

Corporate Governance Report

Name of Listed entity: SUPER SALES INDIA LIMITED

Quarter ending: 31ST MARCH, 2023

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr/Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive / Nominee)	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of re appointment	Date of cessation	Tenure (in months)	No of directorship in listed entities including this listed entity (refer regulation 17A of listing regulations)	No of independent directorship in listed entities including this listed entity (refer regulation 17A (1) of listing regulations)	No of memberships in audit/ stakeholder committee including this listed entity (regulation 26(1) of listing regulations)	No of post of chairperson in audit/ stakeholder committee held in listed entities including this listed entity (refer regulation 26 (1) of listing regulations)	
Mr	Sanjay Jayavarthanavelu	PAN:AJPS2698K DIN:00004505	Chairperson-Non-Executive-Non Independent			15-06-1968								26-11-1989	22-07-2021		NA	5	1	1	1	
Mr	Ravi Sam	PAN: ACKPS1361C DIN:00007465	Non-Executive-Non Independent			31-03-1956								30-06-1989	01-09-2022		NA	1	0	1	0	
Mr	S Venkataraman	PAN:ABIPV5035F DIN:02538050	Non-Executive-Independent			13-11-1948					Yes	05-08-2019	29-10-2012	27-08-2019			60	1	1	2	2	
Mrs	Vijayalakshmi Narendra	PAN:AAHPN5538M DIN:00412374	Non-Executive-Independent			11-05-1956								02-02-2015	02-02-2020			60	2	2	3	0
Mr	B Lakshminarayana	PAN:ABRPL9244M DIN:00504396	Non-Executive-Independent			17-09-1966								23-10-2018	-			60	2	2	4	0
Mrs	Chitra Venkataramanan	PAN:AACPC5234G DIN:07044099	Non-Executive-Independent			22-04-1952					Yes	01-09-2022	06-07-2022	-				60	4	4	5	0
Ms	Shivali Jayavarthanavelu	PAN:ERGPS6588J DIN:07441741	Non-Executive-Non Independent			10-12-1996								06-07-2022	-			NA	1	0	0	0
Mr	G Mani	PAN:ADJPM0435H DIN:08252847	Executive			09-03-1955								23-10-2018	24-10-2021			36	1	0	1	0

II. COMPOSITION OF COMMITTEES

	Name of Committee	whether regular chairperson appointed	Name of committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/Nominee)	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mr. S Venkataraman	Chairperson-Non Executive- Independent	02-11-2012	
			Mr. Ravi Sam	Non Executive - Non Independent	28-06-2002	
			Mrs.Vijayalakshmi Narendra	Non Executive- Independent	27-08-2019	
			Mr. B Lakshminarayana	Non Executive- Independent	23-10-2018	
2	Stakeholder Relationship Committee	Yes	Mr. S Venkataraman	Chairperson-Non Executive- Independent	27-08-2019	
			Mrs.Vijayalakshmi Narendra	Non Executive- Independent	27-08-2019	
			Mr. B Lakshminarayana	Non Executive- Independent	27-08-2019	
			Mr G Mani	Executive	23-10-2018	
3	Nomination and Remuneration Committee	Yes	Mr. S Venkataraman	Chairperson-Non Executive- Independent	02-11-2012	
			Mr. Ravi Sam	Non Executive - Non Independent	28-06-2002	
			Mrs.Vijayalakshmi Narendra	Non Executive- Independent	27-08-2019	
			Mr. B Lakshminarayana	Non Executive- Independent	27-08-2019	
4	Corporate Social Responsibility Committee	Yes	Mr G Mani	Chairperson - Executive	23-10-2018	
			Mr. S Venkataraman	Non Executive- Independent	28-05-2014	
			Mrs.Vijayalakshmi Narendra	Non Executive- Independent	27-08-2019	
			Mr. B Lakshminarayana	Non Executive- Independent	27-08-2019	

III. MEETING OF BOARD OF DIRECTORS

S. No	Date of Meeting (if any) in the previous quarter	Date of Meeting (if any) in the current quarter	Maximum gap between any two consecutive meetings (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All Directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-Oct-22				Yes	8	8	4
2		3-Feb-23	98 days		Yes	8	6	4

IV. MEETING OF COMMITTEES

S. No	Name of the committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present* (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee Meeting	27-Oct-22		Nil		Yes	4	3	3	0
2	Audit Committee Meeting	3-Feb-23	98 Days	Nil		Yes	4	3	3	0
3	Stakeholder Relationship	3-Feb-23		Nil		Yes	4	4	3	0

