



08.04.2024

To  
BSE India Limited,  
P J Towers, Dalal Street,  
Mumbai – 400001.

Sir,

**Sub: Submission of Proceeding of the 41<sup>st</sup> Annual General Meeting – reg.**

Ref: Your mail dated 6<sup>th</sup> April, 2024

With reference to the above subject, we wish to inform you that 41<sup>st</sup> Annual General Meeting held on 28<sup>th</sup> July, 2023, commenced at 4.35 PM and concluded at 5.25 PM. The proceedings of the AGM was filed on 29<sup>th</sup> July, 2023 at 12.42 PM along with the results upon the receipt of the scrutiniser's report.

As per the provisions of Regulation 30(6) read with SEBI Circular dated July 13, 2023, the listed entity is required to disclose the proceedings of annual and extraordinary general meetings not later than twelve hours from the occurrence of event or information. We would like to inform that the delay in the filing of the proceedings of the 41<sup>st</sup> AGM beyond the prescribed period of 12 hours from the conclusion of the AGM was due to inadvertence. The Company will ensure the compliance of the time line in future.

We enclose herewith the proceedings of the 41<sup>st</sup> Annual General Meeting of the Company for your records.

Thanking You,  
Yours faithfully,  
For Super Sales India Limited

S K Radhakrishnan  
Company Secretary.

Encl: as above.

**PROCEEDINGS OF THE 41<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPER SALES INDIA LIMITED HELD AT 4.35 PM (IST) ON FRIDAY, THE 28<sup>TH</sup> JULY, 2023 THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM) AT THE DEEMED VENUE AT REGISTERED OFFICE SITUATED AT 34-A KAMARAJ ROAD, COIMBATORE – 641018.**

Meeting commenced at: 4.35 PM

Meeting concluded at: 5.25 PM

**Directors present through video conference:**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Attended through VC from</b>
1.	Sri. Sanjay Jayavarthanelu	Chairman	Registered Office - Coimbatore
2.	Sri S Venkataraman	Chairman of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Member of Corporate Social Responsibility Committee	Registered Office - Coimbatore
3.	Smt Vijayalakshmi Narendra	Independent Woman Director, Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Corporate Social Responsibility Committee	Registered Office - Coimbatore
4.	Sri B Lakshmi Narayana	Independent Director, Member of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee	Registered Office - Coimbatore
5.	Justice Smt Chitra Venkataraman	Independent Woman Director	Chennai

6.	Ms.Shivali Jayavarthanelu,	Non-Independent, Executive Director	Non-	Registered Office - Coimbatore
7.	Sri. G Mani	Managing Director and Member of Stakeholders Relationship Committee, Share transfer Committee and Chairman of Corporate Social Responsibility Committee		Registered Office - Coimbatore

**In Attendance:**

S. No.	Name	Designation	Attended through VC from
1.	Sri. S K Radhakrishnan	Company Secretary	Registered Office - Coimbatore

**In Presence:**

S. No.	Name	Designation	Attended through VC from
1.	Sri.S Ravindran	Chief Financial Officer	Registered Office - Coimbatore
2.	Sri.T S Anandathirthan	Partner, M/s Subbachar and Srinivasan, Statutory Auditors	Registered Office - Coimbatore
3.	Sri.B.Krishnamoorthy	Scrutiniser	Registered Office - Coimbatore
4.	Sri.M R L Narasimha	Secretarial Auditor	Registered Office - Coimbatore

**Members present: (Clubbed based on PAN Nos.)**

Promoter/Promoter Group - 14

Public - 40

Sri. S K Radhakrishnan, Company Secretary and Compliance Officer of the Company provided standard instructions to the Members regarding participation through Video Conferencing and the guidelines applicable to Speaker shareholders who have registered themselves for raising their question/queries during the meeting. He further informed the members that based on the reasons of business exigency/urgency, the Board of Directors

of the Company has decided that the 'Special Business item' included in the notice convening the Meeting was unavoidable, hence was being considered. He then requested Sri. Sanjay Jayavarthanavelu, Chairman to preside over the meeting.

