



**SUPER SALES INDIA LIMITED**

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**COIMBATORE**

**38TH ANNUAL REPORT 2019 - 20**

# SUPER SALES INDIA LIMITED

CIN : L17111TZ1981PLC001109

Regd. Office: 34-A, Kamaraj Road, Coimbatore - 641 018.

Phone : 0422-222404-405 FAX : 0422-2221427

Email : [ssil@vaamaa.com](mailto:ssil@vaamaa.com)

Website : [www.supersales.co.in](http://www.supersales.co.in)

## **BOARD OF DIRECTORS**

Sri. Sanjay Jayavarthanavelu (Chairman) - DIN 00004505

Sri. Ravi Sam- DIN 00007465

Sri. S. Venkataraman- DIN 02538050

Smt. Vijayalakshmi Narendra - DIN 00412374

Sri. B. Lakshmi Narayana - DIN 00504396

Sri. G. Mani (Managing Director) - DIN 08252847

## **AUDITORS**

Statutory Auditors  
M/s. Subbachar & Srinivasan  
Chartered Accountants

Secretarial Auditor  
Sri. M.R.L. Narasimha  
Practising Company Secretary

Cost Auditor  
Sri. G. Sivagurunathan  
Cost Accountant

## **CHIEF FINANCIAL OFFICER**

Sri. S. Ravindran

## **COMPANY SECRETARY**

Sri. S. K. Radhakrishnan

## **BANKERS**

Indian Overseas Bank  
Indian Bank  
IDBI Bank Limited

## **REGISTRARS AND SHARE TRANSFER AGENTS**

S.K.D.C. Consultants Limited,  
"Kanapathy Towers", 3<sup>rd</sup> Floor,  
1391/A-1, Sathy Road,  
Ganapathy,  
Coimbatore - 641 006.

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**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held on Thursday, the 30<sup>th</sup> July, 2020 at 3.30 P.M IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 including Balance Sheet as at 31<sup>st</sup> March, 2020, Statement of Profit and Loss and Cash Flow statement for the year ended 31<sup>st</sup> March, 2020, statement of changes in equity and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a director in the place of Sri. Ravi Sam (DIN 00007465), who retires by rotation and being eligible offers himself for reappointment.
4. To reappoint M/s. Subbachar & Srinivasan, Chartered accountants as Statutory Auditors for a further term of five years from 2021-22 to 2025-26

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. Subbachar & Srinivasan, Chartered accountants be and are hereby reappointed as Statutory Auditors of the company for a further term of five years from the financial year 2021-22 to 2025-26 and who will retire at the conclusion of the Annual General Meeting to be held in the year 2026 at a remuneration as may be decided by the Board of Directors from time to time.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass the following resolution as an 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) or re-enactment thereof for the time being in force), the remuneration payable to Sri. G. Sivagurunathan, Cost Accountant, who has been appointed by the Board of Directors on the basis of the recommendation of the Audit Committee to conduct the cost audit in respect of the Textile division for the financial year ending 31<sup>st</sup> March, 2021, amounting to Rs. 75,000/- and reimbursement of out of pocket expenses incurred by him in connection with the Audit plus taxes as applicable be and is hereby approved.

Coimbatore  
25<sup>th</sup> May, 2020

By Order of the Board  
**S. K. Radhakrishnan**  
Company Secretary

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs has permitted holding of the Annual General Meeting ("AGM") through Video conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue, vide its circulars dated May 5, 2020, April 8, 2020 and April 13, 2020. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the ensuing AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Since the ensuing AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to bkcacbe@gmail.com with a copy marked to evoting@nsdl.co.in.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 25<sup>th</sup> July, 2020 to Thursday, 30<sup>th</sup> July, 2020 (both days inclusive). The dividend as recommended by the Board, if sanctioned at the annual general meeting will be paid to the shareholders, subject to deduction of tax at source, whose names appear in the Register of Members as on 24<sup>th</sup> July, 2020 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend shall be paid on the basis of the beneficial ownership as per the details furnished by the Depositories for this purpose at the end of the business hours on 24<sup>th</sup> July, 2020.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out details relating to Special Business at the meeting, is provided hereto.
6. Pursuant to Section 124 and 125 of the Companies Act, 2013, all unclaimed dividends shall be transferred to the "Investor Education and Protection Fund" of the Central Government after a period of 7 years from the date of declaration. Shareholders, who have not encashed their dividend warrants for the years 2012 - 13, 2013 - 14, 2014 -15, 2015 - 16, 2016 - 17, 2017 - 18 and 2018 - 19 are requested to write to the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3<sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006 for claiming the dividend.
7. Pursuant to SEBI circular dated 20<sup>th</sup> April, 2018, the company will honour requests, if any for unpaid dividend, revalidation of dividend warrants etc., only after receiving the bank account details of the shareholders.
8. Brief resume, details of shareholding and inter-se relationship of director seeking election/ re-election are provided in the notice.
9. Members holding shares in physical mode are requested to communicate their change of postal address (enclose copy of Aadhar Card), e-mail address, if any, self attested copy of PAN Card and Bank account details (enclose cancelled cheque leaf) quoting their folio numbers to the

Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3<sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006. Similarly members holding shares in Demat form shall intimate the above details to their respective Depository Participants.

Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Share Transfer Agents, M/s. SKDC Consultants Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [green@skdc-consultants.com](mailto:green@skdc-consultants.com) on or before the end of the business hours of 24<sup>th</sup> July, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, any other document which may be required to avail the tax treaty benefits by sending an email to [green@skdc-consultants.com](mailto:green@skdc-consultants.com). The aforesaid declarations and documents need to be submitted by the shareholders on or before the end of business hour of 24<sup>th</sup> July, 2020.

10. Shareholders holding shares in the physical form and wish to avail National Electronic Clearing Services (NECS) facility may authorize the Company with NECS mandate in the prescribed form (enclosed) and the same should be lodged with the Registrars and Share Transfer Agents M/s. SKDC Consultants Limited for payment of dividend in future through NECS, if eligible.
11. Members who require any clarifications on accounts or operations of the Company are requested to write to the Company Secretary so as to reach him before July 24, 2020 (5.00 pm IST). The queries will be answered accordingly.
12. In view of the Green Initiative adopted by MCA, the Company proposes to send the Annual Reports, Notices and its annexures in electronic form to the email addresses of the members. In order to serve the documents in electronic mode, members holding shares in physical form are requested to communicate their e-mail address quoting their folio numbers to the Registrars and Share Transfer Agents. Similarly members holding shares in Demat form shall intimate their e-mail address to their respective Depository Participants at the earliest.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Electronic copy of the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.supersales.co.in](http://www.supersales.co.in) and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

15. The results of the e-voting and e- voting during the Annual General Meeting will be announced by the Chairman or person authorised by the Chairman within 48 hours from the date of conclusion of the Annual General Meeting at the Registered office of the Company. A copy of which will be posted on the Company's website and forwarded to Stock Exchange.
16. Pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer all shares in respect of which dividends are not claimed for the last 7 consecutive years to the demat account of Investor Education and Protection Fund Authority. (IEPF Authority).
- a. All the underlying shares in respect of which dividends were not claimed for the last 7 years have been transferred to the demat account of IEPF Authority.
- b. The Company will send individual notices through Post to the latest available addresses of the shareholders whose dividends are lying unclaimed for the last 7 years, advising them to claim the dividends expeditiously.
- c. The statement containing the details of name, folio number and demat account number relating to shares due for transfer will be made available in the website [www.supersales.co.in](http://www.supersales.co.in) for information and necessary action by the shareholders.
- d. Shareholders who have not claimed their dividends from the year 2012-13 can write to our Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited for further details and for making a valid claim for the unclaimed dividends. In case no valid claim has been made, the shares in respect of which the dividends are lying unclaimed for the last 7 years will be transferred to the demat account of IEPF Authority.

**DETAILS OF DIRECTOR SEEKING REAPPOINTMENT**

**Sri. Ravi Sam** (DIN 00007465)

Sri. Ravi Sam a leading industrialist born on 31.03.1956 has completed his graduation in Commerce and post graduation in Science (Textiles) in UK. He is from a renowned family engaged in the textile business at Coimbatore. He is also one of the trustees in some charitable trusts contributing to promotion of health and education.

Experience: More than three decades of experience in the areas of Textiles, Financial Management and Administration.

**Other Directorships :**

1) Adwath Textiles Private Limited 2) Adwath Lakshmi Industries Private Limited 3) Lakshmi Ring Travellers (Coimbatore) Private Limited 4) Sri Kara Engineering Private Limited 5) Lakshmi Caipo Industries Limited 6) Titan Paints and Chemicals Private Limited 7) Sri Kamakoti Kamakshi Enterprises Private Limited 8) Integrated Electrical Controls India Private Limited 9) Eshaan Enterprises Limited 10) Bhadra Lakshmi Management Private Limited 11) Confederation of Indian Textile Industry.

Membership of Committees of Companies:

Audit Committee : Super Sales India Limited

Nomination and Remuneration Committee : Super Sales India Limited

Corporate Social Responsibility Committees : Adwath Lakshmi Industries Private Limited  
Lakshmi Caipo Industries Limited  
Titan Paints and Chemicals Private Limited

Share Transfer Committee : Super Sales India Limited

Date of appointment into the Board : 30.06.1983.

Shareholding : 1,000 equity shares of Rs. 10/- each constituting 0.033% of the paid up capital.

He is not related to any other Director, Manager or Key Managerial Personnel. He is entitled to only sitting fee for attending the meeting of the Board, Committees or any other meeting of directors. Sitting fee paid to him during the year 2019-20 was Rs. 0.75 Lakh.

Number of Board meetings attended by him during 2019-20 was 1.

The Board recommends the reappointment of Sri. Ravi Sam as a Director of the Company. He is liable to retire by rotation.

Except Sri. Ravi Sam, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Item No. 3.

**Item No. 4**

As per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Subbachar & Srinivasan, Chartered Accountants have been appointed as statutory auditors for a term of five years commencing from the financial year 2016-17 who will retire at the conclusion of the Annual General Meeting to be held in the year 2021 and they are eligible for reappointment as Statutory Auditors for further term of 5 years from 2021-22 onwards.

It is proposed to reappoint M/s. Subbachar & Srinivasan, Chartered Accountants as statutory auditors for a further term of five years commencing from the financial year 2021-22 and will retire at the conclusion of the Annual General Meeting to be held in the year 2026.

Proposed fees payable to the statutory auditor(s) for the year 2021-22 is Rs. 3,50,000/- and reimbursement of out of pocket expenses incurred by them in connection with Audit plus taxes as applicable and the remuneration for the remaining years will be decided by the Board of Directors time to time.

Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed: M/s. Subbachar & Srinivasan, Chartered Accountants have vast experience in accounting and auditing of Listed companies.

Board of Directors recommends the ordinary resolution set out in the Item No. 4 of the notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No.4.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 your company is required to appoint a cost auditor to conduct audit of the cost records maintained by the Company in respect of the Textile Division. Accordingly the Board of Directors of the Company, on the basis of the recommendation of the Audit Committee, appointed Sri. G. Sivagurunathan, Practising Cost Accountant as Cost Auditor having relevant qualifications to conduct audit in respect of the Textile Division. Rule 14 of the Companies (Audit and Auditors) Rules, 2014 requires that the remuneration payable to the Cost Auditor is required to be approved by the shareholders. Accordingly, the remuneration payable to the Cost Auditor is placed to the shareholders for approval.

Board of Directors recommends the ordinary resolution set out in the Item No. 5 of the notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 5.

By Order of the Board

Coimbatore  
25<sup>th</sup> May, 2020

**S. K. Radhakrishnan**  
Company Secretary

### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules (including any statutory modifications, clarifications, exemptions or re-enactment thereof for the time being in force), the Company is pleased to provide the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 38<sup>th</sup> Annual General Meeting scheduled to be held on Thursday, the 30<sup>th</sup> July, 2020 at 3.30 PM by electronic means and the business may be transacted through remote e-voting and e-voting system during the AGM. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The Company has engaged the services of NSDL as the authorized agency to provide the remote e-voting and e-voting during the AGM as per instructions below.

### **Vote by Remote e-Voting and e-voting during the AGM**

The Board of Directors has appointed Sri. B. Krishnamoorthy, Chartered Accountant as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

Any person, who acquires Shares of the Company and become Member of the Company after sending of the Notice and holding Shares as of the cut-off date, may obtain login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However if he / she is already registered with NSDL to remote e-voting then he / she can use his / her existing user ID and password for casting vote. Any person who ceases to be the member of the Company as on cut-off date and in receipt of this notice, shall treat this Notice for information purpose only.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 27<sup>th</sup> July, 2020 at 9:00 A.M. and ends on 29<sup>th</sup> July, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is :</b>
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will ask you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password ?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password ?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bkcacbe@gmail.com](mailto:bkcacbe@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Saritha Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose e-mail ids are not registered with the depositories / Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice. :**

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [green@skdc-consultants.com](mailto:green@skdc-consultants.com)

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [secretary@vaamaa.com](mailto:secretary@vaamaa.com) from July 20, 2020 (9:00 a.m. IST) to July 24, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

Coimbatore  
25<sup>th</sup> May, 2020

By Order of the Board

**S. K. Radhakrishnan**  
Company Secretary

## DIRECTORS' REPORT

Your Directors have pleasure in presenting the 38<sup>th</sup> Annual Report of the Company together with audited accounts of the Company for the financial year ended 31<sup>st</sup> March, 2020.

### FINANCIAL RESULTS

Financial results for the year under review are summarized below:

Particulars	2019-20 (Rs. in Lakhs)	2018-19 (Rs. in Lakhs)
Income from operations	<b>28379.72</b>	29550.55
Other Income	<b>646.99</b>	584.32
Profit before Interest and Depreciation	<b>3432.39</b>	3061.49
Less: Interest	<b>843.11</b>	711.28
Profit/(Loss) before Depreciation	<b>2589.28</b>	2350.21
Less: Depreciation	<b>1935.85</b>	1771.29
Profit/(Loss) before Tax	<b>653.43</b>	578.92
Less: Exceptional item	-	-
(Add)/Less: Provision for Taxes	<b>9.48</b>	(15.99)
Profit/(Loss) after Tax	<b>643.95</b>	594.91

### DIVIDEND

Your Directors recommend a dividend of Rs. 2.50 per equity share of Rs.10/- each for the financial year ended 31<sup>st</sup> March, 2020, subject to deduction of Tax at Source, which if approved at the forthcoming Annual General Meeting, will be paid to those equity shareholders whose names appear in the Register of Members as on 24<sup>th</sup> July, 2020 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend shall be paid on the basis of the beneficial ownership as per the details furnished by the Depositories for this purpose at the end of business hours on 24<sup>th</sup> July, 2020.

### SEGMENT WISE PERFORMANCE

#### Agency Division

During the year under report this division has earned a revenue of Rs. 1166.62 Lakhs only compared to Rs.1550.73 Lakhs in 2018-19, in view of the difficulties experienced by the spinning mills and the resultant lower investment. Profit Before Tax was lower at Rs. 313.78 Lakhs as against Rs. 598.79 Lakhs in the previous year.

#### Textile Division

Your company has modernized the spinning machines with new compact spinning systems at an investment of Rs. 1495.48 Lakhs. This has increased the compact spinning capacity to 90% of the total spindleage.

The Revenue of the division was Rs. 25721.53 Lakhs as against Rs. 25964.36 Lakhs. The Profit Before Tax was Rs. 655.16 Lakhs as against Rs. 359.09 Lakhs in the previous year.

**Engineering Division**

The economy was on a down trend which resulted in very slow growth of capital goods manufacturing companies. Hence this division has earned lower revenue of Rs. 2058.24 Lakhs as against Rs. 2524.72 Lakhs. The division incurred a loss of Rs. 301.98 Lakhs as against a loss of Rs. 373.26 Lakhs in 2018-19.

**EXPORTS**

The Company has directly exported its products valued at Rs. 2045.16 Lakhs in 2019-20. Exports through merchant exports were Rs. 2174.89 Lakhs. The Company has fulfilled the entire Export obligation during the year.

**PROSPECTS**

The Government has imposed a nationwide lock down to control COVID-19 from March 24, 2020 onwards. This has impacted the economic activities substantially. Only from 5<sup>th</sup> May, 2020 some relaxations have been announced. Your company has commenced operations from 6<sup>th</sup> May, 2020 with minimum work force. It is expected that it will take some more time to achieve normal operations. These disruptions will certainly affect the performance during the current year. However, the second half of the year may offer some opportunities for exports. The domestic demand may also improve. Hence the performance will improve in the later part of the year.

**DIRECTORS**

Sri. Ravi Sam, Director (DIN : 00007465) retires by rotation at the ensuing Annual General Meeting, being eligible, offers himself for reappointment.

Sri. J. Raghupathy, Sri. S. K. Najmul Hussain retired on 26.08.2019. Sri. J. Raghupathy was inducted into the Board of your Company on 31<sup>st</sup> January, 2007. During his tenure he has served as Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. With his in-depth technical and marketing expertise he has guided the Company for its better performance.

Sri. S. K. Najmul Hussain was inducted into the Board of your Company on 20<sup>th</sup> January, 2014. During his tenure he has served as member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. With his in-depth technical expertise in the field of textile engineering he has guided the Company for better performance.

The Board records its appreciation of their distinguished and dedicated guidance and valuable contribution for the development and growth of the Company during their tenure of office.

**INDUSTRIAL RELATIONS**

Industrial relations are cordial and your Directors appreciate the co-operation extended by the employees.

**LISTING**

Your Company's shares are listed in BSE Limited. The listing fee to the BSE has been duly paid. The shares are regularly traded in BSE Limited and were not suspended at any time during the year.

**AUDITORS****Statutory Auditors:**

The Statutory Auditors M/s. Subbachar & Srinivasan, Chartered Accountants were appointed as Statutory Auditors for a term of five years commencing from the financial year 2016-17 who will retire at the conclusion of the Annual General Meeting to be held in the year 2021 and the shareholders have authorized the Board to fix the remuneration payable to the auditors from time to time.

The first proviso to Section 139 of the Companies Act, 2013, which mandated the ratification of the appointment of Statutory Auditors at every subsequent Annual General Meeting, has been omitted by the Companies (Amendment) Act, 2017 and the same was notified vide notification dated 07<sup>th</sup> May 2018. Hence ratification of the appointment of Statutory Auditors is not placed to the shareholders.

The auditors, M/s. Subbachar & Srinivasan, Chartered Accountants, have confirmed their eligibility for continuing as Statutory Auditors of the Company.

As per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and terms of appointment, M/s. Subbachar & Srinivasan, Chartered Accountants will retire at the conclusion of the Annual General Meeting to be held in the year 2021. Board is proposed to reappoint M/s. Subbachar & Srinivasan, Chartered Accountants as Statutory Auditors of the Company for a further period of five years from 2021-22 to 2025-26. A suitable resolution is placed to the shareholders at the ensuing annual general meeting for their reappointment.

**Cost Auditor:**

Pursuant to provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors, on the recommendation of the Audit Committee, has appointed Sri. G.Sivagurunathan, Cost Accountant, as the Cost Auditor of the Company for the financial year 2020-21.

**Secretarial Auditor:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Sri. M.R.L.Narasimha, Practising Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2020-21.

The secretarial audit report in form MR3 obtained pursuant to Companies Act, 2013 for the financial year 2019-20 is enclosed as Annexure 2

**Extract of the annual return as per the provisions of the Companies Act, 2013 is enclosed as Annexure 1.** The same will be posted in the Company's website [www.supersales.co.in/corporate-financial-results.html](http://www.supersales.co.in/corporate-financial-results.html)

The details of the meetings of the Board and Committees and attendance of directors are given in the Corporate Governance Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In compliance of Section 134 of the Companies Act, 2013, the Directors of your Company confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;

- b. the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DISCLOSURES**

Independent Directors have met all the criteria of Independent Directors and they have given a declaration to the effect that they have met all the criteria of independent directors as prescribed in Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Salient features of the Nomination and Remuneration Policy is enclosed to this annual report.

Directors are eligible to get only sitting fee for attending the Board or Committee or other meetings of Directors. Outstation directors are entitled to get reimbursement of out of pocket expenses incurred by them in connection with attending of the Board or Committee or other meetings.

