
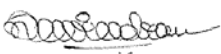
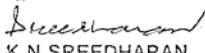
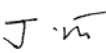


FORM A
Format of covering letter of the annual audit report to be
filed with the StockExchanges

| | | |
|----|--|--|
| 1. | Name of the Company | Super Sales India Limited |
| 2. | Annual financial statements for the year ended | 31 st March, 2015 |
| 3. | Type of Audit Observation | Un-qualified |
| 4. | Frequency of qualification | NA |
| 5. | To be signed by: | |
| | Sri N R Selvaraj Wholetime Director |  |
| | Sri S Ravindran CFO |  |
| | Statutory Auditors of the Company : Sri K N Sreedharan Partner M/s.S Krishnanmoorthy & Co. (Registration No. 001496S) Chartered Accountants, Coimbatore. (Membership No: 12026) | For S.KRISHNAMOORTHY & CO. Chartered Accountants  K.N.SREEDHARAN Membership No.12026 Partner |
| | Audit Committee Chairman: Sri J Raghupathy |  |



SUPER SALES INDIA LIMITED

COIMBATORE

33RD ANNUAL REPORT 2014-15

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
Practicing Company Secretary

Cost Auditor

Sri. G. Sivagurunahtan
Practicing 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 33rd Annual General Meeting of the shareholders of Super Sales India Limited, Coimbatore - 641 018 will be held at 3.30 P.M on Wednesday, the 12th August, 2015 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 the Audited Financial Statements of the Company for the year ended 31st March, 2015 including Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date, Cash Flow statement for the year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a director in the place of Sri. Sanjay Jayavarthanelu (DIN 00004505), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint auditors for the financial year 2015-16 and to hold office up to the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED that Smt. Vijayalakshmi Narendra (DIN 00412374), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2nd February, 2015 in terms of Section 161 of the Companies Act, 2013 and Article 23 of the Articles of Association of the Company, whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director. Pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory amendments or modification(s) thereof for the time being in force) read with schedule IV of the Companies Act, 2013, Smt. Vijayalakshmi Narendra be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from 2nd February, 2015.

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

RESOLVED that pursuant to clause 49 of the Listing agreement entered with the stock exchanges, consent of the Company be and is hereby accorded for entering in to Material related party transactions with M/s Lakshmi Machine Works Limited by the Company up to a maximum of Rs. 200 Crores per annum for a period of 5 years with effect from 1st April, 2015 in respect of the following nature of the transactions.

- a. sale, purchase or supply of any goods or materials;
- b. selling or otherwise disposing of, or buying property of any kind;
- c. leasing of property of any kind;
- d. availing or rendering of any services;
- e. appointment as agent for purchase or sale of goods, materials, services or property;

RESOLVED FURTHER that Board of Directors and / or Committees thereof be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, in its absolute discretion, deem necessary, proper and to finalise, execute any documents and writings thereto.

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments or modification(s) thereof, for the time being in force), 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, 2016 be and is hereby ratified and confirmed.

By Order of the Board

Coimbatore
20th May, 2015

S. K. Radhakrishnan
Company Secretary

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 the aggregate not more than ten percent of the total share capital of the Company.
2. The instrument of Proxy in order to be effective, it 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 Thursday, 6th August, 2015 to Wednesday, 12th August, 2015 (both days inclusive). The dividend as recommended by the Board, if sanctioned at the general meeting will be paid to the shareholders whose names appear in the Register of Members as on 5th August, 2015 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 5th August, 2015.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed 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 2007 - 08, 2008 - 09, 2009 - 10, 2010 - 11, 2012 - 13 and 2013 - 14 are requested to write to our 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 (subject to availability of the 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 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 MCA, The Company proposes to send the Annual Reports, Notices and its annexures in electronic form to the email addresses of the members. In order to serve the documents in electronic mode, members holding shares in physical form are requested to communicate their e-mail address quoting their folio numbers to our 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 interse relationship of directors seeking election/re-election as required under clause 49 of the Listing agreement with the stock exchanges are annexed to this notice.
11. Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email 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 email address, physical copy of the Annual Report for the year 2014-15 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 33rd 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 email 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 email address, physical copies of the Notice of the 33rd 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 33rd Annual General Meeting and the Annual Report for the year 2014-15 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 accompanying Notice and the Explanatory Statement shall 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 and including the date of the Annual General Meeting of the Company.
15. The results of the e-voting and Ballot to be conducted at the AGM will be announced by the Chairman or person authorised by the Chairman within 2 days from the date of conclusion of the AGM 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 AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

1. Sri. Sanjay Jayavarthanavelu

Sri. Sanjay Jayavarthanavelu is born on 15.06.1968. He is a Post Graduate in Business Administration from Philadelphia college of Textiles and Science, USA and Specialised in Management and Finance. He is a past Chairman of Textile Machinery Manufacturers Association (India) and International Textile Machinery Exhibition Society. He is a member of CII - Southern Regional Council and the executive committee of FICCI. He is also a trustee in some charitable trusts contributing to promotion of health and education.

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

Other Directorships held :

1). Lakshmi Machine Works Limited 2). Lakshmi Electrical Control Systems Limited 3). The Lakshmi Mills Company Limited 4). Carborundum Universal Limited 5). Quattro Engineering India Limited 6). Lakshmi Life Sciences Limited 7). Lakshmi Cargo Company Limited 8). Lakshmi Technology & Engineering Industries Limited 9). Lakshmi Ring Travellers (Coimbatore) Limited 10). Alampara Hotels and Resorts Private Limited.

Membership of Committees of Companies:

Risk Management Committee :
Lakshmi Machine Works Limited

Share Transfer Committee:
Lakshmi Machine Works Limited
Super Sales India Limited

Audit Committee:
Lakshmi Cargo Company Limited
Carborundum Universal Limited

CSR Committee:
Lakshmi Machine Works Limited
Lakshmi Cargo Company Limited
Lakshmi Life Sciences Limited

Share holding : 2,16,288 equity shares of Rs. 10/- each constituting 7.04% 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 Smt. Vijayalakshmi Narendra as an Independent director.

Smt Vijayalakshmi Narendra is Born on 11.05.1956. She has completed her graduation in Science from University of Bangalore.

She is holding certificate of

- a. Accounting technician from the Institute of Chartered accountants of India,
- b. Electronic Data interchange from All India Management Association in association with Deakin University, Australia.
- c. Registrars to an Issue and share transfer agents from National Institute of Securities Market.

She is having more than three decades of experience in

- a. Managing the operations of securities issue and listing, Corporate compliance of SEBI, Companies Act, Listing agreements and Depositories.
- b. Investors grievance resolution system, securities transfer etc..

She is a Wholetime Director in M/s. S K D C Consultants Limited, a company engaged as Registrars and share Transfer Agents, Registrar to public issues etc.

Membership of Committees of other Companies: Nil

Smt. Vijayalakshmi Narendra is not holding any equity shares in the Company.

She is not related to any other director.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Smt. Vijayalakshmi Narendra is being eligible and offering herself for appointment. For appointing her, a notice has been received from a member proposing Smt. Vijayalakshmi Narendra as a candidate for the office of Director of the Company along with a requisite fee of Rs. 1 Lakh.

In the opinion of the Board, Smt. Vijayalakshmi Narendra fulfils the conditions specified in the Companies Act, 2013 and rules made there under and listing agreement for her appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Smt. Vijayalakshmi Narendra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Smt. Vijayalakshmi Narendra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Smt. Vijayalakshmi Narendra as an Independent Director for the approval by the shareholders of the Company.

Except Smt. Vijayalakshmi Narendra, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

Item No. 6

As per clause 49 VII of the Listing agreement entered with the stock exchanges, if the company is proposing to enter in to any transaction with a related party and the amount of the transactions to be entered in to either individually or taken together with the previous transactions in a financial year exceeds ten percent of the annual consolidated turn over of the company as per the last audited balance sheet is considered as material related party transactions.

The material related party transactions require the approval of the shareholders by a special resolution whether the transactions are in the ordinary course or not or Arms' length or not.

The transactions proposed to be entered by the Company with M/s Lakshmi Machine Works Limited (LMW) may exceed ten percentage of the annual consolidated turnover of the Company and this requires the approval of the shareholders by a special resolution. Hence the resolution is placed to the shareholders for their approval.

Justification:

Your Company is acting as one of the selling agents for sale of the machineries manufactured by LMW. This contributes a major part of the revenue to the Company by way of commission for the sale of the machineries and erection charges. The rate of commission is fair and comparable with competitors. Your company is also one of the suppliers of the gears, gear boxes manufactures at its Engineering division to LMW. LMW is one of the leading capital machinery manufacturers requires large volume of gears and gear boxes which is one of the best market for our products. As LMW is an OE manufacturer constant order flow at fair market price could be ensured and hence capacity utilization would be optimum.

Your Company is also purchasing machineries and spares for its textile division from LMW because of the fair price, quality, consistency in performance and after sales services.

All the transactions with LMW are armslength transactions, taking place in the ordinary course of business and are not prejudicial to the interest of the Company, hence the Board of Directors recommends the special resolution set out in the Item No. 6 of the notice for approval of the shareholders.

None of the Directors Except Sri. Sanjay Jayavarthanavelu, Chairman and his relatives, Sri. N.R. Selvaraj Wholetime Director, None of other Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

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 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 ratified by the shareholders. Accordingly the remuneration payable to the cost auditor is placed to the shareholders for ratification.

Board of Directors recommends the ordinary resolution set out in the Item No. 7 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, financial or otherwise, in the resolution set out at Item No. 7.

By Order of the Board

Coimbatore
20th May, 2015

S. K. Radhakrishnan
Company Secretary

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of clause - 35B of the Listing Agreements 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 33rd Annual General Meeting scheduled to be held on Wednesday, the 12th August, 2015 at 3.30 PM by electronic means and the business may be transacted through remote e-voting and by Poll at the meeting.

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 Remote e-Voting and 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. Kindly note that members can opt for only one mode of voting i.e., either by remote e - voting or by poll at the Annual General meeting. 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.

Instructions to Members for remote e-voting are as under:

- (a) Date and time of commencement of remote e- voting : 9th August, 2015 at 9.00 AM.
- (b) Date and time of end of remote e - voting beyond which voting will not be allowed: 11th August, 2015 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 11th August, 2015 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.

The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on 5th August, 2015 (cut-off date).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9th August, 2015 at 9.00 AM and ends on 11th August, 2015 at 5.00 PM . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (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 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. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. If the details are not recorded with the depository or Company, please enter the member ID / folio number in the Dividend Bank details field. |

Please enter the DOB or Dividend Bank Details in order to login.

- (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 for the relevant <Company Name> on which you choose to vote.
- (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.

- (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 out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) 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 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.
- (xix) 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 send an email to helpdesk.evoting@cdslindia.com.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 33rd Annual Report of the Company together with audited accounts of the Company for the financial year ended 31st March, 2015.

FINANCIAL RESULTS

Financial results for the year under review are summarized below:

| Particulars | 2014-15 (Rs. in Lakhs) | 2013-14 (Rs. in Lakhs) |
|--|-----------------------------------|---------------------------|
| Income from operations | 22059.22 | 21803.82 |
| Other Income | 520.41 | 549.60 |
| Profit before Interest and Depreciation | 4135.33 | 4851.61 |
| Less: Interest | 751.74 | 945.03 |
| Profit/(Loss) before Depreciation | 3383.59 | 3906.58 |
| Less: Depreciation | 1180.74 | 1935.90 |
| Profit/(Loss) before Tax | 2202.85 | 1970.68 |
| Less: Exceptional item | 92.95 | --- |
| (Add)/Less: Provision for Taxes | 528.66 | 281.84 |
| Profit/(Loss) after Tax | 1581.24 | 1688.84 |
| Add: Balance in Profit & Loss Account | 2448.68 | 1849.68 |
| Less: Depreciation adjusted as per Revised schedule II | 41.78 | --- |
| Balance Available for Appropriation | 3988.14 | 3538.52 |
| Appropriation: | | |
| Proposed Dividend | 76.79 | 76.79 |
| Tax on Dividend | 13.05 | 13.05 |
| Transferred to General Reserve | 1000.00 | 1000.00 |
| Surplus in Profit & Loss Account Carried over to Balance Sheet | 2898.30 | 2448.68 |

DIVIDEND

Your Directors recommend payment of dividend of Rs. 2.50/- per equity share of Rs. 10/- each for the financial year ended 31st March, 2015, 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 5th August, 2015 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 the business hours on 5th August, 2015.

SEGMENT WISE PERFORMANCE

Agency Division

The performance of the division during 2014-15 was better compared to previous year. This division earned a PBT of Rs. 1429.55 Lakhs compared to Rs. 1382.71 Lakhs during the previous year.

Textile Division

The cotton prices were higher during the first half of the year. There was a sudden fall in the cotton prices in the second half. The fall in the yarn prices was much steeper during this period. Increase in the cost of labour and power have affected the performance of the division.

This division earned a PBT of Rs. 68.95 Lakhs compared to Rs. 633.62 Lakhs during the previous year.

Wind Energy Division

In order to ensure the continuous supply of power to the business and domestic consumers, the Government of Tamilnadu has entered in to a long term arrangement with private power generation companies and this has resulted in to lower evacuation of power by the TANGEDCO from wind power sources. The lower wind velocity has also affected the generation of wind power.

This division has posted a PBT of Rs. 691.51 Lakhs compared to Rs. 299.61 Lakhs in the previous year, in view of lower depreciation as per the provisions of the Companies Act, 2013.

Engineering Division

This division has achieved a higher turnover and started making profit in the last quarter of the year under review. It has incurred a loss of Rs. 4.51 Lakhs compared to a loss of Rs. 366.63 Lakhs.

EXPORTS

The Company has recorded a multifold increase in exports to Rs. 2456.88 Lakhs from Rs. 585.22 Lakhs. More thrust is given to improve the exports.

PROSPECTS

As the major economies such as United States and European Union are expected to perform better during the current year, the Indian economy is also in a growth trajectory. Hence your Company is expected to do better. The Engineering division has commenced the manufacture of gear boxes which will bring in more revenue to the Company.

DIRECTORS

Sri. Sanjay Jayavarthanavelu, Chairman retires by rotation at the ensuing Annual General Meeting, being eligible, offers himself for re-appointment.

