

## Corporate Governance Report

Name of Listed entity: SUPER SALES INDIA LIMITED

Quarter ending: 31st Mar, 2024

## I. COMPOSITION OF BOARD OF DIRECTORS

| Title (Mr/ Ms) | Name of the Director   | PAN & DIN                       | Category (Chairperson/ Executive/ Non-Executive / Nominee) | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of Appointment | Date of re appointment | Date of cessation | Tenure (in months) | No of directorship in listed entities including this listed entity (refer regulation 17A of listing regulations) | No of independent directorship in listed entities including this listed entity (refer regulation 17A (1) of listing regulations) | No of memberships in audit/ stakeholder committee including this listed entity (regulation 26(1) of listing regulations) | No of post of chairperson in audit/ stakeholder committee held in listed entities including this listed entity (refer regulation 26 (1) of listing regulations) |
|----------------|------------------------|---------------------------------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------|--|--|--|---|
| Mr             | Sanjay Jayavarthanelu  | PAN:AIJPS2698K<br>DIN:00004505  | Chairperson-Non-Executive-Non Independent                  |                         |                         | 15-06-1968    |                                       |                                |                              |                             |                |   |                                    | 26-11-1989                  | 28-07-2023             |                   | NA                 | 5  | 1  | 1  | 1   |
| Mr             | Ravi Sam               | PAN: ACKPS1361C<br>DIN:00007465 | Non-Executive-Non Independent                              |                         |                         | 31-03-1956    |                                       |                                |                              |                             |                |   |                                    | 30-06-1989                  | 01-09-2022             |                   | NA                 | 1  | 0  | 1  | 0   |
| Mr             | S Venkataraman         | PAN:ABIPV5035F<br>DIN:02538050  | Non-Executive-Independent                                  |                         |                         | 13-11-1948    |                                       |                                |                              |                             | Yes            | 05-08-2019  | 29-10-2012                         | 27-08-2019                  |                        |                   | 60                 | 1  | 1  | 2  | 2   |
| Mrs            | Vijayalakshmi Narendra | PAN:AAHPN5538M<br>DIN:00412374  | Non-Executive-Independent                                  |                         |                         | 11-05-1956    |                                       |                                |                              |                             |                |   |                                    | 02-02-2015                  | 02-02-2020             |                   | 60                 | 3  | 3  | 3  | 0   |
| Mr             | B Lakshminarayana      | PAN:ABRPL9244M<br>DIN:00504396  | Non-Executive-Independent                                  |                         |                         | 17-09-1966    |                                       |                                |                              |                             |                |   |                                    | 23-10-2018                  | 28-07-2023             |                   | 60                 | 2  | 2  | 4  | 0   |
| Mrs            | Chitra Venkataramanan  | PAN:AACPC5234G<br>DIN:07044099  | Non-Executive-Independent                                  |                         |                         | 22-04-1952    |                                       |                                |                              |                             | Yes            | 01-09-2022  | 06-07-2022                         | -                           |                        |                   | 60                 | 4  | 4  | 6  | 1   |
| Ms             | Shivaji Jayavarthanelu | PAN:ERGPS6588J<br>DIN:07441741  | Non-Executive-Non Independent                              |                         |                         | 10-12-1996    |                                       |                                |                              |                             |                |   |                                    | 06-07-2022                  | -                      |                   | NA                 | 1  | 0  | 0  | 0   |
| Mr             | G Mani                 | PAN:ADJPM0435H<br>DIN:08252847  | Executive  |                         |                         | 09-03-1955    |                                       |                                |                              |                             |                |   |                                    | 23-10-2018                  | 24-10-2021             |                   | 36                 | 1  | 0  | 1  | 0   |

