



SUPER SALES INDIA LIMITED

COIMBATORE

34TH ANNUAL REPORT 2015-16

SUPER SALES INDIA LIMITED

CIN : L17111TZ1981PLC001109

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

Phone : 0422-2222404-406 Fax : 0422-2221427

Email : ssil@vaamaa.com Website : www.supersales.co.in

BOARD OF DIRECTORS

Sri. Sanjay Jayavarthanelu (Chairman)

Sri. Ravi Sam

Sri. J. Raghupathy

Sri. S. Venkataraman

Sri. S.K. Najmul Hussain

Smt. Vijayalakshmi Narendra

Sri. N.R. Selvaraj (Wholetime Director)

CHIEF FINANCIAL OFFICER

Sri. S. Ravindran

COMPANY SECRETARY

Sri. S.K. Radhakrishnan

AUDITORS

Statutory Auditors

M/s. S. Krishnamoorthy & Co.,
Chartered Accountants

Secretarial Auditor

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

Cost Auditor

Sri. G. Sivagurunathan
Practising Cost and Management Accountant

BANKERS

Indian Overseas Bank

Indian Bank

IDBI Bank Limited

REGISTRARS &

SHARE TRANSFER AGENTS

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

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 34th Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held at 12.05 P.M on Monday, the 1st August, 2016 at 'Nani Kalai Arangam', Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow statement for the year ended 31st March, 2016 and 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 re-appointment.
4. To re-appoint M/s. S. Krishnamoorthy & Co., Chartered Accountants as Statutory Auditors for the financial year 2016-17 and to appoint M/s. Subbachar & Srinivasan, Chartered accountants as Statutory Auditors for a term of five years from 2016-17 to 2020-21.

RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. S. Krishnamoorthy & Co., Chartered Accountants and M/s. Subbachar & Srinivasan, Chartered accountants be and are hereby appointed as Statutory Auditors of the Company for the financial year 2016-17 at a remuneration of Rs. 1,50,000/- each. In addition, they are eligible for reimbursement of actual travelling, out of pocket expenses and taxes, if any, incurred by them.

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

SPECIAL BUSINESS

5. To consider and if thought fit to pass the following resolution as a Special Resolution:

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

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

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

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

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

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

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

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

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

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

6. 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 amendment(s) or modification(s) thereof), the remuneration of Rs. 50,000/- and payment of service tax as applicable and reimbursement of out of pocket expenses incurred by him in connection with the Audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company to be paid to Sri. G. Sivagurunathan, Cost Auditor of the Company for carrying out cost audit in respect of the Textile division for the financial year ending 31st March, 2017 be and is hereby approved.

By Order of the Board

Coimbatore
25th May, 2016

S. K. Radhakrishnan
Company Secretary

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1. **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.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.
2. The instrument of Proxy in order to be effective, should be duly completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 26th July, 2016 to Monday, the 1st August, 2016 (both days inclusive). The dividend as recommended by the Board, if sanctioned at the annual general meeting will be paid to the shareholders whose names appear in the Register of Members as on 25th July, 2016 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 25th July, 2016.
4. 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.
5. Pursuant to Section 205C of the Companies Act, 1956, 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 2008 - 09, 2009 - 10, 2010 - 11, 2012 - 13, 2013 - 14 and 2014 -15 are requested to write to the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006 for claiming the dividend.
6. Members are requested to communicate their change of address, if any, quoting their folio numbers to the Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006. Similarly members holding shares in Demat form shall intimate the change of address, if any, to their respective Depository Participants.
7. 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.
8. Members who require any clarifications on the accounts or operations of the Company are requested to write to the Company Secretary so as to reach him at least one week before the meeting. The queries will be answered accordingly.
9. In view of the Green Initiative adopted by the MCA, the Company proposes to send the Annual Reports, Notices and its annexures in electronic form to the e-mail 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.
10. Brief resume, details of shareholding and inter-se relationship of directors seeking election/re-election are provided in the notice.
11. Electronic copy of the Annual Report for the year 2015-16 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Annual Report for the year 2015-16 is being sent in the permitted mode.

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12. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
13. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the year 2015-16 will also be available in the Company's website www.supersales.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost.
14. All documents referred to in the Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to date of the Annual General Meeting of the Company. They will also be made available for inspection at the venue of the Annual General Meeting.
15. The results of the e-voting and Ballot to be conducted at the Annual General Meeting will be announced by the Chairman or person authorised by the Chairman within 2 days 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 Exchanges.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT :

Sri. Ravi Sam

Sri. Ravi Sam a leading industrialist 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.

Experience: More than three decades of experience in Textile Industry.

Other Directorships :

1) Adwaith Textiles Limited 2) Adwaith Lakshmi Industries Limited 3) Lakshmi Ring Travellers (Coimbatore) Limited 4) Sri Kara Engineering Limited 5) Lakshmi Caipo Industries Limited 6) Titan Paints and Chemicals Limited 7) Sri Kamakoti Kamakshi Enterprises (P) Limited 8) Integrated Electrical Controls India Limited 9) Eshaan Enterprises Limited 10) Parry Agro Industries Limited.

Membership of Committees of Companies:

Audit Committees:

Parry Agro Industries Limited
Super Sales India Limited

Nomination and Remuneration Committees:

Parry Agro Industries Limited
Super Sales India Limited

Corporate Social Responsibility Committee:

Adwaith Lakshmi Industries Limited

Share Transfer Committee:

Super Sales India Limited

Sri. Ravi Sam was appointed to the Board with effect 30th June, 1983. He has completed 60 years of age. He has attended 3 meeting of the Board (out of 4 meetings) during the year 2015 - 16. 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 2015 - 16 was Rs. 1.20 lakhs. He is liable to retire by rotation.

Share holding : 1000 equity shares of Rs. 10/- each constituting 0.033% of the paid up capital.

He is not related to any other Director.

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

Item No. 5

Appointment of Sri.N.R.Selvaraj as Managing Director

Sri. N.R. Selvaraj was appointed as Director of the Company with effect from 29th October, 2012.

The Shareholders at the Annual General Meeting held on 27th August, 2014 have appointed Sri.N.R.Selvaraj as Whole time Director of the Company for a period of three years with effect from 1st February, 2014. His term expires on 31st January, 2017. The Board is of the opinion that his in depth knowledge and experience would be of immense benefit to the Company if he associates with the Company and it is desirable to continue to avail the services of Sri. N.R. Selvaraj. As recommended by the Nomination and Remuneration Committee, the Board of Directors have appointed Sri. N.R. Selvaraj as Managing Director of the Company for a period of three years with effect from 1st February, 2017 subject to the approval of shareholders.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Sri.N.R.Selvaraj as Managing Director and the remuneration payable to him. The terms and conditions proposed are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to the important position as that of the Managing Director.

Sri.N.R.Selvaraj is a B.Com., graduate and also a member of the Institute of Chartered Accountants of India.

Sri.N.R.Selvaraj served in Canara Bank for about 17 years in various capacities such as Senior Manager-Advance department, Inspection department etc. He is also having more than 20 years of experience in M/s. Lakshmi Machine Works Limited in Finance and Internal Audit Departments.

During the appointed tenure, he would cross the age of 70 years on 5th October 2017. To avail his vast experience and to enable him to continue as a Managing Director of the Company even after crossing the age of 70 years the resolution is moved as a special resolution.

Directorship in other Companies:

Sri. N. R. Selvaraj is a Director in the following companies:

1. Quattro Engineering India Limited
2. Lakshmi Life Sciences Limited
3. Hermes Academy of Training Limited
4. Revantha Holdings Limited
5. SCFS Finance Private Limited
6. Sowbarnika Enterprises Limited

He does not hold membership in any committees of other Companies.

Sri. N.R. Selvaraj is holding 100 equity shares of Rs.10/- each. He has attended all the four meetings of the Board during the year 2015-16. He is not related to any other Director.

Present remuneration of Sri. N.R. Selvaraj as Whole time Director of the Company is a) Basic Salary : Rs. 2,00,000/- per month, b) Perquisites : In addition to the salary he is entitled to the following perquisites: i) House rent allowance : Rs. 1,00,000/- per month, ii) Leave Travel Assistance : One month basic salary, per annum, iii) Medical benefits : One month basic salary, per annum

Gratuity shall be payable as per the rules of the Company. He is entitled for leave as per the rules of the Company. He can encash the unavailed leave at the end of his tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

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

Sri.N.R. Selvaraj shall conduct the affairs of the Company subject to the superintendence, control and direction of the Board of Directors. He is not entitled to any sitting fee for attending the meetings of the Board or Committee thereof.

The explanatory statement may also be construed as disclosure under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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Except Sri. N.R. Selvaraj, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out as Item No. 5.

Item No. 6

Pursuant to Section 148 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 as Cost Auditor having the relevant qualification 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. 6 of the notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 6.

Coimbatore
25th May, 2016

By Order of the Board
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, the Company is pleased to provide the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 34th Annual General Meeting scheduled to be held on Monday, the 1st August, 2016 at 12.05 PM by electronic means and the business may be transacted through remote e-voting.

The Company has engaged the services of CDSL as the authorized agency to provide the remote e-voting facilities as per instructions below.

Vote by Poll at the meeting

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), the Members can exercise the right to vote on the resolutions at the Annual General Meeting venue by being present in person/proxy by poll. The members who opt for e-voting can not vote in other mode.

However, in case of Members casting their vote in remote e - voting and poll at the Annual General Meeting, then voting done through remote e- voting shall prevail and voting done in other mode will be treated as invalid.

The instructions for shareholders voting electronically are as under:

- a) Date and time of commencement of remote e- voting : 29th July, 2016 at 9.00 AM.
- b) Date and time of end of remote e - voting beyond which voting will not be allowed: 31st July, 2016 at 5.00 PM.
- c) Details of Website: www.evotingindia.com

Details of persons to be contacted for issues relating to remote e-voting :

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

Phone: +91 422 6549995, 2539835-836 Fax: +91 422 2539837 Email: info@skdc-consultants.com

Website: www.skdc-consultants.com.

The e-voting module shall be disabled for remote e- voting on 31st July, 2016 at 5.00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on 25th July, 2016 (cut-off date).

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user please follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number provided in the attendance slip enclosed herewith in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant to Super Sales India Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 34th Annual Report of the Company together with audited accounts of the Company for the financial year ended 31st March, 2016.

FINANCIAL RESULTS

Financial results for the year under review are summarized below:

| Particulars | 2015-16 (Rs. in Lakhs) | 2014-15 (Rs. in Lakhs) |
|--|-----------------------------------|---------------------------|
| Income from operations | 22928.51 | 22059.22 |
| Other Income | 667.75 | 520.41 |
| Profit before Interest and Depreciation | 4565.93 | 4135.33 |
| Less: Interest | 677.10 | 751.74 |
| Profit/(Loss) before Depreciation | 3888.83 | 3383.59 |
| Less: Depreciation | 1372.80 | 1180.74 |
| Profit/(Loss) before Tax | 2516.03 | 2202.85 |
| Less: Exceptional item | 65.26 | 92.95 |
| (Add)/Less: Provision for Taxes | 711.47 | 528.66 |
| Profit/(Loss) after Tax | 1739.30 | 1581.24 |
| Add: Balance in Profit & Loss Account | 2898.30 | 2448.68 |
| Less: Depreciation adjusted as per Revised schedule II | -- | 41.78 |
| Balance Available for Appropriation | 4637.60 | 3988.14 |
| Appropriation: | | |
| Proposed Dividend | 76.79 | 76.79 |
| Tax on Dividend | 15.63 | 13.05 |
| Transferred to General Reserve | 1000.00 | 1000.00 |
| Surplus in Profit & Loss Account Carried over to Balance Sheet | 3545.18 | 2898.30 |

DIVIDEND

Your Directors recommend a dividend of Rs.2.50/- per equity share of Rs.10/- each for the financial year ended 31st March, 2016, 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 25th July, 2016 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 beneficial ownership as per the details furnished by the Depositories for this purpose at the end of business hours on 25th July, 2016.

SEGMENT WISE PERFORMANCE

Agency Division

The total revenue of this division during 2015-16 was Rs. 2184.37 Lakhs. PBT was Rs. 1465.41 Lakhs compared to Rs. 1429.55 Lakhs during the previous year.

Textile Division

The cotton prices were almost at the bottom level during the major part of the year. But the yarn prices were not remunerative and the division has operated with very thin margins.

This division earned a PBT of Rs.164.83 Lakhs compared to Rs. 68.95 Lakhs during the previous year.

Wind Energy Division

During the year under report the wind velocity was comparatively low. Restricted evacuation of electricity by TANGEDCO has also affected the performance of the division.

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This division has posted a PBT of Rs. 652.21 Lakhs during the year compared to Rs. 691.51 Lakhs during the previous year.

Engineering Division

Improvement in the productivity of the Gears and commencing of manufacture of Gear boxes helped the division to achieve higher turnover and profits.

This division earned a PBT of Rs. 159.95 Lakhs as against the loss of Rs. 4.51 Lakhs during the previous year.

EXPORTS

Due to the continuous efforts put in by the Company, the exports of cotton yarn have gone up substantially during the year 2015-16. The Company has achieved an export of Rs. 3843.53 Lakhs compared to Rs. 2456.88 Lakhs during the previous year.

PROSPECTS

The Indian economy is expected to achieve a GDP growth of 7.8 percent during the year 2016-17. The stimulus given by the Government through Make in India initiative along with interest rate cuts may revive the manufacturing sector. A normal monsoon may keep the cotton prices at low levels. Taking advantage of these developments, your company is also expected to perform better.

DIRECTORS

Sri. Ravi Sam, Director (DIN : 0007465) retires by rotation at the ensuing Annual General Meeting, being eligible, offers himself for re-appointment.

Sri. N. R. Selvaraj (DIN : 00013954) was appointed as Whole time Director of the Company for a period of three years with effect from 01.02.2014 and will hold office up to 31.01.2017. In order to appoint him as Managing Director for a period of three years necessary resolution will be moved at the ensuing Annual General Meeting.

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 and Madras Stock Exchange Limited. The listing fee to the BSE has been duly paid. The Madras Stock Exchange is in the process of winding up and the Company has not received any Bill for the listing fee. The shares are regularly traded in BSE Limited and were not suspended at any time during the year.

AUDITORS

Statutory Auditors:

The Company's Auditors, M/s. S. Krishnamoorthy & Co., hold the office till the conclusion of the ensuing Annual General Meeting.

As per provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the present statutory auditors of the Company who have completed a period of 10 years as on 1st April, 2014 are not eligible for re-appointment after the period of 3 years from the commencement of the Companies Act, 2013. i.e after 31st March, 2017.

SUPER SALES INDIA LIMITED

As per the above provisions, M/s. S. Krishnamoorthy & Co., Chartered accountants have completed the period of 10 years as on 1st April, 2014. They are not eligible for re- appointment as Statutory Auditors for the financial year 2017-18.

In order to ensure smooth transition, it is proposed to appoint one more Auditor as a Joint Statutory Auditor for the financial year 2016-17 and the said auditor will continue as a Statutory Auditor of the Company for a term of five years.

It is proposed to appoint M/s. Subbuchar & Srinivasan, Chartered Accountants 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.

For the financial year 2016-17, M/s. S. Krishnamoorthy & Co, Chartered Accountants and M/s. Subbuchar & Srinivasan, Chartered accountants will be the joint Statutory Auditors. M/s. S. Krishnamoorthy & Co, Chartered Accountants will retire at the Annual General Meeting to be held in the year 2017.

The auditors have consented and confirmed their eligibility for appointment as Statutory Auditors of the Company.

