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, 2020 including the Balance Sheet as on 31st March, 2020, 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 :
1827059	52	Nil	Passed as an Ordinary Resolution

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

RESOLVED that dividend for the year 2019-20 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, 2020 on 30,71,500 equity shares of Rs.10/- each absorbing Rs. 76.79 (subject to deduction of tax at source) to the members whose name appear on the Register of Members of the Company as on 24th July, 2020 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 24th July, 2020 in respect of the shares held in demat form.

Votes FOR	Votes AGAINST	Invalid Votes	Result
1827059	52	Nil	Passed as an Ordinary Resolution

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

(Ordinary Resolution):

"RESOLVED THAT Sri. Ravi Sam, Director (DIN: 00007465), 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
1827059	52	Nil	Passed as an Ordinary Resolution

Item No.4 : Reappointment of M/s Subbachar & Srinivasan, Chartered Accountants as statutory Auditors for a further term of five years from 2021-22 to 2025-26 (Ordinary Resolution):

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

Votes FOR	Votes AGAINST	Invalid Votes	Result
1827059	52	Nil	Passed as an Ordinary Resolution

SPECIAL BUSINESS:

Item No.5: Ratification of remuneration payable to Cost Auditor:

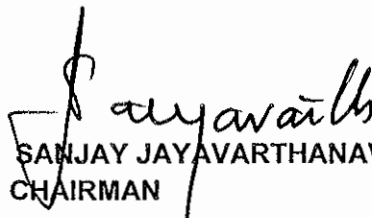
(Ordinary Resolution)

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, 2021, amounting to Rs.75,000/- and reimbursement of out of pocket expenses incurred by him in connection with the Audit plus taxes as applicable be and is hereby approved.

Votes FOR	Votes AGAINST	Invalid Votes	Result
1827059	52	Nil	Passed as an Ordinary Resolution

Date: 30th July, 2020

Place: Coimbatore


SANJAY JAYAVARTHANA VELU
CHAIRMAN