**II. COMPOSITION OF COMMITTEES**

|   | Name of Committee                         | whether regular chairperson appointed | Name of committee members  | Category (Chairperson/ Executive/ Non- Executive/ Independent/Nominee) | Date of Appointment | Date of Cessation |
|---|---|---------------------------------------|----------------------------|--|---------------------|-------------------|
| 1 | Audit Committee                           | Yes                                   | Mr. S Venkataraman         | Chairperson-Non Executive- Independent                                 | 02-11-2012          |                   |
|   |   |                                       | Mr. Ravi Sam               | Non Executive - Non Independent  | 28-06-2002          |                   |
|   |   |                                       | Mrs.Vijayalakshmi Narendra | Non Executive- Independent   | 27-08-2019          |                   |
|   |   |                                       | Mr. B Lakshminarayana      | Non Executive- Independent   | 23-10-2018          |                   |
| 2 | Stakeholder Relationship Committee        | Yes                                   | Mr. S Venkataraman         | Chairperson-Non Executive- Independent                                 | 27-08-2019          |                   |
|   |   |                                       | Mrs.Vijayalakshmi Narendra | Non Executive- Independent   | 27-08-2019          |                   |
|   |   |                                       | Mr. B Lakshminarayana      | Non Executive- Independent   | 27-08-2019          |                   |
|   |   |                                       | Mr G Mani                  | Executive  | 23-10-2018          |                   |
| 3 | Nomination and Remuneration Committee     | Yes                                   | Mr. S Venkataraman         | Chairperson-Non Executive- Independent                                 | 02-11-2012          |                   |
|   |   |                                       | Mr. Ravi Sam               | Non Executive - Non Independent  | 28-06-2002          |                   |
|   |   |                                       | Mrs.Vijayalakshmi Narendra | Non Executive- Independent   | 27-08-2019          |                   |
|   |   |                                       | Mr. B Lakshminarayana      | Non Executive- Independent   | 27-08-2019          |                   |
| 4 | Corporate Social Responsibility Committee | Yes                                   | Mr G Mani                  | Chairperson - Executive  | 23-10-2018          |                   |
|   |   |                                       | Mr. S Venkataraman         | Non Executive- Independent   | 28-05-2014          |                   |
|   |   |                                       | Mrs.Vijayalakshmi Narendra | Non Executive- Independent   | 27-08-2019          |                   |
|   |   |                                       | Mr. B Lakshminarayana      | Non Executive- Independent   | 27-08-2019          |                   |

**III. MEETING OF BOARD OF DIRECTORS**

| S. No | Date of Meeting (if any) in the previous quarter | Date of Meeting (if any) in the current quarter | Maximum gap between any two consecutive meetings (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All Directors including Independent Director) | No. of Independent Directors attending the meeting* |
|-------|--|---|--|------------------------------|--|---|---|---|
| 1     | 26-Oct-23  |   |  |                              | Yes  | 8   | 8   | 4   |
| 2     |  | 13-Feb-24                                       | 109 days   |                              | Yes  | 8   | 7   | 4   |

**IV. MEETING OF COMMITTEES**

| S. No | Name of the committee                 | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee | Reason for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors present* (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|-------|---------------------------------------|---|--|-------------------------|-------------------------------|--|--|---|---|--|
| 1     | Audit Committee Meeting               | 26-Oct-23   |  | Nil                     |                               | Yes  | 4  | 3   | 3   | 0  |
| 2     | Audit Committee Meeting               | 13-Feb-24   | 109 Days   | Nil                     |                               | Yes  | 4  | 3   | 3   | 0  |
| 3     | Stakeholder Relationship Committee    | 13-Feb-24   |  |                         |                               | Yes  | 4  | 4   | 3   | 0  |
| 4     | Nomination and Remuneration Committee | 13-Feb-24   |  |                         |                               | Yes  | 4  | 3   | 3   | 0  |

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. RELATED PARTY TRANSACTIONS**

|  | Subject  | Compliance status (Yes/No/NA) |
|--|--|-------------------------------|
|  | Whether prior approval of audit committee obtained   | Yes                           |
|  | Whether shareholder approval obtained for material RPT   | Yes                           |
|  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee | Yes                           |

**VI. AFFIRMATIONS**

|   |  |
|---|--|
| 1 | The composition of board of directors is in terms of sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015.   |
| 2 | The composition of the following committees is in terms of sebi (Listing Obligations and Disclosure Requirements) regulation,2015. a) Audit committee b) Nomination & Remuneration committee and c) Stakeholders Relationship committee  |
| 3 | The committee members have been made aware of their powers, roles and responsibilities as specified in sebi (Listing Obligations and Disclosure Requirements) Regulation, 2015.  |
| 4 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in sebi (Listing Obligations and Disclosure Requirements) Regulations,2015.   |
| 5 | This report and / or the report submitted in the previous quarter has been placed before board of directors. any comments/observations/advice of board of directors may be mentioned here:- The previous report was placed before the board and there were no comments. This report will be placed before the board at its next meeting. |
|   |  |

|             |                   |
|-------------|-------------------|
| Name        | S K Radhakrishnan |
| Designation | Company Secretary |