Cost Auditor:

Pursuant to 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, Practising Cost and Management Accountant, as the Cost Auditor of the Company for the financial year 2016-17.

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 Company has appointed Sri. M.R.L. Narasimha, Practising Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2016-17.

The secretarial audit report for the financial year 2015-16 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 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 along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments 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 an Independent Director and they have given a declaration to the effect that they have met all the criteria of an independent director as prescribed in Section 149 of the Companies Act, 2013 and the Listing agreement entered with the Stock exchanges and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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 as approved by the Board of Directors. Outstation directors are entitled to get reimbursement of out of pocket expenses incurred by them in connection with the attending of the Board or Committee or other meetings.

There is no qualification, reservation or adverse remarks 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 during the year 2015-16.

Company has not provided any loans, guarantees, security or made any investments under Section 186 of the Companies Act, 2013 during the year under review.

All the transactions entered by the Company during the financial year 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**.

There is no material changes and commitments which have occurred between the end of the financial year and to the date of the report which affects 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. Harmonic control filters have also been installed. |
| ii. the steps taken by the Company for utilizing alternate source of energy | The Company has installed wind energy generators for a total capacity of 26.425 MW to tap the green energy. If the wind energy is fully evacuated this capacity can meet the entire electricity requirements of the Company. |
| iii. the Capital investment on energy conservation equipments | Rs. 15.81 Lakhs |

(B) Technology absorption

| | | |
|--|---|----|
| i. Efforts made towards technology absorption | : | -- |
| ii. Benefits derived like product improvement, cost reduction, product development, import substitution, etc., | : | -- |
| 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 and 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. 1593.05 Lakhs |
| Foreign Exchange Outgo | : | |
| Raw Material imports | : | Rs. 318.72 Lakhs |
| Stores and Spares imports (including advances) | : | Rs. 72.11 Lakhs |
| Others | : | Rs. 9.93 Lakhs |
| | | Rs. 400.76 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 three directors out of which two are independent directors. The Board has approved the CSR Policy and the same is posted in the website of the Company. The Company has spent the entire amount required to be spent during the financial year. Annual Report on CSR activities is annexed as **Annexure 4**.

DISCLOSURE UNDER RULE 8

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out annual evaluation of its own performance, that of committees and individual directors for the financial year 2015-16. 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 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. There is no appointment of Director, Key Managerial Personnel during the year and there is no change in the Key Managerial Personnel.

There is no addition or cessation of Subsidiaries, Joint ventures or Associates during the year. 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 established adequate internal control system which is commensurate with its nature and volume of operations. All the independent directors are in the first term of appointment. There is no resignation of the Directors during the year 2015-16.

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 year 2015-16.

Particulars pursuant to section 197(12) and the relevant rules are given in the annexure 5

VIGIL MECHANISM

The Company has established a 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 and senior management personnel, their remuneration, policy on succession plans, Board diversity and the same is enclosed as **Annexure 6** to this report.

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

Information Pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

In terms of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has no employee drawing salary exceeding Rs. 60.00 Lakhs per annum or Rs. 5.00 Lakhs per month during the year under review.

Company is not paying any commission to the Directors and Whole time Director.

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

Company has not received any complaint under the Sexual Harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013 during the year 2015-16.

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 co-operation and dedication.

For and on behalf of the Board

SANJAY JAYAVARTHANAVELU
Chairman
DIN: 00004505

Coimbatore
25th May, 2016

ANNEXURE - 1

MGT - 9
Extract of the Annual Return

I. REGISTRATION AND OTHER DETAILS

| | |
|--|---|
| i) CIN | L17111TZ1981PLC001109 |
| ii) Registration Date | 18 th 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 | 34A, Kamaraj Road, Coimbatore - 641 018, Tamilnadu. Tel.: 0422- 2222404 - 406 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 Registrar and Transfer Agent, if any | S.K.D.C. Consultants Limited, "Kanapathy Towers", 3 rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006. CIN: U74147TZ1998PLC008301 Tel.: 0422 - 6549995, 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 is as follows:

| 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 | 64.26 |
| 2. | Engineering Division : Manufacturing of Gears, Gear boxes | 28140 | 12.57 |

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)

Shareholding Pattern (contd.)

| Category of shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | % of change during the year |
|---|---|----------|-------------------|-------------------|---|-------------------|----------|-----------------------------|
| | No. of Shares held at the beginning of the year | | % of Total Shares | | Total | % of Total Shares | | |
| | Demat | Physical | Total | % of Total Shares | | Demat | Physical | |
| (2) Non-institutions | | | | | | | | |
| a) Bodies Corporate | | | | | | | | |
| i) Indian | 567449 | 3032 | 570481 | 18.573 | 386011 | 3032 | 389043 | 12.666 |
| ii) Overseas | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | |
| i) Individual shareholders holding nominal share capital up to Rs 1 lakh for previous year and 2 lakhs for current year | 588794 | 268146 | 856940 | 27.901 | 662585 | 260094 | 922679 | 30.041 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh for previous year and 2 lakhs for current year. | 119989 | - | 119989 | 3.907 | 86620 | - | 86620 | 2.820 |
| c) Others (specify) | | | | | | | | |
| Trusts | 550 | - | 550 | 0.018 | 550 | - | 550 | 0.018 |
| Directors & their Relatives | 1600 | - | 1600 | 0.052 | 1600 | - | 1600 | 0.052 |
| Non-Resident Indians | 20173 | 389 | 20562 | 0.669 | 16473 | 389 | 16862 | 0.549 |
| Clearing Members | 1714 | - | 1714 | 0.056 | 3337 | - | 3337 | 0.109 |
| Hindu Undivided Families | 21861 | - | 21861 | 0.712 | 23006 | - | 23006 | 0.749 |
| Sub-Total (B)(2) | 1322130 | 271567 | 1593697 | 51.888 | 1180182 | 263515 | 1443697 | 47.004 |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 1322130 | 272170 | 1594300 | 51.907 | 1180182 | 264118 | 1444300 | 47.023 |
| (C) Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - |
| GRAND TOTAL (A)+(B)+(C) | 2799330 | 272170 | 3071500 | 100.000 | 2807382 | 264118 | 3071500 | 100.000 |

ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Share holding at the end of the year | | % of change in share holding during the year |
|---------|---|---|----------------------------------|--------------------------------------|----------------------------------|--|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company | |
| 1 | Sri. Sanjay Jayavarthanavelu | 216288 | 7.04 | - | 7.04 | - |
| 2 | Smt. D. Thayarammal | 25500 | 0.83 | - | 0.83 | - |
| 3 | Smt. J. Rajyalakshmi | 104400 | 3.40 | - | 3.40 | - |
| 4 | Smt. Nethra J.S. Kumar | 16300 | 0.53 | - | 0.53 | - |
| 5 | Smt. R. Uttara | 24400 | 0.79 | - | 0.79 | - |
| 6 | Sri. R. Venkatrangappan | 12400 | 0.40 | - | 0.40 | - |
| 7 | Sri. Ravi Sam | 1000 | 0.03 | - | 0.03 | - |
| 8 | M/s. Eshaan Enterprises Ltd. | 64400 | 2.10 | - | 2.10 | - |
| 9 | M/s. Lakshmi Electrical Drives Ltd. | 2100 | 0.07 | - | 0.07 | - |
| 10 | M/s. Titan Paints and Chemicals Ltd. | 150 | 0.00 | - | 0.00 | - |
| 11 | M/s. Lakshmi Cargo Company Ltd. | 480295 | 15.64 | - | 15.64 | - |
| 12 | M/s. Lakshmi Vignesh Security Services(P)Ltd. | 130672 | 4.25 | - | 4.25 | - |
| 13 | M/s. Lakshmi Life Sciences Ltd. | 399295 | 13.00 | - | 13.00 | - |
| 14 | M/s. Lakshmi Machine Works Ltd. | - | - | - | 4.88 | 4.88 |
| | Total | 1477200 | 48.09 | - | 52.98 | 4.88 |

SUPER SALES INDIA LIMITED

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 |
| 01/04/2015 | M/s. LAKHSMI MACHINE WORKS LTD | - | - | - | - |
| 28/03/2016 | Purchases through open market | 150000 | 4.88 | 150000 | 4.88 |
| 31/03/2016 | At the end of the year | | | 150000 | 4.88 |

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 |
| 01/04/2015 | GAGANDEEP CREDIT CAPITAL PVT. LTD. | 361740 | 11.78 | 361740 | 11.78 |
| 01/04/2015 | GAGANDEEP CREDIT CAPITAL PVT. LTD. | 29804 | 0.97 | 29804 | 0.97 |
| 28/03/2016 | Sold | 150000 | 4.88 | 241544 | 7.86 |
| 31/03/2016 | At the end of the year | | | 241544 | 7.86 |
| 01/04/2015 | HRIDAYNATH CONSULTANCY PVT. LTD. | 64049 | 2.09 | 64049 | 2.09 |
| 17/07/2015 | Sold | 500 | 0.02 | 63549 | 2.07 |
| 07/08/2015 | Sold | 10625 | 0.35 | 52924 | 1.72 |
| 14/08/2015 | Sold | 1700 | 0.06 | 51224 | 1.67 |
| 21/08/2015 | Sold | 51224 | 1.67 | - | - |
| 30/09/2015 | Purchased | 51224 | 1.67 | 51224 | 1.67 |
| 02/10/2015 | Sold | 51224 | 1.67 | - | - |
| 31/12/2015 | Purchased | 46738 | 1.52 | 46738 | 1.52 |
| 08/01/2016 | Sold | 46738 | 1.52 | - | - |
| 18/03/2016 | Purchased | 45961 | 1.50 | 45961 | 1.50 |
| 31/03/2016 | At the end of the year | | | 45961 | 1.50 |
| 01/04/2015 | PAT FINANCIAL CONSULTANTS PVT. LTD. | 31442 | 1.02 | 31442 | 1.02 |
| 08/05/2015 | Purchased | 5 | - | 31447 | 1.02 |
| 22/05/2015 | Sold | 1772 | 0.06 | 29675 | 0.97 |
| 21/08/2015 | Sold | 29675 | 0.97 | - | - |
| 31/03/2016 | At the end of the year | | | - | - |
| 01/04/2015 | MINAL B. PATEL | 28000 | 0.91 | 28000 | 0.91 |
| 31/03/2016 | At the end of the year | | | 28000 | 0.91 |

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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 |
| 01/04/2015 31/03/2016 | MINAL BHARAT PATEL At the end of the year | 2177 | 0.07 | 2177 2177 | 0.07 0.07 |
| 01/04/2015 31/03/2016 | PRESCIENT SECURITIES PVT. LTD. At the end of the year | 30000 | 0.98 | 30000 30000 | 0.98 0.98 |
| 01/04/2015 31/03/2016 | HITEN ANANTRAI SHETH At the end of the year | 30000 | 0.98 | 30000 30000 | 0.98 0.98 |
| 01/04/2015 31/03/2016 | BHARAT JAYANTILAL PATEL At the end of the year | 26443 | 0.86 | 26443 26443 | 0.86 0.86 |
| 01/04/2015 22/05/2015 21/08/2015 28/08/2015 04/09/2015 11/09/2015 18/09/2015 31/03/2016 | BHARAT JAMNADAS DATTANI Sold Sold Sold Sold Sold Sold Sold At the end of the year | 14564 4000 1468 1306 2408 500 163 | 0.47 0.13 0.05 0.04 0.08 0.02 0.01 | 14564 10564 9096 7790 5382 4882 4719 4719 | 0.47 0.34 0.30 0.25 0.18 0.16 0.15 0.15 |
| 01/04/2015 22/05/2015 31/03/2016 | SUKETU H. NANAVATI Sold At the end of the year | 13628 4000 | 0.44 0.13 | 13628 9628 9628 | 0.44 0.31 0.31 |
| 01/04/2015 31/03/2016 | MEHTA VAKIL & CO. PVT. LTD. At the end of the year | 12676 | 0.41 | 12676 12676 | 0.41 0.41 |
| 01/04/2015 30/09/2015 02/10/2015 25/12/2015 31/12/2015 08/01/2016 18/03/2016 31/03/2016 | PAT FINANCIAL CONSULTANTS PVT. LTD. Purchased Sold Purchased Purchased Sold Purchased At the end of the year | - 29675 29675 20 12970 12990 12990 | - 0.97 0.97 - 0.42 0.42 0.42 | - 29675 - 20 12990 - 12990 12990 | - 0.97 - - 0.42 - 0.42 0.42 |
| 01/04/2015 31/03/2016 | MILI CAPITAL MANAGEMENT PVT. LTD. - INV. At the end of the year | 11567 | 0.38 | 11567 11567 | 0.38 0.38 |

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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 |
| 01/04/2015 | KISHAN GOPAL MOHTA | 112 | 0.00 | 112 | 0.00 |
| 26/06/2015 | Purchased | 1500 | 0.05 | 1612 | 0.05 |
| 10/07/2015 | Purchased | 858 | 0.03 | 2470 | 0.08 |
| 17/07/2015 | Purchased | 2382 | 0.08 | 4852 | 0.16 |
| 07/08/2015 | Sold | 1 | 0.00 | 4851 | 0.16 |
| 14/08/2015 | Sold | 4139 | 0.13 | 712 | 0.02 |
| 21/08/2015 | Purchased | 500 | 0.02 | 1212 | 0.04 |
| 28/08/2015 | Sold | 509 | 0.02 | 703 | 0.02 |
| 09/10/2015 | Purchased | 606 | 0.02 | 1309 | 0.04 |
| 30/10/2015 | Purchased | 7625 | 0.25 | 8934 | 0.29 |
| 13/11/2015 | Purchased | 392 | 0.01 | 9326 | 0.30 |
| 20/11/2015 | Purchased | 2149 | 0.07 | 11475 | 0.37 |
| 04/12/2015 | Purchased | 335 | 0.01 | 11810 | 0.38 |
| 18/12/2015 | Purchased | 750 | 0.02 | 12560 | 0.41 |
| 25/12/2015 | Purchased | 2 | 0.00 | 12562 | 0.41 |
| 31/12/2015 | Purchased | 50 | 0.00 | 12612 | 0.41 |
| 08/01/2016 | Sold | 2009 | 0.07 | 10603 | 0.35 |
| 15/01/2016 | Sold | 145 | 0.00 | 10458 | 0.34 |
| 05/02/2016 | Purchased | 731 | 0.02 | 11189 | 0.36 |
| 12/02/2016 | Purchased | 2 | 0.00 | 11191 | 0.36 |
| 11/03/2016 | Sold | 79 | 0.00 | 11112 | 0.36 |
| 31/03/2016 | | | | 11112 | 0.36 |

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 |
| 01/04/2015 | SANJAY JAYAVARTHANAVELU | 216288 | 7.042 | 216288 | 7.042 |
| 31/03/2016 | At the end of the year | | | 216288 | 7.042 |
| 01/04/2015 | J. RAGHUPATHY | 1500 | 0.049 | 1500 | 0.049 |
| 31/03/2016 | At the end of the year | | | 1500 | 0.049 |
| 01/04/2015 | RAVI SAM | 1000 | 0.033 | 1000 | 0.033 |
| 31/03/2016 | At the end of the year | | | 1000 | 0.033 |
| 01/04/2015 | N.R. SELVARAJ | 100 | 0.003 | 100 | 0.003 |
| 31/03/2016 | At the end of the year | | | 100 | 0.003 |

No other Directors and Key Managerial Personnel are holding any shares in the Company.