Smt. Vijayalakshmi Narendra was appointed as an Additional Director of the Company with effect from 2nd February, 2015 and will hold office up to the ensuing Annual General Meeting. A notice proposing her candidature for the Directorship is received from a shareholder. 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 Bombay Stock Exchange Limited and Madras Stock Exchange Limited. The listing fee to the Bombay Stock Exchange 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. Pursuant to the letter received from the Madras Stock Exchange, the Company is complying with all other compliance requirements as per the listing agreement.

AUDITORS**Statutory Auditors**

The Company's Auditors, M/s. S. Krishnamoorthy & Co., hold the office till the conclusion of the ensuing Annual General Meeting. The auditors have consented and confirmed their eligibility and desire to continue as statutory auditors of the Company.

Cost Auditor

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Directors, on the recommendation of the Audit Committee, have appointed Sri. G. Sivagurunathan, Practicing Cost and Management Accountant, as the Cost Auditor of the Company for the financial year 2015 -16.

Secretarial Auditor

Pursuant to the 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, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2015-16.

Extract of the annual return as per the provisions of the Companies Act, 2013 is enclosed as annexure 1 to this report.

The secretarial audit report for the financial year 2014-15 is enclosed as annexure 2 to this report.

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, in the case of a listed company, 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.

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 attending of the Board or Committee or other meetings.

Company has not provided any loans, guarantees, security, 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 Arms length. The details of material related party transactions are given in form AOC -2 as annexure 3 to this report.

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

The Company is continuously investing in energy conservation measures such as replacement of old motors with new high efficiency motors, replacement of old lights with new power saving LED lights and also following energy saving work methods.

- | | |
|---|--|
| ii. the steps taken by the Company for utilizing alternate source of energy | Company has installed 26.425 MW of windmills to generate green energy. It also purchases bio mass power from third parties to meet the shortages during the period of power cut. |
| iii. the Capital investment on energy conservation equipments | Rs. 1.32 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. 221.60 Lakhs |
| Foreign Exchange Outgo | : | |
| Capital goods imports (including advances) | : | Rs. 368.12 Lakhs |
| Raw Material imports | : | Rs. 494.24 Lakhs |
| Stores and Spares imports (including advances) | : | Rs. 67.47 Lakhs |
| Others | : | <u>Rs. 4.21 Lakhs</u> |
| Total | : | <u>Rs. 934.04 Lakhs</u> |

RISK MANAGEMENT

The Company has constituted a Risk Management Committee and also adopted the risk management policy. 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 Risk Management Committee and all the risks identified and mitigation measures will be 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 full eligible amount during the financial year. Annual Report on CSR activities is annexed as annexure 4 to this report.

DISCLOSURES

Pursuant to the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement entered with the stock exchanges, the Board has carried out annual evaluation of its own performance, that of committees and individual directors for the financial year 2014-15.

There is no change in the nature of business. The following persons are named as Key Managerial Personnel Sri. N.R. Selvaraj (Wholetime Director), Sri. S. Ravindran, Chief Financial Officer and Sri. S.K. Radhakrishnan, Company Secretary and there is no change in the Key Managerial Personnel. Smt. Vijayalakshmi Narendra has been appointed as an additional director and she holds office up to the date of ensuing Annual General Meeting. A resolution for appointing her as an independent director is being placed before the shareholders for approval at the ensuing Annual General Meeting.

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 Director during the year 2014 - 15.

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 2014-15.

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

VIGIL MECHANISM

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

NOMINATION AND REMUNERATION POLICY

Based on the recommendation of the Nomination and Remuneration Committee, the Board has approved the Nomination and 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.

INFORMATION PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

In terms of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has no employee drawing salary exceeding Rs. 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 Wholetime Director.

DISCLOSURES UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Company has not received any complaint under the Sexual Harrassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013 during the year 2014-15.

ADDITIONAL DISCLOSURES

In line with the requirement of Listing Agreement with the Stock Exchanges, Management Discussion and Analysis Report, Corporate Governance Report, A certificate from the Auditors of the Company regarding compliance of Corporate Governance and 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.

By Order of the Board

Coimbatore
20th May, 2015

SANJAY JAYAVARTHANEVELU
Chairman

ANNEXURE - I

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: investrorscell@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, Sathy Road, Ganapathy - 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 shall be stated:-

| Sr. No. | Name and Description of main products / services | NIC Code of the Product / service (NIC Code 2008) | % to total turnover of the company |
|----------|--|---|------------------------------------|
| Textiles | Manufacturing of Yarn | 13111 | 67.16 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. 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 31.03.2015

| 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 |
|--|---|---------------|-------------------|----------------|---|-------------------|----------------|----------------|-----------------------------|
| | Physical | | Total | | Physical | | Total | | |
| | Demat | Total | % of Total Shares | Demat | Total | % of Total Shares | Demat | Total | |
| (A) Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individuals/ Hindu Undivided Family | 400288 | 400288 | 13.032 | 400288 | 400288 | 13.032 | 400288 | 400288 | - |
| b) Central Government/ State Government(s) | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporate | 278322 | 278322 | 9.061 | 1076912 | 1076912 | 35.061 | 1076912 | 1076912 | 26.000 |
| d) Financial Institutions/ Banks | - | - | - | - | - | - | - | - | - |
| e) Any Others(Specify) | - | - | - | - | - | - | - | - | - |
| Sub Total(A)(1) | 678610 | 678610 | 22.093 | 1477200 | 1477200 | 48.093 | 1477200 | 1477200 | 26.000 |
| (2) Foreign | | | | | | | | | |
| a) Individuals (Non-Residents Individuals/ Foreign Individuals) | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Financial Institutions / Banks | - | - | - | - | - | - | - | - | - |
| d) Qualified Foreign Investor | - | - | - | - | - | - | - | - | - |
| e) Any Others(Specify) | - | - | - | - | - | - | - | - | - |
| Sub Total (A)(2) | - | - | - | - | - | - | - | - | - |
| Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) | 678610 | 678610 | 22.093 | 1477200 | 1477200 | 48.093 | 1477200 | 1477200 | 26.000 |
| (B) Public shareholding | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| a) Mutual Funds / UTI | - | 500 | 0.016 | - | 500 | 0.016 | - | 500 | - |
| b) Financial Institutions / Banks | - | 103 | 0.003 | - | 103 | 0.003 | - | 103 | - |
| c) Central Government/ State Government(s) | - | - | - | - | - | - | - | - | - |
| d) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| e) Insurance Companies | - | - | - | - | - | - | - | - | - |
| f) Foreign Institutional Investors | - | - | - | - | - | - | - | - | - |
| g) Foreign Venture Capital Investors | - | - | - | - | - | - | - | - | - |
| i) Any Other (specify) | - | - | - | - | - | - | - | - | - |
| FOREIGN PORTFOLIO INV (CORP.CAT) | - | - | - | - | - | - | - | - | - |
| Sub-Total (B)(1) | - | 603 | 0.019 | 603 | 603 | 0.019 | 603 | 603 | - |

Shareholding Pattern 31.03.2015 (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 |
|--|---|---------------|----------------|---|---------------|----------------|-----------------------------|
| | Demat | Physical | Total | Demat | Physical | Total | |
| (2) Non-institutions | | | | | | | |
| a) Bodies Corporate | | | | | | | |
| i) Indian | 855616 | 3032 | 858648 | 567449 | 3032 | 570481 | 18.573 |
| ii) Overseas | - | - | - | - | - | - | -9.382 |
| b) Individuals | | | | | | | |
| i) Individual shareholders holding nominal share capital up to Rs. 1 lakh | 691486 | 293813 | 985299 | 588794 | 268146 | 856940 | 27.901 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 412497 | - | 412497 | 119989 | - | 119989 | -4.179 |
| c) Others (specify) | | | | | | | |
| Trusts | 550 | - | 550 | 550 | - | 550 | 0.018 |
| Directors & their Relatives | 1600 | - | 1600 | 1600 | - | 1600 | 0.052 |
| Non Resident Indians | 15330 | 389 | 15719 | 20173 | 389 | 20562 | 0.669 |
| Clearing Members | 77297 | - | 77297 | 1714 | - | 1714 | 0.056 |
| Hindu Undivided Families | 40677 | - | 40677 | 21861 | - | 21861 | 0.712 |
| Sub-Total (B)(2) | 2095053 | 297234 | 2392287 | 1322130 | 271567 | 1593697 | 51.888 |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 2095053 | 297837 | 2392890 | 1322130 | 272170 | 1594300 | 51.907 |
| (C) Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - |
| GRAND TOTAL (A)+(B)+(C) | 2773663 | 297837 | 3071500 | 2799330 | 272170 | 3071500 | 100.000 |

Shareholding of Promoters as on 31st March, 2015

| 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 | % of Shares Pledged / encumbered to total shares | No of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | |
| 1 | Sri. Sanjay Jayavarthanavelu | 216288 | 7.04 | - | 216288 | 7.04 | - | - |
| 2 | Smt. D. Thayarammal | 25500 | 0.83 | - | 25500 | 0.83 | - | - |
| 3 | Smt. J. Rajyalakshmi | 104400 | 3.40 | - | 104400 | 3.40 | - | - |
| 4 | Smt. Nethra J. S. Kumar | 16300 | 0.53 | - | 16300 | 0.53 | - | - |
| 5 | Smt. R. Uttara | 24400 | 0.79 | - | 24400 | 0.79 | - | - |
| 6 | Sri. R. Venkatrangappan | 12400 | 0.40 | - | 12400 | 0.40 | - | - |
| 7 | Sri. Ravi Sam | 1000 | 0.03 | - | 1000 | 0.03 | - | - |
| 8 | M/s. Eshaan Enterprises Ltd. | 64400 | 2.10 | - | 64400 | 2.10 | - | - |
| 9 | M/s. Lakshmi Electrical Drives Ltd. | 2100 | 0.07 | - | 2100 | 0.07 | - | - |
| 10 | M/s. Titan Paints and Chemicals Ltd. | 150 | 0.00 | - | 150 | 0.00 | - | - |
| 11 | M/s. Lakshmi Cargo Company Ltd. | 81000 | 2.64 | - | 480295 | 15.64 | - | 13.00 |
| 12 | M/s. Lakshmi Vignesh Security Services(P)Ltd. | 130672 | 4.25 | - | 130672 | 4.25 | - | - |
| 13 | M/s. Lakshmi Life Sciences Limited | 0 | 0.00 | - | 399295 | 13.00 | - | 13.00 |
| | Total | 678610 | 22.09 | | 1477200 | 48.09 | | 26.00 |

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 |
| 1/4/2014 | M/s Lakshmi Cargo Company Ltd | 81000 | 2.64 | 81000 | 2.64 |
| 22/08/2014 | Purchased through open offer | 399295 | 13.00 | 480295 | 15.64 |
| 31/03/2015 | At the end of the year | 480295 | 15.64 | | |
| 1/4/2014 | M/s Lakshmi Life Sciences Limited | - | - | - | - |
| 20/08/2014 | Purchases through open offer | 12733 | 0.41 | 12733 | 0.41 |
| 22/08/2014 | Purchased through open offer | 386562 | 12.59 | 399295 | 13.00 |
| 31/03/2015 | At the end of the year | 399295 | 13.00 | | |

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 |
| 01/04/2014 | GAGANDEEP CREDIT CAPITAL PRIVATE LIMITED | 361740 | 11.78 | 361740 | 11.78 |
| 01/04/2014 | GAGANDEEP CREDIT CAPITAL PRIVATE LIMITED | 29804 | 0.97 | 29804 | 0.97 |
| 31/03/2015 | At the end of the year | | | 391544 | 12.75 |
| 01/04/2014 | HARDIK BHARAT PATEL | 124560 | 4.06 | 124560 | 4.06 |
| 18/07/2014 | Sold | 40040 | 1.30 | 84520 | 2.75 |
| 25/07/2014 | Sold | 84520 | 2.75 | - | - |
| 31/03/2015 | At the end of the year | | | - | - |
| 01/04/2014 | KHYATI REALTORS PRIVATE LIMITED | 103540 | 3.37 | 103540 | 3.37 |
| 02/05/2014 | Sold | 103540 | 3.37 | - | - |
| 13/06/2014 | Purchased | 43540 | 1.42 | 43540 | 1.42 |
| 20/06/2014 | Sold | 625 | 0.02 | 42915 | 1.40 |
| 01/08/2014 | Sold | 30000 | 0.98 | 12915 | 0.42 |
| 08/08/2014 | Sold | 12915 | 0.42 | - | - |
| 31/03/2015 | At the end of the year | | | - | - |
| 01/04/2014 | MINAL B. PATEL | 78891 | 2.57 | 78891 | 2.57 |
| 18/07/2014 | Sold | 29527 | 0.96 | 49364 | 1.61 |
| 25/07/2014 | Sold | 47847 | 1.56 | 1517 | 0.05 |
| 01/08/2014 | Sold | 1517 | 0.05 | - | - |
| 31/03/2015 | Purchased | 28000 | 0.91 | 28000 | 0.91 |
| 31/03/2015 | At the end of the year | | | 28000 | 0.91 |