There is no qualification, reservation, adverse remarks or disclaimer by the Statutory Auditors in their audit report or Practising Company Secretary in his secretarial audit report. The auditors have not reported any fraud to the Audit Committee or to the Board or to the Central Government during the financial year 2019-20.

Company has not provided any loans, guarantees, security under any Section 186 of the Companies Act, 2013 during the year under review. The Company has not made any investment during the financial year 2019-20.

All the transactions entered by the Company during the financial year 2019-20 with the related parties are in the ordinary course of business and at Arm's length. The details of material related party transactions are given in form AOC - 2 as Annexure 3.

Board of Directors has decided to transfer Rs. 65 Lakhs, out of profits for the year 2019-20, to General Reserve.

There is no material change and commitment which have occurred between the end of the financial year and to the date of the report which affect the financial position of the Company.



**(A) Conservation of Energy**

i. the steps taken or impact of conservation of energy	Energy efficient motors and replacement of tube lights with LED bulbs are in progress to reduce energy consumption.
ii. the steps taken by the Company for utilizing alternate source of energy	The Company has utilized 48.84% of its energy requirements through wind power.
iii. the Capital investment on energy conservation equipments	Rs. 73.10 Lakhs.

**(B) Technology absorption**

i. Efforts made towards technology absorption.	During year under report the Company has added 16 new compact spinning frames and 9 retrofit compact systems to adopt the latest technology in spinning at a cost of Rs. 1495. 48 Lakhs.
ii. Benefits derived like product improvement, cost reduction, product development, import substitution, etc.,	Higher strength and lesser hairiness, the compact yarn is used in Air jet looms to get better cloth finish. This enhances the marketability of our yarn.
iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)	-
(a) Details of technology imported.	
(b) Year of import.	-
(c) Whether the technology been fully absorbed?	-
(d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.	-
iv. The expenditure incurred on Research & Development.	-

**(C) Foreign exchange earnings and out go**

The Foreign Exchange earnings and outgo during the year under review were as follows:

Foreign Exchange Earned	: Rs. 1811.99 Lakhs
<u>Foreign Exchange Outgo</u>	
Raw Material imports	: Rs. 977.93 Lakhs
Stores and Spares imports (including advances)	: Rs. 16.43 Lakhs
Capital Imports	: Rs. 203.41 Lakhs
Others	: Rs. 1.60 Lakhs
	: Rs. 1199.37 Lakhs

**RISK MANAGEMENT**

The Company has established a risk management frame work to identify, evaluate the business risks and opportunities. The main object of the framework is to minimise the adverse impact of the risks by taking effective mitigating measures to retain the business advantages. The identified risks and mitigation measures are reviewed by the concerned Heads and all the risks identified and mitigation measures are placed before the Board. Board is of the opinion that there is no risk which affects the existence of the Company.

**CSR ACTIVITIES**

The CSR Committee consists of four directors out of which three are independent directors. The Board has approved the CSR Policy and the same is posted in the website of the Company <http://www.supersales.co.in/policies.html>. As per the policy, Company can spend the amount required to be spent under Corporate Social Responsibility to any of the Projects or activities covered under Schedule VII (as amended from time to time) based on the recommendation of the CSR Committee and approved by the Board. The amount can be spent anywhere in India, however preference shall be given for the geographical locations where the Company's operations are located. The amount required to be spent under CSR activities may be spent by the Company itself or contributed to any trust which is having established track record as recommended by the CSR Committee and approved by the Board. The CSR Committee shall periodically review and monitor the expenditure made on various projects or activities as approved by the Board. The Company has spent the entire amount required to be spent during the financial year 2019-20. Annual Report on CSR activities is enclosed as Annexure 4.

**DISCLOSURE UNDER RULE 8**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out annual evaluation of its own performance, that of its committees and individual directors for the financial year 2019-20. The Chairman of the Board has sent a list of criteria, as approved by the Nomination and Remuneration Committee, for evaluation of the Board's performance, that of its committees and individual directors to all the Directors. Each Director has evaluated based on the criteria and communicated the results of the evaluation to the Chairman.

There is no change in the nature of business. The Company has reappointed Smt. Vijayalakshmi Narendra as Independent director of the Company for a further period of five years from 2<sup>nd</sup> February, 2020. Sri. B. Lakshmi Narayana has been appointed as independent Director of the Company for a period of five years with effect from 23<sup>rd</sup> October, 2018 and Sri. G. Mani has been appointed as Managing Director of the Company for a period of three years from 24<sup>th</sup> October, 2018.

There is no subsidiaries, Joint ventures or Associates and there is no addition or cessation of Subsidiaries, Joint ventures or Associates during the year 2019-20. The Company has not accepted or holds any deposit from the public or directors or shareholders. There is no significant material orders passed by the regulators or courts or tribunals which affects the going concern status or operations in future.

The Company has implemented and evaluated the internal financial controls with reference to the financial statements which provide a reasonable assurance. The Directors and Management confirm that the internal financial controls are adequate with respect to size and operations of the Company. The Company has established adequate internal control system which is commensurate with its nature and volume of operations. The accounting transactions and operations are audited by the Internal Auditors viz-a-viz the internal controls, policies and procedures and the deviations, if any, are reported and corrective actions are taken appropriately.

Details of appointment, reappointment of directors who retire by rotation are provided elsewhere in this report.

The Composition of the Audit committee is given in the Corporate Governance Report. Board has accepted all the recommendations made by the Audit Committee during the financial year 2019-20. In the preparation of financial statements, no treatment different from that of prescribed accounting standards has been followed. The Company has complied with the applicable secretarial standards.

The Company has maintained all the cost accounts and records, as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

Particulars pursuant to Section 197(12) and the relevant rules are given in the Annexure 5.

The Company has transferred the equity shares and dividend in respect of which dividend has not been claimed by the members for seven consecutive years or more to the Investors Education and Protection Fund Authority (IEPF) as and when it is due for transfer. The details of shares transferred have been uploaded on the website of the Company.

#### **VIGIL MECHANISM**

The Company has established vigil mechanism and adopted whistle blower policy which protects persons who uses the mechanism from victimization and allows direct access to the Chairman of the Audit Committee if required. The Policy is posted in the website of the Company.

#### **REMUNERATION POLICY**

Based on the recommendation of the Nomination and Remuneration Committee, the Board has approved the Remuneration Policy of the Company for selection and appointment of Directors, senior management personnel, their remuneration, succession plans, Board diversity. The salient features of same is enclosed as Annexure 6 to this report. Weblink to access the policy is <http://www.supersales.co.in/policies.html>.

A certificate from the Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance is enclosed as Annexure 7.

#### **Information pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014**

In terms of Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 the Company has no employee drawing salary exceeding Rs. 102 Lakhs per annum or Rs. 8.50 Lakhs per month during the year under review. No employee has drawn remuneration in excess of the remuneration drawn by the Managing Director and holds by himself or along with his spouse and dependent children not less than two percent of equity share capital of the Company.

List of top 10 employees based on salary drawn is enclosed as Annexure 8.

Company is not paying any commission to the directors and Whole Time Director / Managing Director.

#### **Disclosures under the Sexual Harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013**

The Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to hear and redress the complaints, if any received from women employees.

- (a) number of complaints filed during the financial year - Nil
- (b) number of complaints disposed of during the financial year - Nil
- (c) number of complaints pending as on end of the year - Nil

**ADDITIONAL DISCLOSURES**

In line with the requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report, Corporate Governance Report, Related Party disclosures are made part of the Annual Report.

A certificate from CEO/CFO, interalia, confirming the correctness of the financial statements is also made part of the Annual Report.

**GENERAL**

The Directors place on record their sincere thanks to all the Principals for their whole hearted co-operation and to the bankers of the Company for their financial assistance. Directors also wish to thank the customers for their support and confidence reposed in the Company and to the employees at all levels for their cooperation and dedication.

Coimbatore  
25<sup>th</sup> May, 2020

For and on behalf of the Board  
(Sd.) **SANJAY JAYAVARTHANAVELU**  
Chairman  
DIN 00004505

## ANNEXURE - 1

MGT - 9

Extract of the Annual Return

## I. REGISTRATION AND OTHER DETAILS

i) CIN	L17111TZ1981PLC001109
ii) Registration Date	18 <sup>th</sup> September, 1981
iii) Name of the Company	Super Sales India Limited
iv) Category / Sub-Category of the Company	Public Limited Company, Limited by shares
v) Address of the Registered office and contact details	34-A, Kamaraj Road, Coimbatore - 641 018, Tamilnadu Tel. : 0422 - 2222404 - 405 Fax : 0422 - 2221427 E-mail : investorscell@vaamaa.com, ssil@vaamaa.com
vi) Whether listed company Yes/ No	Yes
vii) Name, Address and Contact details of Registrars and Share Transfer Agent, if any	M/s. SKDC Consultants Limited, "Kanapathy Towers", 3 <sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy - 641006. CIN: U74147TZ1998PLC008301 Tel.: 0422 - 4958995, 2539835 Fax: 0422 - 2539837 E-mail: info@skdc-consultants.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service (NIC Code 2008)	% to total turnover of the company
1	Textile Division: Manufacturing of Yarn	13111	64.64
2	Textile Division: Manufacturing of manmade fibre Yarn	13114	17.46

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
NA					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**  
**(i). Shareholding pattern**

Category of shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change during the Year
	Demat	Physical	Total	Demat	Physical	Total	
	% of Total Shares			% of Total Shares			
<b>(A) Promoters</b>							
(1) Indian							
a) Individuals/ Hindu Undivided Family	400288	-	400288	400680	-	400680	0.013
b) Central Government/ State Government(s)	-	-	-	-	-	-	-
c) Bodies Corporate	1436912	-	1436912	1436912	-	1436912	46.782
d) Financial Institutions/ Banks	-	-	-	-	-	-	-
e) Any Others(Specify)	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>1837200</b>	<b>-</b>	<b>1837200</b>	<b>1837592</b>	<b>-</b>	<b>1837592</b>	<b>0.013</b>
(2) Foreign							
a) Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
b) Bodies Corporate	-	-	-	-	-	-	-
c) Institutions	-	-	-	-	-	-	-
d) Qualified Foreign Investor	-	-	-	-	-	-	-
e) Any Others(Specify)	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>1837200</b>	<b>-</b>	<b>1837200</b>	<b>1837592</b>	<b>-</b>	<b>1837592</b>	<b>0.013</b>
<b>(B) Public shareholding</b>							
(1) Institutions							
a) Mutual Funds/ UTI	-	-	-	-	-	-	-
b) Venture Capital Funds	-	-	-	-	-	-	-
c) Alternate Investment Funds	-	-	-	-	-	-	-
d) Foreign Venture Capital Investors	-	-	-	-	-	-	-
e) Foreign Portfolio Investors	-	-	-	-	-	-	-
f) Financial Institutions / Banks	103	-	103	103	103	103	0.000
g) Insurance Companies	-	-	-	-	-	-	-
h) Provident Funds / Pension funds	-	-	-	-	-	-	-
i) Any Other (specify)	-	-	-	-	-	-	-
<b>FOREIGN PORTFOLIO INV ( CORP.CAT )</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Sub-Total (B)(1)</b>	<b>103</b>	<b>103</b>	<b>103</b>	<b>103</b>	<b>103</b>	<b>103</b>	<b>0.000</b>

(i). Shareholding pattern ( Contd...)

Category of shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change during the year	
	Demat	Physical	Total	Demat	Physical	Total		% of Total Shares
(2) Non-institutions								
a) Bodies Corporate								
i) Indian	139251	2013	141264	133530	2013	135543	4.413	
ii) Overseas	-	-	-	-	-	-	-	
b) Individuals								
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	757578	156397	913975	772878	142842	915720	29.813	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	61454	-	61454	63635	-	63635	2.073	
c) Others (specify)								
Directors & their relatives	1500	-	1500	-	-	-	-	
Trusts	350	-	350	350	-	350	0.011	
Non Resident Indians	5892	189	6081	7456	189	7645	0.249	
Clearing Members	19636	-	19636	19302	-	19302	0.628	
Hindu Undivided Families	37974	-	37974	40714	-	40714	1.326	
Inv. Education and Protection Fund Auth.	51963	-	51963	50896	-	50896	1.657	
Unclaimed Share Suspense Account	-	-	-	-	-	-	-	
<b>Sub-Total (B)(2)</b>	1075598	158599	1234197	1088761	145044	1233905	40.170	
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	1075598	158702	1234300	1088761	145147	1233908	40.173	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	
<b>GRAND TOTAL (A)+(B)+(C)</b>	2912798	158702	3071500	2926353	145147	3071500	100.000	

(ii). Shareholding of Promoters as on 31<sup>st</sup> March, 2020

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sri. Sanjay Jayavarthanavelu	216288	7.04	-	216288	7.04	-	-
2	Smt. D. Thayarammal	-	-	-	-	-	-	-
3	Smt. J. Rajyalakshmi	104400	3.40	-	104400	3.40	-	-
4	Ms. Shivali Jayavarthanavelu	25500	0.83	-	25500	0.83	-	-
5	Smt. Nethra J S Kumar	16300	0.53	-	16300	0.53	-	-
6	Smt. R Uttara	24400	0.79	-	24400	0.79	-	-
7	Sri. R. Venkatrangappan	12400	0.40	-	12400	0.40	-	-
8	Sri. Ravi Sam	1000	0.03	-	1000	0.03	-	-
9	Smt. Dr. Lalithadevi Sanjay Jayavarthanavelu	-	-	-	242	0.01	-	0.01
10	Sri. Jaidev Jayavarthanavelu	-	-	-	150	0.00	-	0.00
11	M/s. Eshaan Enterprises Ltd	64400	2.10	-	64400	2.10	-	-
12	M/s. Lakshmi Electrical Drives Ltd	2100	0.07	-	2100	0.07	-	-
13	M/s. Titan Paints and Chemicals Ltd	150	0.00	-	150	0.00	-	-
14	M/s. Revantha Services Ltd	130672	4.25	-	130672	4.25	-	-
15	M/s. Quattro Engineering India Ltd*	939590	30.59	-	939590	30.59	-	-
16	M/s. Lakshmi Machine Works Ltd	300000	9.77	-	300000	9.77	-	-
	Total	1837200	59.81		1837592	59.83		0.01

\* formerly known as M/s. Lakshmi Life Sciences Ltd.



**(iii). Change in Promoters' Shareholding (please specify, if there is no change)**

Date	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
01-04-2019	Smt. Dr. Lalithadevi Sanjay Jayavarthanavelu	0	0.00	0	0.00
13-11-2019	Purchased	242	0.01	242	0.01
31-03-2020	At the end of the year			242	0.01
01-04-2019	Sri. Jaidev Jayavarthanavelu	0	0.00	0	0.00
13-11-2019	Purchased	150	0.00	150	0.00
31-03-2020	At the end of the year			150	0.00

**(iv). Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Benpos Date	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
01-04-2019	GAGANDEEP CREDIT CAPITAL PRIVATE LIMITED	61544	2.00	61544	2.00
31-03-2020	At the end of the year			61544	2.00
01-04-2019	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	51963	1.69	51963	1.69
23-08-2019	Transferred	617	0.02	51346	1.67
27-09-2019	Transferred	100	0.00	51246	1.67
01-11-2019	Transferred	200	0.01	51046	1.66
20-03-2020	Transferred	150	0.00	50896	1.66
31-03-2020	At the end of the year			50896	1.66
01-04-2019	PRESCIENT SECURITIES PRIVATE LIMITED	30000	0.98	30000	0.98
31-03-2020	At the end of the year			30000	0.98
01-04-2019	MINAL BHARAT PATEL	2177	0.07	2177	0.07
06-03-2020	Purchased	26343	0.86	28520	0.93
31-03-2020	At the end of the year			28520	0.93
01-04-2019	SNEHAL PRADIP CHOKSEY	18611	0.61	18611	0.61
31-03-2020	At the end of the year			18611	0.61
01-04-2019	ANITA GUPTA	16500	0.54	16500	0.54
06-12-2019	Purchased	4	0.00	16504	0.54
31-03-2020	At the end of the year			16504	0.54
01-04-2019	MEHTA VAKIL & CO.PVT.LTD	12676	0.41	12676	0.41
31-03-2020	At the end of the year			12676	0.41
01-04-2019	MILI CAPITAL MANAGEMENT PVT. LTD. -INV. DIV.	10981	0.36	10981	0.36
31-03-2020	At the end of the year			10981	0.36

Benpos Date	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
01-04-2019	SAMIR AMRATLAL SHAH	9200	0.30	9200	0.30
09-08-2019	Purchased	200	0.01	9400	0.31
08-11-2019	Purchased	200	0.01	9600	0.31
08-11-2019	Sold	200	0.01	9400	0.31
20-03-2020	Purchased	500	0.02	9900	0.32
31-03-2020	At the end of the year			9900	0.32
01-04-2019	ANIL BHAVANJI SHAH	9000	0.29	9000	0.29
31-03-2020	At the end of the year			9000	0.29
01-04-2019	BHARAT JAYANTILAL PATEL	26343	0.86	26343	0.86
06-03-2020	Purchased	26343	0.86	0	0.00
31-03-2020	At the end of the year			0	0.00

**(v). Shareholding of Directors and Key Managerial Personnel**

Date	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
01-04-2019	SANJAY JAYAVARTHANAVELU	216288	7.042	216288	7.042
31-03-2020	At the end of the year			216288	7.042
01-04-2019	RAVI SAM	1000	0.033	1000	0.033
31-03-2020	At the end of the year			1000	0.033
01-04-2019	G. MANI	-	-	-	-
31-03-2020	At the end of the year			-	-
01-04-2019	S. RAVINDRAN - Chief Financial Officer	-	-	-	-
31-03-2020	At the end of the year			-	-
01-04-2019	S. K. RADHAKRISHNAN - Company Secretary	-	-	-	-
31-03-2020	At the end of the year			-	-

**V. INDEBTEDNESS : Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(Rs. in Lakhs)

Particulars	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	5151.08	3402.67	-	8553.75
ii) Interest due but not paid	14.78	1.73	-	16.51
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>5165.86</b>	<b>3404.40</b>	-	<b>8570.26</b>
<b>Change in the indebtedness during the financial year</b>				
Addition	1199.60	-	-	1199.60
Reduction	-	1117.10	-	1117.10
Net Change	1199.60	(1117.10)	-	82.50
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6334.87	2284.19	-	8619.06
ii) Interest due but not paid	30.59	3.11	-	33.70
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>6365.46</b>	<b>2287.30</b>	-	<b>8652.76</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Director and/or Manager:**

(Rs. in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD & CEO Sri. G.Mani Managing Director	Total Amount
1.	Gross salary		
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	56.37	56.37
(b)	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil
(c)	Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission		
	- as % of profit		
	- others, specify...	Nil	Nil
5.	Others, please specify		
	Gratuity	1.73	1.73
	Leave Travel Assistance	0.90	0.90
	Medical Reimbursement	2.90	2.90
	<b>Total (A)</b>	<b>61.90</b>	<b>61.90</b>
	<b>Ceiling as per the Act</b>		<b>120.00</b>

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount (Rs. in Lakhs)
1.	Independent Directors		
	Fee for attending board / committee or other meetings of directors	Sri. J. Raghupathy	1.50
		Sri. S. Venkataraman	3.00
		Sri. S. K. Najmul Hussain	1.50
		Smt. Vijayalakshmi Narendra	2.25
		Sri. B. Lakshmi Narayana	2.75
	- Commission		Nil
	- Others, please specify		Nil
	<b>Total (1)</b>		<b>11.00</b>
2.	<b>Other Non-Executive Directors</b>		
	Fee for attending board / committee or other meetings of directors	Sri. Sanjay Jayavarthanelu	1.00
		Sri. Ravi Sam	0.75
	- Commission		Nil
	- Others, please specify		Nil
	<b>Total (2)</b>		<b>1.75</b>
	<b>Total (B)=(1+2)</b>		<b>12.75</b>
	<b>Total Managerial Remuneration (A+B)</b>		<b>74.65</b>

**C. Remuneration To Key Managerial Personnel other than MD/Manager**

(Rs. in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	19.65	11.69	31.34
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission			
	- as % of profit			
	- others, specify...	Nil	Nil	Nil
5.	Others, please specify			
	Employer Contribution to PF	0.22	0.22	0.44
	Gratuity	0.35	0.24	0.59
	Leave Travel Assistance	0.46	0.30	0.76
	Medical Reimbursement	0.60	0.43	1.03
	<b>Total (A)</b>	<b>21.28</b>	<b>12.88</b>	<b>34.16</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
			NIL		
<b>B. DIRECTORS</b>					
			NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
			NIL		

**ANNEXURE 2  
FORM NO - MR - 3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To

The Members,  
Super Sales India Limited  
Coimbatore

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Super Sales India Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Super Sales India Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Super Sales India Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder and Companies Act, 1956 (to the extent applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings does not arise;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Company has not issued any securities during the year under review and hence the question of compliance of provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 does not arise;
  - (d) The Company has not issued any securities during the year under review and hence the question of compliance of provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 does not arise;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 does not arise;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Company has not delisted its securities from any of the Stock Exchanges in which it is listed during the period under review and hence the question of complying with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 does not arise;
- (h) The Company has not bought back any securities and hence the question of complying with the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 does not arise: and
- (i) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (j) The Following law, that are specifically applicable to the Company:  
Essential Commodities Act, 1955, with reference to "Hank Yarn Packing Notification, 2003" (No.2/TDRO/8/2003 dated 17<sup>th</sup> April, 2003).