Sri. Sanjay Jayavarthanavelu, Chairman, then chaired the Meeting. He identified himself to the participants of the meeting by stating his name and that he was attending the meeting from Registered Office located at 34-A, Kamaraj Road, Coimbatore – 641018 and extended a warm welcome to the members attending the 41<sup>st</sup> Annual General Meeting of the Company.

Chairman informed that the shareholders, the Annual General Meeting was being conducted through video conferencing facility in accordance with the framework issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India through their respective circulars.

He further stated that the proceedings of this meeting were being recorded and the recorded video would be posted on the website of the Company.

The Chairman then proceeded to introduce the fellow members of the Board & executives and requested them to confirm their attendance. Thereafter, Sri S Venkataraman, Smt Vijayalakshmi Narendra, Sri. B Lakshmi Narayana, Justice Smt Chitra Venkataraman, Ms. Shivali Jayavarthanavelu Directors, Sri. G Mani, Managing Director and Sri.S.Ravindran, Chief Financial Officer & Sri.S K Radhakrishnan, Company Secretary individually identified themselves and also stated the location from where they were participating as noted above.

The Chairman further informed the members that Sri. Ravi Sam, Non independent Non-executive Director, member of Audit Committee, Nomination and Remuneration Committee and Share Transfer Committee had informed that he was unable to attend this meeting and sought leave of absence.

The Chairman further informed that partners of M/s. Subbchar & Srinivasan, Statutory Auditors, Sri. M R L Narasimha, Secretarial Auditor, and Sri. B. Krishnamoorthi, Scrutiniser and other key executives of the company were also participating in the meeting through Video Conferencing.

The Chairman further informed that participation of members through Video Conference was being reckoned for the purpose of quorum as per the circulars issued by the Ministry of Corporate Affairs and Section 103 of the Companies Act, 2013. He further stated that the requisite quorum was present through video conference and called the meeting to order.

He further mentioned that since there was no physical attendance of the members, the requirement of appointment of proxies was not applicable.

The Chairman affirmed that he was satisfied with the facilities provided to the members of the Company for participating in this meeting through Video Conferencing and that the Company had taken all efforts feasible under the circumstances to enable the members to participate and vote on the items being considered in the meeting.

He further informed the members that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the members during the AGM and that the members might inspect the documents by sending their request to [secretary@vaamaa.com](mailto:secretary@vaamaa.com).

The Chairman then informed that the Members who have not yet voted through e-voting could cast their vote during the meeting through e-voting facility.

The notice of the AGM along with the financial statements for the year ended 31<sup>st</sup> March, 2023 & Board's report sent through electronic mode to the Members was taken as read by the Chairman.

Further, as there were no qualifications or comments or remarks in the Statutory Audit Report and Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2023, the same were taken as read by the Chairman.

The Chairman then addressed the members. Thereafter he requested Sri. S K Radhakrishnan, Company Secretary of the Company to explain the voting process at the AGM.

Sri. S K Radhakrishnan informed the Members that the Company had provided the members with the facility to cast their vote on all the resolutions as set out in the Notice of the AGM through the remote e-voting system administered by NSDL e-voting platform during the period from Tuesday, July 25<sup>th</sup>, 2023 (9:00 AM) to Thursday, July 27<sup>th</sup>, 2023 (5:00 PM). He further informed the Members that the facility for voting at the meeting was also provided to the members present in the meeting and who had not cast their votes through remote e-voting.

Members were further informed that Sri. B. Krishnamoorthi, Chartered Accountant, Coimbatore (Membership No. 20439) was appointed by the Board of Directors of the Company, to scrutinize the e-voting during AGM and remote e-voting process in a fair and transparent manner.

Sri. S K Radhakrishnan then informed that no motion would be moved with respect to the resolutions set out in the Notice dated 25<sup>th</sup> May, 2023 convening the 41<sup>st</sup> AGM, since all the resolutions were already put to vote during the remote e-voting period and that there was no voting by show of hands at the AGM.