Place: Coimbatore  
Date : 18.04.2024

Transaction with material related party during the quarter ended on 31st Mar, 2024

| Name of the Related party | Lakshmi Machine Works Ltd |
|---------------------------|---------------------------|
| Particulars               | Rs. In Lakhs              |
| Purchase of Goods         | 269.88                    |
| Purchase of Fixed Assets  | 80.86                     |
| Sale of Goods             | 1601.11                   |
| Sale of Fixed Assets      | 0.00                      |
| Services Received         | 2.61                      |
| Services Provided         | 192.94                    |
| Lease Charges Paid        | 2.02                      |
| Agency Arrangement        | 838.48                    |

**Details of Cyber security incidence**

|  |  |                            |    |
|--|--|----------------------------|----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter |  |                            | No |
| Date of the event  |  | Brief details of the event |    |

## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

## I. Disclosure on website in terms of listing regulations

| S.No | Item   | Compliance Status (Yes/No/NA) | Web address   |
|------|--|-------------------------------|---|
| 1    | Details of business  | YES                           | <a href="https://www.supersales.co.in/">https://www.supersales.co.in/</a>   |
| 2    | Terms and conditions of appointment of independent directors                             | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Directors">https://www.supersales.co.in/Disclosure-under-regulation-46/Directors</a>                           |
| 3    | Composition of various committees of board of directors                                  | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Composition">https://www.supersales.co.in/Disclosure-under-regulation-46/Composition</a>                       |
| 4    | Code of conduct of board of directors and senior management personnel                    | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/CodeofConduct">https://www.supersales.co.in/Disclosure-under-regulation-46/CodeofConduct</a>                   |
| 5    | Details of establishment of vigil mechanism / whistle blower policy                      | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/policies">https://www.supersales.co.in/Disclosure-under-regulation-46/policies</a>                             |
| 6    | Criteria of making payments to non-executive directors                                   | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/policies">https://www.supersales.co.in/Disclosure-under-regulation-46/policies</a>                             |
| 7    | Policy on dealing with related party transactions  | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/policies">https://www.supersales.co.in/Disclosure-under-regulation-46/policies</a>                             |
| 8    | Policy for determining 'material' subsidiaries   | NA                            |   |
| 9    | Details of familiarization programmes imparted to independent directors                  | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Familiarisation">https://www.supersales.co.in/Disclosure-under-regulation-46/Familiarisation</a>               |
| 10   | Contact information of the designated officials of the listed entity who are responsible | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Contact-for-Assisting">https://www.supersales.co.in/Disclosure-under-regulation-46/Contact-for-Assisting</a>   |
| 11   | Email address for grievance redressal and other relevant details                         | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Contact-for-Assisting">https://www.supersales.co.in/Disclosure-under-regulation-46/Contact-for-Assisting</a>   |
| 12   | Financial results  | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Financial">https://www.supersales.co.in/Disclosure-under-regulation-46/Financial</a>                           |
| 13   | Shareholding pattern   | YES                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Share">https://www.supersales.co.in/Disclosure-under-regulation-46/Share</a>                                   |
| 14   | Details of agreements entered into with the media companies and/or their associates      | NA                            |   |
| 15.1 | Schedule of analyst or institutional investor meet and presentations made by the listed  | NA                            |   |
| 15.2 | Audio or video recordings and transcripts of post earnings/quarterly calls               | NA                            |   |
| 16   | New name and the old name of the listed entity   | NA                            |   |
| 17   | Advertisements as per regulation 47 (1)  | Yes                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Advertisement">https://www.supersales.co.in/Disclosure-under-regulation-46/Advertisement</a>                   |
| 18   | Credit rating or revision in credit rating obtained                                      | NA                            |   |
| 19   | Separate audited financial statements of each subsidiary of the listed entity in respect | NA                            |   |
| 20   | Secretarial Compliance Report  | Yes                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Financial">https://www.supersales.co.in/Disclosure-under-regulation-46/Financial</a>                           |
| 21   | Materiality Policy as per Regulation 30 (A)  | Yes                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/policies">https://www.supersales.co.in/Disclosure-under-regulation-46/policies</a>                             |
| 22   | Disclosure of contact details of KMP who are authorized for the purpose of determining   | Yes                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/KeyManagerialPersonnel">https://www.supersales.co.in/Disclosure-under-regulation-46/KeyManagerialPersonnel</a> |
| 23   | Disclosures under regulation 30(8)   | Yes                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/DisclosureRegulation">https://www.supersales.co.in/Disclosure-under-regulation-46/DisclosureRegulation</a>     |
| 24   | Statements of deviation(s) or variations(s) as specified in regulation 32                | NA                            |   |
| 25   | Dividend Distribution policy as per Regulation 43A (as applicable)                       | NA                            |   |
| 26   | Annual return as provided under section 92 of the Companies Act, 2013                    | Yes                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46/Financial">https://www.supersales.co.in/Disclosure-under-regulation-46/Financial</a>                           |
| 27   | Confirmation that the above disclosures are in a separate section as specified in        | Yes                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46">https://www.supersales.co.in/Disclosure-under-regulation-46</a>   |
| 28   | Compliance with regulation 46(3) with respect to accuracy of disclosures on the          | Yes                           | <a href="https://www.supersales.co.in/Disclosure-under-regulation-46">https://www.supersales.co.in/Disclosure-under-regulation-46</a>   |