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and Women Director. There were changes in the composition of the Board of Directors during the period under review as below which were carried out in compliance with the provisions of the Act:

Mr. S. Venkataraman has been reappointed as Independent Director for a further period of five years from 27.08.2019, Smt. Vijayalakshmi Narendra has been reappointed as Independent Director for a further period of five years from 02.02.2020 and Mr. B. Lakshmi Narayana has been appointed as Independent Director of the Company for a period of five years from 23.10.2018. Mr. J. Raghupathy and Mr. S. K. Najmul Hussain retired from 26.08.2019.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the verification of the records and the Minutes, the decisions of the Meetings of the Board and Committees of the Company were carried out with the consent of all the Directors / Committee Members and there were no dissenting members as per the Minutes. Further in the Minutes of the General Meeting, the particulars of the members who voted against the resolutions have been properly recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Coimbatore  
25<sup>th</sup> May, 2020

**M.R.L. Narasimha**  
Practising Company Secretary  
FCS No. 2851 C P No. 799  
UDIN : F002851B000275081

This report is to be read with my letter of even date which is Annexed as annexure A and forms an integral part of this report.

**Annexure - A to Secretarial Audit Report of even date**

To

The Members,  
Super Sales India Limited  
Coimbatore

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to make a report based on the secretarial records produced for my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my report.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. I have obtained the management's representation about the compliances of laws, rules and regulations and happenings of events, wherever required.
5. Compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Coimbatore  
25<sup>th</sup> May, 2020

**M.R.L. Narasimha**  
Practising Company Secretary  
Membership No:2851  
Certificate of Practice:799





**ANNEXURE - 4****Annual report on CSR activities:**

<p>1. a) Brief outline of the Company's CSR Policy</p> <p>b) Overview of project or programmes proposed to be undertaken</p> <p>c) Weblink of CSR policy</p> <p>2. The Composition of CSR Committee</p> <p>3. Average Net profit of the Company for the last three financial years</p> <p>4. Prescribed CSR Expenditure (2% of the above)</p> <p>5. Details of CSR Spent during the financial year</p> <p>a) Total amount to be spent for the year</p> <p>b) Amount unspent, if any</p> <p>c) Manner in which the amount spent during the financial year detailed below:</p>	<p>Company believes that CSR is a process with the aim to increase the responsibility for the company's actions and encourage a positive impact through its activities on the environment, education, healthcare, drinking water, infrastructure development, promoting sports, interests of customers, communities, stakeholders and all other members of the public sphere who may also be considered stakeholders. Company can spend the amount either by itself or through a trust for any of the project/area covered under the Companies Act read with relevant rules from time to time. Company has constituted a CSR Committee to identify the CSR activities to be under taken, approve budget and establish monitoring mechanism for the spending.</p> <p>To provide fund for Vocational skill development, education infrastructure development, health awareness and improvement initiative, providing sponsorship etc.</p> <p><a href="http://www.supersales.co.in/policies.html">http://www.supersales.co.in/policies.html</a></p> <p>The Committee consists of four directors out of which three are independent directors.</p> <p>Rs. 1422.26 Lakhs</p> <p>Rs. 28.45 Lakhs</p> <p>Rs. 29.00 Lakhs</p> <p>Nil</p> <p>The Amount contributed to a trust having an established track record for spending for the above projects.</p>
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**Annual report on Corporate Social Responsibility activities :**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR Project or activity undertaken	The sector in which the projects covered	Project or Programs (1) Local area or other area (2) Specify the state and District where projects or Programs were undertaken	Amount outlay (budget) for the Project or Program wise	Amount spent on the projects or programs Sub heads: (1) Direct expenditure on projects or programs (2) Over heads	Cumulative expenditure up to the reporting period	Amount spent Direct or implementing agency
1	Provide fund for Vocational skill development, education infrastructure development, health awareness and improvement initiative, providing sponsorship etc.	Promoting education, enhancing vocational skills	(1) Local area (2) State: Tamilnadu and District: Coimbatore	Rs. 29.00 Lakhs	NA	Rs. 29.00 Lakhs	Through implementing agency. GKD Charity Trust,34-A, Kamaraj Road, Coimbatore.
6. In case the company failed to spend the 2% of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.				NA			
7. The responsibility statement of the CSR Committee that the implementation and Monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company				The Committee is monitoring the implementation of the CSR policy, approve the budget for the spending on one or more activities specified in the policy and recommended to the Board for approval.			

**G. Mani**

MD and Chairman of CSR Committee  
DIN 08252847

## ANNEXURE - 5

## Particulars pursuant to Section 197(12) and the relevant rules :

<p>(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;</p>	<p>31.44:1 For this purpose, Sitting fees paid to the Directors have not been considered as remuneration.</p>
<p>(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;</p>	<p>Directors are entitled to receive only sitting fee for attending the Board/Committee or other meetings of Directors. Managing Director has been appointed for three years. So increase in his salary for this financial year is not applicable, CFO - Increase was 11.79% and Company Secretary - Increase was 2.47%.</p>
<p>(iii) the percentage increase in the median remuneration of employees in the financial year;</p>	<p>Increase of the median Employee remuneration was 9.86%.</p>
<p>(iv) the number of permanent employees on the rolls of company;</p>	<p>562 employees.</p>
<p>(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;</p>	<p>Average percentage of increase in the salaries of employees other than managerial personnel was 3.67%. Average percentage of increase in the salaries of managerial personnel was 4.51%.</p>
<p>(vi) affirmation that the remuneration is as per the remuneration policy of the Company.</p>	<p>Managing Director affirmed that the remuneration paid to the employees were as per the remuneration policy of the Company.</p>

**ANNEXURE - 6****SALIENT FEATURES OF NOMINATION AND REMUNERATION POLICY**

## Introduction:

Company believes that the human resources are one of the most important valuable assets of the Company. As per the requirement of the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, to meet and attract the valuable asset and harmonize the payment to Directors, Key Managerial Personnel and other employees of the Company in line with the mission, vision and values of the Company this policy has been formulated by the Nomination and Remuneration Committee for the Directors, Key Managerial Personnel, Senior Management Personnel and approved by the Board of Directors.

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors and persons who may be appointed in Senior Management and Key Managerial positions.
- To lay down guiding principle for remuneration payable to Executive Directors, Non-Executive Directors, Senior Management Personnel and Key Managerial Personnel, retirement and removal.
- To recommend remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To provide them reward linking to their effort, performance, dedication and achievement in the Company's operations/performance.
- To design suitable remuneration package to attract, retain, motivate and promote best caliber directors and employees, create strong performance orientated environment and reward, achievement of meaningful targets over the short and long-term and create competitive advantage.
- Determine the criteria for qualifications, positive attributes and independence of Directors.
- Devising criteria for board diversity and evaluation.
- Develop succession plan for the Board, Senior Management and Key Managerial Personnel.

Based on the above parameters, the Nomination and Remuneration policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors.

**ANNEXURE - 7****AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of  
SUPER SALES INDIA LIMITED  
Coimbatore

We have examined the compliance of conditions of Corporate Governance by SUPER SALES INDIA LIMITED ('the Company') for the year ended March 31, 2020 as per relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

**Managements' Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**Auditors' Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the company in accordance with the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India, the standards on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India, which requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

Based on our examination of the relevant records and to the best of our information and according to the explanations given to us and the representation provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as specified in the relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable during the year ended 31<sup>st</sup> March, 2020.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For M/s. Subbachar & Srinivasan**  
Chartered Accountants  
Firm Registration No.004083S

**T. S. V. Rajagopal**

Partner, Auditor

Membership No: 200380

UDIN : 20200380AAAAFB4333

Coimbatore  
25.05.2020

**ANNEXURE - 8**

**Top 10 employees based on Salary drawn**

Sl. No.	Name	Designation	Remuneration received (Rs in Lakhs)	Name of employment Contract or otherwise	Qualification	Experience (in Yrs)	Date of commencement of employment	Age in yrs
1	SRI. G. MANI	Managing Director	61.90	Permanent	DME.,BE.,	44	17/08/2018	65
2	SRI. S. VIJAYAKUMAR	General Manager - Jay I	23.28	Permanent	DTT.,	35	01/03/2018	55
3	SRI. S. RAVINDRAN	Chief Financial Officer	21.28	Permanent	B.COM., DMM.,	44	19/10/2001	66
4	SRI. K. PANDIAN	DGM - Operations (Gears Unit)	19.99	Permanent	DME.,	23	01/04/2019	48
5	SRI. N. BALASUBRAMANIAN	General Manager - Jay II	16.14	Permanent	DTT., B.Com.,	34	11/07/2014	56
6	SRI. S. MUKUNTHARAJAN	Senior General Manager - Marketing	17.87	Permanent	DTT., B.Tech.,	33	23/03/2015	52
7	SRI. S. K. RADHAKRISHNAN	Company Secretary	12.88	Permanent	M.COM., ACS., BGL., ACMA.,	19	03/03/2006	42
8	SRI. A. SRINIVASAN	Business Head - Marketing & Services (Agency Division)	12.55	Permanent	DTT.,	27	01/12/1993	50
9	SRI. R. SENTHILKUMAR	Manager - NPD (Yarn)	11.99	Permanent	DTT, M.Tech.,	19	02/05/2016	41
10	SRI. A. BALASUBRAMANIAM	Senior Manager (Gears Unit) Sales & Marketing	11.00	Permanent	DME., DPM.,	26	10/01/2017	45

Sl. No	Name	Last employment	% of equity shares held	Whether he is relative to any Director
1	SRI. G. MANI	Lakshmi Machine Works Ltd	0	No
2	SRI. S. VIJAYAKUMAR	Kutti Spinners (P) Ltd	0	No
3	SRI. S. RAVINDRAN	Ramakrishna Group	0	No
4	SRI. K. PANDIAN	Avtech Limited	0	No
5	SRI. N. BALASUBRAMANIAN	Leeds Spinning Mills	0	No
6	SRI. S. MUKUNTHARAJAN	Rajapalayam Mills Ltd	0	No
7	SRI. S. K. RADHAKRISHNAN	Elgi Electric & Industries Ltd	0	No
8	SRI. A. SRINIVASAN	Nil (First Employment In SSIL)	0	No
9	SRI. R. SENTHILKUMAR	SRF Limited	0	No
10	SRI. A. BALASUBRAMANIAM	Remi Electricals	0	No

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### ECONOMY OVER VIEW:

#### Growth in 2019 and outlook for 2020

The Global economy recorded 2.9 percent growth in 2019 which was due to trending down of all major economies as a result of protracted trade disputes, slowdown in international trade flows and in domestic investments. The advanced economies grew at 1.7 percent. The growth rate of United States was at 2.3 percent and Euro area at 1.2 percent. Emerging area growth in 2019 was at 3.7 percent. China growth was at 6.1 percent and India at 4.2 percent.

The decline in above growth rate was the result of the hike in US tariffs and retaliation by trading partners which has steadily widening since January, 2018. The cost of some intermediate inputs has risen and uncertainty about future trade relationships has ratcheted up. Manufacturing firms have become more cautious about long term spending and have held back on equipment and machinery purchases. This trend is most evident in the trade and global value chain.

The COVID-19 pandemic is inflicting high and rising human costs worldwide. Protecting lives and allowing health care systems to cope with the needs of forced lockdowns. The health crisis is therefore having a severe impact on economic activity. As a result of the pandemic, the global economy is projected to contract sharply by 3 percent in 2020, much worse than during the 2008-09 financial crisis. In a baseline scenario, which assumes that the pandemic fades in the second half of 2020 and containment efforts can be gradually unwound, the global economy is projected to grow by 5.8 percent in 2021 as economic activity normalizes, helped by policy support.

Growth in the advanced economy group where several economies are experiencing widespread outbreaks and deploying containment measures is projected at (-) 6.1 percent in 2020. Most economies in the group are forecast to contract this year, including the United States at 5.9 percent, Japan at 5.2 percent, the United Kingdom at 6.5 percent. In parts of Europe, the outbreak has been much severe.

Among emerging market and developing economies, all countries face a health crisis, severe external demand shock, dramatic tightening in global financial conditions and a plunge in commodity prices, which will have a severe impact on economic activity and international trade. Overall, the group of emerging market and developing economies is projected to contract by 1.0 percent in 2020.

Indian economic growth for 2020 projected at 1.9 percent is the best among the developing as well as the advanced economies. However the economic growth depends on factors that interact in ways that are hard to predict, including the impact of the pandemic COVID -19, the intensity and efficacy of containment efforts, the extent of supply disruptions, the repercussions of the dramatic tightening in global financial market conditions, shifts in spending patterns, behavioral changes (such as people avoiding shopping malls and public transportation), confidence effects, and volatile commodity prices.

### OPPORTUNITIES AND THREATS:

#### Opportunities:

1. The Post COVID-19 international trade is expected to undergo a major change. This will provide better opportunities to India to improve its exports.
2. This year also normal monsoon is predicted. With higher carryover stocks of cotton in view of lower consumption, the prices are expected to be reasonable throughout the year.
3. The recent announcement of Rs. 20 Lakh Crores stimulus package by the Government of India for reviving the economy, will provide a boost for both the urban and rural consumption.



**Threats:**

1. Competition from low cost countries like Bangladesh, Vietnam, Cambodia etc are gaining share in the international trade.
2. The dislocation of migrant workers due to COVID-19 will pose a threat of shortage of manpower.
3. Lower utilisation levels due to the lock down and phased relaxations are also expected to affect the performance during the current year.

**SEGMENT WISE PERFORMANCE:****Agency Division**

During the year under report this division has earned a revenue of Rs. 1166.62 Lakhs only compared to Rs.1550.73 Lakhs in 2018-19, in view of the difficulties experienced by the spinning mills and the resultant lower investment. Profit Before Tax was lower at Rs. 313.78 Lakhs as against Rs. 598.79 Lakhs in the previous year.

**Textile Division**

Your company has modernized the spinning machines with new compact spinning systems at an investment of Rs. 1495.48 Lakhs. This has increased the compact spinning capacity to 90% of the total spindleage.

The Revenue of the division was Rs. 25721.53 Lakhs as against Rs. 25964.36 Lakhs. The Profit Before Tax was Rs. 655.16 Lakhs as against Rs. 359.09 Lakhs in the previous year.

**Engineering Division**

The economy was on a down trend which resulted in very slow growth of capital goods manufacturing companies. Hence this division has earned lower revenue of Rs. 2058.24 Lakhs as against Rs. 2524.72 Lakhs. The division incurred a loss of Rs. 301.98 as against a loss of Rs. 373.26 Lakhs in 2018-19.

**EXPORTS:**

The Company has directly exported its products valued at Rs. 2045.16 Lakhs in 2019-20. Exports through merchant exports were Rs. 2174.89 Lakhs. The Company has fulfilled the entire Export obligation during the year.

**PROSPECTS:**

The Government has imposed a nationwide lock down to control COVID-19 from March 24, 2020 onwards. This has impacted the economic activities substantially. Only from 5<sup>th</sup> May, 2020 some relaxations have been announced. Your company has commenced operations from 6<sup>th</sup> May, 2020 with minimum work force. It is expected that it will take some more time to achieve normal operations. These disruptions will certainly affect the performance during the current year. However the second half of the year may offer some opportunities for exports. The domestic demand may also improve. Hence the performance will improve in the later part of the year.

**RISK AND CONCERN:**

The entire world is down with unprecedented lock down for a prolonged period and the economic impact of which will affect the international trade severely. The liquidity is very poor. This is going to affect the businesses substantially. Though banks may be liberal in sanctioning loans but the higher interest cost will reduce the margins.

**INTERNAL CONTROL SYSTEM AND ADEQUACY:**

The Company has an adequate internal control system commensurate with its size and nature of its business. Management has overall responsibility for the Company's internal control system to safeguard the assets and to ensure reliability of financial records.

The Company has a detailed budgetary control system and the actual performance is reviewed periodically and decision taken accordingly.

Internal audit programme covers all areas of activities and periodical reports are submitted to the Management. Audit Committee reviews all financial statements and ensures adequacy of internal control systems. The Company has a well-defined organization structure, authority levels and internal rules and guidelines for conducting business transactions.

**FINANCIAL PERFORMANCE AND ANALYSIS:**

(Amount Rs. in Lakhs)

Particulars	2019-20	2018-19	Change	Percentage
Income from Operations	<b>28379.72</b>	29550.55	(1170.83)	3.96
Other Income	<b>646.99</b>	584.32	62.67	10.73
Profit before Interest & Depreciation	<b>3432.39</b>	3061.49	370.90	12.12
Interest	<b>843.11</b>	711.28	131.83	18.53
Profit before Depreciation	<b>2589.28</b>	2350.21	239.07	10.17
Less: Depreciation	<b>1935.85</b>	1771.29	164.56	9.29
Profit before Tax and exceptional item	<b>653.43</b>	578.92	74.51	12.87
Profit after Tax	<b>643.95</b>	594.91	49.04	8.24

**HUMAN RESOURCES:**

The Company's HR objectives aim to develop and train each individual to perform to his fullest capacity, achieving individual excellence and Company's Goals. The shortage of man power in the Textile division has become a severe problem and efforts have been taken to mitigate the same. The number of permanent people employed was 562.

**Significant changes in the key financial ratios along with explanations: (Changes in more than 25% compared to previous year)**

S.No	Name of the ratios	2019-20	2018-19	% of change
1	Debtor turnover ratio	<b>4.63</b>	5.81	(20.31)
2	Inventory turnover ratio	<b>5.92</b>	5.20	13.85
3	Interest coverage ratio	<b>4.07</b>	4.30	5.35
4	Current ratio	<b>1:1.14</b>	1:1.10	3.64
5	Debt equity ratio	<b>1:0.56</b>	1:0.57	(1.75)
6	Operating margin (%)	<b>11.82</b>	10.16	6.50
7	Net profit margin (%)	<b>2.22</b>	1.97	12.61

**Details of any change in return on networth as compared to immediately previous financial year along with detailed explanation thereof:**

The return on networth was only 3.47 percent during the year under review as against 2.15 percent in the previous year. The raw material prices have come down in the international market due to the trade hostilities between USA and China, which in turn resulted in lower prices of cotton in the domestic market during the second half of the year. The networth was also lower as there was a negative FVOCI on investments which was adjusted against the reserves. Hence the return on networth improved.

**CAUTION:**

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be considered as "forward looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. The factors that might influence the operations of the Company are demand-supply conditions, finished goods prices, raw material costs & availability, change in the government regulations, WTO and natural calamities over which the Company has no control.

The Company assumes no responsibility in respect of the forward-looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

For and on behalf of the Board

**SANJAY JAYAVARTHANEVELU**

Chairman

DIN 00004505

Coimbatore  
25<sup>th</sup> May, 2020

## **CORPORATE GOVERNANCE REPORT**

### **1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company is committed to ensure a good practice of Corporate functioning, maximizing the customer satisfaction by offering quality service & products (in least possible time) at reasonable cost and ensure compliance with all regulations as applicable with adequate transparency and accountability.

### **2. BOARD OF DIRECTORS**

In order to enable the Board to discharge its responsibilities effectively all statutory, significant and material information are placed before the Board on quarterly basis.