SUPER SALES INDIA LIMITED

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 |
| 01/04/2014 | MINAL BHARAT PATEL | 2177 | 0.07 | 2177 | 0.07 |
| 31/03/2015 | At the end of the year | | | 2177 | 0.07 |
| 01/04/2014 | ACIRA CONSULTANCY PRIVATE LIMITED | 46396 | 1.51 | 46396 | 1.51 |
| 04/04/2014 | Purchased | 4535 | 0.15 | 50931 | 1.66 |
| 01/08/2014 | Sold | 50931 | 1.66 | - | - |
| 22/08/2014 | Purchased | 28577 | 0.93 | 28577 | 0.93 |
| 27/03/2015 | Sold | 27876 | 0.91 | 701 | 0.02 |
| 31/03/2015 | At the end of the year | | | 701 | 0.02 |
| 01/04/2014 | ANIRUDH MOHTA | 42768 | 1.39 | 42768 | 1.39 |
| 30/05/2014 | Sold | 400 | 0.01 | 42368 | 1.38 |
| 20/06/2014 | Sold | 2000 | 0.07 | 40368 | 1.31 |
| 30/06/2014 | Sold | 2000 | 0.07 | 38368 | 1.25 |
| 04/07/2014 | Sold | 3711 | 0.12 | 34657 | 1.13 |
| 18/07/2014 | Sold | 2817 | 0.09 | 31840 | 1.04 |
| 01/08/2014 | Sold | 31840 | 1.04 | - | - |
| 22/08/2014 | Purchased | 6391 | 0.21 | 6391 | 0.21 |
| 31/03/2015 | At the end of the year | | | 6391 | 0.21 |
| 01/04/2014 | TRIPURARI PROPERTIES PVT. LTD. | 40000 | 1.30 | 40000 | 1.30 |
| 31/03/2015 | At the end of the year | | | 40000 | 1.30 |
| 01/04/2014 | AMIT SHANTILAL MOTLA | 38806 | 1.26 | 38806 | 1.26 |
| 04/04/2014 | Sold | 10000 | 0.33 | 28806 | 0.94 |
| 11/04/2014 | Sold | 28806 | 0.94 | - | - |
| 29/08/2014 | Purchased | 8600 | 0.28 | 8600 | 0.28 |
| 31/03/2015 | At the end of the year | | | 8600 | 0.28 |
| 01/04/2014 | FINQUEST SECURITIES PVT. LTD. - CLIENT B | 20609 | 0.67 | 20609 | 0.67 |
| 04/04/2014 | Purchased | 3240 | 0.11 | 23849 | 0.78 |
| 06/06/2014 | Purchased | 18736 | 0.61 | 42585 | 1.39 |
| 20/06/2014 | Purchased | 18659 | 0.61 | 61244 | 1.99 |
| 30/06/2014 | Purchased | 1632 | 0.05 | 62876 | 2.05 |
| 25/07/2014 | Purchased | 15000 | 0.49 | 77876 | 2.54 |
| 01/08/2014 | Sold | 77876 | 2.54 | - | - |
| 31/03/2015 | At the end of the year | | | - | - |

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 |
| 01/04/2014 | FINQUEST SECURITIES PVT. LTD. - CLIENT B | 16866 | 0.55 | 16866 | 0.55 |
| 06/06/2014 | Purchased | 15000 | 0.49 | 31866 | 1.04 |
| 20/06/2014 | Purchased | 5050 | 0.16 | 36916 | 1.20 |
| 30/06/2014 | Purchased | 1000 | 0.03 | 37916 | 1.23 |
| 01/08/2014 | Sold | 37916 | 1.23 | - | - |
| 31/03/2015 | At the end of the year | | | - | - |
| 01/04/2014 | HRIDAYNATH CONSULTANCY PRIVATE LIMITED | 37405 | 1.22 | 37405 | 1.22 |
| 02/05/2014 | Purchased | 2912 | 0.09 | 40317 | 1.31 |
| 09/05/2014 | Purchased | 943 | 0.03 | 41260 | 1.34 |
| 16/05/2014 | Purchased | 6239 | 0.20 | 47499 | 1.55 |
| 06/06/2014 | Purchased | 1420 | 0.05 | 48919 | 1.59 |
| 13/06/2014 | Purchased | 175 | 0.01 | 49094 | 1.60 |
| 20/06/2014 | Purchased | 29793 | 0.97 | 78887 | 2.57 |
| 30/06/2014 | Purchased | 30625 | 1.00 | 109512 | 3.57 |
| 25/07/2014 | Purchased | 102344 | 3.33 | 211856 | 6.90 |
| 01/08/2014 | Sold | 211856 | 6.90 | - | - |
| 22/08/2014 | Purchased | 46083 | 1.50 | 46083 | 1.50 |
| 29/08/2014 | Purchased | 17966 | 0.58 | 64049 | 2.09 |
| 31/03/2015 | At the end of the year | | | 64049 | 2.09 |
| 22/08/2014 | PAT FINANCIAL CONSULTANTS PVT. LTD. | 23120 | 0.75 | 23120 | 0.75 |
| 02/01/2015 | Purchased | 448 | 0.01 | 23568 | 0.77 |
| 09/01/2015 | Purchased | 553 | 0.02 | 24121 | 0.79 |
| 16/01/2015 | Purchased | 100 | - | 24221 | 0.79 |
| 23/01/2015 | Purchased | 67 | - | 24288 | 0.79 |
| 06/02/2015 | Purchased | 1641 | 0.05 | 25929 | 0.84 |
| 13/02/2015 | Purchased | 1058 | 0.03 | 26987 | 0.88 |
| 20/02/2015 | Purchased | 1588 | 0.05 | 28575 | 0.93 |
| 27/02/2015 | Purchased | 1619 | 0.05 | 30194 | 0.98 |
| 06/03/2015 | Purchased | 250 | 0.01 | 30444 | 0.99 |
| 13/03/2015 | Purchased | 479 | 0.02 | 30923 | 1.01 |
| 20/03/2015 | Purchased | 173 | 0.01 | 31096 | 1.01 |
| 27/03/2015 | Purchased | 346 | 0.01 | 31442 | 1.02 |
| 31/03/2015 | At the end of the year | | | 31442 | 1.02 |
| 01/04/2014 | HITEN ANANTRAI SHETH | 30000 | 0.98 | 30000 | 0.98 |
| 31/03/2015 | At the end of the year | | | 30000 | 0.98 |

SUPER SALES INDIA LIMITED

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 |
| 01/04/2014 | PRESCIENT SECURITIES PRIVATE LIMITED | 30000 | 0.98 | 30000 | 0.98 |
| 31/03/2015 | At the end of the year | | | 30000 | 0.98 |
| 01/08/2014 | BHARAT JAYANTILAL PATEL | - | - | - | - |
| 22/08/2014 | Purchased | 21832 | 0.71 | 21832 | 0.71 |
| 27/03/2015 | Purchased | 4611 | 0.15 | 26443 | 0.86 |
| 31/03/2015 | At the end of the year | | | 26443 | 0.86 |
| | BHARAT JAYANTILAL PATEL | - | | | |
| 22/08/2014 | Purchased | 2000 | 0.07 | 2000 | 0.07 |
| 05/09/2014 | Sold | 2000 | 0.07 | - | - |
| 28/11/2014 | Purchased | 256 | 0.01 | 256 | 0.01 |
| 05/12/2014 | Sold | 256 | 0.01 | - | - |
| 27/03/2015 | Purchased | 250 | 0.01 | 250 | 0.01 |
| 31/03/2015 | Sold | 250 | 0.01 | - | - |
| 31/03/2015 | At the end of the year | | | - | - |
| 01/04/2014 | BHARAT JAMNADAS DATTANI | 20800 | 0.68 | 20800 | 0.68 |
| 16/05/2014 | Sold | 20800 | 0.68 | - | - |
| 22/08/2014 | Purchased | 5163 | 0.17 | 5163 | 0.17 |
| 10/10/2014 | Purchased | 4940 | 0.16 | 10103 | 0.33 |
| 12/12/2014 | Purchased | 4461 | 0.15 | 14564 | 0.47 |
| 31/03/2015 | At the end of the year | | | 14564 | 0.47 |
| 01/04/2014 | MEHTA VAKIL & CO. PVT. LTD. | 12500 | 0.41 | 12500 | 0.41 |
| 08/08/2014 | Sold | 1000 | 0.03 | 11500 | 0.37 |
| 14/08/2014 | Purchased | 107 | - | 11607 | 0.38 |
| 22/08/2014 | Purchased | 69 | - | 11676 | 0.38 |
| 06/03/2015 | Purchased | 1000 | 0.03 | 12676 | 0.41 |
| 31/03/2015 | At the end of the year | | | 12676 | 0.41 |

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 |
| 01/04/2014 | Sri. SANJAY JAYAVARTHANA VELU | 216288 | 7.042 | 216288 | 7.042 |
| 31/03/2015 | At the end of the year | | | 216288 | 7.042 |
| 01/04/2014 | Sri. J. RAGHUPATHY | 1500 | 0.049 | 1500 | 0.049 |
| 31/03/2015 | At the end of the year | | | 1500 | 0.049 |
| 01/04/2014 | Sri. RAVI SAM | 1000 | 0.033 | 1000 | 0.033 |
| 31/03/2015 | At the end of the year | | | 1000 | 0.033 |
| 01/04/2014 | Sri. N. R. SELVARAJ | 100 | 0.003 | 100 | 0.003 |
| 31/03/2015 | At the end of the year | | | 100 | 0.003 |

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

Amount Rs. in Lakhs

| Particulars | Secured Loans | Unsecured Loans | Deposits | Total Indebtness |
|--|------------------|--------------------|------------|---------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 7552.82 | 499.90 | --- | 8052.72 |
| ii) Interest due but not paid | 33.11 | --- | --- | 33.11 |
| iii) Interest accrued but not due | --- | --- | --- | --- |
| Total (i+ii+iii) | 7585.93 | 499.90 | --- | 8085.83 |
| Change in the indebttness during the financial year | | | | |
| Addition | --- | --- | --- | --- |
| Reduction | 1669.85 | 60.53 | --- | 1730.38 |
| Net Change | 1669.85 | 60.83 | --- | 1730.38 |
| Indebtedness at the end 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 |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Sr. No. | Particulars of Remuneration | Name of MD & CEO Sri N R Selvaraj - Whole time director | Total Amount Rs. in Lakhs |
|---------|---|---|------------------------------|
| 1. | Gross salary | | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 36.00 | 36.00 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0.15 | 0.15 |
| | (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 | | |
| | -as % of profit | Nil | Nil |
| | -others, specify... | Nil | Nil |
| 5. | Others, please specify | | |
| | Medical Reimbursement | 1.85 | 1.85 |
| | Total (A) | 38.00 | 38.00 |

B. Remuneration to other directors:

| Sr. Particulars of Remuneration No. | Name of Directors | Total |
|--|------------------------------|---------------------|
| | | Amount Rs. in Lakhs |
| 1. Independent Directors | Sri. J. Raghupathy | 1.40 |
| Fee for attending Board / Committee meetings | Sri. S. Venkataraman | 1.20 |
| | Sri. S. K. Najmul Hussain | 1.50 |
| | Smt. Vijayalakshmi Narendra | 0.20 |
| - Commission | Nil | |
| - Others, please specify | Nil | |
| Total (1) | | 4.30 |
| 2. Other Non-Executive Directors | Sri. Sanjay Jayavarthanavelu | 0.50 |
| Fee for attending Board / Committee meetings | Sri. Ravi Sam | 0.30 |
| - Commission | Nil | |
| - Others, please specify | Nil | |
| Total (2) | | 0.80 |
| Total (B)=(1+2) | | 5.10 |
| Total Managerial Remuneration (A+B) | | 43.10 |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

| Sr. Particulars of Remuneration No. | Key Managerial Personnel | | |
|---|--------------------------|-------------------|---------------------------|
| | CFO | Company Secretary | Total Amount Rs. in Lakhs |
| 1. Gross salary | | | |
| (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 14.10 | 8.07 | 22.17 |
| (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0.15 | 0.15 | 0.30 |
| (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 | | | |
| - as % of profit | Nil | Nil | Nil |
| - others, specify... | Nil | Nil | Nil |
| 5. Others, please specify | | | |
| Employer's contribution to PF | 0.43 | 0.34 | 0.77 |
| Gratuity | 0.26 | 0.19 | 0.45 |
| Leave Travel Assistance | 0.32 | 0.21 | 0.53 |
| Medical Reimbursement | 0.29 | 0.18 | 0.47 |
| Total (A) | 15.55 | 9.14 | 24.69 |

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, 2015

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

To,
The Members,
Super Sales India Limited (CIN No. 17111TZ1981PLC001109)

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

Based on my verification of Super Sales India Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Essential Commodities Act, 1955 with reference to "Hank Yarn Packaging notification-2003" (No.2/TDRO/8/2003 dated 17.04.2003) is specifically applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not applicable as not notified during the period under review).
- (ii) The Listing Agreements entered into by the Company with BSE Ltd and Madras Stock Exchange Ltd;

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

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period the Company has passed special resolution at the AGM held on 27.08.2014 under section 180 (1) (c) authorising the Board to borrow monies not exceeding Rs. 500 Crores over and above the paid up share capital and free reserves of the Company.

Coimbatore
20th May, 2015

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

Annexure to Secretarial Audit report

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

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

Management's Responsibility

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

My responsibility is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.

Where ever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

The 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
20th May, 2015

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

ANNEXURE - 3

AOC - 2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

| | |
|--|---|
| <p>(a) Name(s) of the related party and nature of relationship</p> <p>(b) Nature of contracts/ arrangements/ transactions</p> <p>(c) Duration of the contracts / arrangements/ transactions</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any</p> <p>(e) Justification for entering into such contracts or arrangements or transactions</p> <p>(f) Date(s) of approval by the Board</p> <p>(g) Amount paid as advances, if any:</p> <p>(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188</p> | <p>All the transactions are at arm length basis</p> <p style="text-align: center;">NA</p> |
|--|---|

2. Details of material contracts or arrangement or transactions at arm's length basis

| | |
|---|--|
| <p>(a) Name(s) of the related party and nature of relationship</p> <p>(b) Nature of contracts/ arrangements/ transactions</p> <p>(c) Duration of the contracts / arrangements/ transactions</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any:</p> <p>(e) Date(s) of approval by the Board, if any:</p> <p>(f) Amount paid as advances, if any: Form shall be signed by the persons who have signed the Board's report.</p> | <p>M/s. Lakshmi Machine Works Limited</p> <p>Purchase or sale of materials and goods and Rendering and availing of services</p> <p>01.04.2010 to 31.03.2015</p> <p>Price charged for the above transactions shall be competitive, shall be based on the prevailing market price and shall not be less than the price charged for such transactions to unrelated third party customers having such dealings or transactions with them.</p> <p>25.01.2010</p> <p>Rs. 49.54 Lakhs</p> <p>Sd/- Sri Sanjay Jayavarthanelu</p> |
|---|--|

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>Digitalization of micro films in a public library</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. 500.46 Lakhs</p> |
| <p>4 Prescribed CSR Expenditure (2% of the above)</p> | <p>Rs. 10.00 Lakhs</p> |
| <p>5 a) Details of CSR Spent during the financial year Total amount to be spent for the year</p> | <p>Rs. 10.00 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 contributed to a trust having an established track record for spending for digitizing and undertaking quality control process of microfilm reels in a public library maintained by Roja Muthaiah Research Library.</p> |
| <p>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.</p> | <p>NA</p> |
| <p>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</p> | <p>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 and monitoring the progress of the projects / activities.</p> |
| <p>Sd/- N.R. Selvaraj Wholetime Director</p> | <p>Sd/- N.R. Selvaraj Chairman - CSR Committee</p> |

