

Corporate Governance Report

Name of Listed entity: SUPER SALES INDIA LIMITED

Quarter ending: 31st March, 2025

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr/ Ms)	Name of the Director	Category (Chairperson/ Executive/ Non- Executive / Independent/ Nominee)	Category	Initial Date of Appointmen t	Date of Re- appointme nt	Date of cessation	Tenure (in months)	Date of Birth	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) & 17A (2) 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 Jayavarthanavelu	Chairperson-Non-Executive -Non Independent		26-Nov-89	28-Jul-23		NA	15-Jun-68	4	0	0	0
Mr	Ravi Sam	Non-Executive-Non Independent		30-Jun-89	02-Aug-24		NA	31-Mar-56	1	0	1	0
Mrs	Vijayalakshmi Narendra	Non-Executive - Independent	Shareholder Director	02-Feb-15	02-Feb-20	01/02/2025	60	11-May-56	2	2	3	1
Mr	B Lakshminarayana	Non-Executive - Independent	Shareholder Director	23-Oct-18	28-Jul-23		60	17-Sep-66	2	2	4	2
Mrs	Chitra Venkataramanan	Non-Executive - Independent	Shareholder Director	06-Jul-22	-		60	22-Apr-52	1	1	2	0
Ms	Shivali Jayavarthanavelu	Non-Executive - Non-Independent		06-Jul-22	-		NA	10-Dec-96	1	0	0	0
Mr	Gopinath Bala	Non-Executive - Independent	Shareholder Director	29-May-24			60	02-Mar-77	1	1	2	0
Mr	Arun Selvaraj	Non-Executive - Independent	Shareholder Director	31-Jan-25			60	30-Nov-68	2	2	2	0
Mr	G Mani	Executive		23-Oct-18	24-Oct-24		36	09-Mar-55	1	0	1	0

Whether regular chairperson appointed

Whether Chairperson is related to Managing Director or CEO

II. COMPOSITION OF COMMITTEES

SI No	Name of Committee	whether regular chairperson appointed	Name of committee members	DIN No	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1	Audit Committee		Mrs.Vijayalakshmi Narendra	DIN: 00412374	Chairperson-Non Executive- Independent	27/08/2019	01/02/2025
		Yes	Mr. B Lakshminarayana	DIN: 00504396	Chairperson-Non Executive- Independent	23/10/2018	
			Mr. Ravi Sam	DIN: 00007465	Non Executive - Non Independent	28/06/2002	
			Mr. Gopinath Bala	DIN: 01645781	Non Executive- Independent	27/08/2024	
			Mr. Arun Selvaraj	DIN: 01829277	Non Executive- Independent	02/02/2025	
2	Stakeholders Relationship Committee		Mrs.Vijayalakshmi Narendra	DIN: 00412374	Chairperson-Non Executive- Independent	27/08/2019	01/02/2025
		Yes	Mr. B Lakshminarayana	DIN: 00504396	Chairperson-Non Executive- Independent	27/08/2019	
			Mr. Gopinath Bala	DIN: 01645781	Non Executive- Independent	27/08/2024	
			Mr G Mani	DIN: 08252847	Executive	23/10/2018	
			Justice Smt. Chitra Venkataraman	DIN: 07044099	Non Executive- Independent	02/02/2025	
3	Nomination Remuneration Committee		Mrs.Vijayalakshmi Narendra	DIN: 00412374	Chairperson-Non Executive- Independent	27/08/2019	01/02/2025
		Yes	Mr. B Lakshminarayana	DIN: 00504396	Chairperson-Non Executive- Independent	27/08/2019	
			Mr. Ravi Sam	DIN: 00007465	Non Executive - Non Independent	28/06/2002	
			Mr. Gopinath Bala	DIN: 01645781	Non Executive- Independent	27/08/2024	
			Mr. Arun Selvaraj	DIN: 01829277	Non Executive- Independent	02/02/2025	
4	CSR	Yes	Mr G Mani	DIN: 08252847	Chairperson-Executive- Independent	23/10/2018	
			Mr. B Lakshminarayana	DIN: 00504396	Chairperson-Non Executive- Independent	27/08/2019	
			Mr. Gopinath Bala	DIN: 01645781	Non Executive- Independent	27/08/2024	
			Justice Smt. Chitra Venkataraman	DIN: 07044099	Non Executive- Independent	02/02/2025	
			Mrs.Vijayalakshmi Narendra	DIN: 00412374	Chairperson-Non Executive- Independent	27/08/2019	01/02/2025