The Chairman then read out the following items of business, as per the notice of the AGM:

<b>Item No.</b>	<b>Details of Resolutions</b>	<b>Resolution Required</b>
1	Adoption of Annual Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023 including Balance sheet as at 31 <sup>st</sup> March, 2023, Statement of Profit and Loss and Cash Flow for the year ended 31 <sup>st</sup> March, 2023, Statement of changes in Equity and the Report of the Board of Directors and the Auditors thereon.	Ordinary
2	Declaration of Dividend.	Ordinary
3	Re-appointment of Sri. Sanjay Jayavarthanelu (DIN: 00004505), Director who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
4	To Appoint Sri B Lakshmi Narayana (DIN 00504396) as an Independent Director of the Company for a further period of five years with effect from 23 <sup>rd</sup> October, 2023	Special
5	To Approve the material related party transactions with Lakshmi Machine Works Limited	Ordinary
6	Ratification of remuneration payable to Cost Auditor of the Company.	Ordinary

The Company Secretary then informed the Members about the procedure regarding questions from Members after which the speaker shareholders Mr.Keshav Garg and Mr. J.Abhishek raised some queries. The Chairman clarified the queries/questions raised by registered Speaker shareholders and queries received by the company through e mail.

The Chairman then informed the Members that e-voting would be open for 15 minutes from the end of the Meeting on the NSDL e-voting platform to enable those shareholders who had not cast their vote to cast their vote.

The Chairman further informed that the Results would be declared, after considering both remote e-voting and e-voting during the meeting, not later than 2 days of the closure of AGM and the consolidated Scrutinizers' Report would be placed in the Company's website and in the NSDL website and the Results would also be intimated to the Stock Exchange in which the Company's equity shares are listed.

He further informed that the resolutions as set forth in the notice shall be deemed to be passed on the date of the AGM subject to the receipt of the requisite number of votes.

Chairman further informed that arrangements had been made for the distribution of dividend through HDFC Bank subject to the passing of the resolution no. 2 by the shareholders. He further informed that dividend would be paid within 30 days by electronic credit/post (subject to availability of normal postal services).

The Chairman then extended vote of thanks to all the shareholders & directors who have participated in the meeting through video conferencing and declared the meeting as closed at 5.05 P.M. (IST).

## **OUTCOME OF THE AGM**

Sri.B.Krishnamoorthi, Scrutiniser has submitted his report on the results of remote e-voting and E-voting held at the AGM. The Chairman has declared the results of remote e-voting and e-voting during AGM, at 12.30 PM on 29<sup>th</sup> July, 2023 at the Registered Office of the Company at 34A, Kamaraj Road, Coimbatore-641018, that the resolutions set out at the Notice were duly passed with requisite majority at the Annual General Meeting held on 28<sup>th</sup> July, 2023 and authorised the Company Secretary to communicate the same to Stock Exchanges and to post in the Company's website.

The Ordinary Resolution(s) that are deemed to have been duly passed with requisite majority at the 41<sup>st</sup> Annual General Meeting held on 28<sup>th</sup> July, 2023, along with the summary of the Scrutinizer's Report dated 28<sup>th</sup> July, 2023 containing the results of the votes cast 'in favour' and the votes cast 'against' for each of the resolution, are as recorded herein under

## **BUSINESS TRANSACTED AT THE AGM:**

### ***ORDINARY BUSINESS:***

#### **Item No.1: Adoption of Annual Financial Statements (Ordinary Resolution) :**

RESOLVED that the Annual Financial Statements for the year ended 31<sup>st</sup> March, 2023 including the Balance Sheet as on 31<sup>st</sup> March, 2023, Statement of Profit and Loss, Cash Flow statement. Statement of changes in Equity, Directors' Report and Auditors Report be and are hereby approved and adopted.