SUPER SALES INDIA LIMITED

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 Indebtness |
|---|------------------|--------------------|------------|---------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 5897.59 | 439.37 | --- | 6336.96 |
| ii) Interest due but not paid | 18.49 | -- | --- | 18.49 |
| iii) Interest accrued but not due | -- | -- | --- | -- |
| Total (i+ii+iii) | 5916.08 | 439.37 | --- | 6355.45 |
| Change in the indebtedness during the financial year | | | | |
| Addition | -- | 55.07 | --- | 55.07 |
| Reduction | 1157.25 | -- | --- | 1157.25 |
| Net Change | 1157.25 | 55.07 | --- | 1102.18 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 4751.49 | 494.44 | --- | 5245.93 |
| ii) Interest due but not paid | 7.34 | -- | --- | 7.34 |
| iii) Interest accrued but not due | -- | -- | --- | -- |
| Total (i+ii+iii) | 4758.83 | 494.44 | --- | 5253.27 |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Wholetime Director and/or Manager:

| Sl. No. | Particulars of Remuneration | Name of MD & CEO Sri. N.R. Selvaraj - Whole time Director | Total Amount Rs. in Lakhs |
|---------|---|---|------------------------------|
| 1. | Gross salary | 36.00 | 36.00 |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 0.15 | 0.15 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil | Nil |
| | (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961 | Nil | Nil |
| 2. | Stock Option | Nil | Nil |
| 3. | Sweat Equity | Nil | Nil |
| 4. | Commission | Nil | Nil |
| | -as % of profit | | |
| | -others, specify... | | |
| 5. | Others, please specify Medical Reimbursement | 3.68 | 3.68 |
| | Total (A) | 39.83 | 39.83 |

SUPER SALES INDIA LIMITED

B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of Directors | Total Amount Rs. in Lakhs |
|---------|--|------------------------------|---------------------------|
| 1. | Independent Directors | Sri. J. Raghupathy | 2.45 |
| | Fee for attending Board / Committee meetings | Sri. S. Venkataraman | 2.20 |
| | | Sri. S. K. Najmul Hussain | 2.70 |
| | | Smt. Vijayalakshmi Narendra | 1.10 |
| | - Commission | Nil | |
| | - Others, please specify | Nil | |
| | Total (1) | | 8.45 |
| 2. | Other Non-Executive Directors | Sri. Sanjay Jayavarthanavelu | 1.10 |
| | Fee for attending Board / Committee meetings | Sri. Ravi Sam | 1.20 |
| | - Commission | Nil | |
| | - Others, please specify | Nil | |
| | Total (2) | | 2.30 |
| | Total (B)=(1+2) | | 10.75 |
| | Total Managerial Remuneration (A+B) | | 50.58 |

C. Remuneration to Key Managerial Personnel other than Managing Director, Wholetime Director and/or Manager

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|---------|---|--------------------------|-------------------|---------------------------|
| | | CFO | Company Secretary | Total Amount Rs. in Lakhs |
| 1. | Gross salary | 15.05 | 9.45 | 24.50 |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 0.15 | 0.15 | 0.30 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil | Nil | Nil |
| | (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961 | Nil | Nil | Nil |
| 2. | Stock Option | Nil | Nil | Nil |
| 3. | Sweat Equity | Nil | Nil | Nil |
| 4. | Commission | Nil | Nil | Nil |
| | - as % of profit | | | |
| | - others, specify... | | | |
| 5. | Others, please specify | | | |
| | Employer's contribution to PF | 0.22 | 0.22 | 0.44 |
| | Gratuity | 0.27 | 0.20 | 0.47 |
| | Leave Travel Assistance | 0.34 | 0.23 | 0.57 |
| | Medical Reimbursement | 0.32 | 0.20 | 0.52 |
| | Total (A) | 16.35 | 10.45 | 26.80 |

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) |
|------------------------------|------------------------------|-------------------|---|----------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | | | |
| Punishment | | | Nil | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | Nil | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |
| Punishment | | | Nil | | |
| Compounding | | | | | |

ANNEXURE - 2

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[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 of SUPER SALES INDIA LIMITED (CIN : L17111TZ1981PLC001109)

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

I am issuing this report based on my verification of the books, papers, minutes books and other records maintained by the Company, forms and returns filed, compliance related action taken by the Company during the financial year ended 31st March, 2016 and also after 31st March, 2016 but before issue of this report and the information provided by the Company, its officers, agents and authorized representatives during my conduct of secretarial audit.

I hereby report that in my opinion, during the audit period covering the financial year ended on 31st March, 2016 (hereinafter referred to as "the year"), the Company has complied with the statutory provisions listed hereunder and also has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made here in after. The members are requested to read this report along with my letter of even date annexed to this report as Annexure- A.

1. I have examined the books, papers, minutes books and other records maintained by the Company and the forms and returns filed during the year according to the applicable provisions of:
 - i. The Companies Act, 2013 (the Act), the rules made there under.
 - ii. The Companies Act, 1956.
 - iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
 - iv. The Depositories Act, 1996 and the regulations and bye-laws framed there under.
 - v. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - vi. 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) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May, 2015);
 - (c) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; and
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

vii. The following laws, that are specifically applicable to the Company:

1. (a) Essential Commodities Act, 1955, with reference to "Hank Yarn Packing Notification 2003" (No.2/TDRO/8/2003 dated 17th April, 2003).
2. I am informed that, during the year the Company was not required to maintain any books, papers, minute books or other records or to file any forms / returns according to the provisions of the following Regulations and Guidelines prescribed under the SEBI Act:
 - (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October, 2014);
 - (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
3. I am also informed that for the year, there were no other laws specifically applicable to the Company, the books, papers, minutes books, forms and returns of which were required to be examined by me for the purpose of this report.
4.
 - i) I have also examined compliance with the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India (effective 1st July, 2015).
 - ii) The Listing Agreement entered into by the Company with BSE Limited (upto 30th November, 2015) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December, 2015).
5. During the period under review, and also considering the compliance related action taken by the Company after 31st March, 2016 but before issue of this report, the Company has complied with the provisions of the Acts, Rules, Regulations and Agreements mentioned under paragraph 1 above, to the extent applicable.
6. I further report that:
 - (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. There were no changes in the composition of the Board of Directors that took place during the period under review.
 - (ii) Adequate notice is given to all directors to schedule the Board Meetings. Notice of Board meetings were sent at least seven days in advance. Agenda and detailed notes on agenda were sent at least seven days in advance (effective 1st July, 2015).
 - (iii) A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings. Majority decision is carried through. I am informed that there were no dissenting members' views on any of the matters during the year that were required to be captured and recorded as part of the minutes.
 - (iv) There are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Coimbatore
25th May, 2016

M. R. L. Narashimha
Practising Company Secretary
FCS No. 2851
CP No. 799

Annexure - A to Secretarial Audit Report of even date

To,
The Members of SUPER SALES INDIA LIMITED [CIN:L17111TZ1981PLC001109]

My Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March, 2016 is to be read along with this letter.

1. Maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the Company. My responsibility is to express an opinion 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.
3. While forming an opinion on compliance and issuing this report, I have also taken in to consideration the compliance related action taken by the Company after 31st March, 2016 but before issue of this report.
4. I have verified the records to see whether the correct facts are reflected in the secretarial records. I also examined the compliance procedures followed by the Company. I believe that the processes and practices I followed provide a reasonable basis for my opinion. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
6. My 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
25th May, 2016

M. R. L. Narashimha
Practising Company Secretary
FCS No. 2851
CP No. 799

ANNEXURE - 4

Annual report on Corporate Social Responsibility activities:

| | |
|--|---|
| <p>1 a) Brief outline of the Company's CSR Policy</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 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>b) Overview of project or programmes proposed to be undertaken</p> | <p>"Green Rameshwaram" project taken up by Vivekananda Kendra - Nardeep, which aims to bring clean environment, green technologies, cultural and natural resources conservation and to provide education and medical relief to the public</p> |
| <p>c) Weblink of CSR policy</p> | <p>http://www.supersales.co.in/policies.html</p> |
| <p>2 The Composition of CSR Committee</p> | <p>The Committee consists of three directors out of which two are independent directors.</p> |
| <p>3 Average Net profit of the Company for the last three financial years</p> | <p>Rs. 1908.58 Lakhs</p> |
| <p>4 Prescribed CSR Expenditure (2% of the above)</p> | <p>Rs. 38.17 Lakhs</p> |
| <p>5 a) Details of CSR Spent during the financial year Total amount to be spent for the year</p> | <p>Rs. 38.25 Lakhs</p> |
| <p>b) Amount unspent, if any</p> | <p>Nil</p> |
| <p>c) Manner in which the amount spent during the financial year detailed below:</p> | <p>The amount was contributed to a trust having an established track record for spending for the above projects.</p> |

SUPER SALES INDIA LIMITED

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 Programmes (1) Local area or other area (2) Specify the state and District where projects or Programme was undertaken | Amount outlay (budget) Project or Programmes wise | Amount spent on the project or programmes Sub heads: (1) Direct expenditure on projects or programmes (2) Over heads | Cumulative expenditure up to the reporting period | Amount spent Direct or implementing agency |
| 1 | Green Rameshwaram project taken up by Vivekananda Kendra - Nardeep | Conservation of natural resources and maintaining quality of soil, air and water | (1) other area (2) State: Tamilnadu and District: Ramanathapuram | Rs. 35 Lakhs | NA | Rs. 35 Lakhs | Through implementing agency. GKD Charity Trust, 34A, Kamaraj Road, Coimbatore |
| 2 | To provide education and medical relief | Preventive health care and medical relief | (1) Local area (2) State: Tamilnadu and District: Coimbatore | Rs. 3.25 Lakhs | NA | Rs. 3.25 Lakhs | --do-- |

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.

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

NA

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.

Sd/-
N.R. Selvaraj
Wholetime Director and
Chairman - CSR Committee
DIN : 00013954

ANNEXURE - 5

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

| | |
|--|---|
| (i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year; | 375:1 For this purpose, Sitting fees paid to the Directors have not been considered as remuneration. |
| (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; | Whole time Director - Increase was 4.82%, CFO - Increase was 5.19% Company Secretary - Increase was 14.44%. |
| (iii) the percentage increase in the median remuneration of employees in the financial year; | Increase of the median employee remuneration was 5.80%. |
| (iv) the number of permanent employees on the rolls of company; | 954 employees. |
| (v) the explanation on the relationship between average increase in remuneration and company performance; | Company's performance increased by 10.00%. Average increase in remuneration was 9.74%. |
| (vi) comparison of the remuneration (CTC) of the Key Managerial Personnel against the performance of the company; | Whole time Director - Rs. 39.83 Lakhs PA. CFO - Rs.16.35 Lakhs PA, Company Secretary - Rs. 10.45 Lakhs PA. Net profit in 2015-16 was Rs.1739.30 as against Rs. 1581.24 Lakhs. Company's performance increased by 10.00%. |
| (vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year (2015-16) and previous financial year (2014-15) and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year; | Market capitalisation increased by 43.24%. PE Ratio increased by 1.52%. Percentage of increase in the share price compared to last IPO 1755%. |
| (viii) 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; | Average percentage of increase in the salaries of employees other than managerial personnel was 9.75%. Average percentage of increase in the salaries of managerial personnel was 8.59%. |
| (ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company; | Whole time Director - Increase was 4.82%, CFO - Increase was 5.19%, Company Secretary - Increase was 14.44%. Company's performance increased by 10.00%. |

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

| | |
|---|--|
| (x) the key parameters for any variable component of remuneration availed by the directors; | No variable pay. Non-Executive directors are entitled for only sitting fee for attending the Board, Committee or any other meeting of Directors. |
| (xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and | No employee has received remuneration in excess of the highest paid Director. |
| (xii) affirmation that the remuneration is as per the remuneration policy of the company | Whole time Director affirmed that the remuneration paid to the employees were as per the remuneration policy of the Company. |

ANNEXURE - 6

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 and Listing Agreement, 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.

Objective of the Policy:

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.
- 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.
- Develop succession plan for the Board, Senior Management and Key Managerial Personnel.

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

Effective Date:

This policy shall be effective from 1st April, 2014.

The Board has the power to reconstitute the Committee according to the Company's policy and applicable statutory requirement.

- Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.
- Key Managerial Personnel (KMP) means-
 - (i) Executive Chairman and / or Managing Director/ CEO;
 - (ii) Wholetime Director;
 - (iii) Chief Financial Officer;
 - (iv) Company Secretary;
 - (v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- Senior Management means personnel of the Company one level below the Wholetime Director or functional heads.

The Policy is applicable to

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

General

I. APPOINTMENT CRITERIA AND QUALIFICATIONS

The Committee identifies persons with high educational qualification, rich experience and expertise, integrity, desirable personal traits & leadership qualities and recommend to the Board for appointment as Director, KMP or at Senior Management level. The appointee should possess appropriate skills, knowledge, experience in one or more fields of finance, accounts, audit, law, management, sales, marketing, administration, research, corporate governance, technical operation or other disciplines related to the Company's business. The Committee has the discretion to decide on the age, qualification, expertise and experience to be possessed by the appointee for the concerned position depending up on the circumstances of each case.

i) Managing Director/Whole-time Director:

The Company should appoint or re-appoint any person as its Managing Director or Wholetime Director for a term not exceeding five years at a time. No re-appointment should be made earlier than one year before the expiry of the original term of appointment.

The Company should appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of 21 years and not attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution. The explanatory statement annexed to the notice for such motion should indicate the justification for extension of appointment beyond seventy years.

ii) Non-Executive Independent Directors:

An Independent Director could hold office for a term up to five consecutive years on the Board of the Company and would be eligible for re-appointment on passing of a special resolution by the Company and the Board's report should disclose the justification for such appointment.

No Independent Director should hold office for more than two consecutive terms, but such Independent Director would be eligible for appointment as Independent Director after expiry of three years of ceasing to be an Independent Director. Provided that an Independent Director should not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Managing Director Whole-time Director of a listed company or such other number as may be prescribed under the Act.

iii) Non-Executive Non- Independent Directors:

The qualification criteria as stated above is applicable for the Non-Executive Non-Independent Directors also including Nominee Directors, however such Directors are liable for retirement by rotation.

iv) Senior Management Personnel and KMPs not covered above:

The Committee will fix and recommend the age, qualification and experience for persons to be appointed to the Senior Management positions depending upon the functional area where he/she is going to be appointed. Keeping in view of the specific requirement of the position to be filled up, the Committee would select the appointees in line with the recruitment policy of the Company and recommend to the Board for appointment.

II. BOARD DIVERSITY

The Committee should always review the constitution of the Board and recommend for reconstitution of the Board, whenever required, so as to ensure that the Board always consists of members with diversified skill, knowledge, experience and expertise to meet the changing requirements of the Company's business. The Committee should always ensure a balanced Board, consisting of members, each of them are experts in one or more functions of management.

III. EVALUATION

The Committee will devise suitable evaluation criteria and carry out evaluation of performance of every Director, KMP and Senior Management Personnel every year. The evaluation criteria shall include measures to test the skill, competencies, diligence, leadership, attendance, commitment, counselling, loyalty and contribution.

IV. REMOVAL

Where any Director, Senior Management Personnel or KMP attract any disqualification mentioned in the Act or under any other applicable Law, Rules or Regulations made thereunder, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, Rules or Regulations.

V. RETIREMENT

The Non Independent Non-Executive Directors are liable to retire by rotation as per the provisions of the Act. The KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing employees' retirement policy of the Company. The Board will have the discretion to retain the Director (other than an independent Director), KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, if it is felt essential for the benefit of the Company.

