

Corporate Governance Report

Name of Listed entity: SUPER SALES INDIA LIMITED

Quarter ending: 31st December, 2018

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:AAMP6829E 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 | 2 | 0 |
| Mr | N.R.Selvaraj | PAN:AGIPS4236J DIN:00013954 | Executive | 01.02.2017 / 23.10.2018 (Cessation) | 36 | 0 | 0 | 2 |

* Sri B Lakshminarayana has been appointed as an Additional Director in the Board on 23.10.2018, he will hold office until next Annual General Meeting and classified as Independent Director. At the next Annual General Meeting he will be regularised and appointed as an Independent director and hold office for a period of 5 years from 23.10.2018

II. COMPOSITION OF COMMITTEES

| Name of Committee | Name of committee members | Category (Chairperson/ Executive/ Non-Executive) |
|--|---------------------------|--|
| 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 |
| | Mr G Mani | Executive |
| | Mr N.R.Selvaraj | Executive |
| 2. Stakeholder Relationship Committee | Mr J Raghupathy | Chairperson-Non Executive- Independent |
| | Mr. S K Najmul Hussain | Non Executive- Independent |
| | Mr G Mani | Executive |
| | Mr N.R.Selvaraj | 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 |
| | Mr N.R.Selvaraj | Executive |

III. MEETING OF BOARD OF DIRECTORS

| Date of Meeting (if any) in the previous quarter | Date of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meetings (in number of days) |
|--|--|--|
| 26.07.2018 | 23.10.2018 | 88 days |

IV. MEETING OF COMMITTEES

| Name of the committee | Date of meeting of the committee in the relevant 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 | 23.10.2018 | All the members present | 26.07.2018 | 88 days |
| Nomination and Remuneration Committee | 23.10.2018 | All the members present | | |
| Corporate Social Responsibility Committee | 23.10.2018 | 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 |
| 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) |
|--|---|--------------------------------------|-------------------------------|
| | Copy of the annual report including balance sheet, profit | 46 (2) | Yes |
| | Presence of Chairperson of Audit Committee at the Annual | 18(1)(d) | Yes |
| | Presence of Chairperson of the Nomination and | 19 (3) | Yes |
| | Whether 'corporate governance report' disclosed in annual | 34(3) read with para C of schedule V | Yes |

| | |
|-------------|-------------------|
| Name | S K Radhakrishnan |
| Designation | Company Secretary |

Place: Coimbatore

Date : 11.01.2019

-:4:-

| Transaction with material related party during the quarter ended on 31st December, 2018 | | |
|---|---------------------------|--|
| Name of the Related party | Lakshmi Machine Works Ltd | |
| Particulars | | |
| Purchase of Fixed Assets | 341.33 | |
| Purchase of Goods | 140.88 | |
| Services Received | 4.32 | |
| Lease Charges Paid | 0.57 | |
| Sale of Goods | 834.11 | |
| Services Provided | 338.26 | |
| Agency Arrangement | 252.00 | |