

PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF MEMBERS OF SUPER SALES INDIA HELD AT 3.30 PM ON WEDNESDAY THE 12TH AUGUST,2015 AT "NANI KALAI ARANGAM" MANI HIGHER SECONDARY SCHOOL,PAPPANAICKENPALAYAM,COIMBATORE-641037.

DIRECTORS PRESENT

Sl. No	Name	Designation
1	Sri.Sanjay Jayavarthanavelu	Chairman
2	Sri J Raghupathy	Director
3	Sri S Venkataraman	Director
4	Sri S K Najmul Hussain	Director
5	Smt Vijayalakshmi Narendra	Director
6	Sri N R Selvaraj	Whole Time Director

In attendance:

1	Sri S K Radhakrishnan	Company Secretary
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Presence:

1	Sri. K N Sreedharan	Statutory Auditor
2	Sri.B.Krishnamoorthi	Scrutiniser
5	Sri. S Ravindran	Chief Finance Officer

and

42 members were present in person. 12 members holding 8,20,466 shares accounting for 26.71% of the paid up capital of the Company were also present through proxies.

Sri J Raghupathy, Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders' Relationship Committee was present at the meeting.

The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section-170 of the Companies Act,2013, Register of Contracts and Arrangements in which Directors are interested, maintained under Section-189 of the Companies Act,2013, copy of statutory Auditors' Report, Secretarial Auditor's Report and letter of appointment of independent directors were kept open for inspection by the members at the commencement of the meeting and were accessible during the continuance of the meeting.

Sri. Sanjay Jayavarthanavelu, Chairman presided over the meeting.

The requisite quorum being present, the Chairman declared the meeting as properly constituted and called the meeting to order and the meeting commenced at 3.34 PM.

:2:

Chairman extended a warm welcome to the members for 33rd Annual General meeting of the Company and informed that Sri. Ravi Sam, Director was unable to be present at the AGM. Chairman further informed that the Notice of Annual General Meeting, Annual Financial Statements, Auditors' Report, Directors' Report and annexures thereto were in the hands of the members for the statutory period, with the general permission of the members present, they were taken as read.

Chairman further informed that the statutory Auditors Report and Secretarial Auditor's Report were clean reports and there is no reservation, qualification or any adverse remarks.

Then, Chairman introduced the Directors on the dais and delivered his speech, covering the economic scenario, overall financial performance of the Company, performance of various divisions of the Company. Chairman also spoke about the financial results of the Company for the quarter ended 30th June, 2015 and on the business prospects of the Company for the current year.

Chairman further informed that in compliance of the statutory requirements, arrangements have been made for remote e-voting through Central Depository Services(India) Limited. To enable those shareholders who have not availed the remote e-voting and present at the meeting, facilities were made to participate in the voting process through voting by ballot paper.

Chairman further informed that to oversee the remote-voting process and Ballot paper, the Board of Directors had appointed Sri.B.Krishnamoorthi, Practicing Chartered Accountant, Coimbatore, as the Scrutinizer. Sri.B.Krishnamoorthi was present at the meeting.

Chairman, then invited questions, if any, from the members relating to the subjects in the notice. After answering the questions, Chairman briefed the items of business as proposed in the Notice of AGM and requested members and proxies present to cast their vote by ballot paper circulated to them, if they did not cast their vote by remote e-voting.

Chairman informed the members and proxy holders to fill up the Ballot Paper and deposit the completed ballot papers in the Ballot Boxes.

Chairman informed that on receipt of Scrutinizer's report, the results of voting would be announced at the Registered Office of the Company before 6.00 PM on 14.08.2015. The said results would be posted in the Company's website and also informed to the Stock Exchanges.

Chairman informed that arrangements had been made for the distribution of dividend through HDFC bank. Those who opted for electronic credit, dividend would be placed to the credit of their Bank account. For those who have not opted for electronic credit, dividend warrants would be despatched.

On completion of the voting by the ballot by the members/proxies present, there being no other business, the meeting concluded at 4.15 PM with a vote of thanks to the Chair.