<b>Votes FOR :</b>	<b>Votes AGAINST:</b>	<b>Invalid Votes:</b>	<b>Result :</b>
19,25,339	Nil	Nil	<b>Passed as an Ordinary Resolution</b>

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

RESOLVED that dividend for the year 2022-23 at the rate of Rs. 7/- per equity share of Rs.10/- each fully paid up (100%), be declared and paid out of the current profits of the Company for the financial year ended 31<sup>st</sup> March, 2023 on 30,71,500 equity shares of Rs.10/- each absorbing Rs. 215.00 lakhs (subject to deduction of tax at source) to the members whose name appear on the Register of Members of the Company as on 21<sup>st</sup> July, 2023 for those holding shares in physical form and as per the details furnished by

the Depositories for this purpose as at the end of business hours on 21<sup>st</sup> July, 2023 in respect of the shares held in demat form.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Invalid Votes</b>	<b>Result</b>
19,25,339	Nil	Nil	<b>Passed as an Ordinary Resolution</b>

**Item No.3 : Reappointment of Director retiring by rotation.**

(Ordinary Resolution):

RESOLVED THAT Sri. Sanjay Jayavarthanelu, Director (DIN: 00004505), who retires by rotation, being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Invalid Votes</b>	<b>Result</b>
19,25,339	Nil	Nil	<b>Passed as an Ordinary Resolution</b>

***SPECIAL BUSINESS:***

**Item No.4 : Appointment of Sri B Lakshmi Narayana as an Independent Director of the Company for the second term.** (Special Resolution)

RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments or modification(s) or re-enactment thereof for the time being in force), Sri. B. Lakshmi Narayana (DIN 00504396), Director who holds office as an Independent Director upto 22<sup>nd</sup> October, 2023 and submitted a declaration that he met the criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being eligible, be and is hereby re-appointed as an Independent Director of the Company and to hold office for the second term of five consecutive years i.e from 23<sup>rd</sup> October, 2023 to 22<sup>nd</sup> October, 2028 and he is not liable to retire by rotation.

RESOLVED FURTHER that Board of Directors (including Committees thereof) be and is hereby authorised to take all steps as may be necessary and / or give such directions as may be necessary, proper or expedient, to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given approval thereto expressly by the authority of this Resolution

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Invalid Votes</b>	<b>Result</b>
19,25,339	Nil	Nil	<b>Passed as Special Resolution</b>

**Item No.5: Approve the material related party transactions with Lakshmi Machine Works Limited** (Ordinary Resolution)



RESOLVED that pursuant to Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment thereof for the time being in force) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors of the Company, consent of the Company be and is hereby accorded for entering into Material related party transactions with M/s. Lakshmi Machine Works Limited by the Company upto a maximum of Rs. 250 Crores per financial year with effect from the conclusion of the Annual General meeting to be held during the year 2023 upto the Annual General Meeting to be held in the year 2024 as per the details morefully described in the statement annexed to this notice pursuant to section 102 of the Companies Act, 2013, notwithstanding the fact that such transaction either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/regulations from time to time.

RESOLVED FURTHER that Board of Directors (including its Committees thereof) be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Invalid Votes</b>	<b>Result</b>
99,947	Nil	Nil	<b>Passed as an Ordinary Resolution</b>

(votes cast by related parties have not been considered)

**Item No.6: Ratification of remuneration payable to Cost Auditor:**

(Ordinary Resolution)

RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments or modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Sri. G. Sivagurunathan, Cost Accountant, who has been appointed by the Board of Directors on the basis of the recommendation of the Audit Committee to conduct the cost audit in respect of the Textile division and Engineering Division – Gears unit for the financial year ending 31<sup>st</sup> March, 2024, amounting to Rs. 1,25,000/- and reimbursement of out of pocket expenses incurred by him in connection with the Audit plus taxes as applicable be and is hereby approved.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Invalid Votes</b>	<b>Result</b>
19,25,339	Nil	Nil	<b>Passed as an Ordinary Resolution</b>

**Date: 29.07.2023**  
**Place: Coimbatore**

**Sd/-**  
**SANJAY JAYAVARTHANAVELU**  
**CHAIRMAN**