## II. Annual Affirmations

| S.No | Particulars  | Regulation Number                       | Compliance Status (Yes/No/NA) |
|------|--|---|-------------------------------|
| 1    | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'                            | 16(1)(b) & 25(6)                        | Yes                           |
| 2    | Board composition  | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | Yes                           |
| 3    | Meeting of Board of directors  | 17(2)                                   | Yes                           |
| 4    | Quorum of Board meeting  | 17(2A)                                  | Yes                           |
| 5    | Review of Compliance Reports   | 17(3)                                   | Yes                           |
| 6    | Plans for orderly succession for appointments  | 17(4)                                   | Yes                           |
| 7    | Code of Conduct  | 17(5)                                   | Yes                           |
| 8    | Fees/compensation  | 17(6)                                   | Yes                           |
| 9    | Minimum Information  | 17(7)                                   | Yes                           |
| 10   | Compliance Certificate   | 17(8)                                   | Yes                           |
| 11   | Risk Assessment & Management   | 17(9)                                   | Yes                           |
| 12   | Performance Evaluation of Independent Directors  | 17(10)                                  | Yes                           |
| 13   | Recommendation of Board  | 17(11)                                  | Yes                           |
| 14   | Maximum number of Directorships  | 17A                                     | Yes                           |
| 15   | Composition of Audit Committee   | 18(1)                                   | Yes                           |
| 16   | Meeting of Audit Committee   | 18(2)                                   | Yes                           |
| 17   | Role of Audit Committee and information to be reviewed by the audit committee  | 18(3)                                   | Yes                           |
| 18   | Composition of nomination & remuneration committee   | 19(1) & (2)                             | Yes                           |
| 19   | Quorum of Nomination and Remuneration Committee meeting  | 19(2A)                                  | Yes                           |
| 20   | Meeting of Nomination and Remuneration Committee   | 19(3A)                                  | Yes                           |
| 21   | Role of Nomination and Remuneration Committee  | 19(4)                                   | Yes                           |
| 22   | Composition of Stakeholder Relationship Committee  | 20(1), 20(2) & 20(2A)                   | Yes                           |
| 23   | Meeting of Stakeholders Relationship Committee   | 20(3A)                                  | Yes                           |
| 24   | Role of Stakeholders Relationship Committee  | 20(4)                                   | Yes                           |
| 25   | Composition and role of risk management committee  | 21(1),(2),(3),(4)                       | NA                            |
| 26   | Meeting of Risk Management Committee   | 21(3A)                                  | NA                            |
| 27   | Quorum of Risk Management Committee meeting  | 21(3B)                                  | NA                            |
| 28   | Gap between the meetings of the Risk Management Committee  | 21(3C)                                  | NA                            |
| 29   | Vigil Mechanism  | 22                                      | Yes                           |
| 30   | Policy for related party Transaction   | 23(1), (1A), (5), (6), & (8)            | Yes                           |
| 31   | Prior or Omnibus approval of Audit Committee for all related party transactions  | 23(2), (3)                              | Yes                           |
| 32   | Approval for material related party transactions   | 23(4)                                   | Yes                           |
| 33   | Disclosure of related party transactions on consolidated basis   | 23(9)                                   | Yes                           |
| 34   | Composition of Board of Directors of unlisted material Subsidiary  | 24(1)                                   | NA                            |
| 35   | Other Corporate Governance requirements with respect to subsidiary of listed entity  | 24(2),(3),(4),(5) & (6)                 | NA                            |
| 36   | Alternate Director to Independent Director   | 25(1)                                   | NA                            |
| 37   | Maximum Tenure   | 25(2)                                   | Yes                           |
| 38   | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate                                | 25(2A)                                  | Yes                           |
| 39   | Meeting of independent directors   | 25(3) & (4)                             | Yes                           |
| 40   | Familiarization of independent directors   | 25(7)                                   | Yes                           |
| 41   | Declaration from Independent Director  | 25(8) & (9)                             | Yes                           |
| 42   | D & O Insurance for Independent Directors  | 25(10)                                  | Yes                           |
| 43   | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity  | 25(11)                                  | NA                            |
| 44   | Memberships in Committees  | 26(1)                                   | Yes                           |
| 45   | Affirmation with compliance to code of conduct from members of Board of Directors and Senior   | 26(3)                                   | Yes                           |
| 46   | Disclosure of Shareholding by Non-Executive Directors  | 26(4)                                   | Yes                           |
| 47   | Policy with respect to Obligations of directors and senior management  | 26(2) & 26(5)                           | Yes                           |
| 48   | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6)                                   | NA                            |
| 49   | Vacancies in respect Key Managerial Personnel  | 26A(1) & 26A(2)                         | Yes                           |
|      | Any other information to be provided - Add Notes   |   |                               |