III. MEETING OF BOARD OF DIRECTORS

S.No	Date of Meeting		Whether requirement of Quorum met (Yes/No)	Number of Directors	Number of Directors present* (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	Maximum gap between any two consecutive meetings (in number of days)
	(if any) in the previous quarter	(if any) in the relavent quarter					
1	04-Nov-24		Yes	8	7	4	
2		31-Jan-25	Yes	9	9	5	87 Days

IV. MEETING OF COMMITTEES

S. No	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Number of Directors	Number of Directors present* (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee Meeting	04-Nov-24	Yes	4	3	3	
2	Audit Committee Meeting	31-Jan-25	Yes	4	3	3	87 Days
3	Stakeholder Relationship Committee	31-Jan-25	Yes	4	4	2	
4	Nomination Remuneration Committee	31-Jan-25	Yes	4	3	2	

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

V. AFFIRMATIONS

Sr	Subject	Compliance status (Yes/No/NA)
1	The composition of board of directors is in terms of sebi (Lisiting Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2	The composition of the following committees is in terms of sebi (Lisiting Obligations and Disclosure Requirements) regulation,2015	
	a) Audit committee	Yes
	b) Nomination & Remuneration committee	Yes
	c) Stakeholders Relationship committee	Yes
	d) Risk management committee (applicable to the top 1000 listed entities)	NA
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.	Yes
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.	Yes
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 commends. This report will be placed before the board at its next meeting.	Yes
	Notes: The previous report was placed before the board and there were no commends. This report will be placed before the board at its next meeting.	
	Name of signatory S.K.RADHAKRISHNAN	
	Designation Company Secretary and Compliance Officer	
	Place Coimbatore	
	Date 09-Apr-25	

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
Other details of cyber security incidence or breaches or loss of data event Notes		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

VI. Disclosure on website in terms of listing regulations

S.No	Item	Compliance Status (Yes/No/NA)	Web address
1	Details of business	YES	https://www.supersales.co.in/
	A Memorandum of Association and Articles of Association	YES	https://www.supersales.co.in/Disclosure-under-regulation-46
	B Brief profile of board of directors including directorship and full time positions in body corporate	YES	https://www.supersales.co.in/Disclosure-under-regulation-46
2	Terms and conditions of appointment of independent directors	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/Directors
3	Composition of various committees of board of directors	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/Composition
4	Code of conduct of board of directors and senior management personnel	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/CodeofConduct
5	Details of establishment of vigil mechanism / whistle blower policy	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/policies
6	Criteria of making payments to non-executive directors	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/policies
7	Policy on dealing with related party transactions	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/policies
8	Policy for determining 'material' subsidiaries	NA	
9	Details of familiarization programmes imparted to independent directors	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/Familiarisation
10	Email address for grievance redressal and other relevant details	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/Contact-for-Assisting
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/Contact-for-Assisting
12	Financial results	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/Financial
13	Shareholding pattern	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/Share
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	A Schedule of analyst or institutional investor meet and presentations prepared by the listed entity for analysts or institutional investors meet,	NA	
	B Audio recordings or video recordings, if any and transcripts of post earnings/quarterly calls by whatever name called, conducted physically	NA	
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/Advertisement
18	Credit rating or revision in credit rating obtained	NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Secretarial Compliance Report	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/Financial
21	Materiality Policy as per Regulation 30 (A)	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/policies
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/KeyManagerialPersonnel
23	Disclosures under regulation 30(8)	YES	https://www.supersales.co.in/Disclosure-under-regulation-46/DisclosureRegulation
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	https://www.supersales.co.in/Disclosure-under-regulation-46/Financial
	Employee Benefit Scheme documents framed in terms of SEBI (EBEB) Regulations, 2021	YES	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	YES	https://www.supersales.co.in/Disclosure-under-regulation-46
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	YES	https://www.supersales.co.in/Disclosure-under-regulation-46
29	Notes		

VII. 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))	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 mechanism	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 management personnel	26(3)	Yes
46	Policy with respect to Obligation of directors andsenior management	26(2) & 26(5)	Yes
47	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
48	Vacancies in respect Key Managerial Personnel	26A(1), 26A(2) & 26 A (3)	Yes
49	Notes:		

S.No	Particulars	Compliance Status (Yes/No/NA)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	
Note		
Name of signatory	S.K.RADHAKRISHNAN	
Designation	Company Secretary	

VIII. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	YES	
2	Whether shareholder approval obtained for material RPT	YES	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES	

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0