#### **(A) Board Composition**

The composition of the Board of Directors is:

Name of the Directors	DIN	Category	Number of Other Directorships	No. of committees in Which he is Member/ Chairman
Sri. Sanjay Jayavarthanavelu	00004505	Non-Executive, Chairman, Promoter, Non-Independent	10	8/6
Sri. Ravi Sam	00007465	Non-Executive, Promoter, Non-Independent	11	6/3
Sri. S. Venkataraman	02538050	Non-Executive, Independent	1	5/3
Smt. Vijayalakshmi Narendra	00412374	Non-Executive, Independent, Woman Director	1	4/0
Sri. B. Lakshmi Narayana	00504396	Non-Executive, Independent	4	5/0
Sri. G.Mani	08252847	Executive, Non-Independent	--	3/1

Number of Membership/Chairmanship in committees of all Directors is within the Limits specified in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

#### **Particulars of Directorship and Category in other Companies**

Name of the Directors	Name of the other listed entity in which he is a director	Category of Directorship
Sri. Sanjay Jayavarthanavelu	Lakshmi Machine Works Ltd	Executive, Non-Independent
	Lakshmi Electrical Controls Systems Ltd	Non-Executive, Non-Independent
	The Lakshmi Mills Ltd	Non-Executive, Non-Independent
	Carborundum Universal Ltd	Non-Executive, Independent
Sri. Ravi Sam	Nil	Nil
Sri. S. Venkataraman	Nil	Nil
Smt. Vijayalakshmi Narendra	Nil	Nil
Sri. B. Lakshmi Narayana	Super Spinning Mills Ltd	Non-Executive, Independent
Sri. G.Mani	Nil	Nil

**(B) Board Meeting and Attendance**

Four Board Meetings were held during the period from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020, on 20.05.2019, 05.08.2019, 30.10.2019, and 23.01.2020. Details of attendance of each Director at the Board meetings and Last AGM during the financial year ended 31<sup>st</sup> March, 2020 are given below:

Name of the Director/ Date of Meetings	20.05.2019	05.08.2019	30.10.2019	23.01.2020	AGM on 05.08.2019
Sri. Sanjay Jayavarthanavelu	✓	✓	✓	✓	✓
Sri. Ravi Sam	✓	✗	✗	✗	✗
Sri. J. Raghupathy*	✓	✓	--	--	✓
Sri. S. Venkataraman	✓	✓	✓	✓	✓
Sri. S. K. Najmul Hussain*	✓	✓	--	--	✓
Smt. Vijayalakshmi Narendra	✓	✓	✓	✓	✓
Sri. B. Lakshmi Narayana	✓	✓	✓	✓	✓
Sri. G.Mani	✓	✓	✓	✓	✓

\* Retired from the directorship of the company with effect from 26.08.2019

No Director is related to other Director.

Non- Executive Directors' share holding:

Sri. Sanjay Jayavarthanavelu : 216288 shares

Sri. Ravi Sam : 1000 shares

Sri. S. Venkataraman : Nil

Smt. Vijayalakshmi Narendra : Nil

Sri. B. Lakshmi Narayana : Nil

The familiarisation programme was held on 23<sup>rd</sup> March, 2020 at the Registered Office. All the independent directors were present for the above programme.

In addition to the above all the improvements and major changes in the operations or functions of the company are updated to the Directors in the Board and its Committee meetings. The details of the familiarisation programme is available at <http://www.supersales.co.in/directors.html>

Skill Matrix: In order to carryout the duties and responsibilities by a director in the company, following skill matrix has been identified by the Board for selection to utilize the skills possessed by the Directors.

1. Leadership
2. Board services and Corporate Governance
3. Business strategy
4. Technology and innovation
5. Financial
6. Sales and marketing and
7. Human resources

All the above core skill sets are available with the present Board of Directors.

All the Directors are possessing all the above skills.

Board is of the opinion that all the independent directors have met all the criteria of Independence as prescribed in the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 and are independent of the Management.

Sri. J. Raghupathy and Sri. S. K. Najmul Hussain, independent directors have retired from the directorship of the Company with effect from 26<sup>th</sup> August, 2019.

**Retirement of Directors by rotation and being eligible, offer himself for reappointment**

Sri. Ravi Sam, Director (DIN 00007465) is retiring at the ensuing annual general meeting. He is eligible and offers himself for reappointment.

Brief profile, other directorships, Committees in which he is member/ Chairman, details of his shareholding and inter-se relationships are given in the Notice of the Annual General Meeting.

**3. AUDIT COMMITTEE**

Audit Committee has been constituted on 28.06.2002. The broad terms of reference to the Committee are compliance of adequate internal control system, financial disclosures and other issues confirming to the requirements specified in Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Last reconstitution of Audit Committee was 05.08.2019 and at present, the Committee consists of the following Directors as its Members:

1. Sri. S. Venkataraman - Chairman
2. Sri. Ravi Sam - Member
3. Sri. B. Lakshmi Narayana - Member
4. Smt. Vijayalakshmi Narendra - Member

The Committee has met 4 times during the financial year ended 31<sup>st</sup> March, 2020.

The Chairman of the Committee attended the AGM held on 5<sup>th</sup> August, 2019.

Sri. S.K. Radhakrishnan, Company Secretary is the Secretary of the Committee.

Details of attendance of each member at the Audit Committee meeting held during the year 2019-20 are given below:

Name of the Director/ Date of Meetings	20.05.2019	05.08.2019	30.10.2019	23.01.2020
Sri. J. Raghupathy*	✓	✓	--	--
Sri. Ravi Sam	✓	✗	✗	✗
Sri. S. Venkataraman	✓	✓	✓	✓
Sri. S. K. Najmul Hussain*	✓	✓	--	--
Sri. B. Lakshmi Narayana	✓	✓	✓	✓
Smt. Vijayalakshmi Narendra	--	--	✓	✓

\* Sri. J. Raghupathy and Sri. S. K. Najmul Hussain, independent directors have retired from the directorship of the company with effect from 26<sup>th</sup> August, 2019

**4. NOMINATION AND REMUNERATION COMMITTEE**

The Committee has been formed to determine the Company's policy on remuneration package to the Directors, Key Managerial Personnel and other Employees and identify suitable person for the directorship and senior management, formulate performance evaluation criteria for Independent Director, Board, Committees and other directors and other requirements specified in Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Committee has been reconstituted on 05.08.2019 and the reconstituted Committee consists of the following Directors as its Members.

1. Sri. S. Venkataraman - Chairman
2. Sri. Ravi Sam - Member
3. Sri. B. Lakshmi Narayana - Member
4. Smt. Vijayalakshmi Narendra - Member

Nomination and Remuneration Committee has met once during the financial year ended 31<sup>st</sup> March, 2020. The Chairman of the Committee attended the AGM held on 5<sup>th</sup> August, 2019.

Details of attendance of each member at the Nomination and Remuneration Committee meeting held during the year 2019-20 are given below:

Name of the Director/ Date of Meetings	20.05.2019
Sri. J. Raghupathy	✓
Sri. Ravi Sam	✓
Sri. S. Venkataraman	✓
Sri. S. K. Najmul Hussain	✓
Sri. B. Lakshmi Narayana	---
Smt. Vijayalakshmi Narendra	---

Performance evaluation criteria for independent directors: Securities Exchange Board of India has issued a guidance note for evaluation of the Directors, for evaluation of Board as a Whole, Individual directors (including independent Directors and Chairman) and various Committees. Based on the guidance note, Nomination and Remuneration Committee has adopted criteria to evaluate the independent directors. Criteria are : Qualification, experience, knowledge & competency, ability to fulfill allotted functions/rolls, ability to function as a team, pro-activeness, participation and attendance, commitments, contribution, integrity, independence from Company, ability to articulate independent views and judgement. Based on these Criteria, the evaluations have been carried out.

#### **5. REMUNERATION OF DIRECTORS**

The Company does not have any pecuniary relationship or transactions with its Non-Executive Directors during the financial year ended 31<sup>st</sup> March, 2020.

At present, the Company pays only sitting fees to all the Non-Executive Directors for attending the meetings of the Board, Committee or any other meeting of directors.

Remuneration and sitting fee paid to the Directors during the financial year ended 31<sup>st</sup> March, 2020 are as follows:

Name	Amount in Rupees Sitting fee
Sri. Sanjay Jayavarthanavelu	1,00,000
Sri. Ravi Sam	75,000
Sri. J. Raghupathy	1,50,000
Sri. S. Venkataraman	3,00,000
Sri. S. K. Najmul Hussain	1,50,000
Smt. Vijayalakshmi Narendra	2.25,000
Sri. B. Lakshmi Narayana	2,75,000

Remuneration paid to Sri. G.Mani, Managing Director during the year 2019-20

Particulars	Rs. in Lakhs
Basic Salary	34.80
HRA	17.40
Special Allowance	4.17
Medical Reimbursement	2.90
Leave travel assistance	0.90
Gratuity	1.73
<b>Total</b>	<b>61.90</b>

**Other Benefits:**

Company has provided a car with Driver and Telephone for official use.

He is entitled to gratuity and encashment of leave as per the rules of the Company. All the payments mentioned above to the Managing Director are fixed in nature and there is no performance linked payment to him.

Sri. G.Mani has been appointed as Managing Director of the Company with effect from 24<sup>th</sup> October, 2018. He is not entitled to sitting fee for attending the Board and Committee meetings.

Criteria for making payment to the Non-executive Directors were uploaded in the website and the same is available at <http://www.supersales.co.in/policies.html>.

No other remuneration, Benefit, other than the above, Bonus, Stock Option, Performance linked incentives, Severance fee, Notice period pay and Pension are given to any Directors.

**6. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Committee has been formed to specifically look into Shareholders / Investors complaints, if any, on transfer of shares, non-receipt of dividends, balance sheet, etc., and also the action taken by the Company on the above matters.

The Committee has been reconstituted on 05.08.2019 and the reconstituted Committee consists of the following Directors as its Members

1. Sri. S. Venkataraman - Chairman
2. Sri. B. Lakshmi Narayana - Member
3. Smt. Vijayalakshmi Narendra - Member
4. Sri. G. Mani - Member

Sri. S. K. Radhakrishnan, Company Secretary is the Compliance Officer.

The Chairman of the Committee attended the AGM held on 5<sup>th</sup> August, 2019.

During the financial year the Company has not received any complaint from the investors. The outstanding complaint as on 31<sup>st</sup> March, 2020 was Nil. The Committee has met 2 times during the financial year ended 31<sup>st</sup> March, 2020.

Particulars of Stakeholders Relationship Committee Meeting and attendance of the members present at the meetings are given below:

Name of the Director \ Date of Meetings	05.08.2019	23.01.2020
Sri. J. Raghupathy	✓	---
Sri. S. K. Najmul Hussain	✓	---
Sri. S. Venkataraman	---	✓
Sri. B. Lakshmi Narayana	---	✓
Smt. Vijayalakshmi Narendra	---	✓
Sri. G. Mani	✓	✓



**7. GENERAL BODY MEETINGS**

Information regarding last 3 years General Body Meetings are given below:

Location	AGM / EGM	Day	Date	Time
Nani Kalai Arangam, Mani Higher Sec. School, Coimbatore - 641 037	AGM	Friday	04.08.2017	2:45 PM
-- do --	AGM	Thursday	26.07.2018	3:30 PM
-- do --	AGM	Monday	05.08.2019	3:30 PM

1. The Company has not passed any special resolution during the year 2016-17.
2. During 2017-18 two special resolutions were passed-  
At the 36<sup>th</sup> AGM held on 26.07.2018 two special resolutions were passed for continuation of directorship of Sri. J. Raghupathy and Sri. S. K. Najmul Hussain as Independent Directors even after crossing the age of 75 years.
3. During 2018-19 two special resolutions were passed-  
At the 37<sup>th</sup> AGM held on 05.08.2019 two special resolutions were passed for reappointment of Sri. S. Venkataraman and Smt. Vijayalakshmi Narendra as Independent Directors for the second term.  
The Company has not conducted any business by postal Ballot as provided in Rule 22 of the Companies (Management and Administration) Rules, 2014 during the year 2019-20.  
There is no proposal to conduct any business through Postal Ballot at the ensuing Annual General Meeting.

**8. MEANS OF COMMUNICATION**

The quarterly results were published in leading Newspapers viz., Financial Express [English] and Dinamalar [Tamil]. The corporate information, shareholding pattern, financial statements are posted in the Company's web-site [www.supersales.co.in](http://www.supersales.co.in). There is no official release and presentation to institutional investors or analyst during the year.

**9. GENERAL SHAREHOLDERS INFORMATION**

a. Annual General Meeting

Day & Date : Thursday, the 30<sup>th</sup> July, 2020  
 Time : 3.30 PM  
 Venue : Through Video Conferencing / Other Audio Visual Means.

b. Financial year - 2020-21

Financial Calendar (2020-21)  
 Results for the financial year 2019-20 : 25<sup>th</sup> May, 2020  
 Posting of Annual Report : On or before 3<sup>rd</sup> July, 2020  
 Announcement of Quarterly Results : July, 2020, October, 2020, January, 2021 & May, 2021

c. Dividend Payment Date : on or before 29.08.2020

d. Listing on Stock Exchanges and payment of Listing Fee

The shares of the Company are listed in BSE Limited, Mumbai. The Company has paid the Listing fee for the years 2019-20 and 2020-21.

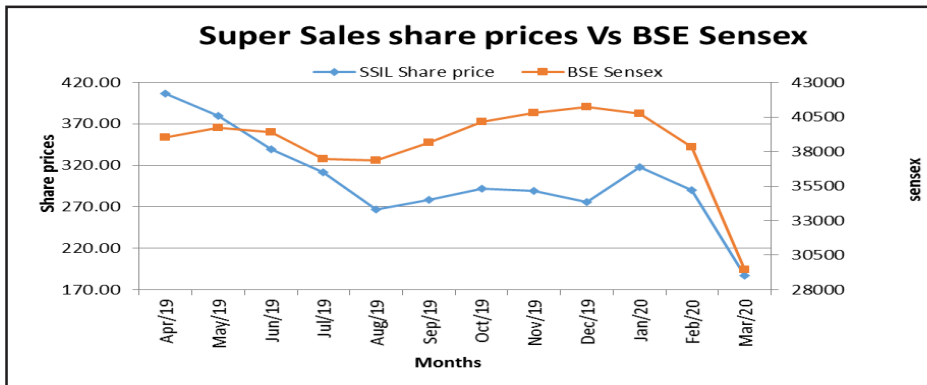
e. Scrip Code at Bombay Stock Exchange : 512527  
 International security identification number (ISIN) : INE091C0101

f. Market Price data: Monthly High and Low Prices : (BSE)

The market price data of High and Low during each month in the last financial year at BSE Limited, Mumbai is given below:

Month	Apr,19	May,19	Jun,19	Jul,19	Aug,19	Sep,19	Oct,19	Nov,19	Dec,19	Jan,20	Feb,20	Mar,20
High Rs.	439.90	417.00	389.70	344.75	319.00	308.40	308.00	310.00	297.00	349.95	333.00	287.70
Low Rs.	385.00	365.10	315.05	281.35	240.05	248.60	240.00	270.00	260.00	268.55	255.05	180.90
Sensex	39031.55	39714.20	39394.64	37481.12	37332.79	38667.33	40129.05	40793.81	41253.74	40723.49	38297.29	29468.49

g. Super Sales share prices Vs BSE Sensex



h. The shares are regularly traded in BSE Limited and trading was not suspended at any time during the financial year.

i. Registrars and Share Transfer / Demat Agents

Company's share transfer and dematerialization work are done by M/s. SKDC Consultants Limited, "Kanapathy Towers", 3<sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006. (Phone: 0422 - 4958995, 2539835 - 836 Fax : 0422 - 2539837 and Email: info@skdc-consultants.com) The shareholders can contact them for all matters related to their shareholdings in the Company.

j. Share Transfer System

The share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are in order. The share transfers are approved by the Share Transfer Committee.

k. Distribution of Shareholding as on 31.03.2020

No. of equity shares held	No. of share holders	No. of shares held	% held
Upto 500	4369	454755	14.806
501 to 1000	159	119061	3.876
1001 to 2000	83	122106	3.975
2001 to 3000	29	71542	2.329
3001 to 4000	9	31164	1.015
4001 to 5000	15	71685	2.334
5001 to 10000	18	137505	4.477
10001 and above	18	2063682	67.188
<b>Total</b>	<b>4700</b>	<b>3071500</b>	<b>100.000</b>

**I. Dematerialization of Shares**

As on 31.03.2020, 29,26,353 shares constituting 95.27% of the total paid up capital of the Company have been dematerialized with CDSL and NSDL. In view of the numerous advantages offered by the depository system, members are requested to avail the facility of dematerialization of the Company's shares.

**m. Outstanding GDR/ADR**

The Company has not issued any GDR/ADR.

**n. The Company has not entered into any forward cover or hedging to cover the Commodity price risk or foreign exchange risk.**

1. Risk Management policy of the listed entity with respect to commodities including through hedging (such policy shall take into account total exposure of the entity towards commodities, commodity risk faced by the entity, hedging exposures etc as specified below)

Cotton: The Company has a policy to maintain 2 to 3 months stock of cotton always to mitigate the volatility in the prices.

Steel Rod: The Company has a policy to maintain stocks at an average of two months. Orders shall be placed one month in advance. This arrangement ensures that any price increase in the market is absorbed with a lead time of 3 months.

2. Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

a. Total exposure of the listed entity to commodities in INR 15,748.93 Lakhs.

b. Exposure of the listed entity to various commodities

Commodity name	Exposure towards the particular commodity (Rs. in Lakhs)	Exposure in Quantity terms towards the particular commodity (Tons)	% of such exposure hedged through commodity derivatives				Total
			Domestic Market		International Market		
			OTC	Exchange	OTC	Exchange	
Cotton	15,556.11	11,277.66	Nil	Nil	Nil	Nil	Nil
Steel Rod	192.82	235	Nil	Nil	Nil	Nil	Nil

c. Commodity risks faced by the listed entity during the year and how they have been managed

Cotton: The Company has maintained 2 to 3 months stock of cotton always to mitigate the volatility in the prices.

Steel Rod: Stocks are maintained at an average of two months requirements. Orders are also placed one month in advance. This arrangement ensures that any price increase in the market is absorbed with a lead time of 3 months, within which the prices of finished goods are negotiated and fixed based on revised steel prices. However no hedging is undertaken for both the commodities.

**o. Plant Locations**

The Company is having Three Divisions viz., Agency Division, Textile Division and Engineering Division.

The Agency Division is functioning at Perumal Complex, 69, Nethaji Road, Pappanaickenpalayam, Coimbatore-641 037 and other Divisions are functioning at the following locations:

**Textile Division**

Jay Textiles - Unit I                      Ayyampalayam, Pollachi - 642 005

Jay Textiles - Unit II                      Othakkalmandapam, Coimbatore - 641 032

**Engineering Division**                      Thekkampatti, Mettupalayam - 641 113

p. Address for Correspondence

Company Secretary  
 Super Sales India Limited  
 Registered Office :  
 34-A, Kamaraj Road,  
 Coimbatore - 641 018  
 Investor grievances : investorscell@vaamaa.com

q. List of all credit rating obtained by the entity along with revision thereto during 2019-20 for all debt instruments or any Fixed Deposit or any Scheme or proposal involving mobilization of funds: The Company has not obtained any credit rating of any debt instrument or fixed deposit or scheme or proposal involving mobilization of funds during 2019-20.

**10. OTHER DISCLOSURES**

Details of transactions entered with the related parties, as per the accounting standards, during the year 2019-20 are disclosed in the notes to accounts.

The Quattro Engineering India Limited (formerly known as Lakshmi Life Sciences Limited) is the only entity that holds more than 10% shareholding in Super Sales India Limited.

There is no transaction with Quattro Engineering India Limited during the year 2019-20.