## III. Affirmations:

|  |    |
|--|----|
| The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied | NA |
|--|----|

|             |                   |
|-------------|-------------------|
| Name        | S K Radhakrishnan |
| Designation | Company Secretary |

| <b>Additional Half yearly Disclosure</b>   |  |  |  |
|--|--|--|--|
| Applicability of disclosure  | Applicable                               |  |  |
| Reason for Non Applicability   | Textual Information(1)                   |  |  |
| I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below                          |  |  |  |
| (A) Any loan or any other form of debt advanced by the listed entity directly or                             |  |  |  |
| Entity   | Aggregate amount                         | Balance outstanding at the end of six                  |  |
| Promoter or any other entity controlled  | 0  | 0  |  |
| Promoter Group or any other entity   | 0  | 0  |  |
| Directors (including relatives) or any   | 0  | 0  |  |
| KMPs or any other entity controlled by   | 0  | 0  |  |
| (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or       |  |  |  |
| Entity   | Type (guarantee, comfort letter etc.)    | Aggregate amount of issuance during six months         | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled  | 0  | 0  | 0  |
| Promoter Group or any other entity   | 0  | 0  | 0  |
| Directors (including relatives) or any   | 0  | 0  | 0  |
| KMPs or any other entity controlled by   | 0  | 0  | 0  |
| (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any |  |  |  |
| Entity   | Type of security (cash, shares etc.)     | Aggregate value of security provided during six months | Balance outstanding at the end of six months                                     |
| Promoter or any other entity controlled  | 0  | 0  | 0  |
| Promoter Group or any other entity   | 0  | 0  | 0  |
| Directors (including relatives) or any   | 0  | 0  | 0  |
| KMPs or any other entity controlled by   | 0  | 0  | 0  |
| (D) Additional Information   |  |  | Textual Information(2)   |
| <b>II. Affirmations</b>  |  |  |  |
| Affirmations   |  | Compliance Status                                      | Company Remarks  |
| All loans (or other form of debt), guarantees, comfort letters (by   |  | Yes  | Textual Information(3)   |
| Name   | C V VENKATESH                            |  |  |
| Designation  | CFO                                      |  |  |
| Place  | COIMBATORE                               |  |  |
| Date   | 18.04.2024                               |  |  |
| <b>Signatory Details</b>   |  |  |  |
| Name of signatory  | S.K.RADHAKRISHNAN                        |  |  |
| Designation of person  | Company Secretary and Compliance Officer |  |  |
| Place  | COIMBATORE                               |  |  |
| Date   | 18.04.2024                               |  |  |