



SUPER SALES INDIA LIMITED

PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF MEMBERS OF SUPER SALES INDIA HELD AT 12.05 PM ON MONDAY THE 1ST AUGUST, 2016 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 M R L Narasimha	Practising Company Secretary
3	Sri.B.Krishnamoorthi	Scrutiniser
4	Sri. S Ravindran	Chief Finance Officer

and

74 members were present in person. 14 members holding 13,00,761 shares accounting for 42.35% 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.



REGISTERED OFFICE : 34-A, Kamaraj Road, Coimbatore 641 018, India. Phone : 2222404 to 06

Fax: 0422-2221427 E-mail: ssil@vaamaa.com Web: www.supersales.co.in CIN: L17111TZ1981PLC001109 PAN No. AADCS0650A



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The requisite quorum being present, the Chairman declared the meeting as properly constituted and called the meeting to order and the meeting commenced at 12.07 PM.

Chairman extended a warm welcome to the members for 34th 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, 2016 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, Practising 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 on or before 03.08.2016. The said results would be posted in the Company's website and also informed to the Stock Exchanges.



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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 ballot by the members/proxies present, there being no other business, the meeting concluded at 12.30 PM with a vote of thanks to the Chair.

On 1st August, 2016 Sri B Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and voting through ballot paper at the AGM and the Chairman has declared the same at 3.00 PM on 1.08.2016 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 1.08.2016 and authorised the Company Secretary to communicate to Stock Exchanges and post in Company's website.

ORDINARY BUSINESS:

Item No.1: Adoption of Annual Financial Statements

(ordinary resolution):

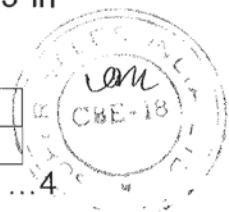
RESOLVED that the Annual Financial Statements viz. statement of profit and loss, cash flow statement for the year ended 31st March, 2016 and the Balance Sheet as on 31st March, 2016, Directors' Report and Auditors Report be and are hereby approved and adopted.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,19,340	Nil	Nil	Passed

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

RESOLVED that dividend for the year 2015-16 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, 2016 on 30,71,500 equity shares of Rs.10/- each absorbing Rs. 92.42 Lakhs /- to the members whose name appear on the Register of Members of the Company as on 25th July, 2016 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 25th July, 2015 in respect of the shares held in demat form without deduction of tax.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,19,340	Nil	Nil	Passed



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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 :
19,19,340	Nil	Nil	Passed

Item No.4: Re-appoint M/s. S. Krishnamoorthy & Co., Chartered Accountants as Statutory Auditors for the financial year 2016-17 and to appoint M/s. Subbchar & Srinivasan, Chartered accountants as Statutory Auditors for a term of five years from 2016-17 to 2020-21.

(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. S. Krishnamoorthy & Co., Chartered Accountants and M/s. Subbchar & Srinivasan, Chartered accountants be and are hereby appointed as Statutory Auditors of the Company for the financial year 2016-17 at a remuneration of Rs. 1,50,000/- each. In addition, they are eligible for reimbursement of actual travelling, out of pocket expenses and taxes, if any, incurred by them.

RESOLVED FURTHER that M/s. Subbchar & Srinivasan, Chartered accountants be and are hereby appointed as Statutory Auditors for a term of five years from the financial year 2016-17 to 2020-21 and who will retire at the conclusion of the Annual General Meeting to be held in the year 2021 at a remuneration as may decided by the Board of Directors from time to time.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,19,340	Nil	Nil	Passed



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SPECIAL BUSINESS:

Item No.5: Appoint Sri N R Selvaraj as Managing Director of the Company.
(Special Resolution):

RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule V to the Companies Act, 2013, (including any statutory amendment(s) or modification(s) thereof) consent of the Company be and is hereby accorded for the appointment of Sri.N.R.Selvaraj (holding DIN 00013954) as Managing Director of the Company for a period of three years with effect from 1st February, 2017 to 31st January, 2020 on the following terms and conditions:

- a) Basic Salary : Rs. 3,00,000/- per month
- b) House rent allowance : Rs. 1,50,000/- per month
- c) Special allowance : Rs. 36,000/- per month
- d) Perquisites : In addition to the salary he is entitled to the following perquisites:
 - i) Leave Travel Assistance : One month basic salary, per annum
 - ii) Medical benefits : One month basic salary, per annum

For the purpose of calculating the ceiling, perquisites shall be evaluated as per the Income Tax rules wherever applicable.

Gratuity shall be payable as per the rules of the Company.

The Managing Director is entitled for leave as per the rules of the Company.

He can encash the un-availed leave at the end of his tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

Provision of Company car with driver and telephone facility for use on Company's business will not be considered as perquisites. Use of the car for private purposes and personal long distance calls on telephone shall be billed by the Company to the Managing Director.

The minimum remuneration and perquisites to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his office shall be as per Part II of Section II of Schedule-V of the Companies Act, 2013 or such other limits as may be notified by the Government from time to time as minimum remuneration.



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RESOLVED FURTHER that Sri. N. R. Selvaraj be and is hereby permitted to continue as Managing Director of the Company beyond 5th October, 2017 notwithstanding the fact that he will be crossing the age of 70 years.

RESOLVED FURTHER that Sri. N.R. Selvaraj shall conduct the affairs of the Company subject to the superintendence, control and direction of the Board of Directors.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,19,240	Nil	Nil	Passed

Item No.6: To approve the remuneration payable to the Cost Auditor

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 amendment(s) or modification(s) thereof), 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 31st March, 2017 be and is hereby approved.

Votes FOR :	Votes AGAINST:	Invalid Votes:	Result :
19,19,340	Nil	Nil	Passed

sd/-
CHAIRMAN

For SUPER SALES INDIA LTD.

s.c. 

(S.K. RADHAKRISHNAN)
Company Secretary.