- a. There is no material significant related party transaction that would have been a potential conflict with the interests of the Company at large.
- b. No penalty or strictures have been imposed on the Company by any Regulatory Authority for non-compliance of any law during the last three years.
- c. The Company has adopted Vigil mechanism, whistle blower policy and no person has been denied access to Audit Committee.
- d. The Company has complied with all applicable mandatory compliance requirements and not adopted any of the non-mandatory requirements given in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- e. The Company has no subsidiary and hence there is no policy for deciding the material subsidiary.
- f. Policy for dealing with related parties is available at <http://www.supersales.co.in/policies.html>
- g. The Company has not entered into any forward cover or hedging to cover the Commodity price risk.
- h. Details of utilisation of funds raised by preferential allotment/QIP - Company has not raised any money via preferential allotment or QIP during the year 2019-20.
- i. Company has obtained a Certificate from Sri. M. R. L. Narasimha, Practising Company Secretary that all the directors are not debarred or disqualified from being appointed or continuing as directors of companies by SEBI or Ministry of Corporate Affairs or any other authority. Certificate is annexed as Annexure A.
- j. Board of Directors has accepted all the recommendation of the Committees during 2019-20.
- k. Total fee for all the services, on consolidated basis, to statutory auditor and all entities in network firm/network entity of which the statutory auditor is a part is Rs. 3.13 Lakhs.
- l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
  - a. number of complaints filed during the financial year - Nil

b. number of complaints disposed of during the financial year - Nil

c. number of complaints pending as on end of the financial year - Nil

11. The Company has complied with all the requirements as specified in sub para (2) to (10) of Part C of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in the Corporate Governance report to the extent applicable.
12. The Company has not adopted any of the non-mandatory requirements given in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
13. The Company has complied with all the requirements as specified in Regulation 17 to 27 and has disseminated all the details in the website of the Company as per clauses (b) to (i) of 46 (2) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 except Policy for deciding the material subsidiary which is not applicable.

For and on behalf of the Board

(Sd.) **SANJAY JAYAVARTHANEVELU**

Chairman

DIN 00004505

Coimbatore  
25<sup>th</sup> May, 2020

#### **CHIEF EXECUTIVE'S CERTIFICATE ON CODE OF CONDUCT**

The Board has adopted a Code of conduct for the Board members and Senior Management Personnel of the Company and the same has also been posted in the website of the Company.

The requisite certificate affirming the compliance with the Code of conduct has also been obtained from the Board members and Senior Management Personnel to whom this code of conduct is applicable

**G. Mani**

Managing Director

DIN 08252847

#### **CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

Certificate from the Statutory Auditors confirming the compliance with all the applicable conditions of Corporate Governance as stipulated in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms part of the Directors report.

#### **DISCLOSURES RELATING TO UNCLAIMED SUSPENSE ACCOUNT**

In terms of the schedule VI of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, intimations have been sent to the shareholders to claim the unclaimed shares. Even after the reminders some of the shares had not been claimed by the Shareholders and as per schedule VI of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 these shares have been kept in a separate demat account opened for this purpose. The unclaimed shares have been transferred to the Investor Education and Protection Fund during the year 2018-19 pursuant to the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

- a. Number of cases and number of shares unclaimed at the beginning of the year : Nil
- b. Number of shareholders claimed during the year : Nil
- c. Number of shares transferred to the shareholders: Nil
- d. Number of cases and number of shares unclaimed at the end of the year : Nil
- e. Voting rights of the unclaimed shares remain frozen.

The shareholders who have not claimed their shares are requested to apply to the Investor Education and Protection Fund authority for claiming the shares.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of Super Sales India Limited  
34-A, Kamaraj Road, Coimbatore - 641 018.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SUPER SALES INDIA LIMITED having CIN L17111TZ1981PLC001109 and having registered office at 34-A, Kamaraj Road, Coimbatore - 641 018 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company, for the Financial Year ended on 31<sup>st</sup> March, 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Coimbatore  
25.05.2020

**M.R.L. NARASIMHA**  
Practising Company Secretary  
Membership No. F2851 Certificate of Practice No.799  
UDIN : F002851B000275189

**CEO & CFO CERTIFICATE**

To

The Board of Directors  
Super Sales India Limited

- (a) We hereby certify that we have reviewed the financial statements for the year ended 31<sup>st</sup> March, 2020 and that to the best of our knowledge and belief :
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2019-20, which are fraudulent, illegal or violate any of the Company's code of conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting, the same have been evaluated for the effectiveness of the internal control system of the Company pertaining to financial reporting and the same have been disclosed to the Auditors and Audit Committee. We are of the opinion that the design or operations of internal controls are in order. There is no deficiency in the design or operation of internal controls of which we are aware.
- (d) We have indicated to the Auditors and the Audit committee that there are no significant
- (i) changes in internal control over financial reporting during the year;
  - (ii) changes in accounting policies during the year; and
  - (iii) fraud of which we are aware of and there is no involvement of the management or an employee having a significant role in the company's internal control system over financial reporting.

Coimbatore  
15<sup>th</sup> May, 2020

**G. MANI**  
Managing Director  
DIN 08252847

**S. RAVINDRAN**  
CFO

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
 SUPER SALES INDIA LIMITED  
 Report on the Audit of Standalone Financial Statements

**Opinion**

We have audited the standalone financial statements of SUPER SALES INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement and for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as standalone financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ["the Act"], in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone financial statements section of our report, including in relation to these matters.

S.No	Key Audit Matter	Response to Key Audit Matter
1	<p><b>Evaluation of uncertain tax positions</b></p> <p>The Company did not have material uncertain tax positions other than uncertain position of statutory dues of electricity generation tax and Income Tax under dispute, which involves significant judgement to determine the possible outcome of these disputes.</p>	<p><b>Principal Audit Procedures</b></p> <p>We obtained details of completed tax assessments and demands received from management. We analysed the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. We considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the</p>



S.No	Key Audit Matter	Response to Key Audit Matter
		effect of new information in respect of material uncertain tax positions and other uncertain position of statutory dues of electricity generation tax and Income tax under dispute, to evaluate whether any change was required to management's position on these uncertainties
2	<p><b>Recoverability of Income tax assets and Receivables from Government authorities</b></p> <p>As at March 31, 2020, non-current assets in respect of Income tax assets to the extent of Rs. 326.60 lakhs and Receivable from government authorities to the extent of Rs. 1007.38 lakhs are outstanding.</p>	<p><b>Principal Audit Procedures</b></p> <p>We analysed and reviewed the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution, of the income tax assets representing excess taxes paid over the actual expected tax liabilities and of the amounts receivable from government authorities which includes input tax credits eligible for set off and amounts recoverable from Customs authorities and as such we considered and concluded that these recoverables are sustainable upon final resolution.</p>
3	<p><b>Revenue from contracts with Customers</b></p> <p>Ind AS 115 on Revenue from Contracts with customers, establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period, etc.</p> <p>The company has revenue from contracts with customers in the form of receipts towards commission and erection charges under selling agency arrangement with machinery manufacturer, including erection of machinery.</p> <p>Accordingly, revenue recognition relating to the above was determined as a key audit matter in our audit of the standalone financial statements.</p>	<p><b>Principal Audit Procedures</b></p> <p>We assessed the company's revenue recognition policy as per Ind AS 115 and the design and operating effectiveness of internal controls related to revenue recognition relating to commission and erection charges income. Our audit procedure included making sample tests of individual transactions relating to commission and erection charges revenue and whether such revenue was recognized as per the stated accounting policy adopted pursuant to Ind AS 115. It was concluded that Ind AS 115 has no impact on the existing revenue recognition policies relating to commission and erection charges revenue.</p>
4	<p><b>Assessment of carrying value of Investments</b></p> <p>The Company has invested in listed equity instruments. The evaluation of their fair values is considered as a key audit matter given the relative significance of the value of investments and the fluctuations in their fair values.</p>	<p><b>Principal Audit Procedures</b></p> <p>Our audit procedures in relation to assessing the carrying value of these investments include ascertaining from relevant external sources that the equity instruments are carried at fair value as on 31<sup>st</sup> March, 2020. Due to general market fluctuations, there has been significant fair value reduction in these investments. We agree with the management's evaluation of the fair values as at the balance sheet date read with the disclosures by the management.</p>



We have determined that there are no other key audit matters to communicate in our report.

### **Information Other than the standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and those charged with governance for the standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (IND AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditors' Responsibility**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit

evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c) the balance sheet, the statement of profit and loss (including other comprehensive income), statement of changes in equity and the cash flow statement dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid Standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014.
- e) on the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the board of directors, none of the directors are disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B" and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Companies Act 2013.

- h) with respect to the other matters to be included in the auditors' report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note No. 35 to the standalone financial statements.
  - ii The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
  - iii There has been no delay in transferring amounts, required to be transferred, to the investor education and protection fund by the Company.

**For M/s. Subbchar & Srinivasan**  
Chartered Accountants  
Firm Registration No.004083S

**T. S. V. Rajagopal**  
Partner, Auditor  
Membership No: 200380  
UDIN: 20200380AAAAFA5233

Coimbatore  
25.05.2020

**ANNEXURE - "A" TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 1 under "Report on Other legal and regulatory requirements" section of our report to the members of SUPER SALES INDIA LIMITED of even date).

We report that,

1. In respect of its Fixed Assets:
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets [Property, Plant and Equipment].
  - b. As explained to us, fixed assets have been physically verified by the management at regular intervals, in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us and the records examined by us, the title deeds of immovable properties are held in the name of the Company.
2. In respect of its inventories:

As explained to us, physical verification of inventories has been conducted at reasonable intervals by the management during the year and no material discrepancies were noticed as compared to the book records.
3. The company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, during the financial year and hence sub-clauses (a) to (c) of clause (iii) of the Order are not applicable to the company.
4. The Company has not granted loans or made investments or given guarantees and securities during the year and hence compliance with Section 185 and Section 186 are not applicable.
5. The company has not accepted any deposits from the public during the year to which the provisions of sections 73 to 76 of the Act are applicable and as such clause 3(v) of the Order is not applicable.
6. We have broadly reviewed the cost records maintained by the company specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, as applicable to the company, and are of the opinion that prima facie the specified cost records have been made and maintained. We have not, however, made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to us and on the basis of our examination of the records of the Company in respect of the statutory dues:
  - a. The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State insurance, Income tax, Sales Tax, Service Tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, and any other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2020 for a period of more than six months from the date they became payable.
  - b. According to the information and explanations given to us, the details of disputed statutory dues that have not been deposited on account of dispute is as under:

Name of the Statute	Nature of the dues	Amount [Rs. in Lakhs]	Amount paid/ adjusted [Rs in Lakhs]	Period to which the amount relates	Forum where dispute is pending
Electricity Act	Self Generation Tax	202.45	Nil	2011-2019	Supreme Court
Income Tax Act, 1961	Income tax and interest	24.61	Nil	A.Y. 2017-18	Commissioner of Income Tax (Appeals)

8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to any financial institution, bank, government or dues to debenture holders.
9. In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of term loans for purposes for which they were raised. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
10. To the best of our knowledge and belief and according to the information and explanations given to us during the course of our examination of the books and records of the company carried out in accordance with the auditing standards generally accepted in India, no fraud on or by the company was noticed or reported during the year that causes the IND AS financial statements to be materially misstated.
11. According to the information and explanations given to us and based on our examination of the records of the company, the Company has paid / provided for managerial remuneration during the year in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the IND AS financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For M/s. Subbachar & Srinivasan**  
Chartered Accountants  
Firm Registration No.004083S

**T. S. V. Rajagopal**  
Partner, Auditor  
Membership No: 200380  
UDIN: 20200380AAAAFA5233

Coimbatore  
25.05.2020

**Annexure - "B" to the Independent Auditors' Report**

(Referred to in Paragraph 2(f) under "Report on Other legal and regulatory requirements" section of our report to the members of SUPER SALES INDIA LIMITED of even date).

**Report on the Internal Financial Controls over Financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of SUPER SALES INDIA LIMITED as of 31<sup>st</sup> March, 2020 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s. Subbchar & Srinivasan**  
Chartered Accountants  
Firm Registration No.004083S

**T. S. V. Rajagopal**  
Partner, Auditor  
Membership No: 200380  
UDIN: 20200380AAAAFA5233

Coimbatore  
25.05.2020

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2020**

(Rs. in Lakhs)

Particulars	Notes	31.03.2020	31.03.2019
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	2	12,031.24	11,973.16
(b) Capital work-in-progress	2a	-	133.62
(c) Right -of- use assets	3	73.25	-
(d) Intangible assets other than Goodwill	4	0.26	0.26
(e) Financial assets			
i. Investments	5	5,282.10	13,988.34
ii. Other financial assets	6	504.70	505.64
(f) Other non-current assets	7	326.60	335.61
<b>Total non-current assets</b>		<b>18,218.15</b>	<b>26,936.63</b>
<b>(2) Current assets</b>			
(a) Inventories	8	4,791.32	5,782.62
(b) Financial assets			
i. Trade receivables	9	6,129.09	5,184.91
ii. Cash and cash equivalents	10	52.73	44.42
iii. Bank balances other than (ii) above	11	33.76	113.39
iv. Other financial assets	6	69.54	56.63
(c) Current tax assets (Net)	12	-	73.65
(d) Other current assets	13	1,489.84	1,004.10
<b>Total current assets</b>		<b>12,566.28</b>	<b>12,259.72</b>
<b>Total Assets</b>		<b>30,784.43</b>	<b>39,196.35</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	14	307.15	307.15
(b) Other equity	15	18,497.91	26,667.29
<b>Total equity</b>		<b>18,805.06</b>	<b>26,974.44</b>
<b>Liabilities</b>			
<b>(2) Non-current liabilities</b>			
Financial liabilities			
i. Lease liabilities	20	28.65	-
Provisions	16	14.76	-
Deferred tax liabilities (Net)	17	887.04	1,038.03
<b>Total non-current liabilities</b>		<b>930.45</b>	<b>1,038.03</b>



(Rs. in Lakhs)

Particulars	Notes	31.03.2020	31.03.2019
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
i. Borrowings	18	<b>8,619.06</b>	8,553.75
ii. Trade payables	19		
a. Total Outstanding Dues of Micro Enterprises and Small Enterprises	-	<b>59.70</b>	96.89
b. Total Outstanding Dues of other than Micro Enterprises and Small Enterprises	-	<b>1,346.66</b>	1,373.23
iii. Lease liabilities	20	<b>47.12</b>	-
iv. Other financial liabilities	20	<b>767.80</b>	758.89
(b) Provisions	16	<b>27.03</b>	18.49
(c) Current tax liabilities (Net)	21	<b>54.05</b>	-
(d) Other current liabilities	22	<b>127.50</b>	382.63
<b>Total current liabilities</b>		<b>11,048.92</b>	11,183.88
<b>Total liabilities</b>		<b>11,979.37</b>	12,221.91
<b>Total equity and liabilities</b>		<b>30,784.43</b>	39,196.35

See accompanying notes to financial statements  
For and on behalf of Board of Directors.

**SANJAY JAYAVARTHANEVELU**  
Chairman  
DIN 00004505

**G. MANI**  
Managing Director  
DIN 08252847

In terms of our report attached  
**For SUBBACHAR & SRINIVASAN**  
Registration No.004083 S  
Chartered Accountants

Place : Coimbatore  
Date : 25.05.2020

**S. RAVINDRAN**  
Chief Financial Officer

**S.K. RADHAKRISHNAN**  
Company Secretary

**T.S.V.RAJAGOPAL**  
Partner, M.No.200380

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

(Rs. in Lakhs)

Particulars	Notes	31.03.2020	31.03.2019
<b>Income</b>			
Revenue from operations	23	<b>28,379.72</b>	29,550.55
Other income	24	<b>646.99</b>	584.32
<b>Total income</b>		<b>29,026.71</b>	30,134.87
<b>Expenses</b>			
Cost of material consumed	25	<b>15,636.11</b>	16,457.74
Purchase of Stock-in-Trade		<b>881.76</b>	2,092.06
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	26	<b>493.60</b>	(734.66)
Employee benefit expenses	27	<b>3,499.06</b>	3,916.70
Finance costs	28	<b>843.11</b>	711.28
Depreciation and amortisation expenses	29	<b>1,935.85</b>	1,771.29
Other expenses	30	<b>5,083.79</b>	5,341.54
<b>Total expenses</b>		<b>28,373.28</b>	29,555.95
<b>Profit before exceptional items and tax</b>		<b>653.43</b>	578.92
Exceptional items		-	-
<b>Profit before tax</b>		<b>653.43</b>	578.92
Income tax expense	31		
Current tax		<b>152.11</b>	19.98
Deferred tax		<b>(142.63)</b>	(35.97)
<b>Profit for the period (including MAT credit entitlement)</b>		<b>643.95</b>	594.91
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations		<b>(21.93)</b>	4.99
Income tax relating thereto		<b>6.10</b>	2.24
Change in fair value of FVOCI equity instruments		<b>(8,706.14)</b>	(1,671.90)
Income tax relating thereto		<b>1.97</b>	208.66
Items that will be reclassified to profit or loss			
		-	-
<b>Other comprehensive income for the period, net of tax</b>		<b>(8,720.00)</b>	(1,456.01)
<b>Total comprehensive income for the period</b>		<b>(8,076.05)</b>	(861.10)
Earnings per equity share			
Basic earnings per share	35	<b>20.97</b>	19.37
Diluted earnings per share	35	<b>20.97</b>	19.37

See accompanying notes to financial statements  
For and on behalf of Board of Directors.

**SANJAY JAYAVARTHANEVELU**  
Chairman  
DIN 00004505

**G. MANI**  
Managing Director  
DIN 08252847

In terms of our report attached  
**For SUBBACHAR & SRINIVASAN**  
Registration No.004083 S  
Chartered Accountants

Place : Coimbatore  
Date : 25.05.2020

**S. RAVINDRAN**  
Chief Financial Officer

**S.K. RADHAKRISHNAN**  
Company Secretary

**T.S.V.RAJAGOPAL**  
Partner, M.No.200380

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

(Rs. in Lakhs)

**I) Equity Share Capital**

	Notes	Amounts
Balance as at March 31, 2018		307.15
Changes in equity share capital during the year	14	-
Balance as at March 31, 2019		307.15
Changes in equity share capital during the year	14	-
Balance as at March 31, 2020		307.15

**II) Other equity**

	Reserves and surplus			Other reserves	Total	
	Notes	General Reserve	Securities premium reserve	Retained earnings		FVOCI - Equity instruments
<b>Balance as at April 1, 2018</b>		7,711.42	718.60	5,960.12	13,231.14	27,621.28
Profit for the period	15	-	-	594.91	-	594.91
Other comprehensive income (Net of taxes)	15	-	-	7.23	-	7.23
Dividends paid	15	-	-	(76.79)	-	(76.79)
Dividend distribution tax	15	-	-	(16.09)	-	(16.09)
Appropriations	15	60.00	-	(60.00)	-	-
Fair value changes of equity instruments (Net of Taxes)	15	-	-	-	(1,463.25)	(1,463.25)
<b>Balance as at March 31, 2019</b>		7,771.42	718.60	6,409.38	11,767.89	26,667.29
Profit for the period	15	-	-	643.95	-	643.95
Impact of adoption of Ind AS 116 [Net of taxes]	15	-	-	(0.76)	-	(0.76)
Other comprehensive income (Net of taxes)	15	-	-	(15.83)	-	(15.83)
Dividends paid	15	-	-	(76.79)	-	(76.79)
Dividend distribution tax	15	-	-	(15.78)	-	(15.78)
Appropriations	15	65.00	-	(65.00)	-	-
Fair value changes of equity instruments (Net of tax)	15	-	-	-	(8,704.17)	(8,704.17)
<b>Balance as at March 31, 2020</b>		7,836.42	718.60	6,879.17	3,063.72	18,497.91

- i). General Reserve: General Reserve is created from time to time by transferring profits from retained earnings and can be utilised for purposes such as dividend payouts, bonus issue etc.
- ii). Retained earnings: Company's cumulative earnings since its formation minus the dividends/capitalisation and earnings transferred to General Reserve.
- iii). Securities Premium: Securities premium is used to record the premium on issue of shares. This will be utilised in accordance with the provisions of the Companies Act 2013.
- iv). FVOCI - Equity instruments: The company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve within equity. The company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

See accompanying notes to financial statements

For and on behalf of Board of Directors.