VI. SUCCESSION

The Committee should plan in advance and recommend constitution of the Board of Directors, Senior Management Personnel & KMPs of the Company in such a way that it consists of a combination of members of all age group so as to ensure smooth succession at all times.

VII. POLICY RELATING TO THE REMUNERATION

A. Remuneration of Executive Directors.

The remuneration / compensation / commission etc. payable to the Managing Director and Wholetime Director, should be determined by the Committee and recommended to the Board for approval. The remuneration package to be recommended for the Managing Director and Wholetime Director should be in accordance with the provisions of Section 197 and Schedule-V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the shareholders of the Company. Where the proposed remuneration is not in line with the said provisions, it should also be approved by the Central Government.

i) Fixed pay:

The Managing Director and Wholetime Director are eligible for a fixed monthly salary and perquisites as may be recommended by the Committee and approved by the Board. The breakup of the pay scale and quantum of perquisites including, salary, house rent allowance, leave travel assistance, employer's contribution to P.F., Gratuity fund, medical expenses, club fees, Company car with driver & telephone for official purposes etc. shall be decided by the Board on the recommendation of the Committee and approved by the shareholders.

ii) Variable Pay - Commission on net profits:

In addition to the fixed salary and perquisites as stated above, the Managing Director and Wholetime Directors are also entitled to a variable pay viz. commission on the net profits of the Company at the rates recommended by the Committee subject to the overall limits prescribed in the Act. On the recommendation of the Committee and at the absolute discretion of the Board of Directors the payment of variable pay may be made applicable to all or any of the Executive Directors and at different rates to different Executive Directors.

iii) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company should pay remuneration to its Managing Director and Wholetime Director in accordance with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014. If the minimum remuneration proposed is in excess of the said provisions prior approval of the Central Government should be obtained.

iv) Provisions for excess remuneration:

If the Managing Director and Wholetime Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

v) Others:

The Company is not offering sitting fees, stock option scheme, severance fees or any other perquisites, other than those stated above, for the Managing Director and Wholetime Directors.

B. Remuneration of Non - Executive Directors:

Non-Executive Directors' compensation include, payment of a fixed amount as sitting fees for attending the meeting of the Board, Committees or any other meeting of Directors and a Commission on the net profits.

i) Sitting Fees:

The Non- Executive Directors, both independent and Non-independent are entitled to receive remuneration by way of sitting fees for attending meetings of Board, Sub-Committees of the Board, separate meetings of Independent Directors and any other meetings of the Directors as may be approved by the Board within the limits prescribed by the Central Government from time to time.

Payment of sitting fees to Directors for attending the meetings of the Board, meetings of Committees of the Board, separate meetings of Independent Directors and any other meetings of the Directors at the rate of Rs.25,000/- per meeting.

i) Commission

The Non-Executive Directors are also entitled to a Commission on the net profits of the Company at a fixed amount whenever approved by the shareholders. The overall commission payable to all the Non-Executive Directors should not exceed the limit of 1% of the net profits per annum as provided under Section 197 of the Act.

iii) Reimbursement of Expenses:

The Company should reimburse to the Directors, all the travelling and other out of pocket expenses incurred by them for attending the Board meetings, Meetings of Board Committees or other meeting of Directors and the General Body meetings.

iv) Stock Options:

The Company is not offering any stock option to the Non-Executive Directors of the Company.

C. Remuneration for the Senior Management and KMPs not covered above:

The remuneration to the Senior Management Personnel and KMPs not covered under the above categories are determined by the Management on the recommendation of the Committee. It includes monthly, quarterly and annual payments. The categories of such payment include Basic salary, dearness allowance, house rent allowance, special allowance, additional special allowance, ad-hoc, conveyance reimbursement, annual leave travel assistance, leave encashment, contribution to provident fund and gratuity fund. The package also includes, performance linked payments like annual ex-gratia, monthly profit sharing.

D. Providing loan to employees:

Company may provide loan to its employees on such terms and conditions as may be applicable in accordance with the prevailing rules of the Company.

VIII. DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Company shall arrange for Directors' and Officers' Liability Insurance policy to protect from the statutory liability, to the Managing Director and Whole-time Director, Key Managerial Personnel and Senior Management Personnel. The premium payable on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance should be treated as part of the remuneration.

IX. DEVIATION FROM THE POLICY

Deviation from any element of this policy in extra-ordinary circumstances, when deemed necessary in the interest of the Company by the Committee and on the recommendation of the Committee, may be accepted in specific cases by Board of Directors.

X. AMENDMENTS

The policy is subject to change, if warranted consequent upon any change, modification, amendment to the applicable Act, Rules and Regulations.

ANNEXURE - 7

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of SUPER SALES INDIA LIMITED

1. We have examined the compliance of conditions of Corporate Governance by SUPER SALES INDIA LIMITED ("the Company"), for the year ended on March 31, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the stock exchanges for the period from April 1, 2015 to November 30, 2015 and as per the relevant provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15(2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of 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.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. We state that such compliance 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.

For S.Krishnamoorthy & Co.
Chartered Accountants
Registration No.001496S

K.N.Sreedharan
Partner, Auditor
Membership No.012026

Place: Coimbatore
Date: 25.05.2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMY OVER VIEW:

Growth in 2015 and outlook for 2016

The IMF had estimated the global GDP growth for the year 2015 at 3.1 percent due to a modest and uneven recovery of advanced economies. Growth in emerging economies, which is accounting for over 70 percent of global growth, declined for the fifth consecutive year. It is estimated that growth of the global GDP for the year 2016 will be 3.2 percent due to slowdown and rebalancing of the Chinese economy, lower commodity prices and continued strains in some large emerging markets.

It is forecasted that the US economic growth for 2016 will be at the same rate of last year i.e 2.4 percent and Eurozone will be around 1.5 percent in 2016 compared to 1.6 percent in 2015. The growth of developing countries is projected at 4.1 percent in 2016 compared to 4.0 percent in 2015.

It is estimated that the Indian GDP growth to rise to 7.8 percent in the year 2016-17 from 7.6 percent in 2015-16. The factors that are likely to aid growth momentum include low commodity prices, improving discretionary demand, consumption boost from the Seventh Pay Commission, pass-through of past rate cuts and the lagged impact of higher public capex in 2015. Moreover, predicted normal monsoon in 2016 will also support the rural demand.

A better than expected economic growth for 2015-16 may encourage the Government to continue the reforms which will help both manufacturing and services sectors to post good numbers.

OPPORTUNITIES AND THREATS:

Opportunities:

1. Above average normal monsoon is predicted. The production of cotton is expected to be more and prices may stabilise.
2. Due to downward trend of inflation, RBI has reduced interest rates to the extent of 1.50 percent during the year 2015-16 and it said if the disinflationary trend continues, there is further room for rate cut. This will reduce the cost of funds.

Threats:

1. Slow down of the Chinese economy may affect the export of yarn and increase the price war in domestic market.
2. Increase in the cost of power.
3. Non-availability of skilled man power.

SEGMENT WISE PERFORMANCE:

Agency Division

The total revenue of this division during 2015-16 was Rs. 2184.37 Lakhs. PBT was Rs. 1465.41 Lakhs compared to Rs. 1429.55 Lakhs during the previous year.

Textile Division

The cotton prices were almost at the bottom level during the major part of the year. But the yarn prices were not remunerative and the division has operated with very thin margins.

This division earned a PBT of Rs. 164.83 Lakhs compared to Rs. 68.95 Lakhs during the previous year.

Wind Energy Division

During the year under report the wind velocity was comparatively low. Restricted evacuation of electricity by TANGEDCO has also affected the performance of the division.

SUPER SALES INDIA LIMITED

This division has posted a PBT of Rs. 652.21 Lakhs during the year compared to Rs. 691.51 Lakhs during the previous year.

Engineering Division

Improvement in the productivity of the Gears and commencing of manufacture of Gear boxes helped the division to achieve higher turnover and profits.

This division earned a PBT of Rs. 159.95 Lakhs as against the loss of Rs. 4.51 Lakhs during the previous year.

EXPORTS :

Due to the continuous efforts put in by the Company the exports of cotton yarn have gone up substantially during the year 2015-16. The Company has achieved an export of Rs. 3843.53 Lakhs compared to Rs. 2456.88 Lakhs during the previous year.

PROSPECTS :

The Indian economy is expected to achieve a GDP growth of 7.8 percent during the year 2016-17. The stimulus given by the Government through make in India initiative along with interest rate cuts may revive the manufacturing sector. Taking advantage of these developments, your company may also perform better. A normal monsoon may keep the cotton prices at low levels.

CONCERN:

China has started liquidating its stock piled cotton to its domestic spinning industry, which will result in lower exports of yarn to China. Hence glut in the domestic market will continue this year also. The Textile Division may have to operate with very thin 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 | 2015-16 | 2014-15 | Change | Percentage |
|--|----------|----------|---------|------------|
| Income from Operations | 22928.51 | 22059.22 | 869.29 | 3.94 |
| Other Income | 667.75 | 520.41 | 147.34 | 28.31 |
| Profit before Interest & Depreciation | 4565.93 | 4135.33 | 430.60 | 10.41 |
| Interest | 677.10 | 751.74 | (74.64) | (9.93) |
| Profit before Depreciation | 3888.83 | 3383.59 | 505.24 | 14.93 |
| Less: Depreciation | 1372.80 | 1180.74 | 192.06 | 16.27 |
| Profit before Tax and exceptional item | 2516.03 | 2202.85 | 313.18 | 14.22 |
| Profit after Tax | 1739.30 | 1581.24 | 158.06 | 10.00 |

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 already been initiated to recruit employees to meet our requirements.

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

(Sd.) **SANJAY JAYAVARTHANAVELU**
Chairman
DIN: 00004505

Coimbatore
25th May, 2016

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 informations are placed before the Board on quarterly basis.

(A) Board Composition

The composition of the Board of Directors is:

| Name | DIN | Category | Number of Other Directorships | No of committees in which he is Member/ Chairman |
|-----------------------------|----------|--|-------------------------------|--|
| Sri. Sanjay Jayavarthanelu | 00004505 | Non-Executive, Chairman, Promoter, Non Independent | 10 | 8/5 |
| Sri. Ravi Sam | 00007465 | Non-Executive, Promoter, Non Independent | 10 | 6/1 |
| Sri. J. Raghupathy | 00003351 | Non-Executive, Independent | 2 | 3/3 |
| Sri. S. Venkataraman | 02538050 | Non-Executive, Independent | 1 | 4/0 |
| Sri. S. K. Najmul Hussain | 02723029 | Non-Executive, Independent | 3 | 4/0 |
| Smt. Vijayalakshmi Narendra | 00412374 | Non-Executive, Independent, Woman Director | 2 | -- |
| Sri. N. R. Selvaraj | 00013954 | Executive, Non Independent | 6 | 4/1 |

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

(B) Board Meeting and Attendance

Four Board Meetings were held during the period from 1st April, 2015 to 31st March, 2016, on 20.05.2015, 12.08.2015, 26.10.2015, and 03.02.2016. Details of attendance of each Director at the Board meeting and Last AGM during the financial year ended 31st March, 2016 are given below :

| Name of the Director/ Date of Meetings | 20.05.15 | 12.08.15 | 26.10.15 | 03.02.16 | AGM 12.08.15 |
|---|----------|----------|----------|----------|-----------------|
| Sri. Sanjay Jayavarthanelu | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri. Ravi Sam | ✓ | ✗ | ✓ | ✓ | ✗ |
| Sri. J. Raghupathy | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri. S. Venkataraman | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri. S. K. Najmul Hussain | ✓ | ✓ | ✓ | ✓ | ✓ |
| Smt. Vijayalakshmi Narendra | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri. N. R. Selvaraj | ✓ | ✓ | ✓ | ✓ | ✓ |

No Director is related to other Directors

SUPER SALES INDIA LIMITED

Non- Executive Directors' share holding:

| | |
|-----------------------------|-----------------|
| Sri. Sanjay Jayavarthanelu | : 216288 shares |
| Sri. Ravi Sam | : 1000 shares |
| Sri. J. Raghupathy | : 1500 shares |
| Sri. S. Venkataraman | : Nil |
| Sri S. K. Najmul Hussain | : Nil |
| Smt. Vijayalakshmi Narendra | : Nil |

The familiarisation programmes were held on 4th March, 2016 at Jay Textiles Unit I & II and on 7th March, 2016 at Engineering division - Gears unit. All the independent directors were present for the above two programmes.

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 are available at [http:// www.supersales.co.in/directors.html](http://www.supersales.co.in/directors.html)

Retirement of Directors by rotation and being eligible, offer for re- appointment

Sri. Ravi Sam, Director is retiring at the ensuing annual general meeting. He is eligible and offers himself for re- appointment.

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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Committee has been reconstituted on 20.01.2014 and at present, the Committee consists of the following Directors as its Members:

| | | |
|-----------------------------|---|----------|
| 1. Sri. J. Raghupathy | - | Chairman |
| 2. Sri. Ravi Sam | - | Member |
| 3. Sri. S. Venkataraman | - | Member |
| 4. Sri. S.K. Najmul Hussain | - | Member |
| 5. Sri. N. R. Selvaraj | - | Member |

The Committee has met 4 times during the financial year ended 31st March, 2016.

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

| Name of the Director\ Date of Audit Committee Meetings | 20.05.15 | 12.08.15 | 26.10.15 | 03.02.16 |
|---|----------|----------|----------|----------|
| Sri. J. Raghupathy | ✓ | ✓ | ✓ | ✓ |
| Sri. Ravi Sam | ✓ | ✗ | ✓ | ✓ |
| Sri. S. Venkataraman | ✓ | ✓ | ✓ | ✓ |
| Sri. S. K. Najmul Hussain | ✓ | ✓ | ✓ | ✓ |
| Sri. N. R. Selvaraj | ✓ | ✓ | ✓ | ✓ |

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. The Committee has been reconstituted on 20.01.2014 and the reconstituted Committee consists of the following Directors as its Members.

1. Sri. J. Raghupathy - Chairman
2. Sri. Ravi Sam - Member
3. Sri. S. Venkataraman - Member
4. Sri. S.K. Najmul Hussain - Member

There is no Nomination and Remuneration Committee meeting held during the financial year ended 31st March, 2016.

Performance evaluation criteria for independent directors: Nomination and Remuneration Committee has approved the criteria for evaluation of the Board as a Whole, Chairman, Committees of the Board, Independent Directors and Non - independent directors. Based on the Criteria, the evaluations have been carried out.

5. REMUNERATION OF DIRECTORS

Company does not have any pecuniary relationship or transactions with its Non- Executive Directors during the financial year ended 31st March, 2016.

At present, the Company pays only sitting fees to all the Non-Executive Directors.

Sitting fee paid to the Non-Executives Directors during the financial year ended 31st March, 2016 are as follows

| Name | (Amount in Rupees) Sitting fee |
|------------------------------|-----------------------------------|
| Sri. Sanjay Jayavarthanavelu | 1.10,000 |
| Sri. Ravi Sam | 1,20,000 |
| Sri. J. Raghupathy | 2,45,000 |
| Sri. S.Venkataraman | 2,20,000 |
| Sri. S. K. Najmul Hussain | 2,70,000 |
| Smt. Vijayalakshmi Narendra | 1,10,000 |

Remuneration paid to Sri. N.R. Selvaraj, Whole time Director

| | | |
|-------------------------|---|------------------|
| Basic Salary | - | Rs. 24,00,000 PA |
| HRA | - | Rs. 12,00,000 PA |
| Medical Reimbursement | - | Rs. 1,99,920 PA |
| Leave travel assistance | - | Rs. 1,83,333 PA |

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 Whole time Director are fixed in nature and there is no performance linked payment to him.