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; | 457.60 : 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; | Wholetime Director - No increase, CFO - Increase was 8.11%, Company Secretary - Increase was 7.24% |
| (iii) the percentage increase in the median remuneration of employees in the financial year; | Increase of the median employee remuneration was 9.97% |
| (iv) the number of permanent employees on the rolls of company; | 881 employees |
| (v) the explanation on the relationship between average increase in remuneration and company performance; | Company's performance decreased by 6.37%. Average increase in remuneration was 9.36% |
| (vi) comparison of the remuneration (CTC) of the Key Managerial Personnel against the performance of the company; | Wholetime Director - Rs. 37,99,920/- PA. CFO - Rs.15,54,764/- PA, Company Secretary - Rs. 9,13,516/- PA. Net profit in 2014 - 15 was Rs. 1581.24 as against Rs. 1688.84 Lakhs. Company's performance decreased by 6.37%. |
| (vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year (2014-15) and previous financial year (2013-14) 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 decreased by 34.10%. PE Ratio decreased by 2.17%. Percentage of increase in the share price compared to last IPO was 1195%. |
| (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 is 9.84%. Average percentage of increase in the salaries of managerial personnel is 4.58% |
| (ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company; | Wholetime Director - No increase, CFO - Increase was 8.11%, Company Secretary - Increase was 7.24%. Company's performance decreased by 6.37%. |

ANNEXURE - 5**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 and other meetings. |
| (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 Affirms that the remuneration paid to the employees are 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 to be 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 up on 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 shall 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.10,000/- per meeting.

ii) Commission

The Non-Executive Directors are also entitled to a Commission on the net profits of the Company at a fixed amount 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 in attending the Meetings of 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 include, 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 should arrange for Directors' and Officers' Liability Insurance policy to protect from the statutory liability, if any of 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.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMY OVER VIEW

Growth in 2014 and outlook for 2015

The IMF had estimated global GDP growth for 2014 at 3.1 percent but actual growth was 3.3 percent as the recovery of the United States was stronger than expected. It is estimated that growth of the global GDP for the year 2015 will be 3.5 percent due to better domestic demand supported by lower oil and commodity prices, moderate fiscal adjustment and continued support from an accommodative monetary policy.

It is forecasted that the growth of US will exceed 3 percent and Eurozone will be around 1.2 percent in 2015. The growth of developing countries is projected at 4.3 percent in 2015.

As per the Advance Estimates released by the Central Statistics Office, the Indian economy is estimated to register a growth rate of 7.4 percent in 2015-16, as compared to a growth of 5.1 per cent and 6.9 per cent respectively in 2013-14 and 2014-15. The sectors that expected to record higher growth in 2015-16 are manufacturing, electricity, gas, water supply and other utility services, financial, real estate and professional services, public administration, defence and other services.

In view of the positive indications emanating from the Government's commitment to reforms, reduced international prices of oil and a favourable inflationary trend which could provide room to RBI for easing the monetary policy, the prospects for growth in 2015-16 appears to be bright. The industrial sector is gradually capturing momentum, all major segments of services sector are giving positive signals. The growth in domestic consumption has picked up, investment is expected to strengthened on the back of the reforms and facilitation measures undertaken by the Government, buoyant foreign capital inflows and improving business optimism in the economy. In the light of the above, assuming lower inflation and stable external factors, the rate of growth of the economy can be expected to be around 7 per cent during the year 2015-16.

OPPORTUNITIES AND THREATS

Opportunities:

1. Improvement in all the economies of the world may result in higher consumption and hence demand for textiles is expected to pick up.
2. The continuance of TUF scheme with special thrust to down stream industries may provide for higher consumption of yarn in the domestic market.
3. The engineering and automobile sectors are showing signs of growth which may help our gear boxes business.

Threats:

1. Below normal monsoon is predicted. The production of cotton is expected to be lower and hence prices may go up.
2. Increase in the cost of power and shortage of power.
3. Non-availability of skilled man power.

SEGMENT WISE PERFORMANCE

Agency Division

The performance of the division during 2014-15 was better compared to previous year. This division earned a PBT of Rs. 1429.55 Lakhs compared to Rs. 1382.71 Lakhs during the previous year.

Textile Division

The cotton prices were higher during the first half of the year. There was a sudden fall in the cotton prices in the second half. The fall in the yarn prices was much steeper during this period. Increase in the cost of labour and power have affected the performance of the division.

This division earned a PBT of Rs. 68.95 Lakhs compared to Rs. 633.62 Lakhs during the previous year.

Wind Energy Division

In order to ensure the continuous supply of power to the business and domestic consumers, the Government of Tamilnadu has entered in to a long term arrangement with private power generation companies and this has resulted in to lower evacuation of power by the TANGEDCO from wind power sources. The lower wind velocity has also affected the generation of wind power.

This division has posted a PBT of Rs. 691.51 Lakhs compared to Rs. 299.61 Lakhs in the previous year, in view of lower depreciation as per the provisions of the Companies Act, 2013.

Engineering Division

This division has achieved a higher turnover and started making profit in the last quarter of the financial year under review. It has incurred a loss of Rs. 4.51 Lakhs compared to a loss of Rs. 366.63 Lakhs.

EXPORTS

The Company has recorded a multifold increase in exports to Rs. 2456.88 Lakhs from Rs. 585.22 Lakhs. More thrust is given to improve the exports.

PROSPECTS

As the major economies such as United States and European Union are expected to perform better during the current year, the Indian economy is also in a growth trajectory. Hence your Company is also expected to do better. The Engineering division has commenced the manufacture of gear boxes which will bring in more revenue to the Company.

CONCERN

The areas of concern are:

1. The slow down in the Chinese market may affect yarn exports to that country.
2. There has been negative inflation for the past few months. However the economic boost depends upon the reduction in interest rates by Reserve Bank of India.

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 | 2014-15 | 2013-14 | Change | Percentage |
|--|----------|----------|----------|------------|
| Income from Operations | 22059.22 | 21803.82 | 255.40 | 1.17 |
| Other Income | 520.41 | 549.60 | (29.19) | (5.31) |
| Profit before Interest & Depreciation | 4135.33 | 4851.61 | (716.28) | (14.76) |
| Interest | 751.74 | 945.03 | (193.29) | (20.45) |
| Profit before Depreciation | 3383.59 | 3906.58 | (522.99) | (13.39) |
| Less: Depreciation | 1180.74 | 1935.90 | (755.16) | (39.01) |
| Profit before Tax and exceptional item | 2202.85 | 1970.68 | 232.17 | 11.78 |
| Profit after Tax | 1581.24 | 1688.84 | (107.60) | (6.37) |

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 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

Coimbatore
20th May, 2015

(Sd.) **SANJAY JAYAVARTHANAVELU**
Chairman

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 | Category | Number of Other Directorships | No of committees in which he is Member/ Chairman |
|------------------------------|------------------------------------|-------------------------------------|--|
| Sri. Sanjay Jayavarthanelu | Non-Executive, Chairman, Promoter, | 10 | 2/6 |
| Sri. Ravi Sam | Non-Executive, Promoter | 10 | 5/0 |
| Sri. J. Raghupathy | Non-Executive, Independent | 2 | 1/3 |
| Sri. S. Venkataraman | Non-Executive, Independent | 1 | 3/0 |
| Sri. S. K. Najmul Hussain | Non-Executive, Independent | 3 | 5/0 |
| Smt. Vijayalakshmi Narendra* | Non-Executive, Independent, Woman | 1 | -- |
| Sri. N. R. Selvaraj | Executive, Non Independent | 7 | 3/2 |

* Smt. Vijayalakshmi Narendra was appointed as an Additional director of the Company with effect from 02.02.2015

Number of Membership/Chairmanship in committees of all Directors is within the Limits specified in Clause 49 II (D) read with explanation of the Listing Agreement.

(B) Board Meeting and Attendance

Four Board Meetings were held during the period from 1st April, 2014 to 31st March, 2015, on 28.05.2014, 07.08.2014, 27.10.2014, and 02.02.2015. Details of attendance of each Director at the Board meeting

| Name\Date of Meetings | 28.05.14 | 07.08.14 | 27.10.14 | 02.02.15 | AGM 27.08.14 |
|------------------------------|----------|----------|----------|----------|-----------------|
| Sri. Sanjay Jayavarthanelu | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri. Ravi Sam | ✓ | x | x | x | x |
| Sri. J. Raghupathy | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri. S. Venkataraman | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri. S. K. Najmul Hussain | ✓ | ✓ | ✓ | ✓ | ✓ |
| Smt. Vijayalakshmi Narendra* | - | - | - | ✓ | - |
| Sri. N. R. Selvaraj | ✓ | ✓ | ✓ | ✓ | ✓ |

* joined the Board on 2.2.2015

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

Sri. Sanjay Jayavarthanavelu, Chairman 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, details of his shareholding and interse relationships are given in the Notice of the Annual General Meeting.

3. REMUNERATION OF DIRECTORS

Remuneration and sitting fee paid to the Directors during the financial year ended 31st March, 2015
(Amount in Rupees)

| Name | Sitting fee |
|------------------------------|-------------|
| Sri. Sanjay Jayavarthanavelu | 50,000 |
| Sri. Ravi Sam | 30,000 |
| Sri. J. Raghupathy | 1,40,000 |
| Sri. S.Venkataraman | 1,20,000 |
| Sri. S. K. Najmul Hussain | 1,50,000 |
| Smt. Vijayalakshmi Narendra | 20,000 |

Remuneration paid to Sri.N.R.Selvaraj, Wholetime Director

Basic salary : Rs. 24,00,000 PA

HRA : Rs. 12,00,000 PA

Medical Reimbursement : Rs. 1,99,920/- PA

Sri. N. R. Selvaraj has been appointed as Wholetime Director of the Company with effect from 1st February, 2014. He is not entitled to remuneration by way of sitting fee for the Board meetings and Committee meetings.

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

No benefits other than the above are given by the Company to the Directors.

No Salary, Benefit, Bonus, Stock Option, Performance linked incentives, Severance fee and Pension are given to non executive Directors.

Non- Executive Directors' share holding:

Sri. Sanjay Jayavarthanavelu : 216288 shares

Sri. Ravi Sam : 1000 shares

Sri. J. Raghupathy : 1500 shares

Sri. R. Venkataraman : Nil

Sri. S. K. Najmul Hussain : Nil

Smt. Vijayalakshmi Narendra : Nil

There is no pecuniary relationship or transactions of the Non- Executive Directors with the Company.

4. COMMITTEES OF DIRECTORS

The Board has constituted six committees of Directors to deal with the matters referred to it for timely decision.

(i) 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 conforming to the requirements specified in Companies Act, 2013 and the Listing Agreement.

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. N. R. Selvaraj | - Member |
| 4. Sri. R. Venkataraman | - Member |
| 5. Sri. S.K. Najmul Hussain | - Member |

The Committee has met 4 times during the financial year ended 31st March, 2015.

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

| Name\Date of Audit Committee Meetings | 28.05.14 | 07.08.14 | 27.10.14 | 02.02.15 |
|---------------------------------------|----------|----------|----------|----------|
| Sri. J. Raghupathy | ✓ | ✓ | ✓ | ✓ |
| Sri. Ravi Sam | ✓ | ✗ | ✗ | ✗ |
| Sri. S. Venkataraman | ✓ | ✓ | ✓ | ✓ |
| Sri. S. K. Najmul Hussain | ✓ | ✓ | ✓ | ✓ |
| Sri. N. R. Selvaraj | ✓ | ✓ | ✓ | ✓ |

(ii) Nomination and Remuneration Committee

The Committee has been formed to determine the Company's policy on remuneration package to the Executive Directors and any compensation payments, recommend the appointment of Senior Managerial Personnel etc., 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. R. Venkataraman | - Member |
| 4. Sri. S. K. Najmul Hussain | - Member |

| Name\Date of Meetings | 28.05.14 | 02.02.15 |
|---------------------------|----------|----------|
| Sri. J.Raghupathy | ✓ | ✓ |
| Sri. Ravi Sam | ✓ | ✗ |
| Sri. S.Venkataraman | ✓ | ✓ |
| Sri. S. K. Najmul Hussain | ✓ | ✓ |

(iii) Stakeholders Relationship Committee

The Committee has been formed to specifically look into Shareholders / Investors complaints, if any, on transfer of shares, non-receipt of 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. N. R. Selvaraj - Member
3. Sri. S. K. Najmul Hussain - Member

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

During the financial year two complaints were received from the investors. The outstanding complaint as on 31st March, 2015 was Nil. The Committee has met 2 times during the financial year ended 31st March, 2015.

Particulars of Stakeholders Relationship Committee Meeting and attendance of the members present at the meetings.

| Name\Date of Meetings | 07.08.14 | 02.02.15 |
|---------------------------|----------|----------|
| Sri. J.Raghupathy | ✓ | ✓ |
| Sri. N.R.Selvaraj | ✓ | ✓ |
| Sri. S .K. Najmul Hussain | ✓ | ✓ |

(iv) Share Transfer Committee

The Share Transfer Committee has been formed with 8 members, 5 members representing the Company and 3 members representing the Share Transfer Agents. The Committee reviews and approves transfers and transmission of equity shares.

Eighteen Share Transfer Committee Meetings were held during the period from 1st April, 2014 to 31st March, 2015. Sri. N. R. Selvaraj, Member has attended 12 meetings and Sri. Sanjay Jayavarthanavelu, Member has attended 1 meeting. Sri. Ravi Sam, Member has taken leave of absence for all the meetings of the Share Transfer Committee.

(v) Corporate Social Responsibility Committee (CSR Committee)

The Committee has been formed to frame CSR Policy, approve the CSR Budget and monitor the implementation of the project or activities undertaken under CSR.