**SANJAY JAYAVARTHANAVELU**

Chairman  
DIN 00004505

**G. MANI**

Managing Director  
DIN 08252847

In terms of our report attached

**For SUBBACHAR & SRINIVASAN**

Registration No.004083 S  
Chartered Accountants

Place : Coimbatore  
Date : 25.05.2020

**S. RAVINDRAN**

Chief Financial Officer

**S.K. RADHAKRISHNAN**

Company Secretary

**T.S.V.RAJAGOPAL**

Partner, M.No.200380

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

(Rs. in Lakhs)

Particulars	31.03.2020	31.03.2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before income tax	653.43	578.92
Adjustments for:		
Depreciation and amortisation expense	1,935.85	1771.29
(Gain)/loss on disposal of property, plant and equipment	(205.27)	(197.24)
Amortisation of government grants	-	(6.90)
Interest Income	(33.69)	(49.77)
Dividend Income	(80.32)	(91.79)
Finance costs	843.11	711.28
	<b>2,459.68</b>	<b>2,136.87</b>
	<b>3,113.11</b>	<b>2,715.79</b>
Change in operating assets and liabilities:		
(Increase)/Decrease in trade receivables	(944.18)	(565.60)
(Increase)/Decrease in inventories	991.30	(1,500.46)
(Increase)/Decrease in other financial Non -Current assets	0.94	68.68
(Increase)/Decrease in other financial Current assets	6.18	2.05
(Increase)/Decrease in other non-current assets	9.01	(297.02)
(Increase)/Decrease in other current assets	(485.74)	(292.66)
Increase/(Decrease) in trade payables	(63.76)	555.48
Increase/(Decrease) in provisions	23.30	(0.64)
Increase/(Decrease) in other current liabilities	(255.13)	153.66
Increase/(Decrease) in Borrowings	65.31	1,934.79
Increase/(Decrease) in other Financial Liabilities	(8.28)	(258.29)
	<b>(661.05)</b>	<b>(200.01)</b>
<b>Cash generated from operations</b>	<b>2,452.06</b>	<b>2,515.78</b>
Income taxes paid	46.23	114.16
<b>Net cash inflow from operating activities (A)</b>	<b>2,405.83</b>	<b>2,401.62</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payments for property, plant and equipment	(1,883.67)	(2,282.28)
Receipts of government grants	-	6.90
Proceeds from sale of property, plant and equipment	249.22	216.93
Investment	0.10	(0.26)
Dividends received	80.32	91.79
Interest received	14.60	41.63
Increase/(Decrease) in Bank balances not considered as cash & Cash Equivalent	79.63	181.72
<b>Net cash outflow from investing activities (B)</b>	<b>(1,459.80)</b>	<b>(1,743.57)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Finance cost	(821.00)	(701.93)
Interest portion of lease liabilities	(4.92)	-
Dividends paid to company's shareholders	(75.46)	(60.69)
Dividend Tax paid	(15.78)	(16.10)
Payment of Lease liabilities	(20.56)	-
<b>Net cash inflow (outflow) from financing activities (C)</b>	<b>(937.72)</b>	<b>(778.72)</b>
<b>Net increase (decrease) in cash and cash equivalents (A+B+C)</b>	<b>8.31</b>	<b>(120.67)</b>
Cash and cash equivalents at the beginning of the financial year	44.42	165.09
Cash and cash equivalents at end of the year	52.73	44.42
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>8.31</b>	<b>(120.67)</b>
Cash and cash equivalents which are restricted and not available for use by the company	-	-

See accompanying notes to financial statements  
For and on behalf of Board of Directors.

In terms of our report attached  
**For SUBBACHAR & SRINIVASAN**

**SANJAY JAYAVARTHANAVELU**  
Chairman  
DIN 00004505

**G. MANI**  
Managing Director  
DIN 08252847

Registration No.004083 S  
Chartered Accountants

Place : Coimbatore  
Date : 25.05.2020

**S. RAVINDRAN**  
Chief Financial Officer

**S.K. RADHAKRISHNAN**  
Company Secretary

**T.S.V.RAJAGOPAL**  
Partner, M.No.200380

## 1. SIGNIFICANT ACCOUNTING POLICIES

### 1. Basis of accounting and preparation of financial statements

#### (i) Compliance with Ind AS

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

#### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (that are measured at fair value);
- defined benefit plans – plan assets measured at fair value;

### 2. Use of estimates

The preparation of the financial statements in conformity with Indian Accounting Standards (Ind AS) requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

Estimation uncertainty relating to COVID-19 outbreak:

The Company has considered internal and certain external sources of information including credit reports, economic forecasts and industry reports up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Company has used the principles of prudence in applying judgments, estimates and assumptions including sensitivity analysis and based on the current estimates, the Company expects to fully recover the carrying amount of trade receivables including unbilled receivables, goodwill, intangible assets and investments. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

### 3. Inventories

Raw materials, stores and spares, work in progress and finished goods are valued at lower of cost and net realisable value, after providing for obsolescence and other losses wherever considered necessary. Cost is determined on weighted average basis. Cost of work-in-progress and finished goods comprise direct materials, direct labour and an appropriate allocation of variable and fixed overhead expenditure, and also other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimate cost of completion and estimated costs necessary to make the sale.

#### 4. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

#### 5. Financial assets

##### 5.1. Classification of financial assets

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those measured at amortised cost

##### Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

### **Equity instruments**

The group subsequently measures all equity investments at fair value. Where the group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain or losses in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### **5.2 Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost less provision for impairment.

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19.

### **5.3 Cash and cash equivalents**

In the cash flow statement, cash and cash equivalents includes cash in hand, cheques and drafts in hand, balances with bank and deposits held at call with financial institutions, short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

### **5.4. Impairment of financial assets**

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets measured at amortized cost
- Financial assets measured at fair value through other comprehensive income. Expected credit loss is measured through a loss allowance at an amount equal to:

- (i) The twelve month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within twelve months after the reporting date); or
- (ii) Full life time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to life time expected credit losses.

## **6. Financial liabilities**

The company determines the classification of the financial liabilities at initial recognition. All financial liabilities are subsequently measured at amortised cost using the effective interest rate method or at fair value through profit or loss. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised and through the amortisation process. The company derecognises financial liabilities when and only when the company's obligations are discharged, cancelled or have expired. An exchange between lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

### **6.1. Trade and other payables**

Trade and other payables represent liabilities for goods or services provided to the Company prior to the end of financial year which are unpaid.

### **6.2. Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

### **6.3. Foreign exchange gains or losses**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the exchange rate at the end of the reporting period. For financial liabilities that are measured as at fair value through profit or loss, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.



**7. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash and cash equivalents include cash on hand, cash with banks in current and deposit accounts with necessary disclosure of cash and cash equivalent balances that are not available for use by the company.

**8. Revenue recognition**

The Company recognizes revenue when the amount of revenue and its related cost can be reliably measured and it is probable that future economic benefits will flow to the entity and specific criteria in relation to significant risk.

The Company has evaluated the impact of COVID – 19 resulting from (i) the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts;(ii) onerous obligations;(iii) penalties relating to breaches of service level agreements, and (iv) termination or deferment of contracts by customers. The Company has concluded that the impact of COVID – 19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

**8.1 Sale of goods**

Revenue from sale of products is recognised when the products are delivered to the dealer / customer or when delivered to the carrier, when risks and rewards of ownership pass to the dealer / customer, as per terms of contract.

Revenue is measured at the fair value of the consideration received or receivable and net of returns, trade allowances and rebates. It excludes Goods and Services Taxes.

**8.2 Income from service**

Income from services is accounted over the period of rendering of services.

**8.2.1 Commission**

The commission receivable is recognized on completion of delivery of the machines to the customer directly by our principals and billing is done on a monthly basis.

**8.2.2 Erection Charges**

Revenue from Erection charges and repair services are recognized on completion of erection / repairs of the machinery at customers mill as per the specifications given by the principals and billing is done to the customers immediately after completion.

**9. Other income**

Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income that can be measured reliably and is accrued on time basis by reference to the principal outstanding and at the effective interest rates applicable. Dividend income is accounted for when the shareholder's right to receive the payment has been established, provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

**10. Property, plant and equipment**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, plant and equipment includes interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of Property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Property, plant and equipment acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between, the sale proceeds and the carrying amount of the asset and is recognised in the profit or loss.

**11. Capital work-in-progress**

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

**12. Intangible assets**

Intangible assets are stated at cost of acquisition or construction less accumulated depreciation less accumulated impairment, if any.

**13. Depreciation and amortisation**

Depreciation has been provided on the straight-line method based on estimated useful lives prescribed in Schedule II to the Companies Act, 2013:

Intangible assets are amortised over their estimated useful life as follows:

The computer software will be amortised over a period of 3 years.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern. There are no intangible assets having indefinite useful life.

**14. Impairment of tangible and intangible assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. The impairment loss, if any, recognised in prior accounting periods is reversed if there is a change in estimates of recoverable amounts.

As a practical expedient, the Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed. In addition to the historical pattern of credit loss, the Company has considered the likelihood of increased credit risk and consequential default by customers including revisions in the credit period provided to the customers. In making this assessment, the Company has considered current and anticipated future economic conditions relating to industries/business verticals that the company deals with and the countries where it operates. In addition the Company has also considered credit reports and other credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19. The Company believes that the carrying amount of allowance for expected credit loss with respect to trade receivables, unbilled revenue and other financial assets is adequate.

## **15. Foreign currencies**

### **15.1 Functional and presentation currency**

Items included in the financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in Indian rupee, which is the company's functional and presentation currency.

### **15.2 Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

## **16. Employee Benefits**

### **16.1 Short term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services upto the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

## 16.2 Other long term employee benefit

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of the expected future payments to be made in respect of services provided by employee upto the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the period-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

## 16.3 Post-employment obligation

The Company operates the following post-employment schemes:

- a) Defined benefit plans such as gratuity for its eligible employees, and
- b) Defined contribution plans such as provident fund.

### **Defined contribution plan:**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme and pension scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

**Defined benefit plan :**

The Company has a gratuity defined benefit plan for its employees. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and the balance sheet. The Company has funded this with Life Insurance Corporation of India ('LIC'). The contributions made to the LIC are treated as plan assets. The defined benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

**17. Borrowing costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

**18. Segment reporting**

An operating segment is a component of the company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the company's other components and for which discrete financial information is available. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. All operating segments' operating results are reviewed regularly by the company's Chief Executive Officer [CEO], who is the Chief Operating Decision Maker [CODM], to make decisions about resources to be allocated to the segments and assess their performance. Information reported to the CODM for the purpose of resource allocation and assessment of segment performance focuses on the type of goods or services delivered or provided. The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Income / costs which relate to the company as a whole and are not allocable to segments on a reasonable basis, have been included under unallocated income / costs. Interest income and expenses are not allocated to respective segments. Inter segment pricing is determined on arm's length basis. The company has three reportable segments viz., Agency, Textiles and Engineering segments. Geographic information is based on business sources from that geographic region. Accordingly, the geographical segments are determined as Domestic, i.e, within India and external i.e outside India

**19. Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**19.1 Current tax**

The income tax expenses or credit is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted.

**19.2 Deferred tax**

Deferred tax is provided in full, using the balance sheet approach, on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**19.3 Current and deferred tax for the year**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are also recognised in other comprehensive income or directly in equity respectively.

**20. Provisions and contingencies**

**Provisions:** Provisions are recognised when there is a present obligation or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are determined by discounting the expected future cash flows at a pre tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

**Contingent Liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence

or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

#### **21. Insurance claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

#### **22. Earnings per share**

Basic earnings per share is computed by dividing the net profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

#### **23. Leases [As Lessee]**

The Company's lease asset classes primarily consist of leases for buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

In the comparative period, leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments and receipts under operating leases are recognised as an expense and income respectively, on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

**Notes to Financial Statements**

**2. Property, plant and equipment**

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2020 are as follows: **(Rs. in Lakhs)**

Asset Description	Gross Carrying Amount				Accumulated Depreciation and Amortisation				Net Block	
	As at 1.4.2019	Additions	Disposals / Adjustments	As at 31.3.2020	As at 1.4.2019	Depreciation for the year	Disposals	As at 31.3.2020	31.3.2020	31.3.2019
Freehold Land	516.69	-	-	516.69	-	-	-	-	516.69	516.69
Building	1,755.87	6.17	-	1,762.04	218.46	77.74	-	296.20	1,465.84	1,537.40
Plant and Machinery	13,799.28	1,916.79	(760.24)	14,955.83	4,279.87	1,765.02	(716.31)	5,328.58	9,627.25	9,519.41
Electrical Equipments	220.88	76.04	-	296.92	76.18	24.59	-	100.77	196.15	144.71
Furniture and fittings	33.76	1.44	-	35.20	12.69	3.69	-	16.38	18.83	21.07
Office Equipments	17.09	5.31	-	22.40	7.72	3.19	-	10.91	11.49	9.37
Vehicles	224.87	11.44	(0.38)	235.93	37.91	31.40	(0.36)	68.95	166.98	186.95
Computers	65.64	0.10	-	65.74	28.07	9.66	-	37.73	28.01	37.57
<b>TOTAL</b>	<b>16,634.07</b>	<b>2,017.29</b>	<b>(760.62)</b>	<b>17,890.74</b>	<b>4,660.91</b>	<b>1,915.29</b>	<b>(716.67)</b>	<b>5,859.52</b>	<b>12,031.24</b>	<b>11,973.16</b>

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2019 are as follows: **(Rs. in Lakhs)**

Asset Description	Gross Carrying Amount				Accumulated Depreciation and Amortisation				Net Block	
	As at 1.4.2018	Additions	Disposals / Adjustments	As at 31.3.2019	As at 1.4.2018	Depreciation for the year	Disposals	As at 31.3.2019	31.3.2019	31.3.2018
Freehold Land	499.92	16.77	-	516.69	-	-	-	-	516.69	499.92
Building	1,691.58	64.29	-	1,755.87	141.63	76.83	-	218.46	1,537.40	1,549.95
Plant and Machinery	11,964.55	2,191.64	(356.91)	13,799.28	3,000.34	1,621.81	(342.28)	4,279.87	9,519.41	8,964.21
Electrical Equipments	187.79	33.09	-	220.88	54.24	21.94	-	76.18	144.71	133.55
Furniture and fittings	32.29	1.47	-	33.76	9.16	3.53	-	12.69	21.07	23.13
Office Equipments	15.28	1.81	-	17.09	5.00	2.72	-	7.72	9.37	10.28
Vehicles	210.45	34.07	(19.65)	224.87	22.46	30.06	(14.60)	37.91	186.95	187.99
Computers	54.00	14.85	(3.21)	65.64	20.73	10.51	(3.16)	28.07	37.57	33.27
<b>TOTAL</b>	<b>14,655.86</b>	<b>2,357.98</b>	<b>(379.77)</b>	<b>16,634.07</b>	<b>3,253.56</b>	<b>1,767.40</b>	<b>(360.04)</b>	<b>4,660.91</b>	<b>11,973.16</b>	<b>11,402.30</b>



**2a. Capital work in progress**

Asset Description	As at 1.4.2019	Additions	Disposals/ Adjustments	As at 31.03.2020
Capital work in progress	133.62	-	(133.62)	-

Asset Description	As at 1.4.2018	Additions	Disposals/ Adjustments	As at 31.03.2019
Capital work in progress	212.89	133.62	(212.89)	133.62

**3. Right-of-use assets**

	Buildings (Refer Note Below)
<b>Gross carrying amount</b>	
<b>As at April 1, 2019</b>	
Transition impact of Ind AS 116	93.81
Additions	-
Disposals	-
<b>As at March 31, 2020</b>	<b>93.81</b>
<b>Accumulated amortisation</b>	
<b>As at April 1, 2019</b>	
Transition impact of Ind AS 116	-
Additions	20.56
Disposals	-
<b>As at March 31, 2020</b>	<b>20.56</b>
<b>Net book value</b>	
<b>As at March 31, 2020</b>	<b>73.25</b>

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases using modified retrospective approach, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the company has not restated comparative information, instead, the cumulative effect of initially applying this standard has resulted in recognising a right-of-use asset of Rs. 73.25 Lakhs and corresponding lease liability of Rs. 75.77 Lakhs by adjusting retained earnings net of taxes of Rs. 0.76 Lakhs (the impact of deferred tax created Rs. 0.29 Lakhs) as at April 1, 2019.

**4. Intangible Assets other than Goodwill**

Asset Description	Gross Carrying Amount (at Cost)				Accumulated Depreciation and Amortisation				Net Block	
	As at 1.4.2019	Additions	Disposals / Adjustments	As at 31.3.2020	As at 1.4.2019	Depreciation for the year	Dispo- sals	As at 31.03.2020	As at 31.03.2020	As at 31.03.2019
ERP & Software	10.28	-	-	10.28	10.02	-	-	10.02	0.26	0.26

Asset Description	Gross Carrying Amount				Accumulated Depreciation and Amortisation				Net Block	
	As at 1.4.2018	Additions	Disposals / Adjustments	As at 31.3.2019	As at 1.4.2018	Depreciation for the year	Dispo- sals	As at 31.03.2019	As at 31.03.2019	As at 31.03.2018
ERP & Software	6.72	3.56	-	10.28	6.13	3.89	-	10.02	0.26	0.59

**Notes to balance sheet**

(Rs. in Lakhs)

31.03.2020      31.03.2019

**5. INVESTMENTS - NON - CURRENT**

**Investment in equity instruments (quoted) at FVOCI**

(i) 2,29,480 equity shares of Rs.10/- each in Lakshmi Machine Works Limited March 31, 2019 : 2,29,480 equity shares March 31, 2020 : 2,29,480 equity shares	<b>5,278.84</b>	13,982.33
(ii) 36,100 equity shares of Rs.10/- each in Indian Overseas Bank Limited March 31, 2019 : 36,100 equity shares March 31, 2020 : 36,100 equity shares	<b>2.56</b>	5.21

**Investment in Government or Trust Securities**

National Savings Certificate	0.70	0.80
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**Total**

	<u><b>5,282.10</b></u>	<u>13,988.34</u>
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**Total non-current investments**

Aggregate amount of quoted investments and market value thereof	5,281.40	13,987.54
Aggregate amount of unquoted investments	0.70	0.80

**6. OTHER FINANCIAL ASSETS**

**Non-current**

Unsecured and considered good Security deposits	498.90	499.84
Balances with Banks - in margin money deposit accounts (remaining maturity > 12 months)	5.80	5.80

**Total other financial assets**

	<u><b>504.70</b></u>	<u>505.64</u>
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**Current**

Unsecured and considered good Income receivable	27.08	19.31
Interest accrued and due on deposits	37.24	18.15
Employee Advances	5.22	19.17

**Total other financial assets**

	<u><b>69.54</b></u>	<u>56.63</u>
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**7. OTHER NON-CURRENT ASSETS**

Capital advances	-	96.35
Income tax Assets	326.60	239.26

**Total other non-current assets**

	<u><b>326.60</b></u>	<u>335.61</u>
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**8. INVENTORIES**

Raw Materials	2,917.90	3,331.39
Work - in - Progress	674.99	712.36
Finished Goods	777.79	1,277.26
Stores and Spares	364.43	448.64
Waste	56.21	12.97

**Total inventories**

	<u><b>4,791.32</b></u>	<u><b>5,782.62</b></u>
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Inventories are valued at the lower of cost and net realizable value.