Sri. N.R. Selvaraj has been appointed as Whole time Director of the company with effect from 1st February, 2014. 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 and Pension are given to any Director.

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 20.1.2014 and the reconstituted Committee consists of the following Directors as its Members:

1. Sri. J. Raghupathy - Chairman
2. Sri. S. K. Najmul Hussain - Member
3. Sri. N. R. Selvaraj - Member

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

During the financial year one complaint was received from an investor which was resolved in time. The outstanding complaint as on 31st March, 2016 was Nil. The Committee has met 2 times during the financial year ended 31st March, 2016.

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 | 12.08.2015 | 03.02.16 |
|--|------------|----------|
| Sri. J. Raghupathy | ✓ | ✓ |
| Sri. S.K. Najmul Hussain | ✓ | ✓ |
| Sri. N.R. Selvaraj | ✓ | ✓ |

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 | Thursday | 08.08.2013 | 3.15 PM |
| -- do -- | AGM | Wednesday | 27.08.2014 | 3:00 PM |
| -- do -- | AGM | Wednesday | 12.08.2015 | 3:30 PM |

1. No special resolution was passed during the year 2012-13.
2. During 2013-14 two special resolutions were passed -
 - At the 32nd AGM held on 27.08.2014 two special resolutions were passed. One is for altering the Articles of Association of the Company and other one is for borrowing in excess of paid up share capital and free reserves as per the new Companies Act, 2013
3. During 2014-15 one special resolution was passed -
 - At the 33rd AGM held on 12.08.2015 one special resolution was passed to approve the material related party transactions with Lakshmi Machine Works Limited as per clause 49 of the Listing agreement entered with the Stock Exchanges.

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 2015-16.

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. 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 | : Monday, the 1 st August, 2016 |
| Time | : 12.05 PM |
| Venue | : 'Nani Kalai Arangam' Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore – 641 037. |

(b) Financial year 2015 - 16

Financial Calendar (2016-17)

| | |
|--|---|
| Results for the financial year 2015-16 | : 25 th May, 2016 |
| Posting of Annual Report | : On or before 5 th July, 2016 |
| Last date of receipt of proxy forms | : 30 th July, 2016 |
| Announcement of Quarterly Results | : August, 2016 October, 2016 January, 2017 & May, 2017 |

(c) Dividend Payment Date : 20th August, 2016

(d) Listing on Stock Exchanges and Market Price

The shares of the Company are listed in BSE Limited. The company has paid the listing fee for the year 2015-16 and 2016-17.

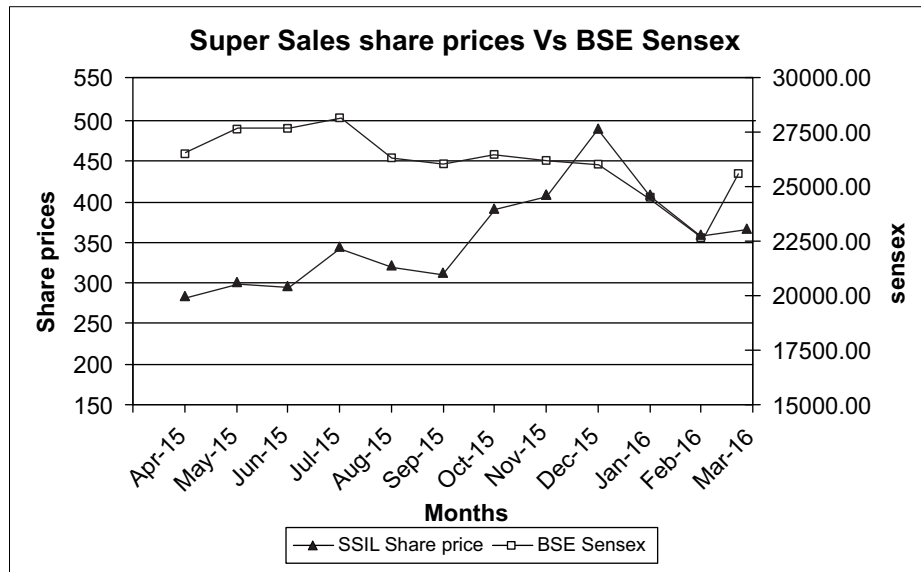
(e) Scrip Code at Bombay Stock Exchange : 512527
International security identification number (ISIN) : INE091C01017

SUPER SALES INDIA LIMITED

- (f) Market Price data: Monthly Low and High 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 | High Price (Rs.) | Low Price (Rs.) | Sensex |
|-----------------|------------------|-----------------|----------|
| April, 2015 | 299.00 | 260.00 | 27011.31 |
| May, 2015 | 355.00 | 280.00 | 27828.44 |
| June, 2015 | 307.90 | 280.00 | 27780.83 |
| July, 2015 | 358.00 | 285.00 | 28114.56 |
| August, 2015 | 439.90 | 292.00 | 26283.09 |
| September, 2015 | 340.00 | 294.00 | 26154.83 |
| October, 2015 | 425.00 | 304.00 | 26656.83 |
| November, 2015 | 414.90 | 351.20 | 26145.67 |
| December, 2015 | 505.00 | 382.10 | 26117.54 |
| January, 2016 | 518.00 | 372.00 | 24870.69 |
| February, 2016 | 469.00 | 340.00 | 23002.00 |
| March, 2016 | 398.00 | 356.30 | 25341.86 |

- (g) Super Sales Share prices Vs BSE Sensex



- (h) The shares are regularly traded in BSE Ltd and trading was not suspended at any time during the year.
- (i) Registrar & Share Transfer / Demat Agents

Company's share transfer work and dematerialization are done by M/s. SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore- 641 006. (Phone: 0422-6549995, 2539835-836 Fax : 0422-2539837 and Email: info@skdc-consultants.com). The shareholders can contact them for all matters relating to their shareholdings in the company.

SUPER SALES INDIA LIMITED

(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 31.03.2016

| No. of equity shares held | | No. of shareholders | No. of shares held | % held |
|---------------------------|-------|---------------------|--------------------|---------------|
| Upto | 500 | 4,931 | 5,27,711 | 17.18 |
| 501 to | 1000 | 171 | 1,28,415 | 4.18 |
| 1001 to | 2000 | 70 | 1,03,669 | 3.38 |
| 2001 to | 3000 | 23 | 55,378 | 1.80 |
| 3001 to | 4000 | 7 | 23,279 | 0.76 |
| 4001 to | 5000 | 9 | 42,899 | 1.40 |
| 5001 to | 10000 | 15 | 1,05,980 | 3.45 |
| 10001 and | above | 23 | 20,84,169 | 67.86 |
| Total | | | 30,71,500 | 100.00 |

(l) Dematerialization of Shares

As on 31.03.2016, 28,07,382 shares constituting 91.40% 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 any forward cover or hedging to cover the Commodity price risk or foreign exchange risk.

(o) Plant Locations

The Company is having Four Divisions viz., Agency Division, Textile Division, Wind Energy Division and Engineering Division.

The Agency Division is functioning at the Registered Office of the Company, 34-A, Kamaraj Road, Coimbatore-641 018 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

Wind Energy Division Kethanur, Vavipalayam and Elavanthi villages in Palladam Taluk, Tirupur (Dt), Vadavedampatti, Vadambachery and Kammalapatti villages in Sular Taluk, Coimbatore (Dt), Thungavi village, Udumalpet Taluk, Tirupur (Dt) and Poomalaikundu and Thappukundu villages in Theni (Dt).

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

10. OTHER DISCLOSURES

- 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. Company has adopted Vigil mechanism, whistle blower policy and no person has been denied access to the Audit Committee.
 - d. The Company has complied 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 any forward cover or hedging to cover the Commodity price risk.
11. Company has complied 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. Company has complied all the requirements as specified in Regulation 17 to 27 and has uploaded 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.

For and on behalf of the Board

(Sd.) SANJAY JAYAVARTHANEVELU
Chairman
DIN : 00004505

Coimbatore
25th May, 2016

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.

N. R. Selvaraj
Whole time Director
DIN:00013954

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Certificate from the Statutory Auditors confirming the compliance with all 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 clause (1) of 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.

- a. Number of cases and number of shares unclaimed at the beginning of the year : 3 and 75 respectively.
- 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 : 3 and 75 respectively.
- e. Voting rights of the unclaimed shares remain frozen.

The shareholders who have not claimed their shares are requested to contact the Registrars and share transfer agent for claiming the shares.

CEO & CFO CERTIFICATE

To
The Board of Directors
Super Sales India Limited

- (a) We hereby certify that we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2016 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 2015-16, 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 and that 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 is 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
18th May, 2016

(Sd.) **N.R. SELVARAJ**
Wholetime Director
DIN : 00013954

(Sd.) **S. RAVINDRAN**
CFO

INDEPENDENT AUDITOR'S REPORT

To the Members of Super Sales India Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Super Sales India Limited ('the Company'), which comprise the balance sheet as at 31st March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, and ensuring their operating effectiveness for the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31st 2016;
- b) in the case of Statement of Profit and Loss, the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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 of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, 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 it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives 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.

Place: Coimbatore
Date : 25th May, 2016

For **S. KRISHNAMOORTHY & CO.**,
(Reg. No. 001496S)
Chartered Accountants
(Sd.) **K.N. SREEDHARAN**
Partner, Auditor
Membership No.12026

S. KRISHNAMOORTHY & CO.
Chartered Accountants

ANNEXURE TO THE AUDITORS' REPORT

The Annexure A referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements

In terms of the information and explanations sought by us and given by the Company and the books examined by us during the course of our Audit and to the best of our knowledge and belief we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As per the information and explanations given to us, the fixed assets of the Company have been physically verified by the management during the year at reasonable intervals having regard to size of the Company and nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties of the Company shown under the Fixed Assets schedule are held in the name of the Company.
- (ii) The stocks of finished goods, stores, spares and raw materials of the Company have been physically verified by the management during the year at reasonable intervals. In our opinion the frequency of such verification is reasonable and no material discrepancies were noticed.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) The Company has not granted any loan to directors or to any other person in whom the director is interested or given any guarantee or provided any security in connection with any loan taken by the director or such other person as contemplated in section 185 of the Act. The Company has also not given any loan or made any investment as contemplated under section 186 of the Act.
- (v) The Company has not accepted any deposits to which the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Rules framed there under and the directions issued by the RBI are applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records u/s. 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or not.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Customs Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities.

SUPER SALES INDIA LIMITED

(b) According to the information and explanations given to us, there are no dues of Sales tax, Wealth tax, Customs Duty, Excise Duty, Cess save and except the disputed service tax as detailed below:

| Name of statute | Nature of the dues | As on 31.03.2016 (Rs in Lakhs) | Period to which the amt. relates | Forum where the dispute is pending | Remarks |
|-----------------|----------------------------------|-----------------------------------|----------------------------------|------------------------------------|---------|
| Service Tax | Service Tax on Agency Commission | 81.00 | Upto 31.03.2003 | CESTAT, Chennai | - |
| Service Tax | Penalty | 63.33 | Upto 31.03.2003 | CESTAT, Chennai | - |
| Service Tax | Service Tax on Erection Charges | 12.66 | Prior to 01.07.2003 | CESTAT, Chennai | - |

- (viii) Based on our audit procedure, we are of the opinion that the company has not defaulted in the repayment of dues to its bank, financial institution, Government or Debenture holders.
- (ix) The Company has not availed any term loan or raised money by initial public offer or further public offer (including debt instruments) during the year.
- (x) Based upon the audit procedures performed and information and explanation given by the management, no material frauds by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us, and based on our examination of records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V of the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company.
- (xiii) In our opinion and based on our examination of records of the company, transactions with the related parties are in compliance with section 177 and section 188 of the Act. Details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, and based on our examination of 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.
- (xv) 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 them.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **S. KRISHNAMOORTHY & CO.**,
(Reg. No. 001496S)
Chartered Accountants
(Sd.) **K.N. SREEDHARAN**
Partner, Auditor
Membership No.12026

Place: Coimbatore
Date : 25th May, 2016

S. KRISHNAMOORTHY & CO.
Chartered Accountants

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls 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 ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgment, including the assessment of the risks of material misstatement of the 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 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 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 31st March, 2016, 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.

Place: Coimbatore
Date : 25th May, 2016

For **S. KRISHNAMOORTHY & CO.,**
(Reg. No. 001496S)
Chartered Accountants
(Sd.) **K.N. SREEDHARAN**
Partner, Auditor
Membership No.12026

SUPER SALES INDIA LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2016

(Rs. in Lakhs)

| Particulars | Note Nos. | 31.03.2016 | 31.03.2015 |
|------------------------------------|-----------|------------------|------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 1 | 307.15 | 307.15 |
| (b) Reserves and Surplus | 2 | <u>11,825.20</u> | <u>10,242.09</u> |
| | | <u>12,132.35</u> | <u>10,549.24</u> |
| (2) Non-Current Liabilities | | | |
| (a) Long-term borrowings | 3 | - | 257.33 |
| (b) Deferred tax liabilities (Net) | 4 | <u>1,171.94</u> | <u>1,264.75</u> |
| | | <u>1,171.94</u> | <u>1,522.08</u> |
| (3) Current Liabilities | | | |
| (a) Short-term borrowings | 5 | 5,194.62 | 5,273.22 |
| (b) Trade payables | 6 | 815.37 | 859.22 |
| (c) Other current liabilities | 7 | 865.45 | 1,553.50 |
| (d) Short-term provisions | 8 | <u>982.74</u> | <u>801.38</u> |
| | | <u>7,858.18</u> | <u>8,487.32</u> |
| Total | | <u>21,162.47</u> | <u>20,558.64</u> |
| II. ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | 9 | | |
| (i) Tangible assets | | 11,387.10 | 11,450.48 |
| (ii) Intangible assets | | 7.88 | 5.17 |
| (iii) Capital work-in-progress | | 47.90 | 46.96 |
| (b) Non-current investments | 10 | 86.91 | 167.55 |
| (c) Long term loans and advances | 11 | <u>323.33</u> | <u>264.15</u> |
| | | <u>11,853.12</u> | <u>11,934.31</u> |
| (2) Current assets | | | |
| (a) Inventories | 12 | 3,784.17 | 2,837.20 |
| (b) Trade receivables | 13 | 3,718.04 | 3,945.73 |
| (c) Cash and cash equivalents | 14 | 235.77 | 321.93 |
| (d) Short-term loans and advances | 15 | 1,513.66 | 1,483.58 |
| (e) Other current assets | 16 | <u>57.71</u> | <u>35.89</u> |
| | | <u>9,309.35</u> | <u>8,624.33</u> |
| Total | | <u>21,162.47</u> | <u>20,558.64</u> |

See accompanying notes to financial statements
As per our report annexed

For **S. KRISHNAMOORTHY & CO.**,
(Registration No. 001496S)
Chartered Accountants