Sri.B.Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and voting through ballot paper at the AGM, the Chairman has declared at 5.00 PM on 13.08.2015 at the Registered Office of the Company at 34A, Kamaraj Road, Coimbatore-641018 that the following resolutions were duly passed with requisite majority at the Annual General Meeting held on 12.08.2015 and authorised the Company Secretary to communicate to Stock Exchanges and place in Company's website.

ORDINARY BUSINESS:

Item No.1: Adoption of Annual Financial Statements

(ordinary resolution):

RESOLVED that the Annual Financial Statements viz. statement of profit and loss, cash flow statement for the year ended 31st March, 2015 and the Balance Sheet as on 31st March, 2015, Directors' Report and Auditors Report be and are hereby approved and adopted.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,21,821	Nil	Nil	Passed

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

RESOLVED that dividend for the year 2014-15 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, 2015 on 30,71,500 equity shares of Rs.10/- each absorbing Rs. 76,78,750/- to the members whose name appear on the Register of Members of the Company as on 5th August, 2015 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 5th August, 2015 in respect of the shares held in demat form without deduction of tax.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,21,821	Nil	Nil	Passed

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 :
19,21,821	Nil	Nil	Passed

Item No.4: Appointment of Auditors for the financial year 2015-16 and to fix their remuneration. (Ordinary Resolution):

RESOLVED that M/s. S Krishnamoorthy&Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company for the financial year 2015-16 and to hold office till the conclusion of the next Annual General Meeting, on a total remuneration of Rs.1,50,000/- (Rupees One lakh and fifty thousand only) for their services. In addition, they are eligible for reimbursement of actual traveling, out of pocket expenses and taxes, if any, incurred by them.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,21,821	Nil	Nil	Passed

SPECIAL BUSINESS:

Item No.5: Appointment of Smt. Vijayalakshmi Narendra as an Independent Director. (Ordinary Resolution):

RESOLVED that Smt. Vijayalakshmi Narendra (DIN 00412374), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2nd February, 2015 in terms of Section 161 of the Companies Act, 2013 and Article 23 of the Articles of Association of the Company, whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director. Pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory amendments or modification(s) thereof for the time being in force) read with schedule IV of the Companies Act, 2013, Smt. Vijayalakshmi Narendra be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from 2nd February, 2015.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,21,821	Nil	Nil	Passed

Item No.6: Approve the material related party transaction with Lakshmi Machine Works Limited (Special Resolution)

RESOLVED that pursuant to clause 49 of the Listing agreement entered with the stock exchanges, consent of the Company be and is hereby accorded for entering in to Material related party transactions with M/s Lakshmi Machine Works Limited by the Company up to a maximum of Rs. 200 Crores per annum for a period of 5 years with effect from 1st April, 2015 in respect of the following nature of the transactions.

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- a. sale, purchase or supply of any goods or materials;
- b. selling or otherwise disposing of, or buying property of any kind;
- c. leasing of property of any kind;
- d. availing or rendering of any services;
- e. appointment as agent for purchase or sale of goods, materials, services or property;

RESOLVED FURTHER that Board of Directors and / or Committees thereof be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, in its absolute discretion, deem necessary, proper and to finalise, execute any documents and writings thereto.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
4,56,921	Nil	Nil	Passed

None of the related parties have voted on the above resolution.

Item No.7:

Confirmation of remuneration payable to Sri. G Sivagurunathan, Cost Auditor of the Company for the financial year 2015-16 :(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) thereof, for the time being in force), the remuneration of Rs. 50,000/- and payment of service tax as applicable and reimbursement of out of pocket expenses incurred by him in connection with the Audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company to be paid to Sri. G. Sivagurunathan, Cost Auditor of the Company for carrying out cost audit in respect of the textile division for the financial year ending 31stMarch, 2016 be and is hereby ratified and confirmed.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,21,821	Nil	Nil	Passed

Date of entry:

CHAIRMAN

Date of signature by the Chairman :
Place of signature by the Chairman: Coimbatore