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. RELATED PARTY TRANSACTIONS

	Subject	Compliance status (Yes/No/NA)
	Whether prior approval of audit committee obtained	Yes
	Whether shareholder approval obtained for material RPT	Yes
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes

VI. AFFIRMATIONS

1	The composition of board of directors is in terms of sebi (Lisiting Obligations and Disclosure Requirements) Regulations, 2015.
2	The composition of the following committees is in terms of sebi (Lisiting Obligations and Disclosure Requirements) regulation,2015. a) Audit committee b) Nomination & Remuneration committee and c) Stakeholders Relationship committee
3	The committee members have been made aware of their powers, roles and responsibilities as specified in sebi (Listing Obligations and Disclosure Requirements) Regulation, 2015.
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in sebi (Listing Obligations and Disclosure Requirements) Regulations,2015.
5	This report and / or the report submitted in the previous quarter has been placed before board of directors. any comments/observations/advice of board of directors may be mentioned here:- The previous report was placed before the board and there were no commends. This report will be placed before the board at its next meeting.

Name	S K Radhakrishnan
Designation	Company Secretary

Place: Coimbatore
Date : 20.04.2023

Transaction with material related party during the quarter ended on 31st March, 2023

Name of the Related party	Lakshmi Machine Works Ltd
Particulars	Rs. In Lakhs
Purchase of Goods	233.21
Purchase of Fixed Assets	70.16
Sale of Goods	2129.75
Sale of Fixed Assets	0.00
Services Received	13.43
Services Provided	376.88
Lease Charges Paid	20.02
Agency Arrangement	1028.32

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of listing regulations		
S.No	Item	Compliance Status (Yes/No)
1	Details of business	YES
2	Terms and conditions of appointment of independent directors	YES
3	Composition of various committees of board of directors	YES
4	Code of conduct of board of directors and senior management	YES
5	Details of establishment of vigil mechanism / whistle blower	YES
6	Criteria of making payments to non-executive directors	YES
7	Policy on dealing with related party transactions	YES
8	Policy for determining 'material' subsidiaries	NA
9	Details of familiarization programmes imparted to independent	YES
10	Contact information of the designated officials of the listed	YES
11	Email address for grievance redressal and other relevant	YES
12	Financial results	YES
13	Shareholding pattern	YES
14	Details of agreements entered into with the media companies	NA
15	Schedule of analyst or institutional investor meet and	NA
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47 (1)	Yes
18	Credit rating or revision in credit rating obtained	NA
19	Separate audited financial statements of each subsidiary of the	NA
20	Whether company has provided information under separate	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA
23	It is certified that these contents on the website of the listed entity	Yes

II. Annual Affirmations

S.No	Particulars	Regulation Number	Compliance Status
1	Independent director(s)	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Report	17(3)	Yes
6	Plans for orderly succession	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directors	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholders Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transactions	3(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	Yes
28	Disclosure of related party transactions	23(9)	Yes
29	Composition of Board of Directors	24(1)	NA
30	Other Corporate Governance Matters	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Directors	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with Independent Directors	26(3)	Yes
40	Disclosure of Shareholding	26(4)	Yes
41	Policy with respect to Obligations	26(2) & 26(5)	Yes
	Any other information to be provided - Add Notes		

III. Affirmations:
 The listed entity has approved material subsidiary policy and the corporate

Name	S K Radhakrishnan
Designation	Company Secretary

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly			
Entity	Aggregate amount advanced during six	Balance outstanding at the end of six	
Promoter or any other entity	0	0	
Promoter Group or any	0	0	
Directors (including	0	0	
KMPs or any other entity	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six	Balance outstanding at the end of six months(taking into
Promoter or any other entity	0	0	0
Promoter Group or any	0	0	0
Directors (including	0	0	0
KMPs or any other entity	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided	Balance outstanding at the end of six months
Promoter or any other entity	0	0	0
Promoter Group or any	0	0	0
Directors (including	0	0	0
KMPs or any other entity	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name		Yes	Textual Information(3)
Name	S RAVINDRAN		
Designation	CFO		
Place	COIMBATORE		
Date	20-04-2023		
Signatory Details			
Name of signatory	S.K.RADHAKRISHNAN		
Designation of person	Company Secretary and Compliance Officer		
Place	COIMBATORE		
Date	20-04-2023		