(Sd.) **SANJAY JAYAVARTHANA VELU**
Chairman
DIN 00004505

(Sd.) **N.R. SELVARAJ**
Wholesale Director
DIN 00013954

(Sd.) **K.N.SREEDHARAN**
Partner
Membership No. 12026

(Sd.) **S. RAVINDRAN**
Chief Financial Officer

(Sd.) **S.K. RADHAKRISHNAN**
Company Secretary

Coimbatore
25th May, 2016

SUPER SALES INDIA LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(Rs. in Lakhs)

| Particulars | Note Nos. | 31.03.2016 | 31.03.2015 |
|--|-----------|------------------|------------------|
| Revenue : | | | |
| Revenue from operations | 17 | 22,928.51 | 22,059.22 |
| Other Income | 18 | 667.75 | 520.41 |
| Total Revenue | | 23,596.26 | 22,579.63 |
| Expenses: | | | |
| Cost of materials consumed | 19 | 10,227.39 | 10,140.21 |
| Purchase of Stock-in-Trade | | 82.30 | 210.01 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 20 | (251.41) | 138.29 |
| Employee benefit expenses | 21 | 2,834.77 | 2,616.07 |
| Financial costs | 22 | 677.10 | 751.74 |
| Depreciation and amortization expenses | 9 | 1,372.80 | 1,180.74 |
| Corporate Social Responsibility expenses | | 38.25 | 10.00 |
| Other expenses | 23 | 6,099.03 | 5,329.72 |
| Total Expenses | | 21,080.23 | 20,376.78 |
| Profit before tax & exceptional Items | | 2,516.03 | 2,202.85 |
| Exceptional Item | | 65.26 | 92.95 |
| Profit after Exceptional Items but before tax | | 2,450.77 | 2,109.90 |
| Tax expenses | | | |
| (1) Current tax | | 808.00 | 640.00 |
| (2) Excess Tax Provision Reversed (Tax Paid) | | 6.30 | 75.45 |
| (3) Deferred Tax | | (92.81) | (35.89) |
| (4) Dividend Tax paid | | 2.58 | - |
| Profit(Loss) for the period from continuing operations | | 1,739.30 | 1,581.24 |
| Profit/(Loss) for the period | | 1,739.30 | 1,581.24 |
| Earning per equity share: - Face Value Rs.10/- | | | |
| (1) Basic | | 56.63 | 51.48 |
| (2) Diluted | | 56.63 | 51.48 |

See accompanying notes to financial statements
As per our report annexed

For **S. KRISHNAMOORTHY & CO.,**
(Registration No. 001496S)
Chartered Accountants

(Sd.) **SANJAY JAYAVARTHANAVELU**
Chairman
DIN 00004505

(Sd.) **N.R. SELVARAJ**
Wholetime Director
DIN 00013954

(Sd.) **K.N.SREEDHARAN**
Partner
Membership No. 12026

(Sd.) **S. RAVINDRAN**
Chief Financial Officer

(Sd.) **S.K. RADHAKRISHNAN**
Company Secretary

Coimbatore
25th May, 2016

SUPER SALES INDIA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016 **(Rs. in Lakhs)**

| Particulars | 31.03.2016 | 31.03.2015 |
|--|------------|------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit / (Loss) Before Tax and Extraordinary items | 2,516.03 | 2,202.85 |
| Adjustments for: | | |
| Depreciation | 1,372.80 | 1,180.74 |
| Loss on sale of Asset | - | 2.23 |
| Interest paid | 677.10 | 751.74 |
| Interest / Dividend | (114.55) | (78.60) |
| Profit on sale of asset | (107.18) | (152.46) |
| Provision for Wealth Tax | - | 0.44 |
| Investment Fluctuation Reserve | (63.77) | - |
| Exceptional item | (65.26) | (92.95) |
| Operating profit before working capital changes | 4,215.17 | 3,813.99 |
| Adjustments for: | | |
| Trade & other receivables | 116.61 | 119.75 |
| Inventories | (946.97) | 512.54 |
| Trade Payable & Other Liabilities | 51.99 | 252.53 |
| Cash generated from operations | 3,436.80 | 4,698.81 |
| Direct Taxes paid | 634.14 | 425.56 |
| Cash Flow before extraordinary items | 2,802.66 | 4,273.25 |
| Net cash from Operating activities | 2,802.66 | 4,273.25 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (1,314.87) | (1,780.24) |
| Sale of Fixed Assets | 108.98 | 169.47 |
| Investment Written Off | 80.64 | - |
| Interest Received | 47.24 | 24.57 |
| Dividend Received | 67.31 | 54.03 |
| Net Cash used in investing activities | (1,010.70) | (1,532.17) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Repayment of Long Term borrowings | (1,108.60) | (1,784.00) |
| Dividend paid (Incl Dividend Tax) | (92.42) | (89.84) |
| Interest paid | (677.10) | (751.74) |
| Net cash used in financing activities | (1,878.12) | (2,625.58) |
| Net increase in Cash and Cash equivalents | (86.16) | 115.50 |
| Cash and Cash Equivalents (Opening Balance) | 321.93 | 206.43 |
| Cash and Cash Equivalents (Closing Balance) | 235.77 | 321.93 |

See accompanying notes to financial statements
As per our report annexed

For **S. KRISHNAMOORTHY & CO.,**
(Registration No. 001496S)
Chartered Accountants

(Sd.) **SANJAY JAYAVARTHANAVELU**
Chairman
DIN 00004505

(Sd.) **N.R. SELVARAJ**
Wholesale Director
DIN 00013954

(Sd.) **K.N.SREEDHARAN**
Partner
Membership No. 12026

(Sd.) **S. RAVINDRAN**
Chief Financial Officer

(Sd.) **S.K. RADHAKRISHNAN**
Company Secretary

Coimbatore
25th May, 2016

Notes to the Financial Statements

(Rs. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|---|------------------|------------------|
| (1) SHAREHOLDER'S FUNDS | | |
| 1. Share Capital | | |
| (a) Authorised Share Capital: | | |
| 50,00,000 Equity Shares of Rs. 10/- each | <u>500.00</u> | <u>500.00</u> |
| (b) Issued, Subscribed and Paid up Share Capital: | | |
| 30,71,500 Equity Shares of Rs. 10/- each fully paid | <u>307.15</u> | <u>307.15</u> |
| (c) The total number of shares at the year end 31.03.2015 & 31.03.2016 are same. | | |
| (d) Share holders holding more than 5% of total shares | No. of shares | No. of shares |
| Laxshmi Cargo Company Ltd | 480,295 | 480,295 |
| Lakshmi Life Sciences Ltd | 399,295 | 399,295 |
| Gagandeep Credit Capital Pvt. Ltd. | 241,544 | 391,544 |
| Sri. Sanjay Jayavarthanavelu | <u>216,288</u> | <u>216,288</u> |
| (d) Equity share holders are entitled to one vote per equity share. The Dividend proposed by the Board of Directors is subject to approval by the shareholders at the Annual General Meeting. | | |
| 2. Reserves and Surplus | | |
| (a) Securities Premium Reserve | 718.60 | 718.60 |
| (b) General Reserve | 6,561.42 | 5,561.42 |
| Add: Transferred from P & L Account | <u>1,000.00</u> | <u>1,000.00</u> |
| | 7,561.42 | 6,561.42 |
| (c) Investment Fluctuation Reserve | - | 63.77 |
| (d) Surplus in Profit and Loss account | | |
| Opening Balance | 2,898.30 | 2,448.68 |
| Add: Profit / (Loss) for the Year | 1,739.30 | 1,581.24 |
| Less: Depreciation Reserve | - | 41.78 |
| Less: Transferred to General Reserve | 1,000.00 | 1,000.00 |
| Less: Proposed Dividend | 76.79 | 76.79 |
| Less: Proposed Corporate Dividend Tax | <u>15.63</u> | <u>13.05</u> |
| Closing Balance | <u>3,545.18</u> | <u>2,898.30</u> |
| | 11,825.20 | 10,242.09 |
| (2) NON CURRENT LIABILITIES | | |
| 3. Long - Term Borrowings | | |
| (a) Term Loan - Secured | | |
| (i) Indian Bank | - | 117.13 |
| (1) Limit - Rs.24 Crores | | |
| (2) Security- | | |
| a) Exclusive hypothecation of assets purchased out of this loan. | | |
| b) Pari passu charge on the assets not charged for other loans. | | |
| c) Equitable mortgage of land | | |
| (3) Repayment - 24 Quarterly instalments of Rs.1 Crore commenced from May,2012. | | |
| (4) Rate of Interest - 11.20% p.a | | |
| (ii) Indian Overseas Bank | - | 140.20 |
| (1) Limit - Rs.9.50 Crores | | |
| (2) Security- | | |
| a) Exclusive hypothecation of assets purchased out of this loan. | | |
| b) Equitable mortgage of land | | |
| (3) Repayment - 19 Quarterly instalments of Rs.50 Lakhs commenced from May,2012. | | |
| (4) Rate of Interest - 11.90% p.a | | |
| | - | <u>257.33</u> |

Notes to the Financial Statements

(Rs. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|---|------------------------|-----------------|
| 4. Deferred Tax Liabilities (Net) | | |
| Opening Balance | 1,264.75 | 1,300.64 |
| Add / (Less): Provided / (Reversed) during the Year | <u>(92.81)</u> | <u>(35.89)</u> |
| Closing Balance | <u>1,171.94</u> | <u>1,264.75</u> |
| (3)CURRENT LIABILITIES | | |
| 5. Short Term Borrowings | | |
| (a) Loan repayable on demand | | |
| (i) Secured - From Banks | | |
| (a) Indian Overseas Bank - Cash Credit | 1,748.62 | 1,703.80 |
| (1) Limit - Rs.17.50 Crores | | |
| (2) Rate of Interest - 11.90% p.a | | |
| (b) Indian Bank - Cash Credit | 1,464.74 | 1,484.37 |
| (1) Limit - Rs.15 Crores | | |
| (2) Rate of Interest - 11.90% p.a | | |
| (c) IDBI Bank - Demand Loan | 647.93 | 710.63 |
| (1) Limit - Rs.7.50 Crores | | |
| (2) Rate of Interest - 11.25% p.a | | |
| (d) IDBI Bank | 750.00 | 750.00 |
| (1) Limit - Rs.7.50 Crores | | |
| (2) Rate of Interest - 12.25% p.a | <u>4,611.29</u> | <u>4,648.80</u> |
| (All the above working capital loans Secured by hypothecation of entire current assets of the Company.) | | |
| (ii) Unsecured - From Bank | | |
| Purchase bills discounted with Yes Bank Limited - 7.50 Crores | 494.44 | 439.38 |
| Rate of Interest -11.75% p.a. | | |
| (b) Others | | |
| Advance from Customers | 88.89 | 185.04 |
| | <u>5,194.62</u> | <u>5,273.22</u> |
| 6. Trade Payables | | |
| Due to Micro, Small, Medium Enterprises | 123.53 | 55.78 |
| Due to Others | <u>691.84</u> | <u>803.44</u> |
| | <u>815.37</u> | <u>859.22</u> |

SUPER SALES INDIA LIMITED

Notes to the Financial Statements

(Rs. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|--|---------------|-----------------|
| 7. Other Current Liabilities | | |
| (a) Current Maturities of Long Term debt | 140.20 | 991.47 |
| (b) Interest accrued and due on borrowings | 7.34 | 18.49 |
| (c) Unpaid Dividends | 26.09 | 27.46 |
| (d) Others | | |
| Statutory Liabilities Payable | 66.97 | 61.86 |
| Payable to employees | 70.67 | 67.20 |
| Expenses Payable | 554.18 | 387.02 |
| | <u>691.82</u> | <u>516.08</u> |
| | <u>865.45</u> | <u>1,553.50</u> |
| 8. Short Term Provisions | | |
| (a) Provision for Employee Benefits | | |
| Leave Encashment | 22.71 | 16.08 |
| Gratuity | 59.61 | 55.02 |
| (b) Others | | |
| Provision for Income Tax | 808.00 | 640.00 |
| Provision for Wealth Tax | - | 0.44 |
| Provision for Dividend | 76.79 | 76.79 |
| Provision for Corporate Dividend Tax | 15.63 | 13.05 |
| | <u>900.42</u> | <u>730.28</u> |
| | <u>982.74</u> | <u>801.38</u> |

(1) NON - CURRENT ASSETS

9. Fixed Assets

| PARTICULARS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | |
|------------------------------|-------------------------|----------------------|-------------------------|--------------------|----------------------|--------------------|---------------------|---------------------|
| | COST UPTO 31.03.2015 | ADDITIONS / SALES | COST UPTO 31.03.2016 | UPTO 31.03.2015 | FOR THE PERIOD | UPTO 31.03.2016 | AS ON 31.03.2016 | AS ON 31.03.2015 |
| I. Tangible Assets | | | | | | | | |
| Land | 503.63 | - | 503.63 | - | - | - | 503.63 | 503.63 |
| Buildings | 2,398.19 | 11.03 | 2,409.22 | 941.36 | 66.19 | 1,007.55 | 1,401.67 | 1,456.83 |
| Plant & Machinery | 21,618.87 | 1,221.83 (217.22) | 22,623.48 | 12,537.19 | 1,144.91 (216.32) | 13,465.78 | 9,157.71 | 9,081.69 |
| Electrical Equipments | 669.58 | 17.92 | 687.50 | 417.88 | 122.28 | 540.16 | 147.34 | 251.70 |
| Furniture & Fittings | 79.12 | 3.85 | 82.97 | 48.55 | 5.67 | 54.22 | 28.75 | 30.57 |
| Office Equipments | 22.10 | 2.37 | 24.47 | 15.95 | 2.07 | 18.02 | 6.45 | 6.15 |
| Vehicles | 195.69 | 42.91 (18.39) | 220.21 | 97.12 | 19.45 (17.47) | 99.10 | 121.11 | 98.57 |
| Computers | 118.72 | 8.81 | 127.53 | 97.38 | 9.72 | 107.10 | 20.43 | 21.34 |
| II. Intangible Assets | | | | | | | | |
| ERP & Software | 40.81 | 5.22 | 46.03 | 35.64 | 2.51 | 38.15 | 7.88 | 5.17 |
| III. Work-in-Progress | 46.96 | 22.89 (21.95) | 47.90 | - | - | - | 47.90 | 46.96 |
| Grand Total | 25,693.67 | 1,336.83 (257.56) | 26,772.94 | 14,191.07 | 1,372.80 (233.79) | 15,330.08 | 11,442.87 | 11,502.61 |
| Previous Year | 24,314.06 | 1,865.19 (485.58) | 25,693.67 | 13,349.92 | 1,222.52 (381.38) | 14,191.06 | 11,502.61 | 10,964.13 |

Notes to the Financial Statements

(Rs. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|---|------------------------|-----------------|
| 10. Non Current Investments | | |
| Other Investments | | |
| (a) Investments in Equity Instruments | | |
| Quoted | | |
| (i) M/s. Lakshmi Machine Works Ltd (1,79,480 Equity shares of Rs.10/-each Fully paid) | 83.15 | 83.15 |
| (ii) M/s. Indian Overseas Bank (36,100 Equity shares of Rs.10/-each Fully paid) | 3.61 | 3.61 |
| | 86.76 | 86.76 |
| Aggregate amount of quoted investments | | |
| Cost | 86.76 | 86.76 |
| Market Value | <u>5,996.96</u> | <u>6,883.18</u> |
| Unquoted | | |
| M/s. Pugoda Textiles Lanka Ltd (11,25,000 Equity shares of Rs.10/-each Fully paid) | - | 80.64 |
| (b) Investment in Government or Trust Securities | | |
| National Savings Certificate - 7 Years | 0.15 | 0.15 |
| | <u>86.91</u> | <u>167.55</u> |
| 11. Long - Term Loans & Advances | | |
| Unsecured, Considered good | | |
| (a) Capital Advances | - | 34.96 |
| (b) Security Deposits | 312.92 | 215.50 |
| (c) Other Loans and Advances | | |
| Other Advances | 10.41 | 13.69 |
| | <u>323.33</u> | <u>264.15</u> |
| (2) CURRENT ASSETS | | |
| 12. Inventories | | |
| (a) Raw Materials at Cost | 2,362.53 | 1,615.61 |
| (b) Work - in - Progress at estimated average cost | 448.25 | 314.74 |
| (c) Finished Goods - Partly at Cost & Partly at Realisable Value | 534.72 | 418.22 |
| (d) Stores and Spares at Weighted Average Cost | 435.59 | 486.95 |
| (e) Waste at Net Realisable Value | 3.08 | 1.68 |
| | <u>3,784.17</u> | <u>2,837.20</u> |
| 13. Trade Receivables - Unsecured, Considered good | | |
| (a) Outstanding for a period exceeding six months | 147.46 | 322.20 |
| (b) Others | <u>3,570.58</u> | <u>3,623.53</u> |
| | <u>3,718.04</u> | <u>3,945.73</u> |