The Committee has been constituted on 28.05.2014 and the Committee consists of the following Directors as its Members

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

The Committee has met once during the financial year 2014-15

| Name\Date of Meetings | 07.08.2015 |
|---------------------------|------------|
| Sri. N.R.Selvaraj | ✓ |
| Sri. S. Venkataraman | ✓ |
| Sri. S. K. Najmul Hussain | ✓ |

(vi) Risk Management Committee

The Committee has been formed to frame a risk management policy, identify and evaluate the risks associated with the business functions of the company, take steps to reduce/mitigate those risks, monitor the steps to reduce/mitigate those risks and report the risk identified, assessed and steps taken to reduce/mitigate those risks to the Board

The Committee has been constituted on 27.10.2014 and the Committee consists of the following Directors as its Members along with the some of the executives of the Company

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

The Committee has met once during the financial year 2014-15

| Name \ Date of Meetings | 30.03.2015 |
|---------------------------|------------|
| Sri. N.R.Selvaraj | ✓ |
| Sri. J. Raghupathy | ✓ |
| Sri. S. K. Najmul Hussain | ✓ |

5. 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 | Wednesday | 08.08.2012 | 3.00 PM |
| -- do -- | AGM | Thursday | 08.08.2013 | 3:15 PM |
| -- do -- | AGM | Wednesday | 27.08.2014 | 3:00 PM |

1. No special resolution was passed during the years 2011-12 and 2012-13.
2. During 2013-14 two special resolutions were passed -
 - a. 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.

Company has not conducted any business by postal Ballot as provided in Rule 22 of the Companies (Management and Administration) Rules, 2014.

6. DISCLOSURES

Details of familiarization of independent directors

All the independent directors of the Board of Directors of the Company except Smt. Vijayalakshmi Narendra are having adequate knowledge on the operations and functions of the Company. 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. Smt. Vijayalakshmi Narendra has been appointed on 02.02.2015 and the process and methods followed by the Company were explained to her in the last meeting.

Policy on dealing with the related parties and Criteria for making payment to the Non-Executive directors are uploaded in the website <http://www.supersales.co.in/policies.html>

Certificate from the Statutory Auditors confirming the compliance with all the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock exchanges in India forms part of this report.

No Director is related to other Directors

The Company has not adopted any of the non-mandatory requirements given in the Listing Agreement except submitting the Internal Auditor's Report to the Audit Committee.

In the preparation of financial statements, no differential treatment from the prescribed accounting standards is followed.

In terms of the listing agreement entered with the Stock Exchanges, 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 5A of the Listing Agreement entered with the stock exchanges these shares have been kept in a separate demat account opened for this purpose.

Number of cases and number of shares unclaimed at the beginning of the year : 3 and 75

Number of shareholders claimed during the year : Nil

Number of shares transferred to the shareholders: Nil

Number of cases and number of shares unclaimed at the end of the year : 3 and 75

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

In compliance of Clause 49 (VIII)(C) of the Listing Agreement, it is disclosed that the Company does not have any pecuniary relationship or transactions with its Non- Executive Directors during the financial year ended 31st March, 2015.

7. MEANS OF COMMUNICATION

The quarterly results were published in leading Newspapers viz., Financial Express [English] and Dinamalar [Tamil]. The corporate information, shareholding pattern, financial results are posted in the Company's web-site www.supersales.co.in.

8. SHAREHOLDERS INFORMATION

(i) Annual General Meeting

Day & Date : Wednesday, the 12th August, 2015
Time : 3.30 PM
Venue : 'Nani Kalai Arangam'
Mani Higher Secondary School,
Pappanaickenpalayam,
Coimbatore – 641 037.

(ii) Financial Calendar (2015-16)

Results for the financial year 2014-15 : 20th May, 2015
Posting of Annual Report : On or before 15th July, 2015
Last date of receipt of proxy forms : 10th August, 2015
Announcement of Quarterly Results : August, 2015,
October, 2015,
January, 2016 &
May, 2016

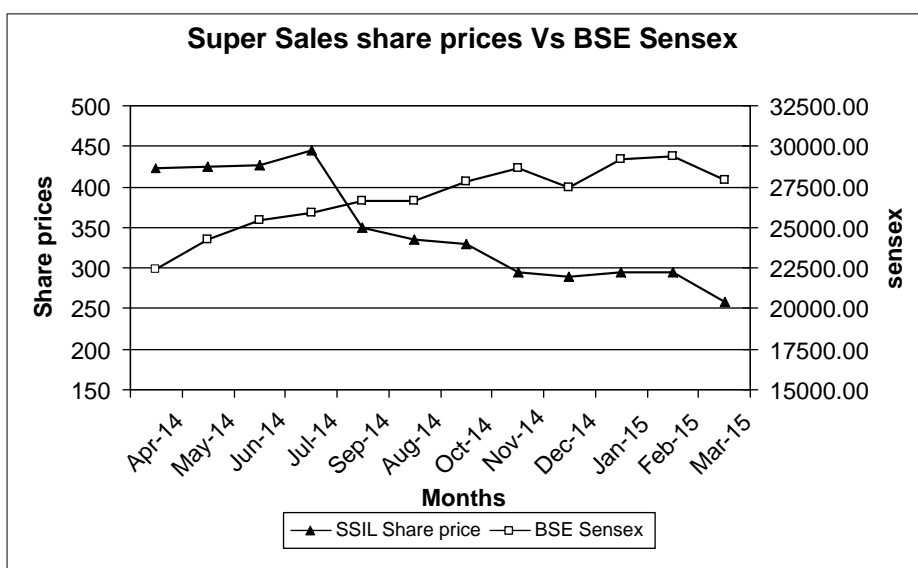
- (iii) Date of Book Closure : 6th August, 2015 to 12th August, 2015
(both days inclusive)
- (iv) Dividend Payment Date : 30th August, 2015
- (v) Listing on Stock Exchanges and Market Price

The shares of the Company are listed in Madras Stock Exchange Limited and Bombay Stock Exchange Limited. The market price data of High and Low during each month in the last financial year at Bombay Stock Exchange, Mumbai is given below.

- (vi) Scrip Code at Bombay Stock Exchange : 512527
International security identification number (ISIN) : INE091C01017
- (vii) Market Price data: Monthly Low and High Prices: (BSE)

| Month | High Price (Rs.) | Low Price (Rs.) | Sensex |
|-----------------|------------------|-----------------|----------|
| April, 2014 | 439.95 | 392.00 | 22417.80 |
| May, 2014 | 460.00 | 408.00 | 24217.34 |
| June, 2014 | 430.40 | 411.00 | 25413.78 |
| July, 2014 | 453.00 | 425.00 | 25894.97 |
| August, 2014 | 453.00 | 302.25 | 26638.11 |
| September, 2014 | 398.00 | 330.10 | 26630.51 |
| October, 2014 | 397.90 | 305.10 | 27865.83 |
| November, 2014 | 347.95 | 282.00 | 28693.99 |
| December, 2014 | 343.90 | 265.00 | 27499.42 |
| January, 2015 | 320.00 | 268.50 | 29182.95 |
| February, 2015 | 325.00 | 254.95 | 29361.50 |
| March, 2015 | 319.00 | 221.60 | 27957.49 |

- (viii) Super Sales Share prices Vs BSE Sensex



(ix) 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 related to their shareholdings in our company.

(x) 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.

(xi) Distribution of Shareholding as on 31.03.2015

| No. of equity shares held | | No. of shareholders | No. of shares held | % held |
|---------------------------|-------|---------------------|--------------------|---------------|
| Upto | 500 | 4837 | 5,16,890 | 16.83 |
| 501 to | 1000 | 168 | 1,24,395 | 4.05 |
| 1001 to | 2000 | 70 | 1,02,773 | 3.35 |
| 2001 to | 3000 | 21 | 49,940 | 1.63 |
| 3001 to | 4000 | 4 | 13,640 | 0.44 |
| 4001 to | 5000 | 7 | 34,176 | 1.11 |
| 5001 to | 10000 | 12 | 80,841 | 2.63 |
| 10001 and | above | 24 | 21,48,845 | 69.96 |
| Total | | 5143 | 30,71,500 | 100.00 |

| S. No. | Category | No. of shares | % held |
|--------------|---|------------------|---------------|
| 1. | Indian Promoters | 14,77,200 | 48.093 |
| 2. | Financial Institutions and Mutual Funds | 603 | 0.019 |
| 3. | Bodies Corporate | 5,70,481 | 18.573 |
| 4. | Indian Public | 10,02,654 | 32.646 |
| 5. | NRI | 20,562 | 0.669 |
| Total | | 30,71,500 | 100.00 |

(xii) Dematerialization of Shares

As on 31.03.2015, 27,99,330 shares constituting 91.14% 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.

(xiii) Outstanding GDR/ADR

The Company has not issued any GDR/ADR.

(xiv) 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 Sulur Taluk, Coimbatore (Dt), Thungavi village, Udumalpet Taluk, Tirupur (Dt) and Poomalikundu and Thappukundu villages in Theni (Dt).

Engineering Division Thekkampatti
Mettupalayam - 641 113

(xv) Address for Correspondence

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

(xvi) Chief Executives'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.

For and on behalf of the Board

Coimbatore
20th May, 2015

(Sd.) SANJAY JAYAVARTHANEVELU
Chairman

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, 2015 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 2014-15, 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. 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 the same have been disclosed in the notes to the financial statements; 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
20th May, 2015

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

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

CERTIFICATE

To
The Members of Super Sales India Limited

We have examined the compliance of conditions of Corporate Governance by Super Sales India Limited, for the year ended on 31.03.2015, as stipulated in clause 49 of the Listing Agreement of the said Company, with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on 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 above mentioned Listing Agreement.

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

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

Coimbatore
20th May, 2015

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 2015, the Statement of Profit and Loss, 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 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring 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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by 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 31, 2015;
- b) in the case of the Statement of Profit and Loss, of 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, 2015 (" the order"), issued by the Central Government of India in terms of the sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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 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 written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) 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 has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 25 (12) to the financial statements.
 - 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 : 20th May, 2015

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

(Referred to in paragraph 1 of our report on other Legal and regulatory requirements)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) Fixed Assets have been physically verified by the Management at reasonable intervals. No material discrepancies were noticed on such verification ;
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the Management ;
- (b) Procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the company and the nature of its business;
- (c) Company is maintaining proper records of inventory and material discrepancies, if any, noticed on physical verification have been properly dealt with in the books of account;
- (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) There is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
- (v) The Company has not accepted any deposit from the public during the year.
- (vi) We have broadly reviewed the records maintained by the company pursuant to the rules made by the Central Government for the maintenance of the cost records u/s.148 (1) of the Act. We are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.
- (vii) (a) The company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities. According to the information and explanation given to us, no undisputed arrears of statutory dues were outstanding as on 31.3.2015, for a period of more than 6 months from the date they become payable;
- (b) According to the records of the company, the following are disputed statutory dues remaining unpaid :

| Sl. No. | Name of the Statute | Period to which amount relates | Nature of the Demand | Amount disputed (Rs. in lakhs) | Amount paid | Forum where dispute is pending |
|---------|---------------------|--------------------------------|--------------------------|--------------------------------|-------------|--------------------------------|
| 1. | Service Tax | Upto 31.3.2003 | Tax on Agency Commission | 81.00 | Nil | CESTAT, Chennai |
| 2. | Service Tax Penalty | Upto 31.3.2003 | Penalty | 63.33 | Nil | CESTAT, Chennai |
| 3. | Service Tax | Prior to 1.7.2003 | Tax on erection charges | 12.66 | Nil | CESTAT, Chennai |

- C) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and protection fund by the company
- (viii) The Company does not have accumulated losses at the end of the financial year and it has not incurred cash loss in the current year and in the immediately preceding financial year
- (ix) The company has not defaulted in repayment of dues to financial institution or bank.
- (x) The Company has not given any guarantee for loans taken by others from bank or financial institutions;
- (xi) The term loan obtained by the company has been applied for the purpose for which they were availed;
- (xii) Based upon the audit procedures performed and information and explanations given by the Management, we report that no frauds on or by the company has been noticed or reported during the course of our audit.

Place: Coimbatore
Date : 20th May, 2015

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

BALANCE SHEET AS AT 31ST MARCH, 2015

(Rs. in Lakhs)

| Particulars | Note Nos. | 31.03.2015 | 31.03.2014 |
|------------------------------------|-----------|------------------|------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 1 | 307.15 | 307.15 |
| (b) Reserves and Surplus | 2 | <u>10,242.09</u> | <u>8,792.47</u> |
| | | <u>10,549.24</u> | <u>9,099.62</u> |
| (2) Non-Current Liabilities | | | |
| (a) Long-term borrowings | 3 | 257.33 | 1,248.80 |
| (b) Deferred tax liabilities (Net) | 4 | <u>1,264.75</u> | <u>1,300.64</u> |
| | | <u>1,522.08</u> | <u>2,549.44</u> |
| (3) Current Liabilities | | | |
| (a) Short-term borrowings | 5 | 5,273.22 | 5,067.56 |
| (b) Trade payables | 6 | 859.22 | 794.40 |
| (c) Other current liabilities | 7 | 1,553.50 | 2,402.02 |
| (d) Short-term provisions | 8 | <u>801.38</u> | <u>1,029.70</u> |
| | | <u>8,487.32</u> | <u>9,293.68</u> |
| Total | | <u>20,558.64</u> | <u>20,942.74</u> |
| II. ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 9 | 11,450.48 | 10,825.48 |
| (ii) Intangible assets | | 5.17 | 6.74 |
| (iii) Capital work-in-progress | | 46.96 | 131.91 |
| (b) Non-current investments | 10 | 167.55 | 167.55 |
| (c) Long term loans and advances | 11 | <u>264.15</u> | <u>388.50</u> |
| | | <u>11,934.31</u> | <u>11,520.18</u> |
| (2) Current assets | | | |
| (a) Inventories | 12 | 2,837.20 | 3,349.74 |
| (b) Trade receivables | 13 | 3,945.73 | 3,943.71 |
| (c) Cash and cash equivalents | 14 | 321.93 | 206.43 |
| (d) Short-term loans and advances | 15 | 1,483.58 | 1,811.92 |
| (e) Other current assets | 16 | <u>35.89</u> | <u>110.76</u> |
| | | <u>8,624.33</u> | <u>9,422.56</u> |
| Total | | <u>20,558.64</u> | <u>20,942.74</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