The cost of inventories recognised as an expense amounted to Rs.15636.11 Lakhs [Previous year Rs. 16,457.74 Lakhs]

**Notes to balance sheet**

(Rs. in Lakhs)

	31.03.2020	31.03.2019
<b>9. TRADE RECEIVABLES</b>		
a) Trade receivables-Considered good-Secured	-	-
b) Trade receivables-Considered good-Unsecured	6,154.21	5,210.20
c) Trade receivables which have significant increase in credit risk	-	-
d) Trade receivables-credit impaired	-	-
Less: Allowance for expected credit loss	(25.12)	(25.29)
<b>Total trade receivables</b>	<b>6,129.09</b>	<b>5,184.91</b>
<b>10. CASH AND CASH EQUIVALENTS</b>		
Balances with banks in current accounts	32.42	39.28
Cash on hand	20.31	5.14
<b>Total cash and cash equivalents</b>	<b>52.73</b>	<b>44.42</b>
<b>11. OTHER BANK BALANCES</b>		
Short term Bank Deposits (Deposits with maturity more than 3 months but less than 12 months)	-	-
Margin Deposit Account (Deposits with maturity more than 3 months but less than 12 months)	15.52	96.48
Unpaid dividend	18.24	16.91
<b>Total Other Bank balances</b>	<b>33.76</b>	<b>113.39</b>
<b>12. CURRENT TAX ASSETS (Net)</b>		
Opening balance	-	38.59
Add: Taxes paid during the year	-	76.27
Less: Current tax payable for the year	-	(41.21)
<b>Closing balance</b>	<b>-</b>	<b>73.65</b>
<b>13. OTHER CURRENT ASSETS</b>		
Prepaid expenses	42.99	62.10
Prepaid Gratuity	-	3.81
Advance to suppliers	439.47	517.45
Receivable from government authorities	1,007.38	420.74
<b>Total other current assets</b>	<b>1,489.84</b>	<b>1,004.10</b>

**Notes to balance sheet**

(Rs. in Lakhs)

**31.03.2020**    31.03.2019

**14. EQUITY SHARE CAPITAL**

	Number of shares	Amount (Rs. in Lakhs)
(i) Authorised equity share capital		
As at 1 <sup>st</sup> April, 2019	50,00,000	500.00
Increase during the year	-	-
As at 31 <sup>st</sup> March, 2020	50,00,000	500.00
(ii) Movements in equity share capital		
Issued, subscribed and fully paid up	<b>Number of shares</b>	<b>Equity share Capital par value</b>
As at 1 <sup>st</sup> April, 2019	30,71,500	307.15
Increase/ (decrease) during the year	-	-
As at 31 <sup>st</sup> March, 2020	30,71,500	307.15

Terms and rights attached to equity shares:

The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shareholders holding more than 5% shares in the Company

	31.03.2020		31.03.2019	
	Number of shares	% of holding	Number of shares	% of holding
M/s. Quattro Engineering India Limited (Formerly known as				
M/s. Lakshmi Life Science Limited)	9,39,590	30.59%	9,39,590	30.59%
M/s. Lakshmi Machine Works Limited	3,00,000	9.77%	3,00,000	9.77%
Sri. Sanjay Jayavarthanavelu	2,16,288	7.04%	2,16,288	7.04%
	<b>14,55,878</b>	<b>47.40%</b>	14,55,878	47.40%

**31.03.2020**    31.03.2019

**15. OTHER EQUITY**

General reserve	7,836.42	7,771.42
Securities Premium	718.60	718.60
Retained earnings	6,879.17	6,409.38
FVOCI - Equity instruments	3,063.72	11,767.89
<b>Total reserves and surplus</b>	<b>18,497.91</b>	<b>26,667.29</b>
a) General reserve		
Opening balance	7,771.42	7,711.42
Additions during the year	65.00	60.00
Deductions/Adjustments during the year	-	-
<b>Closing balance</b>	<b>7,836.42</b>	<b>7,771.42</b>

**Notes to balance sheet**

(Rs. in Lakhs)

	31.03.2020	31.03.2019
b) Securities premium reserve		
Opening balance	718.60	718.60
Additions during the year	-	-
Deductions/Adjustments during the year	-	-
<b>Closing balance</b>	<b>718.60</b>	<b>718.60</b>
c) Retained earnings		
Opening balance	6,409.38	5,960.12
Net profit for the period	643.95	594.91
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	(15.83)	7.23
- Impact of adoption of Ind AS 116(net of taxes) (Refer note 3)	(0.76)	-
Appropriations		
- General Reserve	(65.00)	(60.00)
Dividends paid	(76.79)	(76.79)
Dividend Distribution tax	(15.78)	(16.09)
<b>Closing balance</b>	<b>6,879.17</b>	<b>6,409.38</b>
d) FVOCI - Equity instruments		
Opening balance	11,767.89	13,231.14
Change in fair value of equity instruments (Net of Tax)	(8,704.17)	(1,463.25)
<b>Closing balance</b>	<b>3,063.72</b>	<b>11,767.89</b>

**Notes to balance sheet**

(Rs. in Lakhs)

	31.03.2020			31.03.2019		
	Current	Non-current	Total	Current	Non-current	Total
<b>16. PROVISIONS</b>						
Compensated absences	9.26	14.76	24.02	18.49	-	18.49
Gratuity	17.77	-	17.77	-	-	-
<b>Total employee benefit obligations</b>	<b>27.03</b>	<b>14.76</b>	<b>41.79</b>	<b>18.49</b>	<b>-</b>	<b>18.49</b>

(i) Compensated absences	<b>31.03.2020</b>	31.03.2019
Current leave obligations expected to be settled within the next 12 months	<b>9.26</b>	18.49
(ii) Gratuity		

	Present value of obligation	Fair value of plan assets	Net amount
<b>April 1, 2019</b>	<b>170.17</b>	<b>(173.98)</b>	<b>(3.81)</b>
Current service cost	20.27	-	20.27
Interest expense/(income)	10.62	(11.56)	(0.94)
<b>Total amount recognised in profit or loss</b>	<b>30.89</b>	<b>(11.56)</b>	<b>19.33</b>
Remeasurements			
(Gain)/loss from change in financial assumptions			-
Experience (gains)/losses	20.88	1.05	21.93
<b>Total amount recognised in other comprehensive income</b>	<b>20.88</b>	<b>1.05</b>	<b>21.93</b>
Employer contributions	(4.68)	(15.00)	(19.68)
Benefit payments	(26.47)	26.47	-
<b>March 31, 2020</b>	<b>190.79</b>	<b>(173.02)</b>	<b>17.77</b>

The net liability disclosed above relates to funded plans are as follows:

	31.03.2020	31.03.2019
Present value of funded obligations	<b>190.79</b>	170.17
Fair value of plan assets	<b>173.02</b>	173.98
<b>Deficit of funded plan</b>	<b>17.77</b>	(3.81)

(iii) Post-Employment benefits

Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Discount rate	6.87%	7.76%
Salary growth rate	5.00%	5.00%
Attrition rate	5.00%	3.00%
Expected return on fund assets	6.87%	7.76%

Assumptions regarding future mortality for pension and medical benefits are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a pensioner retiring age.

**Notes to balance sheet**

(Rs. in Lakhs)

(iv) Brief description of the Plans & risks

These plans typically expose the Company to actuarial risks such as : Investment risk, interest risk, longevity risk and salary risk.

**Investment risk:**

The present value of the defined benefit plan liability is calculated using a discount which is determined with reference to market yields at the end of the reporting period on government bonds. Plan investment is a mix of investments in government securities, other debt instruments and equity shares of listed companies.

**Interest risk:**

A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt instruments, if any.

**Longevity risk:**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk:**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of plan participants will increase the plan's liability.

(v) Sensitivity analysis (To be included for each defined benefit obligation)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Impact on defined benefit obligation

	Change in assumption 31.03.2020	Increase in assumption As at 31.03.2020 (as a %)	Decrease in assumption As at 31.03.2020 (as a %)	Increase in assumption As at 31.03.2020 (Rs. in Lakhs)	Decrease in assumption As at 31.03.2020 (Rs. in Lakhs)
Discount rate	1%	(7.66%)	8.94%	(176.16)	207.83
Attrition rate	1%	0.75%	(0.85%)	192.21	(189.15)
Salary growth rate	1%	8.91%	(7.76%)	207.78	(175.98)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as and when calculating the defined benefit liability recognised in the balance sheet.

**(vi) The Company's best estimate of pay-outs are as under:**

	31.03.2020	31.03.2019
Within one year	<b>12.36</b>	15.56
After one year but not beyond five years	<b>45.70</b>	41.48
Beyond five years upto ten years	<b>72.54</b>	60.06

**Notes to balance sheet**

(Rs. in Lakhs)

**17. Deferred tax liabilities (Net)**

The balance comprises temporary differences attributable to :	<b>31.03.2020</b>	31.03.2019
Depreciation	<b>1,001.12</b>	1,065.61
Others including Fair valuation of equity shares	-	1.97
Total deferred tax liabilities	<b>1,001.12</b>	1,067.58
Set-off of deferred tax assets pursuant to set-off provisions		
Expenses eligible for deduction on payment basis and expenses eligible for deduction over multiple years	<b>0.49</b>	(29.55)
Impact of Ind AS 116 on Retained earnings	<b>(0.70)</b>	-
Minimum Alternate Tax Entitlement	<b>(113.87)</b>	-
<b>Net deferred tax liabilities</b>	<b>887.04</b>	<u>1,038.03</u>

**Movement in deferred tax liabilities / (assets)**

Particulars	Depreciation	Others including Fair valuation of equity shares	Expenses eligible for deduction on payment basis and expenses eligible for deduction over multiple years	Minimum Alternate Tax Entitlement	Total
<b>At April 1, 2018</b>	1,106.89	210.63	(32.62)	-	1,284.90
Charged/(credited):					
to profit or loss	(41.28)	-	5.31	-	(35.97)
to other comprehensive income	-	(208.66)	(2.24)	-	(210.90)
<b>At March 31, 2019</b>	<b>1,065.61</b>	<b>1.97</b>	<b>(29.55)</b>	-	<b>1,038.03</b>
Charged/(credited):					
to profit or loss	(64.49)	-	36.14	-	(28.35)
to other comprehensive income	-	(1.97)	(6.10)	-	(8.07)
on Impact of Ind AS 116 on Retained earnings	-	-	(0.70)	-	(0.70)
Adjustment for unutilised tax credits	-	-	-	(113.87)	(113.87)
<b>At March 31, 2020</b>	<b>1,001.12</b>	-	<b>(0.21)</b>	<b>(113.87)</b>	<b>887.04</b>
				<b>31.03.2020</b>	31.03.2019

**18. CURRENT BORROWINGS**

Secured - From Banks	Rate of interest	Limit		
(a) Indian Overseas Bank - Cash Credit	10.20%	1,750.00	<b>1,806.32</b>	1,730.78
(b) Indian Bank - Cash Credit	11.15%	1,500.00	<b>2,037.86</b>	1,487.42
(c) Indian Bank - Demand Loan	11.00%	1,000.00	<b>1,008.71</b>	-
(d) IDBI Bank - Cash Credit	11.00%	1,500.00	<b>1,481.98</b>	750.00
(e) IDBI Bank - Demand Loan	11.00%	1,500.00	-	739.03
(f) IDBI Bank - Ware House Loan	9.50%	500.00	-	443.85

(Secured on hypothecation of entire current assets of the Company and second pari passu charge on the fixed assets)



**Notes to balance sheet**

(Rs. in Lakhs)

			31.03.2020	31.03.2019
<b>Unsecured - From Banks</b>				
	Rate of interest	Limit		
(a) HDFC Bank- Short term Loan	9.45%	500.00	<b>404.95</b>	502.35
(b) IndusInd Bank- WCDL	9.05%	1,000.00	-	1,000.00
(c) Yes Bank- Purchase bills discounted	10.00%	1,000.00	{ <b>446.27</b>	690.66
(d) Yes Bank- Cash Credit			{ <b>481.62</b>	303.18
(e) Axis Bank- Working Capital Loan	9.70%	1,000.00	-	900.00
(f) Axis Bank- Cash Credit			{ <b>951.35</b>	6.48
<b>Total current borrowings</b>			<b><u>8,619.06</u></b>	<u>8,553.75</u>
<b>19. TRADE PAYABLES</b>				
Current				
Total outstanding dues of Micro enterprise and Small enterprises **			<b>59.70</b>	96.89
Total outstanding dues of Creditors other than Micro Enterprises and small enterprises			<b><u>1,346.66</u></b>	<u>1,373.23</u>
<b>Total trade payables</b>			<b><u>1,406.36</u></b>	<u>1,470.12</u>
** Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. The entire closing balance represents the principal amount payable to these enterprises. There are no interest due or outstanding on the same.[Refer Note 43]				
<b>20. LEASE AND OTHER FINANCIAL LIABILITIES</b>				
Lease liabilities				
Current			<b>47.12</b>	-
Non-current			<b>28.65</b>	-
Other financial liabilities				
Current				
Interest accrued and due on borrowings			<b>33.70</b>	16.51
Unpaid dividends			<b>18.24</b>	16.91
Payable to employees			<b>117.19</b>	112.61
Payable for expenses			<b><u>598.67</u></b>	<u>612.86</u>
<b>Total other current financial liabilities</b>			<b><u>767.80</u></b>	<u>758.89</u>
<b>21. CURRENT TAX LIABILITIES (NET)</b>				
Opening balance			<b>(73.65)</b>	-
Add: Current tax payable for the year			<b>92.01</b>	-
Less: Taxes paid / adjusted during the year			<b><u>35.69</u></b>	<u>-</u>
<b>Closing balance</b>			<b><u>54.05</u></b>	<u>-</u>
<b>22. OTHER CURRENT LIABILITIES</b>				
Advance from Customers			<b>65.44</b>	325.28
Statutory Liabilities			<b><u>62.06</u></b>	<u>57.35</u>
<b>Total other current liabilities</b>			<b><u>127.50</u></b>	<u>382.63</u>

## Notes to Statement of Profit and Loss

(Rs. in Lakhs)

	31.03.2020	31.03.2019
<b>23. REVENUE FROM OPERATIONS</b>		
<b>Sale of products</b>		
<b>Export Sales</b>		
Yarn - Direct Export	2,016.82	4,573.96
Yarn - Merchant Export	2,174.89	2,956.17
Gears - Direct Export	28.34	15.58
<b>Domestic Sales</b>		
Cotton, Yarn & Fabric	19,241.10	16,145.90
Gears	1,858.41	2,386.80
Cotton Waste	1,803.76	1,630.08
<b>Sale of services</b>		
Commission Receipts	667.72	914.72
Erection Charges Receipts	464.49	607.69
Service Charges	124.19	319.65
<b>Total revenue</b>	<u>28,379.72</u>	<u>29,550.55</u>
<b>24. OTHER INCOME</b>		
Interest Income from financial assets at amortised cost	33.69	49.77
Dividend Income from investments mandatorily measured at fair value through other comprehensive income	80.32	91.79
Net gain on disposal of property, plant and equipment	205.27	197.24
Foreign Exchange Fluctuation	32.02	52.24
Government Grant	-	6.90
Other Non-Operating Income	295.69	186.38
<b>Total other income</b>	<u>646.99</u>	<u>584.32</u>
<b>25. COST OF MATERIALS CONSUMED</b>		
Raw materials at the beginning of the year	3,331.39	2,597.18
Add: Purchases	15,222.62	17,191.95
Less: Raw materials at the end of the year	2,917.90	3,331.39
<b>Total cost of materials consumed</b>	<u>15,636.11</u>	<u>16,457.74</u>
<b>26. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS</b>		
Opening Balance		
Work-in-progress	712.36	580.97
Finished goods	1,277.26	677.84
Waste	12.97	9.12
Total Opening Balance	2,002.59	1,267.93
Closing Balance		
Work-in-progress	674.99	712.36
Finished goods	777.79	1,277.26
Waste	56.21	12.97
Total Closing Balance	1,508.99	2,002.59
<b>Total changes in inventories of finished goods and work-in-progress</b>	<u>493.60</u>	<u>(734.66)</u>

The Company has considered the latest available net realisable values of inventories in view of COVID-19 and reckoned as expenses on account of write down in valuation of inventories of Rs. 11.40 lakhs

**Notes to Statement of Profit and Loss**

(Rs. in Lakhs)

	31.03.2020	31.03.2019
<b>27. EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, wages and bonus	3,104.96	3,450.38
Contribution to provident and other funds	128.95	138.84
Contribution to Gratuity Fund	14.65	20.96
Staff welfare expenses	250.50	306.52
<b>Total employee benefit expenses</b>	<b>3,499.06</b>	<b>3,916.70</b>
<b>28. FINANCE COSTS</b>		
Interest on Working Capital Loan	777.91	664.67
Interest cost of lease liabilities	4.92	-
Other Finance Costs	60.28	46.61
<b>Total Finance costs</b>	<b>843.11</b>	<b>711.28</b>
<b>29. DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation of property, plant and equipment	1,915.29	1,767.40
Depreciation of Right-of-assets(Refer note 3)	20.56	-
Amortisation of intangible assets	-	3.89
<b>Total depreciation and amortisation expenses</b>	<b>1,935.85</b>	<b>1,771.29</b>
<b>30. OTHER EXPENSES</b>		
Consumption of stores and spares	702.39	678.40
Consumption of Packing Material	369.34	350.40
Power & Fuel	1,875.89	1,627.56
Rent	12.25	34.87
Repairs to Buildings	121.32	121.74
Repairs to Machinery	447.44	950.30
Repairs to Others	277.18	3.78
Insurance	47.39	34.68
Rates & Taxes	7.47	35.24
Corporate Social Responsibility (Refer note below)	29.00	41.50
Allowance for expected credit loss	(0.17)	(2.80)
Bad debts written off	2.14	-
Auditors remuneration		
For Statutory Audit	2.50	2.50
For Other services	0.63	0.40
Fabric Conversion / Outside processing charges	272.75	424.77
Bank Charges	95.55	78.08
Sitting Fees	12.75	14.00
Miscellaneous Expenses	807.97	946.12
<b>Total other expenses</b>	<b>5,083.79</b>	<b>5,341.54</b>
<b>Corporate social responsibility</b>		
Amount required to be spent as per Section 135 of the Act	28.45	41.34
Amount spent during the year on:		
(i) Construction/ acquisition of an asset	-	-
(ii) On purposes other than (i) above	29.00	41.50
	<b>29.00</b>	<b>41.50</b>
Amount spent through approved trusts and institutions	29.00	41.50
Amount spent directly	-	-
	<b>29.00</b>	<b>41.50</b>

**Notes to Statement of Profit and Loss**

(Rs. in Lakhs)

31.03.2018      31.03.2017

**31. INCOME TAX EXPENSE**

**(a) Income tax expense**

Current tax		
Current tax on profits for the year	<b>92.01</b>	41.21
Adjustments for current tax of prior periods	<b>60.10</b>	(21.23)
<b>Total current tax expense</b>	<b>152.11</b>	<b>19.98</b>
Deferred tax		
Decrease (increase) in deferred tax assets	<b>(78.14)</b>	5.31
(Decrease) increase in deferred tax liabilities	<b>(64.49)</b>	(41.28)
<b>Total deferred tax expense/(benefit)</b>	<b>(142.63)</b>	<b>(35.97)</b>
<b>Income tax expense</b>	<b>9.48</b>	<b>(15.99)</b>

**(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**

Profit before income tax expense	<b>653.43</b>	578.92
Tax at the Indian tax rate	<b>27.82%</b>	27.82%
<b>Computed expected tax expense at enacted tax rate</b>	<b>181.78</b>	<b>161.06</b>
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Tax effect on exempted income	<b>(13.24)</b>	(16.43)
Corporate social responsibility expenditure disallowed	<b>8.07</b>	11.55
Tax effect on account of tax deductions	<b>(104.03)</b>	(120.17)
Tax effect of other adjustments	<b>19.43</b>	5.20
<b>Income tax expense</b>	<b>92.01</b>	<b>41.21</b>

**32. FAIR VALUE MEASUREMENTS**

(Rs. in Lakhs)

Financial instruments by category

	March 31, 2020		March 31, 2019	
	FVOCI	Amortised cost	FVOCI	Amortised cost
<b>Financial assets</b>				
Investments	<b>5,282.10</b>	-	13,988.34	-
Trade receivables	-	<b>6,129.09</b>	-	5,184.91
Cash and cash equivalents	-	<b>52.73</b>	-	44.42
Other bank balances	-	<b>33.76</b>	-	113.39
Security deposits & Margin money deposits	-	<b>504.70</b>	-	505.64
Income receivable	-	<b>27.08</b>	-	19.31
Interest accrued on deposits	-	<b>37.24</b>	-	18.15
Employee Advances	-	<b>5.22</b>	-	19.17
<b>Total financial assets</b>	<b>5,282.10</b>	<b>6,789.82</b>	<b>13,988.34</b>	<b>5,904.99</b>

**Notes to Statement of Profit and Loss**

(Rs. in Lakhs)

	March 31, 2020		March 31, 2019	
	FVOCI	Amortised cost	FVOCI	Amortised cost
<b>Financial liabilities</b>				
Borrowings	-	8,619.06	-	8,553.75
Trade payables	-	1,406.36	-	1,470.12
Interest accrued and due on borrowings	-	33.70	-	16.51
Unpaid dividends	-	18.24	-	16.91
Payable to employees	-	117.19	-	112.61
Payable for expenses	-	598.67	-	612.86
<b>Total financial liabilities</b>	-	<u>10,793.22</u>	-	<u>10,782.76</u>

**(i) Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**Financial assets and liabilities measured at fair value - recurring fair value measurements**

At 31 <sup>st</sup> March, 2020	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Financial Investments at FVTPL:		-	-	-	-
Financial Investments at FVOCI:	5	5,282.10	-	-	5,282.10
<b>Total financial assets</b>		<u>5,282.10</u>	-	-	<u>5,282.10</u>

**At 31<sup>st</sup> March, 2019**

At 31 <sup>st</sup> March, 2019	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Financial Investments at FVTPL:		-	-	-	-
Financial Investments at FVOCI:	5	13,988.34	-	-	13,988.34
<b>Total financial assets</b>		<u>13,988.34</u>	-	-	<u>13,988.34</u>

**Financial Instruments and Risk Management**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers between levels 1 and 2 during the year.