SUPER SALES INDIA LIMITED

Notes to the Financial Statements

(Rs. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|---|-------------------------|-------------------------|
| 14. Cash and Cash Equivalents | | |
| (a) Balance with banks | 133.70 | 192.06 |
| (b) Cash on Hand | 2.99 | 68.10 |
| (c) Others | | |
| (i) Unpaid Dividend account | 26.09 | 27.45 |
| (ii) In Margin Deposit Account | <u>72.99</u> | <u>34.32</u> |
| | 99.08 | 61.77 |
| | <u>235.77</u> | <u>321.93</u> |
| 15. Short - Term Loans & Advances Unsecured, Considered Good | | |
| Others | | |
| Advance to suppliers | 347.83 | 301.79 |
| Rent Advance | 0.83 | 0.68 |
| Advance to Service Providers | - | 5.18 |
| Staff Advance | 1.14 | 1.43 |
| VAT Receivables | 105.66 | 43.08 |
| CENVAT Receivables | 86.54 | 230.17 |
| Advance Tax, TDS & Refund Due | 939.95 | 863.98 |
| Prepaid Expenses | <u>31.71</u> | <u>37.27</u> |
| | <u>1,513.66</u> | <u>1,483.58</u> |
| 16. Other Current Assets | | |
| Interest Receivables | 1.07 | 0.16 |
| Income Receivables | <u>56.64</u> | <u>35.73</u> |
| | <u>57.71</u> | <u>35.89</u> |
| 17. Revenue from Operations | | |
| (a) Sale of Products | | |
| Export Sales | | |
| Yarn - Direct Export | 1,593.05 | 217.98 |
| Yarn - Merchant Export | 2,245.42 | 2,201.51 |
| Gears | <u>5.06</u> | <u>37.39</u> |
| | 3,843.53 | 2,456.88 |
| Domestic Sales | | |
| Yarn & Fabric | 11,749.13 | 13,089.81 |
| Gears | 3,102.90 | 1,955.02 |
| Cotton Waste | 918.72 | 984.05 |
| Trading Sales | <u>84.25</u> | <u>211.29</u> |
| | 15,855.00 | 16,240.17 |
| (b) Sale of Services | | |
| Commission Receipts | 1,440.25 | 1,373.77 |
| Wind Energy Receipts | 1,333.93 | 1,390.82 |
| Erection Charges Receipts | 682.68 | 675.10 |
| Job Receipts | <u>122.30</u> | <u>117.72</u> |
| | 3,579.16 | 3,557.41 |
| | 23,277.69 | 22,254.46 |
| (c) Less: Excise Duty | <u>349.18</u> | 195.24 |
| | <u>22,928.51</u> | <u>22,059.22</u> |

Notes to the Financial Statements

(Rs. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|---|-------------------------|-------------------------|
| 18. Other Income | | |
| Interest Income | 47.24 | 24.57 |
| Dividend Income | 67.31 | 54.03 |
| Profit on Sale of assets | 107.18 | 152.46 |
| Other Non-Operating Income | <u>446.02</u> | <u>289.35</u> |
| | <u>667.75</u> | <u>520.41</u> |
| 19. Cost of Materials Consumed | | |
| Opening Stock | 1,615.61 | 2,037.37 |
| Add: Purchase | <u>11,056.61</u> | <u>9,928.46</u> |
| | 12,672.22 | 11,965.83 |
| Less: Closing Stock | <u>2,362.53</u> | <u>1,615.61</u> |
| | <u>10,309.69</u> | <u>10,350.22</u> |
| 20. Changes in Inventories of Finished Goods, Work - in - Progress & Waste | | |
| Opening Stock of WIP | 314.74 | 430.95 |
| Less: Closing stock of WIP | <u>448.25</u> | <u>314.74</u> |
| | (133.51) | 116.21 |
| Opening stock of Finished Goods | 418.22 | 434.05 |
| Less: Closing stock of Finished Goods | <u>534.72</u> | <u>418.22</u> |
| | (116.50) | 15.83 |
| Opening Stock of Waste | 1.68 | 7.93 |
| Less: Closing stock of Waste | <u>3.08</u> | <u>1.68</u> |
| | (1.40) | 6.25 |
| | <u>(251.41)</u> | <u>138.29</u> |
| 21. Employee Benefit Expenses | | |
| Salaries, Wages & Bonus | 2,439.01 | 2,200.16 |
| Contribution to Provident Fund & Other Funds | 143.17 | 123.20 |
| Gratuity | 24.35 | 58.04 |
| Staff Welfare Expenses | <u>228.24</u> | <u>234.67</u> |
| | <u>2,834.77</u> | <u>2,616.07</u> |
| 22. Finance Costs | | |
| Interest on Term Loans | 75.51 | 223.96 |
| Interest on Working Capital Loans | 513.80 | 483.62 |
| Interest on Others | 44.24 | 19.22 |
| Bank Charges | <u>43.55</u> | <u>24.94</u> |
| | <u>677.10</u> | <u>751.74</u> |

Notes to the Financial Statements

(Rs. in Lakhs)

| Particulars | 31.03.2016 | 31.03.2015 |
|--|-----------------|-----------------|
| 23. Other Expenses | | |
| Stores Consumed | | |
| Opening Stock | 486.95 | 439.44 |
| Add: Purchase | 990.79 | 986.60 |
| | <u>1,477.74</u> | <u>1,426.04</u> |
| Less: Closing Stock | <u>435.59</u> | <u>486.95</u> |
| | 1,042.15 | 939.09 |
| Power & Fuel | 2,966.04 | 2,629.03 |
| Rent | 25.60 | 23.97 |
| Repairs to Buildings | 104.56 | 89.46 |
| Repairs to Machinery | 842.36 | 714.38 |
| Repairs to Others | 3.64 | 2.51 |
| Insurance | 28.37 | 23.86 |
| Rates & Taxes, excluding taxes on income | 73.62 | 53.06 |
| Payment to the Auditors | | |
| For Statutory Audit | 1.74 | 1.69 |
| Fabric conversion/Outside process | 359.83 | 233.50 |
| Miscellaneous Expenses | <u>651.12</u> | <u>619.17</u> |
| | <u>6,099.03</u> | <u>5,329.72</u> |

See accompanying notes to financial statements
As per our report annexed

For **S . KRISHNAMOORTHY & CO.,**
(Registration No. 001496S)
Chartered Accountants

(Sd.) **SANJAY JAYAVARTHANAVELU**
Chairman
DIN 00004505

(Sd.) **N.R. SELVARAJ**
Wholetime Director
DIN 00013954

(Sd.) **K.N.SREEDHARAN**
Partner
Membership No. 12026

(Sd.) **S. RAVINDRAN**
Chief Financial Officer

(Sd.) **S.K. RADHAKRISHNAN**
Company Secretary

Coimbatore
25th May, 2016

24. SIGNIFICANT ACCOUNTING POLICIES**1. Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under historical Costing Convention, with revenues recognized and expenses accounted on their accrual including provisions/adjustments for committed obligations and amounts determined as receivable or payable during the year as a going concern basis.

2. Use of estimates

The preparation of the financial statements in conformity with Indian GAAP 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.

3. Inventories

Inventories are valued at lower of cost and net realisable value.

- a. The raw materials are valued using identifiable lot cost.
- b. Value of finished goods is inclusive of excise duty wherever applicable
- c. Cost of finished goods is determined as cost of raw materials and other manufacturing cost. In respect of semi - finished goods cost is taken as cost of the materials and estimated Conversion cost, up to completed stage.
- d. Stores, Spares and Components are valued at weighted average cost.
- e. By- Products and waste are valued at net realizable value.

4. Cash and cash equivalents (for the purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

5. 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.

6. Depreciation and amortisation

Depreciation has been provided on the straight-line method based on estimated useful lives prescribed in Schedule II of 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.

7. Revenue recognition

a) Sale of goods

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

b) Sale of Services

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.
2. Wind Energy: Income from sale of wind energy is recognized on a monthly basis on the strength of the statements received from Tamilnadu Generation and Distribution Company Ltd.
3. 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.

8. Other income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

9. Fixed Assets

Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed 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 fixed 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 fixed asset 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.

Fixed assets acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project.

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.

10. Foreign currency transactions and translations

Initial recognition :

Foreign currency transactions are recorded at the prevailing exchange rates at the time of initial recognition.

On Settlement :

Exchange difference arising on final settlement are adjusted and recognised as income or expense in the statement of Profit and Loss. Outstanding balances of monetary items denominated in foreign currency are restated at closing exchange rates and the difference accounted in the statement of profit and loss.

The company has exercised the option available under the amended AS 11 in respect of Foreign currency loans availed for acquisition of capital assets and capitalized the exchange rate fluctuation during the year.

11. Investments

Investments being long term are stated at cost inclusive of all expenses incidental to acquisition. Provision for diminution in their market value is made only if such decline is other than temporary.

12. Employee benefits

Short term employee benefits (other than termination benefits) which are payable within twelve months after the end of the period in which the employees render the service are accounted on accrual basis.

Defined contribution plans.

Company's contribution paid/ payable during the year to provident fund is recognized in the statement of profit and loss.

Defined benefit plan.

The gratuity payable to the employees is covered by a Master policy taken out with Life Insurance Corporation of India under its Group Gratuity Scheme and the company has opted for the Cash Accumulation Method. Earned leave provision has been made as per AS 15.(Revised).

13. 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.

14. Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

15. Earnings per share

Basic earnings per share is computed by dividing the 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.

16. Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

17. Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

18. Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

19. 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.

20. Input credit

The input credit on Central Excise, Service Tax and TNVAT are accounted for in the books in the period in which the underlying service/goods received are accounted and when there is no uncertainty in availing / utilising the credits. Out of the credits available on capital goods, 50 % of the amount is taken in the financial year in which capital goods are received and balance 50% in the subsequent year.

25. NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT MARCH 31, 2016

1. Provision for all liabilities including depreciation is neither inadequate nor more than what is necessary.
2. The opinion of the Board is that the current assets, loans and advances will fetch the amounts stated if realised in the ordinary course of business.
3. a) The Company has not given any guarantee on behalf of the Directors or other Officers.
b) Amounts due from the Directors or other Officers of the Company either severally or jointly with any other person is Rs. Nil (Previous year Nil).

SUPER SALES INDIA LIMITED

| | | (Rs. in Lakhs) | | | |
|---|--------------|-----------------------|---------------|---|------|
| Particulars | | Current Year | Previous Year | | |
| c) i) a) Amounts due at the end of the year from Private Companies in which the Directors are interested as Directors are | | Nil | Nil | | |
| b) Amounts due at the end of the year from Firms in which the Directors are Partners are | | Nil | Nil | | |
| ii) Maximum amount due from the above companies at any time during the currency of the year is | | 0.23 | 0.33 | | |
| 4. Value of Raw Materials Consumed: | | 31.3.2016 | 31.3.2015 | | |
| a) Raw material for Yarn & Fabrics | Rs. in Lakhs | 8873.16 | 9516.38 | | |
| b) Raw material for Gears | Rs. in Lakhs | 1407.45 | 833.84 | | |
| c) Material for Trading Sales | Rs. in Lakhs | 29.08 | Nil | | |
| CIF Value of Imports : | | | | | |
| a) Raw Materials | Rs. in Lakhs | 321.44 | 494.24 | | |
| b) Stores and Spares | Rs. in Lakhs | 71.98 | 68.64 | | |
| c) Capital Goods | Rs. in Lakhs | Nil | 368.69 | | |
| 5. The Value and percentage of raw materials, components and spare parts consumed / issued | | | | | |
| Particulars | | Indigenous | | Imported | |
| | | Value | % | Value | % |
| a) Raw Materials | Rs. in Lakhs | 9862.05 | 95.66 | 447.64 | 4.34 |
| (Previous year) | Rs. in Lakhs | 9839.63 | 95.07 | 510.59 | 4.93 |
| b) Components & Spares | Rs. in Lakhs | 982.46 | 94.27 | 59.69 | 5.73 |
| (Previous year) | Rs. in Lakhs | 875.94 | 93.27 | 63.16 | 6.73 |
| 6. Expenditure in Foreign Currency: | | | | | |
| Particulars | | 31.03.2016 | 31.03.2015 | | |
| Travelling expenses & Subscription | Rs. in Lakhs | 9.93 | 4.21 | | |
| 7. Earnings in Foreign Exchange : | | | | FOB Value of export - Cotton Yarn : Rs.1576.08 Lakhs (Previous year- Rs. 221.51 Lakhs) | |
| 8. Income tax assessment upto assessment year 2013-2014 (year ending 31.03.2013) has been completed. | | | | | |
| 9. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006 | | | | Rs. in Lakhs | |

| S.No. | Particulars | 31.03.2016 |
|-------|---|------------|
| 1. | The Principal amount and the interest due there on remaining unpaid to any supplier as at the end of year | |
| | a. Principal Amount unpaid | 123.53 |
| | b. Interest Due | Nil |

SUPER SALES INDIA LIMITED

| S.No. | Particulars | 31.03.2016 |
|-------|---|------------|
| 2. | Payment and Interest made to Micro, Small and Medium Enterprises beyond the appointed day during the year a. Payment made beyond the Appointed date b. Interest paid beyond the Appointed date | Nil Nil |
| 3. | 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 MSME Development Act, 2006 | Nil |
| 4. | The amount of interest accrued and remaining unpaid at the end of the year | Nil |

10. The figure of Rs. 65.26 Lakhs shown under the exceptional item in the statement of Profit and loss represents the write off of the carrying amount of investments in Pugoda Textiles Lanka Ltd, the management of which was vested with the Government of Sri Lanka, net of the compensation of Rs. 15.38 Lakhs awarded by the Compensation Tribunal of Sri Lanka. The compensation receivable is recognized as income receivable under the head Other Current Assets in the Balance Sheet. However the company appealed for a higher compensation which is pending for disposal.

11. Commitments pending on Capital Goods purchase as on 31st March, 2016 is Rs.811.99 Lakhs (Previous year Rs.349.65 Lakhs.)

12. Contingent liability not provided for in the accounts is :

| | 31.03.2016 | 31.03.2015 |
|-------------------------|---------------------|------------|
| i) Service Tax appeals | Rs. in Lakhs 156.99 | 156.99 |
| ii) Central Excise duty | Rs. in Lakhs 19.79 | Nil |

iii) Export obligation under EPCG licenses is to be fulfilled by or before the end of following financial years including Annual Average:

| Financial Year | 2016-17 | 17-18 | 18-19 | Total |
|---------------------|----------------|---------------|----------------|----------------|
| Rs. in Lakhs | 7171.87 | 702.16 | 1381.81 | 9255.84 |

We have applied for extension of time for fulfillment of the Export Obligation for 2 more years. In earlier years we have furnished the details of Export Obligation (EO) alone. This year we have furnished the figures of the annual average of exports to be maintained and EO added together.