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

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

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

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

Coimbatore
20th May, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Rs. in Lakhs)

| Particulars | Note Nos. | 31.03.2015 | 31.03.2014 |
|--|-----------|------------------|------------------|
| Revenue : | | | |
| Revenue from operations | 17 | 22,059.22 | 21,803.82 |
| Other Income | 18 | 520.41 | 549.60 |
| Total Revenue | | 22,579.63 | 22,353.42 |
| Expenses: | | | |
| Cost of materials consumed | 19 | 10,140.21 | 9,581.97 |
| Purchase of Stock-in-Trade | | 210.01 | 744.38 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 20 | 138.29 | (318.12) |
| Employee benefit expenses | 21 | 2,616.07 | 2,380.99 |
| Financial costs | 22 | 751.74 | 945.03 |
| Depreciation and amortization expenses | 9 | 1,180.74 | 1,935.90 |
| Corporate Social Responsibility expenses | | 10.00 | - |
| Other expenses | 23 | 5,329.72 | 5,112.59 |
| Total Expenses | | 20,376.78 | 20,382.74 |
| Profit before tax & exceptional Items | | 2,202.85 | 1,970.68 |
| Exceptional Item | | 92.95 | - |
| Profit after Exceptional Items but before tax | | 2,109.90 | 1,970.68 |
| Tax expenses | | | |
| (1) Current tax | | 640.00 | 906.21 |
| Less: MAT Credit | | | 405.79 |
| | | 640.00 | 500.42 |
| (2) Excess Tax Provision Reversed | | 75.45 | 7.39 |
| (3) Deferred tax | | (35.89) | (225.97) |
| Profit(Loss) for the period from continuing operations | | 1,581.24 | 1,688.84 |
| Profit/(Loss) for the period | | 1,581.24 | 1,688.84 |
| Earning per equity share: - Face Value Rs.10/- | | | |
| (1) Basic | | 51.48 | 54.98 |
| (2) Diluted | | 51.48 | 54.98 |

See accompanying notes to financial statements

As per our report annexed

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

(Sd.) **SANJAY JAYAVARTHANAVELU**
Chairman

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

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

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

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

Coimbatore
20th May, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Rs. in Lakhs)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|------------|------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit / (Loss) Before Tax and Extraordinary items | 2,202.85 | 1,970.68 |
| Adjustments for: | | |
| Depreciation | 1,180.74 | 1,935.90 |
| Loss on sale of Asset | 2.23 | 6.19 |
| Interest paid | 751.74 | 945.03 |
| Interest / Dividend | (78.60) | (56.86) |
| Profit on sale of asset | (152.46) | (212.72) |
| Provision for Wealth Tax | 0.44 | 0.59 |
| Bad debts- Extraordinary item | (92.95) | - |
| Operating profit before working capital changes | 3,813.99 | 4,588.81 |
| Adjustments for: | | |
| Trade & other receivables | 119.75 | (691.68) |
| Inventories | 512.54 | (1,062.51) |
| Trade Payable & Other Liabilities | 252.53 | 379.61 |
| Cash generated from operations | 4,698.81 | 3,214.23 |
| Direct Taxes paid | 425.56 | 357.39 |
| Cash Flow before extraordinary items | 4,273.25 | 2,856.84 |
| Extraordinary /Prior period items | - | - |
| Net cash from Operating activities | 4,273.25 | 2,856.84 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (1,780.24) | (420.63) |
| Sale of Fixed Assets | 169.47 | 297.79 |
| Investment in Securities | 0.00 | (0.10) |
| Interest Received | 24.57 | 19.99 |
| Dividend Received | 54.03 | 36.87 |
| Net Cash used in investing activities | (1,532.17) | (66.08) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Repayment of Long Term borrowings | (1,784.00) | (1,920.00) |
| Dividend paid | (89.84) | (89.84) |
| Interest paid | (751.74) | (945.03) |
| Net cash used in financing activities | (2,625.58) | (2,954.87) |
| Net increase in Cash and Cash equivalents | 115.50 | (164.11) |
| Cash and Cash Equivalents (Opening Balance) | 206.43 | 370.54 |
| Cash and Cash Equivalents (Closing Balance) | 321.93 | 206.43 |

See accompanying notes to financial statements

As per our report annexed

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

(Sd.) **SANJAY JAYAVARTHANAVELU**
Chairman

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

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

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

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

Coimbatore
20th May, 2015

Notes to the Financial Statements

(Rs. in Lakhs)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|------------------|-----------------|
| (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 31.03.2014 & 31.03.2015 are same. | | |
| (d) Share holders holding more than 5% of total shares | | |
| Laxshmi Cargo Company Ltd | 480,295 | 81,000 |
| Lakshmi Life Sciences Ltd | 399,295 | - |
| Gagandeep Credit Capital Pvt. Ltd. | 361,740 | 361,740 |
| Sri. Sanjay Jayavarthanavelu | <u>216,288</u> | <u>216,288</u> |
| (d) Equity shareholders are entitled to one vote per equity share and to the dividend as recommended by the Board from time to time | | |
| 2. Reserves and Surplus | | |
| (a) Securities Premium Reserve | | |
| | 718.60 | 718.60 |
| (b) General Reserve | | |
| 5,561.42 | 5,561.42 | 4,561.42 |
| Add: Transferred from P & L Account | <u>1,000.00</u> | <u>1,000.00</u> |
| | 6,561.42 | 5,561.42 |
| (c) Investment Fluctuation Reserve | | |
| | 63.77 | 63.77 |
| (d) Surplus in Profit and Loss account | | |
| Opening Balance | 2,448.68 | 1,849.68 |
| Add: Profit / (Loss) for the Year | 1,581.24 | 1,688.84 |
| 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>13.05</u> | <u>13.05</u> |
| Closing Balance | <u>2,898.30</u> | <u>2,448.68</u> |
| | 10,242.09 | 8,792.47 |
| (2) NON CURRENT LIABILITIES | | |
| 3. Long - Term Borrowings | | |
| (a) Term Loan - Secured | | |
| From Banks | | |
| (i) Indian Bank | - | 93.00 |
| (1) Limit - Rs. 47.80 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 - 32 Quarterly Installments of Rs.1.5 Crores commenced from Apr, 2008 | | |
| (4) Rate of Interest - 12.95% p.a | | |

Notes to the Financial Statements (Contd.)

(Rs. in Lakhs)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-----------------|-----------------|
| (ii) Indian Bank | 117.13 | 517.13 |
| (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 Installments of Rs.1 Crore commenced from May, 2012 | | |
| (4) Rate of Interest - 11.70% p.a | | |
| (iii) Indian Bank | - | 298.47 |
| (1) Limit - Rs. 15 Crores | | |
| (2) Security - | | |
| a) Hypothecation of Wind Turbine Generator | | |
| b) Equitable Mortgage of Land | | |
| (3) Repayment - 60 Monthly Installments of Rs.25 Lakhs commenced from March, 2011 | | |
| (4) Rate of Interest - 11.45% p.a | | |
| (v) Indian Overseas Bank | 140.20 | 340.20 |
| (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 Installments of Rs.50 Lakhs commenced from May, 2012 | | |
| (4) Rate of Interest - 14.00% p.a | 257.33 | 1,248.80 |
| | <u>257.33</u> | <u>1,248.80</u> |
| 4. Deferred Tax Liabilities (Net) | | |
| Opening Balance | 1,300.64 | 1,526.61 |
| Add / (Less): Provided / (Reversed) during the Year | (35.89) | (225.97) |
| Closing Balance | <u>1,264.75</u> | <u>1,300.64</u> |

Notes to the Financial Statements (Contd.)

(Rs. in Lakhs)

| Particulars | 31.03.2015 | 31.03.2014 |
|-------------|------------|------------|
|-------------|------------|------------|

(3)CURRENT LIABILITIES

5. Short Term Borrowings

(a) Loan repayable on demand

(i) Secured - From Banks

| | | |
|--|-----------------|-----------------|
| (a) Indian Overseas Bank - Cash Credit | 1,703.80 | 1,675.25 |
| (1) Limit - Rs. 17.50 Crores | | |
| (2) Rate of Interest - 13.25% p.a | | |
| (b) Indian Bank - Cash Credit | 1,484.37 | 1,427.92 |
| (1) Limit - Rs.15 Crores | | |
| (2) Rate of Interest - 12.45% p.a | | |
| (c) IDBI Bank - Demand Loan | 710.63 | 666.85 |
| (1) Limit - Rs.7.50 Crores | | |
| (2) Rate of Interest - 12.75% p.a | | |
| (d) IDBI Bank | 750.00 | 750.00 |
| (1) Limit - Rs.7.50 Crores | | |
| (2) Rate of Interest - 11.50% p.a | ————— | ————— |
| | 4,648.80 | 4,520.02 |

(All the above working capital loans are Secured by hypothecation of entire current assets of the Company.)

(ii) Unsecured - From Bank

| | | |
|---|---------------|--------|
| Purchase bills discounted with Yes Bank | 439.38 | 499.90 |
| Rate of Interest -12.25% p.a. | | |

(b) Others

| | | |
|------------------------|------------------------|-----------------|
| Advance from Customers | 185.04 | 47.64 |
| | <u>5,273.22</u> | <u>5,067.56</u> |

6. Trade Payables

| | | |
|---|----------------------|---------------|
| Due to Micro, Small, Medium Enterprises | 55.78 | 41.29 |
| Due to Others | <u>803.44</u> | <u>753.11</u> |
| | <u>859.22</u> | <u>794.40</u> |

Notes to the Financial Statements (Contd.)

(Rs. in Lakhs)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|------------------------|------------------------|
| 7. Other Current Liabilities | | |
| (a) Current Maturities of Long Term debt | 991.47 | 1,784.00 |
| (b) Interest accrued and due on borrowings | 18.49 | 33.11 |
| (c) Unpaid Dividends | 27.46 | 31.42 |
| (d) Others | | |
| Statutory Liabilities Payable | 61.86 | 65.19 |
| Payable to employees | 67.20 | 148.79 |
| Expenses Payable | <u>387.02</u> | <u>339.51</u> |
| | 516.08 | 553.49 |
| | <u>1,553.50</u> | <u>2,402.02</u> |
| 8. Short Term Provisions | | |
| (a) Provision for Employee Benefits | | |
| Leave Encashment | 16.08 | 26.08 |
| Gratuity | 55.02 | 6.98 |
| (b) Others | | |
| Provision for Income Tax | 640.00 | 906.21 |
| Provision for Wealth Tax | 0.44 | 0.59 |
| Provision for Dividend | 76.79 | 76.79 |
| Provision for Corporate Dividend Tax | <u>13.05</u> | <u>13.05</u> |
| | 730.28 | 996.64 |
| | <u>801.38</u> | <u>1,029.70</u> |

(1) NON - CURRENT ASSETS

9. Fixed Assets

| PARTICULARS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | |
|------------------------------|-------------------------|----------------------|-------------------------|--------------------|----------------------|--|--------------------|---------------------|---------------------|
| | COST UPTO 31.03.2014 | ADDITIONS / SALES | COST UPTO 31.03.2015 | UPTO 31.03.2014 | FOR THE PERIOD | WITHDRAWAL AGAINST RETAINED EARNINGS | UPTO 31.03.2015 | AS ON 31.03.2015 | AS ON 31.03.2014 |
| I. Tangible Assets | | | | | | | | | |
| Land | 503.63 | - | 503.63 | - | - | | - | 503.63 | 503.63 |
| Buildings | 2,387.93 | 10.26 | 2,398.19 | 865.74 | 66.02 | 9.60 | 941.36 | 1,456.83 | 1,522.19 |
| Plant & Machinery | 20,240.55 | 1,757.94 (379.62) | 21,618.87 | 11,946.70 | 947.87 (362.84) | 5.46 | 12,537.19 | 9,081.69 | 8,293.85 |
| Electrical Equipments | 624.09 | 46.83 (1.34) | 669.58 | 285.90 | 130.54 (1.34) | 2.78 | 417.88 | 251.70 | 338.19 |
| Furniture & Fittings | 67.70 | 12.74 (1.32) | 79.12 | 42.64 | 4.72 (1.32) | 2.51 | 48.55 | 30.57 | 22.30 |
| Office Equipments | 25.24 | 1.17 (4.31) | 22.10 | 11.53 | 2.90 (4.31) | 5.83 | 15.95 | 6.15 | 15.85 |
| Vehicles | 195.55 | 9.33 (9.19) | 195.69 | 76.64 | 21.66 (6.72) | 5.54 | 97.12 | 98.57 | 118.91 |
| Computers | 102.31 | 21.26 (4.85) | 118.72 | 92.37 | 5.11 (4.85) | 4.75 | 97.38 | 21.34 | 10.56 |
| II. Intangible Assets | | | | | | | | | |
| ERP & Software | 35.15 | 5.66 | 40.81 | 28.41 | 1.92 | 5.31 | 35.64 | 5.17 | 6.74 |
| III. Work-in-Progress | 131.91 | - | 46.96 | - | - | | - | 46.96 | 131.91 |
| | | (84.95) | | | - | | | | |
| Grand Total | 24,314.06 | 1,865.19 (485.58) | 25,693.67 | 13,349.93 | 1,180.74 (381.38) | 41.78 | 14,191.07 | 11,502.61 | 10,964.13 |
| Previous Year | 24,311.23 | 737.27 (734.44) | 24,314.06 | 11,740.57 | 1,935.90 (326.55) | - | 13,349.92 | 10,964.14 | 12,570.67 |

Notes to the Financial Statements (Contd.)

(Rs. in Lakhs)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|------------------------|-----------------|
| 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>6,883.18</u> | <u>5,491.03</u> |
| Unquoted | | |
| M/s. Pugoda Textiles Lanka Ltd (11,25,000 Equity shares of Rs.10/-each Fully paid) | 80.64 | 80.64 |
| (b) Investment in Government or Trust Securities | | |
| National Savings Certificate - 7 Years | 0.15 | 0.15 |
| | <u>167.55</u> | <u>167.55</u> |
| 11. Long - Term Loans & Advances | | |
| Unsecured, Considered good | | |
| (a) Capital Advances | 34.96 | 149.62 |
| (b) Security Deposits | 215.50 | 95.88 |
| (c) Other Loans and Advances | | |
| M/s.Coimbatore Pioneer Mills Ltd - Corporate Loan | - | 143.00 |
| Other Advances | 13.69 | - |
| | <u>264.15</u> | <u>388.50</u> |
| (2) CURRENT ASSETS | | |
| 12. Inventories | | |
| (a) Raw Materials at Cost | 1,615.61 | 2,037.37 |
| (b) Work - in - Progress at estimated average cost | 314.74 | 430.95 |
| (c) Finished Goods - Partly at Cost & Partly at Realisable Value | 418.22 | 434.05 |
| (d) Stores and Spares at Weighted Average Cost | 486.95 | 439.44 |
| (e) Waste at Net Realisable Value | 1.68 | 7.93 |
| | <u>2,837.20</u> | <u>3,349.74</u> |
| 13. Trade Receivables - Unsecured, Considered good | | |
| (a) Outstanding for a period exceeding six months | 322.20 | 66.98 |
| (b) Others | <u>3,623.53</u> | <u>3,876.73</u> |
| | <u>3,945.73</u> | <u>3,943.71</u> |

Notes to the Financial Statements (Contd.)

