

Corporate Governance Report

Name of Listed entity: SUPER SALES INDIA LIMITED

Quarter ending: 31st March, 2019

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive / Nominee)	Date of appointment in the current term / cessation	Tenure (in months)	No of directorship in listed entities including this listed entity (refer regulation 25 (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 Jayavarthanelu	PAN:AIJPS2698K DIN:00004505	Chairperson-Non-Executive-Non Independent	04.08.2017	NA	5	2	0
Mr	Ravi Sam	PAN: ACKPS1361C DIN:00007465	Non-Executive-Non Independent	26.07.2018	NA	2	3	0
Mr	J Raghupathy	PAN:AAMPR6829E DIN:00003351	Non-Executive-Independent	27.08.2014	60	1	0	2
Mr	S Venkataraman	PAN:ABIPV5035F DIN:02538050	Non-Executive-Independent	27.08.2014	60	1	2	0
Mr	S K Najmul Hussain	PAN:ABEPN1253H DIN:02723029	Non-Executive-Independent	27.08.2014	60	1	3	0
Ms	Vijayalakshmi Narendra	PAN:AAHPN5538M DIN:00412374	Non-Executive-Independent	02.02.2015	60	1	1	0
Mr	B Lakshminarayana	PAN:ABRPL9244M DIN:00504396	Non-Executive-Independent	23.10.2018	60*	2	2	0
Mr	G Mani	PAN:ADJPM0435H DIN:08252847	Executive	23.10.2018	36	1	1	0

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/Nominee)
1. Audit Committee	Mr.J Raghupathy	Chairperson-Non Executive- Independent
	Mr. Ravi Sam	Non Executive - Non Independent
	Mr. S Venkataraman	Non Executive- Independent
	Mr. S K Najmul Hussain	Non Executive- Independent
	Mr. B Lakshminarayana	Non Executive- Independent
2. Stakeholder Relationship Committee	Mr J Raghupathy	Chairperson-Non Executive- Independent
	Mr. S K Najmul Hussain	Non Executive- Independent
	Mr G Mani	Executive
3. Nomination and Remuneration Committee	Mr J Raghupathy	Chairperson-Non Executive- Independent
	Mr. Ravi Sam	Non Executive - Non Independent
	Mr. S Venkataraman	Non Executive- Independent
	Mr. S K Najmul Hussain	Non Executive- Independent
4. Corporate Social Responsibility Committee	Mr G Mani	Executive
	Mr. S Venkataraman	Non Executive- Independent
	Mr. S K Najmul Hussain	Non Executive- Independent

III. MEETING OF BOARD OF DIRECTORS

Date of Meeting (if any) in the previous quarter	Date of Meeting (if any) in the relevent quarter	Maximum gap between any two consecutive meetings
23.10.2018	06.02.2019	105 days

IV. MEETING OF COMMITTEES

Name of the committee	Date of meeting of the committee in the relavent quarter	Whether requirement of quorum met (details)	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting	06.02.2019	All the members present	23.10.2018	105 days
Stakeholder Relationship Committee	06.02.2019	All the members present	-	

* 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	Yes

VI. AFFIRMATIONS

1	The composition of board of directors is in terms of sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	The composition of the following committees is in terms of sebi (Listing 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 comments. This report will be placed before the board at its next meeting.

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I.Affirmations

	Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)

Name	S K Radhakrishnan
Designation	Company Secretary

Place: Coimbatore

Date : 12.04.2019

Transaction with material related party during the quarter ended on 31st March, 2019		
Name of the Related party	Lakshmi Machine Works Ltd	
Particulars		
Purchase of Fixed Assets	885.09	
Purchase of Goods	94.06	
Services Received	4.89	
Lease Charges Paid	3.37	
Sale of Goods	592.10	
Services Provided	325.14	
Agency Arrangement	307.90	

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		
	Item	Compliance Status (Yes/No/NA)
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 personnel	YES
5	Details of establishment of vigil mechanism / whistle blower policy	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 directors	YES
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
11	Email address for grievance redressal and other relevant details	YES
12	Financial results	YES
13	Shareholding pattern	YES
14	Details of agreements entered into with the media companies and/or their associates	NA
15	New name and the old name of the listed entity	NA

II. Annual Affirmations

	Particulars	Regulation Number	Compliance Status
1	Independent directors have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
2	Board composition	17(1)	YES
3	Meeting of board of directors	17(2)	YES
4	Review of compliance reports	17(3)	YES
5	Plans for orderly succession for appointments	17(4)	YES
6	Code of conduct	17(5)	YES
7	Fees/compensation	17(6)	YES
8	Minimum information	17(7)	YES
9	Compliance certificate	17(8)	YES
10	Risk assessment & management	17 (9)	YES
11	Performance evaluation of independent directors	17(10)	YES
12	Composition of Audit Committee	18(1)	YES
13	Meeting of Audit Committee	18(2)	YES
14	Composition of Nomination & Remuneration committee	19(1) & (2)	YES
15	Composition of Stakeholder Relationship committee	20(1) & (2)	YES
16	Composition of role of Risk Management committee	21 (1),(2),(3),(4)	NA
17	Vigil mechanism	22	YES
18	Policy for related party transaction	23(1),(5),(6),(7) & (8)	YES
19	Prior or omnibus approval of Audit Committee for all related party transactions	23 (2), (3)	YES
20	Approval for material related party transactions	23 (4)	YES
21	Composition of board of directors of unlisted material subsidiary	24 (1)	NA
22	Other corporate governance requirements with respect to subsidiary of listed entity	24 (2),(3),(4),(5) & (6)	NA
23	Maximum directorship & tenure	25 (1) & (2)	YES
24	Meeting of independent directors	25 (3) & (4)	YES
25	Familiarization of independent directors	25(7)	YES
26	Memberships in committees	26(1)	YES
27	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	YES
28	Disclosure of shareholding by non-executive directors	26(4)	YES
29	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	YES

III. Affirmations:

The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity

Name	S K Radhakrishnan
Designation	Company Secretary