13. Deferred Tax:

i. Deferred tax has been provided in accordance with Accounting Standard 22 - Accounting for Taxes on Income.

ii. The break-up of deferred tax assets / liabilities for the current year is as under: Rs. in Lakhs

| Particulars | Opening Balance | Addition | Reversed | Closing Balance |
|--|-----------------|----------|----------|-----------------|
| Deferred tax Liability | | | | |
| On Difference between book & Income tax Depreciation | 1264.75 | -- | 92.81 | 1171.94 |

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| | |
|---|--------------|
| 14. Corporate Social Responsibility Expenditure: | Rs. in Lakhs |
| As per Section 135 of the Companies Act, 2013 | |
| a) Gross Amount required to be spent by the company during the year 2015-16 | 38.17 |
| b) Amount spent during the year 2015-16 | 38.25 |

| Purpose | In Cash | Yet to be paid | Total |
|--|---------|----------------|-------|
| Amount contributed to a trust for Spending for "Green Rameshwaram" project taken up by Vivekananda Kendra - Nardeep, which aims to bring clean environment, green technologies, cultural and natural resources conservation and to provide education and medical relief to the public. | 38.25 | -- | 38.25 |

15. Related party disclosure (As identified by the Management) as per AS 18

i. Related party Relationships:

- | | | |
|-----------------------------|---|--|
| a) Key Management personnel | : | Sri. N.R.Selvaraj, Wholetime Director |
| b) Other Related Parties | : | Adwaith Lakshmi Industries Ltd Adwaith Textiles Ltd Harshini Textiles Ltd Lakshmi Caipo Industries Ltd Lakshmi Cargo Company Ltd Lakshmi Electrical Control Systems Ltd Lakshmi Electrical Drives Ltd Lakshmi Life Sciences Ltd Lakshmi Machine Works Ltd Lakshmi Precision Tools Ltd Lakshmi Ring Travellers (Coimbatore) Ltd Lakshmi Technology and Engineering Industries Ltd LCC Cargo Holdings Ltd Quattro Engineering India Ltd Revantha Services Ltd SKDC Consultants Ltd Starline Travels Ltd Titan Paints and Chemicals Ltd Veejay Syntex Pvt. Ltd Veejay Yarns and Fabrics Pvt. Ltd |

ii) Transaction with Related Parties

| 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 | |
|--|-------------------------------|---------|--------------------------|----------|---------------|----------|----------------------|---------|-------------------|---------|-------------------|---------|--------------------|----------|--------------------|---------|---------------------|----------|-------------|---------|
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| | Adwath Lakshmi Industries Ltd | 40.54 | 8.81 | - | - | 24.04 | 25.85 | - | - | - | - | - | - | - | 8.83 | 5.08 | - | - | - | 2.51 |
| Adwath Textiles Ltd | - | 0.68 | - | - | 1.50 | 0.34 | 18.90 | - | - | - | 1.63 | 1.36 | - | - | - | - | - | - | 1.67 | 0.73 |
| Harshini Textiles Ltd | - | - | - | - | - | 0.57 | - | - | - | - | 0.32 | 1.12 | - | - | - | - | - | - | 0.32 | 0.91 |
| Lakshmi Caipo Industries Ltd | - | - | - | - | - | - | - | - | 0.32 | - | - | - | - | - | - | - | - | - | 0.02 | - |
| Lakshmi Cargo Company Ltd | 5.76 | 2.40 | - | - | - | - | 0.86 | - | 35.98 | 33.43 | - | - | - | - | - | - | - | - | (4.58) | (4.56) |
| Lakshmi Electrical Control Systems Ltd | - | 0.31 | - | - | - | - | - | - | 0.03 | - | 0.02 | - | - | - | - | - | - | - | - | 0.23 |
| Lakshmi Electrical Drives Ltd | 259.12 | 29.52 | - | - | 164.47 | 222.14 | - | - | 1.57 | - | 0.51 | 0.83 | - | 2.36 | 5.10 | - | - | - | (122.28) | 3.25 |
| Lakshmi Life Sciences Ltd | 1.02 | 3.35 | - | - | - | - | - | - | 0.52 | - | - | - | - | - | - | - | - | - | (0.13) | - |
| Lakshmi Machine Works Ltd | 621.14 | 675.00 | 1,068.83 | 1,230.14 | 3,118.31 | 1,972.29 | - | - | 16.04 | 115.50 | 955.59 | 965.78 | 8.38 | 1,573.87 | 1,488.81 | - | - | 1,488.26 | 1,868.77 | - |
| Lakshmi Precision Tools Ltd | - | - | - | - | - | - | - | - | - | - | 7.20 | 6.44 | - | - | - | - | - | - | 2.27 | 2.06 |
| Lakshmi Ring Travellers (Coimbatore) Ltd | - | 0.06 | - | - | - | - | - | - | - | - | 3.13 | 4.32 | - | 15.05 | 14.02 | - | - | 5.14 | 10.53 | - |
| Lakshmi Technology & Engg Industries Ltd | - | - | - | - | - | - | - | - | 25.11 | 6.39 | 8.62 | 1.10 | - | - | - | - | - | 9.98 | (1.21) | - |
| LCC Cargo Holdings Ltd | - | - | - | - | - | - | - | - | - | - | - | - | 11.30 | 10.34 | - | - | - | - | - | - |
| Quattro Engineering India Ltd | 3.30 | 5.17 | 1.32 | - | 7.50 | 11.07 | 1.31 | - | 1.15 | - | 0.32 | 0.10 | - | 2.19 | 8.71 | - | - | 19.52 | 9.43 | - |
| Revantha Services Ltd | - | - | 2.39 | 10.26 | - | - | - | - | 107.37 | 106.82 | - | - | - | - | - | - | - | - | (9.43) | (3.22) |
| SKDC Consultants Ltd | - | - | - | - | - | - | - | - | 2.24 | 1.77 | 0.02 | - | - | - | - | - | - | - | - | - |
| Starline travels Ltd | - | - | - | - | 20.74 | - | - | - | 89.31 | 91.95 | - | - | - | - | - | - | - | - | (0.09) | (0.32) |
| Titan Paints and Chemicals Ltd | 3.86 | 2.59 | - | - | - | - | - | - | 1.31 | - | - | - | - | - | - | - | - | - | (0.68) | (0.45) |
| Veejay Syntex Pvt. Ltd | - | - | - | - | - | - | - | - | - | - | 0.12 | 0.35 | - | - | - | - | - | - | 0.04 | - |
| Veejay Yarns and Fabrics Pvt. Ltd | - | - | - | - | - | - | - | - | - | - | 0.29 | 0.23 | - | - | - | - | - | - | (0.04) | (0.01) |
| Wholetime Director | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 39.83 | 38.00 | - | - |

16. Segment information for the year ended 31st March, 2016. (Rs.in Lakhs)

| S.No. | Particulars | Agency | | Textiles | | Wind Energy | | Engineering | | Unallocated / Corporate | | Total | |
|-------|---|---|---|--|--|---|---|---|--|--------------------------------------|-----------------------------------|--|--|
| | | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 |
| 1 | REVENUE: Sales including Processing charges and Commission Receipts Less: Inter-Segment Revenue Total | 2,142.68 11.66 2,131.02 | 2,048.87 6.75 2,042.12 | 16,570.82 5.70 16,565.12 | 16,704.64 0.96 16,703.68 | 1,333.93 1,333.20 0.73 | 1,390.82 1,179.07 211.75 | 2,881.08 2.89 2,878.19 | 1,914.89 1.02 1,913.87 | - - - | - - - | 22,928.51 1,353.45 21,575.06 | 22,059.22 1,187.80 20,871.42 |
| 2 | RESULT: PROFIT BEFORE INTEREST DEPRECIATION & TAXATION Less: Depreciation PROFIT AFTER DEPRECIATION Less: Interest expenses SEGMENT RESULTS-PBT Exceptional item Provision for Income Tax Deferred Tax (Net) Excess tax provision reversed Dividend Tax Paid NET PROFIT / LOSS | 1,482.25 16.81 1,465.44 0.03 1,465.41 | 1,445.55 15.92 1,429.63 0.08 1,429.55 | 1,754.35 970.25 784.10 619.27 164.83 | 1,501.87 802.68 699.19 60.24 68.95 | 846.62 173.25 673.37 21.16 652.21 | 924.65 172.70 751.95 60.44 691.51 | 405.33 212.49 192.84 32.89 159.95 | 245.90 189.43 56.47 60.98 (4.51) | 77.38 - 77.38 3.75 73.63 | 17.35 - 17.35 - 17.35 | 4,565.93 1,372.80 3,193.13 677.10 2,516.03 | 4,135.33 1,180.74 2,954.59 751.74 2,202.85 |
| 3 | OTHER INFORMATION: Segment/Assets | 1,004.98 | 1,377.95 | 11,507.34 | 10,025.46 | 3,456.59 | 3,673.51 | 4,125.38 | 4,495.39 | 1,068.18 | 986.33 | 21,162.47 | 20,558.64 |
| 4 | Segment Liabilities | 138.48 | 123.99 | 6,043.18 | 6,564.89 | 79.79 | 339.89 | 651.55 | 936.81 | 2,117.12 | 2,043.82 | 9,030.12 | 10,009.40 |
| 5 | Capital Expenditure (Incl. Capital Work-in-progress) | 47.22 | 25.92 | 1,177.49 | 1,472.64 | 0.55 | 12.14 | 111.57 | 354.49 | - | - | 1,336.83 | 1,865.19 |
| 6 | Depreciation | 16.81 | 15.92 | 970.25 | 802.68 | 173.25 | 172.70 | 212.49 | 189.43 | - | - | 1,372.80 | 1,180.74 |

SECONDARY SEGMENT INFORMATION - GEOGRAPHICAL SEGMENTS:

| | 31.03.2016 | 31.03.2015 |
|--|--|------------|
| | % | % |
| Domestic Sales (Net) | 91.74 | 98.62 |
| Export Sales | 8.26 | 1.38 |
| Countries to which exports were made : | Peru, Bangladesh, Turkey and Sri Lanka | |

NOTES:

- The Company has identified business segments as primary segments. The reportable segments are Agency, Textiles, Wind Energy 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.

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| 17. Employee Benefits | (Rs. in Lakhs) | |
|---|----------------------|----------------------|
| Defined Benefit Plans | 31.03.2016 | 31.03.2015 |
| | Gratuity (Funded) | Gratuity (Funded) |
| A. Change in Present Value of the Obligation during the year | | |
| 1. Present value of obligation as at beginning of year | 144.36 | 92.59 |
| 2. Interest cost | 11.55 | 7.41 |
| 3. Current Service Cost | 16.80 | 11.52 |
| 4. Benefits Paid | (18.00) | (12.58) |
| 5. Actuarial (gain) / loss on obligation | 2.69 | 45.42 |
| 6. Present value of obligation as at end of year | 157.40 | 144.36 |
| B. Change in the Fair value of Plan assets | | |
| 1. Fair value of plan assets as at beginning of year | 89.33 | 85.61 |
| 2. Expected return on plan assets | 8.33 | 7.75 |
| 3. Contributions | 18.14 | 8.56 |
| 4. Benefits paid | (18.00) | (12.58) |
| 5. Actuarial gain / (loss) on plan assets | - | - |
| 6. Fair value of plan assets as at end of year | 97.80 | 89.33 |
| C. Fair Value of Plan Assets | | |
| 1. Fair value of plan assets as at beginning of year | 89.33 | 85.61 |
| 2. Actual return on plan assets | 8.33 | 7.75 |
| 3. Contributions | 18.14 | 8.56 |
| 4. Benefits paid | (18.00) | (12.58) |
| 5. Fair value of plan assets as at end of year | 97.80 | 89.33 |
| 6. Funded status | (59.60) | (55.02) |
| 7. Excess of actual over estimated return on plan assets | - | - |
| D. Actuarial Gain / Loss recognised as at end of year | | |
| 1. Actuarial (gain) / loss on obligations | (2.69) | (45.42) |
| 2. Actuarial (gain) / loss for the year - plan assets | - | - |
| 3. Total (gain) / loss for the year | 2.69 | 45.42 |
| 4. Actuarial (gain) / loss recognised in the year | 2.69 | 45.42 |
| E. Net Asset/(Liability) recognised in the Balance sheet | | |
| 1. Present value of obligation as at the end of year | 157.40 | 144.36 |
| 2. Fair value of plan assets as at the end of year | 97.80 | 89.33 |
| 3. Funded Status | (59.60) | (55.02) |
| 4. Net asset / (liability) recognised in the Balance Sheet | (59.60) | (55.02) |
| F. Expenses recognised during financial year | | |
| 1. Current Service cost | 16.80 | 11.52 |
| 2. Interest Cost | 11.55 | 7.41 |
| 3. Expected return on plan assets | (8.33) | (7.75) |
| 4. Net Actuarial (gain) / loss recognised in the year | 2.69 | 45.42 |
| 5. Expenses recognised | 22.71 | 56.60 |
| G. Actuarial Assumptions | | |
| 1. Discount rate | 8.00% | 8.00% |
| 2. Salary Escalation | 6.00% | 6.00% |

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18. Leave encashment benefits have been provided as per the rules of the Company based on actuarial valuation. No separate fund has been created. Amount charged to Profit and Loss account during the year is Rs. 22.71 lakhs (Previous year Rs.16.08 lakhs)

| 19. Earnings per Share: | 31.03.2016 | 31.03.2015 |
|---|-------------------|------------|
| a. Net profit after tax and prior year adjustments Rs. in Lakhs (a) | 1739.30 | 1581.24 |
| b. Weighted Average Number of Equity shares | | |
| Rs.10/- each outstanding during the year (b) | 30,71,500 | 30,71,500 |
| c. Basic & Diluted Earnings Per Share (a/b) | 56.63 | 51.48 |

20. The borrowing cost Rs. Nil (Previous Year Rs.Nil) is added to the cost of fixed assets purchased during the year as per AS-16.

21. The interest subsidy due on the TUFs loan amounting to Rs. 12.35 lakhs (Previous Year Rs.33.67 lakhs) has been reflected under the head Income receivable.

22. The Company has carried out an exercise to ascertain the impairment if any in the carrying value of fixed assets. This has not revealed any impairment during the year.

23. The Company has not entered into any derivative transactions during the year under report.

24. Figures have been rounded off to lakh of rupees & previous year's figures have been regrouped wherever necessary

See accompanying notes to financial statements

As per our report annexed

For **S . KRISHNAMOORTHY & CO.,**
(Registration No. 001496S)
Chartered Accountants

(Sd.) SANJAY JAYAVARTHANAVELU
Chairman
DIN 00004505

(Sd.) N.R. SELVARAJ
Wholetime Director
DIN 00013954

(Sd.) K.N.SREEDHARAN
Partner
Membership No. 12026

(Sd.) S. RAVINDRAN
Chief Financial Officer

(Sd.) S.K. RADHAKRISHNAN
Company Secretary

Coimbatore
25th May, 2016



GANDHIPURAM / Dr. NANJAPPA ROAD

COIMBATORE RAILWAY STATION



COIMBATORE RAILWAY STATION



RACE COURSE ROAD



KAMARAJ ROAD



RAMANATHAPURAM



AVINASHI ROAD

BALASUNDARAM ROAD

ANNA STATUE

GKNM HOSPITAL

NANI KALAI ARANGAM MANI H.S. SCHOOL

GANDHIPURAM