(Rs. in Lakhs)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|------------------|------------------|
| 14. Cash and Cash Equivalents | | |
| (a) Balances with banks | 192.06 | 135.28 |
| (b) Cash on Hand | 68.10 | 16.73 |
| (c) Others | | |
| (i) Unpaid Dividend account | 27.45 | 31.42 |
| (ii) In Margin Deposit Account | 34.32 | 23.00 |
| | <u>61.77</u> | <u>54.42</u> |
| | <u>321.93</u> | <u>206.43</u> |
| 15. Short - Term Loans & Advances Unsecured, Considered Good | | |
| Others | | |
| Advance to suppliers | 301.79 | 460.87 |
| Rent Advance | 0.68 | 0.68 |
| Advance to Service Providers | 5.18 | 10.66 |
| Staff Advance | 1.43 | 14.93 |
| VAT Receivables | 43.08 | 17.91 |
| CENVAT Receivables | 230.17 | 340.07 |
| Advance Tax, TDS & Refund Due | 863.98 | 536.98 |
| MAT Credit Receivable | - | 405.79 |
| Prepaid Expenses | 37.27 | 24.03 |
| | <u>1,483.58</u> | <u>1,811.92</u> |
| 16. Other Current Assets | | |
| Interest Receivables | 0.16 | 39.24 |
| Income Receivables | 35.73 | 71.52 |
| | <u>35.89</u> | <u>110.76</u> |
| 17. Revenue from Operations | | |
| (a) Sale of Products | | |
| Export Sales | | |
| Yarn | 217.98 | 63.24 |
| Merchant Export | 2,201.51 | 515.62 |
| Gears | 37.39 | 6.36 |
| | <u>2,456.88</u> | <u>585.22</u> |
| Domestic Sales | | |
| Yarn & Fabric | 13,089.81 | 14,353.69 |
| Gears | 1,955.02 | 1,638.10 |
| Cotton Waste | 984.05 | 1,071.81 |
| Trading Sales | 211.29 | 744.80 |
| | <u>16,240.17</u> | <u>17,808.40</u> |
| (b) Sale of Services | | |
| Commission Receipts | 1,373.77 | 1,313.34 |
| Wind Energy Receipts | 1,390.82 | 1,673.79 |
| Erection Charges Receipts | 675.10 | 526.53 |
| Job Receipts | 117.72 | 79.93 |
| | <u>3,557.41</u> | <u>3,593.59</u> |
| | <u>22,254.46</u> | <u>21,987.21</u> |
| (c) Less: Excise Duty | 195.24 | 183.39 |
| | <u>22,059.22</u> | <u>21,803.82</u> |

Notes to the Financial Statements (Contd.)

(Rs. in Lakhs)

| Particulars | 31.03.2015 | 31.03.2014 |
|---|-------------------------|-------------------------|
| 18. Other Income | | |
| Interest Income | 24.57 | 19.99 |
| Dividend Income | 54.03 | 36.87 |
| Profit on Sale of assets | 152.46 | 212.72 |
| Other Non-Operating Income | <u>289.35</u> | <u>280.02</u> |
| | <u>520.41</u> | <u>549.60</u> |
| 19. Cost of Materials Consumed | | |
| Opening Stock | 2,037.37 | 1,296.42 |
| Add: Purchase | <u>9,928.46</u> | <u>11,067.30</u> |
| | 11,965.83 | 12,363.72 |
| Less: Closing Stock | <u>1,615.61</u> | <u>2,037.37</u> |
| | <u>10,350.22</u> | <u>10,326.35</u> |
| 20. Changes in Inventories of Finished Goods, Work - in - Progress & Waste | | |
| Opening Stock of WIP | 430.95 | 304.12 |
| Less: Closing stock of WIP | <u>314.74</u> | <u>430.95</u> |
| | 116.21 | (126.83) |
| Opening stock of Finished Goods | 434.05 | 245.15 |
| Less: Closing stock of Finished Goods | <u>418.22</u> | <u>434.05</u> |
| | 15.83 | (188.90) |
| Opening Stock of Waste | 7.93 | 5.54 |
| Less: Closing stock of Waste | <u>1.68</u> | <u>7.93</u> |
| | 6.25 | (2.39) |
| | <u>138.29</u> | <u>(318.12)</u> |
| 21. Employee Benefit Expenses | | |
| Salaries, Wages & Bonus | 2,200.16 | 2,051.53 |
| Contribution to Provident Fund & Other Funds | 123.20 | 94.59 |
| Gratuity | 58.04 | 16.98 |
| Staff Welfare Expenses | <u>234.67</u> | <u>217.89</u> |
| | <u>2,616.07</u> | <u>2,380.99</u> |
| 22. Finance Costs | | |
| Interest on Term Loans | 223.96 | 392.62 |
| Interest on Working Capital Loans | 483.62 | 485.04 |
| Interest on Others | 19.22 | 41.54 |
| Bank Charges | <u>24.94</u> | <u>25.83</u> |
| | <u>751.74</u> | <u>945.03</u> |

Notes to the Financial Statements (Contd.)

(Rs. in Lakhs)

| Particulars | 31.03.2015 | 31.03.2014 |
|--|------------------------|------------------------|
| 23. Other Expenses | | |
| Stores Consumed | | |
| Opening Stock | 439.44 | 436.00 |
| Add: Purchase | 986.60 | 708.41 |
| | <u>1,426.04</u> | <u>1,144.41</u> |
| Less: Closing Stock | <u>486.95</u> | <u>439.44</u> |
| | 939.09 | 704.97 |
| Power & Fuel | 2,629.03 | 2,507.17 |
| Rent | 23.97 | 24.16 |
| Repairs to Buildings | 89.46 | 41.86 |
| Repairs to Machinery | 714.38 | 894.29 |
| Repairs to Others | 2.51 | 2.43 |
| Insurance | 23.86 | 26.62 |
| Rates & Taxes, excluding taxes on income | 53.06 | 72.71 |
| Payment to the Auditors | | |
| For Statutory Audit | 1.69 | 1.69 |
| For other services | - | - |
| Fabric conversion/Outside process | <u>233.50</u> | 309.21 |
| Miscellaneous Expenses | <u>619.17</u> | <u>527.48</u> |
| | <u>5,329.72</u> | <u>5,112.59</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

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

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

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

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

Coimbatore
20th May, 2015

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 to the Companies Act, 2013:

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

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

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.

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. Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits.

25. NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT MARCH 31, 2015

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 Nil (Previous year Nil).

| | (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 | 0.33 |
| 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 | 0.33 | 1.02 |
| 4. Value of Raw Materials Consumed: | 31.3.2015 | 31.3.2014 |
| a) Cotton | Rs. in Lakhs 9005.00 | 7933.06 |
| b) Cotton for Fabrics | Rs. in Lakhs 366.65 | 710.35 |
| c) Steel and Castings | Rs. in Lakhs 905.30 | 760.87 |
| CIF Value of Imports : | | |
| a) Raw Materials | Rs. in Lakhs 494.24 | 439.40 |
| b) Stores and Spares | Rs. in Lakhs 68.64 | 28.17 |
| c) Capital Goods | Rs. in Lakhs 368.69 | 23.27 |

5. The Value and percentage of raw materials, components and spare parts consumed / issued

| Particulars | Indigenous | | Imported | |
|---------------------------|-------------------------|-------|----------|------|
| | Value | % | Value | % |
| a) Raw Materials (Cotton) | Rs. in Lakhs 8861.06 | 94.55 | 510.59 | 5.45 |
| (Previous year) | Rs. in Lakhs 8189.91 | 94.75 | 453.50 | 5.25 |
| b) Components & Spares | Rs. in Lakhs 875.94 | 93.27 | 63.16 | 6.73 |
| (Previous year) | Rs. in Lakhs 686.56 | 97.39 | 18.41 | 2.61 |

6. Expenditure in Foreign Currency:

| Particulars | 31.03.2015 | 31.03.2014 |
|---------------------------------------|----------------------|------------|
| b) Travelling expenses & Subscription | Rs. in Lakhs 4.21 | 10.34 |

7. Earnings in Foreign Exchange :

FOB Value of export - Cotton Yarn : Rs.221.51 Lakhs (Previous year- Rs. 62.93 Lakhs)

8. Income tax assessment upto assessment year 2012-2013 (year ending 31.03.2012) has been completed.

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

Rs. in Lakhs

| S.No. | Particulars | 31.03.2015 |
|-------|---|------------|
| 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 | 55.78 |
| | b. Interest Due | Nil |

| S.No. | Particulars | 31.03.2015 |
|-------|---|------------|
| 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 Company is holding 11,25,000 equity shares of SL Rs.10/- each in Pugoda Textiles Lanka Limited (PTLL). The government of Srilanka has been vested with the administration and management of the affairs of the company through the competent authority appointed by them. The Company has filed an application for compensation to the competent authority, which is yet to be finalised.

11. Commitments pending on Capital Goods purchase as on 31st March, 2015 is Rs.349.65 Lakhs (Previous year Rs.1583.45 Lakhs.)

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

| | | 31.03.2015 | 31.03.2014 |
|---|--------------|------------|------------|
| i) For Export/Domestic bills Discounted | Rs. in Lakhs | Nil | 25.28 |
| ii) Service Tax appeals | Rs. in Lakhs | 156.99 | 156.99 |

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

| Financial Year | 2015-16 | 16-17 | 17-18 | 18-19 | Total |
|---------------------|----------------|---------------|-------|---------------|----------------|
| Rs. in Lakhs | 2975.22 | 679.65 | - | 679.65 | 4334.52 |

Note: We have applied for extension of time for fulfillment of the balance amount of Rs.2930.74 Lakhs not fulfilled in 2014-15 for one year with 10% additional obligation. Accordingly the Export Obligation to be fulfilled including the original EO for 2015-16 is given above.

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 | 1300.64 | -- | 35.89 | 1264.75 |

| | |
|---|--------------|
| 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 2014-15 | 10.00 |
| b) Amount spent during the year 2014-15 | 10.00 |

| Purpose | In Cash | Yet to be paid | Total |
|--|----------------|-----------------------|--------------|
| For digitizing and undertaking quality control process of microfilm reels in a public library maintained by Roja Muthiah Research Library, Chennai | 10.00 | -- | 10.00 |

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

i. Related party Relationships:

a) Key Management personnel : N.R.Selvaraj, Wholetime Director
S. Ravindran, Chief Financial Officer
S.K.Radhakrishnan, Company Secretary

b) Other Related Parties : Adwaith Textile Ltd
Adwaith Lakshmi Industries Ltd
Harshini Textiles Ltd
Lakshmi Caipo Industries Ltd
Lakshmi Cargo Company Ltd
Lakshmi Electrical Controls 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 Ltd
Lakshmi Vignesh Corporate Services Ltd
LCC Cargo Holdings Ltd
Quattro Engineering India Ltd
Revantha Builders 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 | |
|---|-------------------|---------|--------------------------|---------|---------------|----------|----------------------|---------|-------------------|---------|-------------------|---------|--------------------|---------|--------------------|----------|---------------------|---------|-------------|----------|
| | 2014-15 | 2013-14 | 2014-15 | 2013-14 | 2014-15 | 2013-14 | 2014-15 | 2013-14 | 2014-15 | 2013-14 | 2014-15 | 2013-14 | 2014-15 | 2013-14 | 2014-15 | 2013-14 | 2014-15 | 2013-14 | 2014-15 | 2013-14 |
| Lakshmi Machine Works Ltd. | 675.00 | 384.21 | 1,230.14 | 185.93 | 1,972.29 | 1,752.03 | - | - | 115.50 | 11.82 | 965.78 | 822.15 | 8.38 | 10.26 | 1,498.81 | 1,418.60 | - | - | 1,868.77 | 1,805.11 |
| Quattro Engineering India Ltd. | 5.17 | 0.95 | - | - | 11.07 | 4.73 | 1.31 | - | - | - | 0.10 | - | - | - | 8.71 | 15.72 | - | - | 9.43 | 5.13 |
| Lakshmi Cargo Company Ltd. | 2.40 | 2.38 | - | - | - | - | - | - | 33.43 | 23.21 | - | - | - | - | - | - | - | - | (4.56) | (3.53) |
| Lakshmi Electrical Drives Ltd | 29.52 | 3.69 | - | - | 22.14 | 192.75 | - | - | - | 1.58 | 0.83 | 0.62 | - | - | 5.10 | 4.26 | - | - | 3.25 | 13.87 |
| Lakshmi Vignesh Corporate services Ltd | - | - | - | - | - | - | - | - | 96.56 | 77.56 | - | - | - | - | - | - | - | - | (2.37) | (1.36) |
| Adwath Lakshmi Industries Ltd | 8.81 | 4.02 | - | - | 25.85 | 34.00 | - | - | - | - | - | - | - | - | 5.08 | 5.83 | - | - | 25.13 | 18.80 |
| Lakshmi Ring Traveller (Coimbatore) Ltd | 0.06 | 23.59 | - | - | - | 5.95 | - | - | - | - | 4.32 | 0.37 | - | - | 14.02 | 4.08 | - | - | 10.53 | 1.67 |
| Lakshmi Life Sciences Ltd | 3.35 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Starline travels Ltd | - | - | - | - | - | - | - | - | 91.95 | 82.99 | - | - | - | - | - | - | - | - | (0.32) | (0.03) |
| Adwath Textiles Ltd | 0.68 | - | - | - | 0.34 | - | 18.90 | - | - | - | 1.36 | 3.98 | - | - | - | - | - | - | 0.73 | 0.29 |
| Lakshmi Technology & Engg Ltd | - | - | - | - | - | - | - | 54.77 | 6.39 | 8.37 | 1.10 | 0.28 | - | - | - | - | - | - | (1.21) | (0.51) |
| Lakshmi Precision Tools Ltd | - | - | - | - | - | - | - | - | - | - | 6.44 | - | - | - | - | - | - | - | 2.06 | - |
| Titan Paints and Chemicals Ltd | 2.59 | 2.03 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (0.45) | (0.29) |
| Veejay Yarns and Fabrics Pvt. Ltd | - | - | - | - | - | - | - | - | - | - | 0.23 | 0.16 | - | - | - | - | - | - | (0.01) | 0.03 |
| SKDC Consultants Ltd | - | - | - | - | - | - | - | - | 1.77 | 2.14 | - | - | - | - | - | - | - | - | - | - |
| Harshini Textiles Ltd | - | - | - | - | 0.57 | - | - | - | - | - | 1.12 | 0.70 | - | - | - | - | - | - | 0.91 | 0.70 |
| Veejay Syntex Pvt. Ltd | - | - | - | - | - | - | - | - | - | - | 0.35 | 1.86 | - | - | - | - | - | - | - | - |
| Revantha Builders Ltd | - | - | - | - | - | - | - | - | 10.26 | 0.27 | - | - | - | - | - | - | - | - | (0.85) | (0.85) |
| LCC Cargo Holdings Ltd | - | - | 10.26 | - | - | - | - | - | - | - | - | - | 10.34 | 10.16 | - | - | - | - | - | - |
| Lakshmi Caipo Industries Ltd | - | - | - | - | - | - | - | - | 0.32 | 0.06 | - | - | - | - | - | - | - | - | - | - |
| Lakshmi Electrical Controls Ltd | 0.31 | - | - | - | - | - | - | - | - | - | 0.02 | - | - | - | - | - | - | - | 0.23 | 0.02 |
| WD, CFO, COM-Sec | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 61.71 | 22.18 | - |