The company's policy is to recognise transfers into and transfers out of fair value hierarchy

**Notes to Statement of Profit and Loss**

levels as at the end of the reporting period.

**(ii) Valuation technique used to determine fair value**

The carrying amounts of trade receivables, trade payables, loans, deposits, advances, borrowings, cash and cash equivalents and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

**33. FINANCIAL RISK MANAGEMENT**

The Company's activities expose it to credit risk, liquidity risk and market risk.

**(A) Credit risk**

Company faces credit risk from cash and cash equivalents, deposits with banks and financial institutions and unsecured trade receivables. The Company doesn't face any credit risk with other financial assets.

**(i) Credit risk management**

Credit risk on deposit is mitigated by depositing the funds in reputed private sector bank.

For trade receivables, the primary source of credit risk is that these are unsecured. The company faces the risk of delayed payments from TNEB - to whom it supplies power. Apart from this, the Company sells the products to customers only when the collection of trade receivables is certain and whether there has been a significant increase in the credit risk on an on-going basis is monitored throughout each reporting period. As at the balance sheet date, based on the credit assessment the historical trend of low default is expected to continue. An impairment analysis is performed at each reporting date on an individual basis for major clients. Any recoverability of receivables is provided for based on the impairment assessment.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high ratings assigned by international and domestic credit rating agencies. Ratings are monitored periodically and the Company has considered the latest available credit ratings in view of COVID – 19 as at the date of approval of these financial statements.

**(ii) Provision for expected credit losses for trade receivables**

The Company provides for expected credit loss based on the following:

Year ended 31<sup>st</sup> March, 2020 :

Expected credit loss for trade receivables under simplified approach

The Company does not have any long outstanding receivable balances, except in the case of the agency and gears divisions, for which allowance for expected credit loss is created.

	Amount (Rs. in Lakhs)
Loss allowance on 31 <sup>st</sup> March, 2019	25.29
Changes in loss allowance	(0.17)
Loss allowance on 31 <sup>st</sup> March, 2020	25.12

**(B) Liquidity risk**

Objective of liquidity risk management is to maintain sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. The company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal requirements.

**Notes to Statement of Profit and Loss**

**(i) Financing arrangements**

The Company had access to the following undrawn borrowing facilities at the end of the reporting period

	(Rs. in Lakhs)	
	31.03.2020	31.03.2019
Floating rate		
- Expiring within one year (bank overdraft and other facilities)	1,530.94	596.25

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR and have an average maturity of 1 year.

**(ii) Maturities of financial liabilities**

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- a) all non-derivative financial liabilities, and
- b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

**Contractual maturities of financial liabilities**

**Rs. in Lakhs**

	31.03.2020			31.03.2019		
	Maturing within 3 months	Maturing after 3 months but within a year	Total	Maturing within 3 months	Maturing after 3 months but within a year	Total
<b>Non-derivatives</b>						
Borrowings	-	8,619.06	8,619.06	-	8,553.75	8,553.75
Trade payables	1,406.36	-	1,406.36	1,470.12	-	1,470.12
Current maturities of long term debt	-	-	-	-	-	-
Interest accrued and due on borrowings	33.70	-	33.70	16.51	-	16.51
Unpaid dividends	-	18.24	18.24	-	16.91	16.91
Payable to employees	117.19	-	117.19	112.61	-	112.61
Payable for expenses	598.67	-	598.67	612.86	-	612.86
<b>Total non-derivative liabilities</b>	<b>2,155.92</b>	<b>8,637.30</b>	<b>10,793.22</b>	<b>2,212.10</b>	<b>8,570.66</b>	<b>10,782.76</b>

**(C) Market risk**

**(i) Foreign currency risk**

The Company activities exposes it to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and balance in Swiss FRANC. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows.

	(Rs. in Lakhs)	
	31.03.2020	31.03.2019
<b>Financial assets</b>		
Trade receivables	91.00	214.66
Advances	-	83.70
Exposure to foreign currency risk (assets)	91.00	298.36
<b>Financial liabilities</b>		
Trade payables	-	-
Exposure to foreign currency risk (liabilities)-Foreign LC	-	-
<b>Net exposure to foreign currency risk</b>	<b>91.00</b>	<b>298.36</b>

**Sensitivity**

The sensitivity of profit or loss to changes in the exchange rates arises mainly from major foreign currency denominated financial instruments

	Impact on profit after tax	
	31.03.2020	31.03.2019
USD sensitivity		
INR/USD Increases by 5%	3.05	9.99
INR/USD Decreases by 5%	(3.05)	(9.99)
Holding all other variables constant		

**34. CAPITAL MANAGEMENT**

**(a) Risk management**

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, The company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Company is debt free currently and it intends to maintain an optimal gearing ratio for optimising shareholder value

(b) Dividends	In Rs.
Dividends per equity share (INR 10 each) for the year ended March 31, 2019 (For year ended March 31, 2018 INR. 2.50)	2.50
Dividends per equity share (INR 10 each) for the year ended March 31, 2018 (For year ended March 31, 2017 INR. 2.50)	2.50

**35. EARNINGS PER SHARE**

	31.03.2020	31.03.2019
(i) Basic		
Profit attributable to equity holders of the company	<b>643.95</b>	594.91
Number of Shares (par value of INR. 10 each)	<b>30,71,500</b>	30,71,500
Basic earnings per share	<b>20.97</b>	19.37
(ii) Diluted		
Profit attributable to equity holders of the company	<b>643.95</b>	594.91
Number of Shares (par value of INR. 10 each)	<b>30,71,500</b>	30,71,500
Diluted earnings per share	<b>20.97</b>	19.37



**36. CONTINGENT LIABILITIES**

**(Rs. in Lakhs)**

**31.03.2020**      31.03.2019

Other monies for which the company is contingently liable

i) Export Obligation under EPCG Scheme	-	3,908.21
ii) Income Tax Dues	<b>24.61</b>	-

Future cash flows in respect of the above matters are determinable only on receipt of judgements/decisions pending at various forums / authorities. Management is hopeful of successful outcome in the appellate proceedings.

Disputed tax dues are appealed before concerned appellate authorities. The Company is advised that the cases are likely to be disposed off in favour of the Company and hence no provision is considered necessary therefor.

**37. COMMITMENTS**

Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

**(Rs. in Lakhs)**

**31.03.2020**      31.03.2019

Property, plant and equipment	-	327.81
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38. Provision of Rs. 23.48 lakhs [Previous year Rs. 23.53 Lakhs] for self generation tax towards Wind Energy has been made. Cumulative disputed liability recognised as on 31.03.2020 is Rs.202.45 Lakhs (as on 31.03.2019 Rs.178.97 Lakhs)

39. The financial statements were approved for issue by the Board of directors on 25<sup>th</sup> May, 2020.

40. The Company has ensured the health and safety of the employees as prescribed under the Factories Act, 1948. The Company has incurred the following expenditure during the year in this regard.

**(Rs. in Lakhs)**

**31.03.2020**      31.03.2019

Health related expenses	<b>12.88</b>	5.42
Safety related expenses	<b>7.53</b>	5.25
	<b>20.41</b>	10.67

41. The Board of Directors have recommended a dividend of Rs. 2.50 each per equity share of the face value of Rs. 10 each, subject to the approval of the shareholders at the ensuing Annual General Meeting. This will result in a total dividend outgo of Rs. 76.79 Lakhs

42. Related party disclosure (As identified by the Management)

1. Related party Relationships:

a) Key Management personnel

G.Mani, Managing Director  
 S.Ravindran, Chief Financial Officer  
 S.K.Radhakrishnan, Company Secretary

b) Other Related Parties - Enterprises over which key managerial personnel are able to exercise significant influence

Adwaith Lakshmi Industries P Ltd	Quattro Engineering India Ltd
Adwaith Textile P Ltd	Revantha Services Ltd
Harshini Textiles P Ltd	SKDC Consultants Ltd
Lakshmi Caipo Industries Ltd	Starline Travels P Ltd
Lakshmi Cargo Company Ltd	The Lakshmi Mills Co. Ltd
Chakradhara Aerospace & Cargo P Ltd	Titan Paints and Chemicals P Ltd
Lakshmi Electrical Control Systems Ltd	Dhanubrabha Agro P Ltd
Lakshmi Electrical Drives P Ltd	Hermes Academy of Training Ltd
Lakshmi Life Sciences Ltd	Revantha Agro Farms P Ltd
Lakshmi Machine Works Ltd	Sri Kamakoti Kamakshi Textiles P Ltd
Lakshmi Precision Tools Ltd	Sudhasruthi Agro P Ltd
Lakshmi Ring Travellers (Coimbatore) P Ltd	Supreme Dairy Products Ltd
Lakshmi Technology & Engg Industries Ltd	Venkatavaradha Agencies Ltd
LCC Cargo Holdings Ltd	Chakradhara Agrofarms P Ltd
Dhannjaya Agrofarms P Ltd	

c) Post employment employee benefit plans : Super Sales India Ltd Employees Gratuity Fund

d) Key management personnel compensation

	<b>31.03.2020</b>	31.03.2019
Short term employee benefits	<b>93.74</b>	57.92
Post employment benefits	<b>2.32</b>	1.31
	<b>96.06</b>	59.23

42. Transactions with Related Parties for the Period ended on 31.03.2020.

Name of the Related Party	Purchase of goods		Purchase of Fixed Assets		Sale of goods		Sale of Fixed Assets		Services received		Services provided		Lease charges paid		Agency arrangement		Remuneration to KMP		Outstanding	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Adwait Lakshmi Industries P Ltd	14.50	19.89	-	-	6.46	0.71	-	-	-	-	-	-	-	-	2.47	3.91	-	-	11.94	13.41
Adwait Textile P Ltd	26.12	-	-	-	-	14.49	-	-	-	-	1.59	1.34	-	-	-	-	-	-	1.84	0.84
Chakradhara Aerospace & Cargo P Ltd	4.10	5.60	-	-	-	1.65	-	-	44.25	20.55	0.19	-	-	-	-	-	-	-	1.94	-
Harshini Textiles P Ltd	-	1.06	-	-	-	-	-	-	-	0.24	-	-	-	-	-	-	-	-	-	(1.06)
Lakshmi Caipo Industries Ltd	0.19	0.04	-	-	-	-	-	-	-	0.28	-	-	-	-	-	-	-	-	-	-
Lakshmi Electrical Drives P Ltd	81.54	66.28	-	-	121.15	176.34	-	-	0.18	2.26	0.23	0.07	-	-	1.39	4.07	-	-	(19.96)	0.65
Lakshmi Life Sciences Ltd	0.50	1.65	-	-	26.55	15.83	-	-	-	3.93	-	-	-	-	2.69	17.75	-	-	29.23	8.75
Lakshmi Machine Works Ltd.	510.13	593.83	1,659.66	1,737.27	2056.02	3,103.67	-	-	14.77	18.19	817.71	1,059.83	6.88	7.85	768.75	1,022.29	-	-	1,977.11	1,976.58
Lakshmi Precision Tools Ltd	0.87	-	31.49	22.36	-	8.79	-	-	-	-	1.09	0.36	-	-	-	-	-	-	5.42	(6.94)
Lakshmi Ring Travellers (Coimbatore) Private Ltd	-	-	-	-	-	5.16	-	-	-	-	-	-	-	-	1.33	5.84	-	-	0.01	6.27
LCC Cargo Holdings Ltd	-	-	-	-	-	-	-	-	-	-	-	-	12.10	11.36	-	-	-	-	(0.92)	-
Revantha Services Ltd	1.94	2.65	0.99	0.04	-	-	-	-	195.98	185.36	-	-	-	-	-	-	-	-	23.35	(51.53)
SKDC Consultants Ltd	-	0.11	-	-	-	-	-	-	2.26	2.71	-	-	-	-	-	-	-	-	-	-
Starline Travels P Ltd	-	-	-	-	-	-	-	-	70.40	91.37	-	-	-	-	-	-	-	-	0.30	8.77
Titan Paints & Chemicals P Ltd	4.37	6.29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.85)	(0.87)
The Lakshmi Mills Co Ltd	-	-	-	-	5.52	-	-	-	-	-	2.52	3.11	-	-	-	-	-	-	-	-
Managing Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	61.90	26.87
Chief Financial Officer	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	21.28	18.72
Company Secretary	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12.88	12.33

43. Segment information for the year ended 31<sup>st</sup> March, 2020

(Rs. in Lakhs)

Sl.No.	Particulars	Agency		Textiles		Engineering		Unallocated / Corporate		Total	
		31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019
1	<b>REVENUE:</b> Sales including Processing charges and Commission Receipts Other Operating income Sub-Total Less: Intersegment Revenue Total	1,132.21 34.41 1,166.62 -	1,533.45 28.32 1,561.77 11.04	25,199.45 522.08 25,721.53 -	25,509.74 456.82 25,966.56 2.20	2,064.38 10.18 2,074.56 16.32	2,524.77 4.13 2,528.90 4.18	- - - -	- - - -	28,396.04 566.67 28,962.71 16.32	29,567.96 489.27 30,057.23 17.42
2	<b>RESULT:</b> Segment Results Interest expenses Profit Before Tax Provision for Income Tax Deferred Tax (Net) NET PROFIT	313.78	598.79	1,498.27	1070.37	(301.98)	(373.26)	(13.53)	(5.70)	1,496.54 843.11	1,290.20 711.28
3	<b>Other information:</b> Segment Assets	990.93	1,023.00	20,137.01	19,485.84	4,014.85	4,354.71	5,641.64	14,332.80	30,784.43	39,196.35
4	Segment Liabilities	217.95	176.35	10,526.31	10,657.05	273.26	333.57	961.85	1,054.94	11,979.37	12,221.91
5	Capital Expenditure (Incl.Capital Work-in-progress)	94.54	23.38	1,696.56	2,397.07	320.00	74.72	-	-	2,111.11	2,495.17
6	Depreciation	52.77	35.74	1,318.34	1,189.87	564.74	545.68	-	-	1,935.85	1,771.29

Notes:

- The Company has identified business segments as primary segments. The reportable segments are Agency, Textiles and Engineering divisions.
- Items of expenses and income, Assets and Liabilities (including Deferred tax liability / Assets) which are not directly attributable / identifiable / allocable to business segments are shown under unallocated / Corporate.
- The Company derives revenue from transactions with one single external customer which is more than 10% of its total revenue in its Textile, Agency and Engineering segments and the total revenue from that single customer is Rs. 3642.48 Lakhs.

**SECONDARY SEGMENT INFORMATION - GEOGRAPHICAL SEGMENTS:**

	31.03.2020		31.03.2019	
	%	Rs. in Lakhs	%	Rs. in Lakhs
Domestic Sales(Net)	84.44	22,903.27	72.77	20,162.78
Export Sales	15.56	4,220.05	27.23	7,545.71
Countries to which exports were made :	PERU, BANGLADESH, VIETNAM, TUNISIA, CHINA, BRAZIL, FRANCE AND TURKEY			

44. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

Particulars	<b>(Rs. in Lakhs)</b>	
	<b>31.03.2020</b>	31.03.2019
a) The Principal amount and the interest due there on remaining unpaid to any supplier as at the end of the year		
a) Principal	<b>59.70</b>	96.89
b) Interest Due	<b>NIL</b>	NIL
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the payment made to the supplier beyond the appointed day during each accounting year	<b>NIL</b>	NIL
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	<b>NIL</b>	NIL
d) The amount of interest accrued and remaining unpaid at the end of year	<b>NIL</b>	NIL
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the Interest dues above are actually paid to the Small Enterprises for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	<b>NIL</b>	NIL

See accompanying notes to financial statements  
For and on behalf of Board of Directors.

**SANJAY JAYAVARTHANAVELU**  
Chairman  
DIN 00004505

**G. MANI**  
Managing Director  
DIN 08252847

In terms of our report attached  
**For SUBBACHAR & SRINIVASAN**  
Registration No.004083 S  
Chartered Accountants

Place : Coimbatore  
Date : 25.05.2020

**S. RAVINDRAN**  
Chief Financial Officer

**S.K. RADHAKRISHNAN**  
Company Secretary

**T.S.V.RAJAGOPAL**  
Partner, M.No.200380





# SUPER SALES INDIA LIMITED

Registered Office : 34-A, Kamaraj Road, Coimbatore - 641018.  
**NATIONAL ELECTRONIC CLEARING SERVICE (NECS) MANDATE FORMAT**

To,  
SKDC Consultants Limited,  
"Kanapathy Towers" 3<sup>rd</sup> Floor,  
1391/A-1, Sathy Road,  
Ganapathy,  
Coimbatore - 641 006.

Dear Sir,

## FORM FOR NATIONAL ELECTRONIC CLEARING SERVICE FOR PAYMENT OF DIVIDEND

Please fill-in the information in Capital Letters in English only, Please ✓ whichever is applicable.

### For shares held in physical form

Master Folio No. 

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<b>FOR OFFICE USE ONLY</b>	
ECS <table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td style="width: 100px; height: 20px;"></td></tr></table>	
Ref No. <table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td style="width: 100px; height: 20px;"></td></tr></table>	

<b>Name of the First Holder</b>											
<b>Bank Name</b>											
<b>Branch Name</b>											
<b>Bank Address</b>											
<b>Branch Code</b>	<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td></tr></table> <p>(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank) Please attach a copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.</p>										

<b>Account type</b>	→	<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td style="width: 50px; height: 20px; text-align: center;">Savings</td><td style="width: 20px; height: 20px;"></td></tr></table>	Savings		<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td style="width: 50px; height: 20px; text-align: center;">Current</td><td style="width: 20px; height: 20px;"></td></tr></table>	Current		<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td style="width: 50px; height: 20px; text-align: center;">Cash Credit</td><td style="width: 20px; height: 20px;"></td></tr></table>	Cash Credit													
Savings																						
Current																						
Cash Credit																						
<b>A/c No. (as appearing in the cheque book)</b>	<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td><td style="width: 20px; height: 20px;"></td></tr></table>																					
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I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information furnished as above, SKDC Consultants Limited will not be held responsible. I agree to avail the NECS facility provided by RBI, as and when implemented by RBI / Super Sales India Limited.

I further undertake to inform the Company any change in my Bank / branch and account number.

\_\_\_\_\_  
**(Signature of the First holder)**

Date :

- Note : 1 Shareholders holding shares in Demat form and wish to avail NECS facility are requested to contact their Depository Participants.  
2 In case the Scheme does not meet the desired response or due to any other operational reasons it is found to be unviable, the Company reserves the right to pay dividend by issue of Warrants.



# SUPER SALES INDIA LIMITED

Registered Office : 34-A, Kamaraj Road, Coimbatore - 641018.

## E-MAIL ADDRESS REGISTRATION FORM

To,  
SKDC Consultants Limited,  
"Kanapathy Towers", 3rd Floor,  
1391/A-1, Sathy Road,  
Ganapathy,  
Coimbatore - 641 006.

Dear Sirs,

FORM FOR REGISTRATION OF E-MAIL ADDRESS FOR SERVING THE DOCUMENTS

(For shares held in physical form only)

Please fill-in the information in capital Letters in English only.

Master Folio No.

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FOR OFFICE USE ONLY

Ref No.

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<b>Name of the First Holder</b>	
<b>Name of Joint Holder(s)</b>	
<b>E-mail Address</b>	

I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information furnished as above, Company will not be held responsible.

I further undertake to inform the Company any change in my e-mail address

\_\_\_\_\_  
(Signature of the First holder)

Date :

- Note : 1 Shareholders holding shares in physical form are requested to inform to the Registrar and Share Transfer agents i.e., SKDC Consultants Limited their e-mail address / change in their email address.
- 2 Shareholders holding their shares in demat form are requested to update their e-mail address with their respective Depository Participants.