16. Segment information for the year ended 31st March, 2015.

(Rs.in Lakhs)

| S.No. | Particulars | Agency | | Textiles | | Wind Energy | | Engineering | | Unallocated / Corporate | | Total | | |
|-------|--|---------------------------------------|--------------------------------------|--|--|-------------------------------------|--|------------------------------------|--------------------------------------|-------------------------|------------|-----------------------|--|--|
| | | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 | 31.03.2015 | 31.03.2014 | 31.03.2015 |
| 1 | REVENUE: Sales including Processing charges and Commission Receipts Less: Inter-Segment Revenue | 2,048.87 6.75 | 1,839.87 4.32 | 16,704.64 0.96 | 16,749.17 | 1,390.82 1,179.07 | 1,673.79 1,412.70 | 1,914.89 1.02 | 1,540.99 | - | - | 22,059.22 1,187.80 | 21,803.82 1,417.02 | |
| | Total | 2,042.12 | 1,835.55 | 16,705.60 | 16,749.17 | 211.75 | 261.09 | 1,913.87 | 1,540.99 | - | - | 20,871.42 | 20,386.80 | |
| 2 | RESULT: PROFIT BEFORE INTEREST DEPRECIATION & TAXATION Less: Depreciation PROFIT AFTER DEPRECIATION Less: Interest expenses | 1,445.55 15.92 1,429.63 0.08 | 1,390.37 7.55 1,382.82 0.11 | 1,501.87 802.68 699.19 630.24 | 2,242.40 878.93 1,363.47 729.85 | 924.65 172.70 751.95 60.44 | 1,158.21 731.04 427.17 127.56 | 245.90 189.43 56.47 60.98 | 39.26 318.38 (279.12) 87.51 | 17.35 | 17.35 | 21.37 | 4,135.33 1,180.74 2,954.59 751.74 | 4,851.61 1,935.90 2,915.71 945.03 |
| | SEGMENT RESULTS-PBT | 1,429.55 | 1,382.71 | 68.95 | 633.62 | 691.51 | 299.61 | (4.51) | (366.63) | 17.35 | 21.37 | 2,202.85 | 1,970.68 | |
| | Extraordinary item | | | | | | | | | 92.95 | - | 92.95 | - | |
| | Provision for Income Tax | | | | | | | | | 640.00 | 906.21 | 640.00 | 906.21 | |
| | MAT Credit | | | | | | | | | (35.89) | 405.79 | (35.89) | 405.79 | |
| | Deferred Tax (Net) | | | | | | | | | 75.45 | (7.39) | 75.45 | (7.39) | |
| | Excess tax provision reversed | | | | | | | | | - | - | - | - | |
| | Prior year taxes | | | | | | | | | - | 7.39 | - | 7.39 | |
| | NET PROFIT / LOSS | | | | | | | | | 17.35 | 21.37 | 1,581.24 | 1,688.84 | |
| 3 | OTHER INFORMATION: | | | | | | | | | | | | | |
| | Segment Assets | 1,377.95 | 1,501.30 | 10,025.46 | 10,274.46 | 3,673.51 | 3,817.48 | 4,495.39 | 4,030.11 | 986.34 | 1,319.38 | 20,558.65 | 20,942.73 | |
| 4 | Segment Liabilities | 123.99 | 98.88 | 6,564.89 | 7,515.95 | 339.89 | 861.60 | 936.81 | 1,019.32 | 1,953.98 | 2,347.37 | 9,919.56 | 11,843.12 | |
| 5 | Capital Expenditure (Incl. Capital Work-in-progress) | 25.92 | 61.26 | 1,472.64 | 561.53 | 12.14 | 23.89 | 354.49 | 90.59 | - | - | 1,865.19 | 737.27 | |
| 6 | Depreciation | 15.92 | 7.55 | 802.68 | 878.93 | 172.70 | 731.04 | 189.43 | 318.38 | - | - | 1,935.90 | 1,942.62 | |

SECONDARY SEGMENT INFORMATION - GEOGRAPHICAL SEGMENTS:

| | 31.03.2015 | | 31.03.2014 | |
|--|------------|--------------|------------|--------------|
| | % | Rs. in Lakhs | % | Rs. in Lakhs |
| Domestic Sales (Net) | 98.62 | 18,246.45 | 99.62 | 18,140.63 |
| Export Sales | 1.38 | 255.37 | 0.38 | 69.60 |
| Countries to which exports were made : | | Peru | | - |

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.

| 17. Employee Benefits | (Rs. in Lakhs) | |
|---|----------------------|----------------------|
| Defined Benefit Plans | 31.03.2015 | 31.03.2014 |
| | Gratuity (Funded) | Gratuity (Funded) |
| A. Change in Present Value of the Obligation during the year | | |
| 1. Present value of obligations as at beginning of year | 92.59 | 77.08 |
| 2. Interest cost | 7.41 | 6.17 |
| 3. Current Service Cost | 11.52 | 9.40 |
| 4. Benefits Paid | (12.58) | (8.33) |
| 5. Actuarial (gain) / loss on obligation | 45.42 | 8.27 |
| 6. Present value of obligations as at end of year | 144.36 | 92.59 |
| B. Change in the Fair value of Plan assets | | |
| 1. Fair value of plan assets as at beginning of year | 85.61 | 77.25 |
| 2. Expected return on plan assets | 7.75 | 7.20 |
| 3. Contributions | 8.56 | 9.49 |
| 4. Benefits paid | (12.58) | (8.33) |
| 5. Actuarial gain / (loss) on plan assets | - | - |
| 6. Fair value of plan assets as at end of year | 89.33 | 85.61 |
| C. Fair Value of Plan Assets | | |
| 1. Fair value of plan assets as at beginning of year | 85.61 | 77.25 |
| 2. Actual return on plan assets | 7.75 | 7.20 |
| 3. Contributions | 8.56 | 9.49 |
| 4. Benefits paid | (12.58) | (8.33) |
| 5. Fair value of plan assets as at end of year | 89.33 | 85.61 |
| 6. Funded status | (55.02) | (6.98) |
| 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 | (45.42) | (8.27) |
| 2. Actuarial (gain) / loss for the year - plan assets | - | - |
| 3. Total (gain) / loss for the year | 45.42 | 8.27 |
| 4. Actuarial (gain) / loss recognised in the year | 45.42 | 8.27 |
| E. Net Asset/(Liability) recognised in the Balance sheet | | |
| 1. Present value of obligation as at the end of year | 144.36 | 92.59 |
| 2. Fair value of plan assets as at the end of year | 89.33 | 85.61 |
| 3. Funded Status | (55.02) | (6.98) |
| 4. Net asset / (liability) recognised in the Balance Sheet | (55.02) | (6.98) |
| F. Expenses recognised during financial year | | |
| 1. Current Service cost | 11.52 | 9.40 |
| 2. Interest Cost | 7.41 | 6.17 |
| 3. Expected return on plan assets | (7.75) | (7.20) |
| 4. Net Actuarial (gain) / loss recognised in the year | 45.42 | 8.27 |
| 5. Expenses recognised | 56.60 | 16.64 |
| G. Actuarial Assumptions | | |
| 1. Discount rate | 8.00% | 8.00% |
| 2. Salary Escalation | 6.00% | 6.00% |

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.16.08 lakhs (Previous year Rs.26.08lakhs)

| | | |
|---|-------------------|------------|
| 19. Earnings per Share: | 31.03.2015 | 31.03.2014 |
| a. Net profit after tax and prior year adjustments Rs. in Lakhs (a) | 1581.24 | 1688.84 |
| 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) 51.48 | 54.98 |

20. The proposed dividend for the year 2014-15 is Rs. 76.79 lacs.(Excluding dividend distribution tax).The Dividend is being paid @ Rs.2.50 per share. The Company has no preference share capital.

21. The borrowing cost Rs. Nil (Previous Year Rs.0.94lakhs) is added to the cost of fixed assets purchased during the year as per AS-16.

22. The interest subsidy due on the TUFs loan amounting to Rs. 33.67 lakhs (Previous Year Rs. 71.52 lakhs) has been reflected under the head Income receivable.

23. In respect of an outstanding, consequent upon an order from Board for Industrial and Financial Reconstruction (BIFR), the Company was entitled to receive only a part amount in satisfaction of the outstanding. The amount short realized is written off and it is reflected under "Exceptional item".

24. 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.

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

26. 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

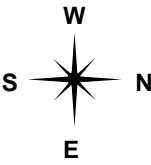
(Sd.) N.R. SELVARAJ
Wholetime Director

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

(Sd.) S. RAVINDRAN
Chief Financial Officer

(Sd.) S.K. RADHAKRISHNAN
Company Secretary

Coimbatore
20th May, 2015



GANDHIPURAM / Dr. NANJAPPA ROAD

COIMBATORE RAILWAY STATION

AVINASHI ROAD

COIMBATORE RAILWAY STATION

BALASUNDARAM ROAD

ANNA STATUE

RACE COURSE ROAD

GKNM HOSPITAL

KAMARAJ ROAD

NANI KALAI ARANGAM
MANI H.S. SCHOOL

RAMANATHAPURAM

GANDHIPURAM



SUPER SALES INDIA LIMITED

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

ATTENDANCE SLIP

PLEASE BRING THIS AGM ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF 'Nani Kalai Arangam' Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037

Name & Address of the Shareholder

SEQUENCE No. :

FOLIO No. / DP. ID / Client ID :

I hereby record my presence at the ANNUAL GENERAL MEETING at 'Nani Kalai Arangam, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore - 641 037 on Wednesday the 12th August, 2015 at 3.30 PM.

| |
|----------------------------------|
| Signature of the Member or Proxy |
| |

| |
|--------------------|
| No. of Shares held |
| |

Form No. MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

| | |
|---------------------|---|
| CIN | CIN L17111TZ1981PLC001109 |
| Name of the Company | Super Sales India Limited |
| Registered Office | 34-A, Kamaraj Road, Coimbatore - 641 018. |

| | |
|-------------------------------|--|
| Name of the shareholder | |
| Registered address | |
| E-mail ID | |
| Folio No. / DP ID / Client ID | |

I / we, being the shareholder(s) of shares of the above named company, hereby appoint :

| | | |
|---|-----------|--|
| 1 | Name | |
| | Address | |
| | E-mail ID | |
| | Signature | |

or failing him

| | | |
|---|-----------|--|
| 2 | Name | |
| | Address | |
| | E-mail ID | |
| | Signature | |

or failing him

| | | |
|---|-----------|--|
| 3 | Name | |
| | Address | |
| | E-mail ID | |
| | Signature | |



As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on Wednesday the 12th August, 2015 at 3.30 PM at "Nani Kalai Arangam", Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore-641037 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. ()

All ()

| S. No. | Subject | | S. No. | Subject | |
|--------|---|--|--------|---|--|
| 1 | Adoption of Audited Financial Statements | | 5 | Appointment of Smt. Vijayalakshmi Narendra as an Independent Director | |
| 2 | Declaration of Dividend | | 6 | Approve the material related party transactions | |
| 3 | Reappointment of Sri. Sanjay Jayavarthanavelu Director retiring by rotation | | 7 | Ratification of remuneration payable to Cost Auditor | |
| 4 | Appointment of Auditors and to fix the remuneration | | | | |

Signed this day of 2015.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

SUPER SALES INDIA LIMITED

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

NATIONAL ELECTRONIC CLEARING SERVICES (NECS) MANDATE FORMAT

To

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

Dear Sirs,

FORM FOR NATIONAL ELECTRONIC CLEARING SERVICE FOR PAYMENT OF DIVIDEND

Please fill-in the information in capital Letters in English only. Please whichever is applicable.

For shares held in physical form

Master Folio No.

| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|

FOR OFFICE USE ONLY

ECS
Ref. No.

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

| | | | | | | | | | | | | | | | | | |
|---|---|---------|--|---------|--|-------------|--|--|--|--|--|--|--|--|--|--|--|
| Account type | ➔ | Savings | | Current | | Cash Credit | | | | | | | | | | | |
| A/c. No. (as appearing in the cheque book) | | | | | | | | | | | | | | | | | |
| Effective Date of this mandate | | | | | | | | | | | | | | | | | |

I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, SKDC Consultants Limited will not be held responsible. I agree to avail the NECS facility provided by RBI, as and when implemented by RBI/Super Sales India Limited.

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

Date :

(Signature of the First holder)

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

SUPER SALES INDIA LIMITED

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

E-MAIL ADDRESS REGISTRATION FORM

To

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

Dear Sirs,

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

(For shares held in physical form only)

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

Master Folio No.

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FOR OFFICE USE ONLY

Ref. No.

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|---------------------------------|--|
| Name of the First Holder | |
| Name of Joint Holder(s) | |
| E-mail Address | |

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

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

Date :

(Signature of the First holder)

Note :

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

