

SUPER BAKERS (INDIA) LIMITED

[CIN: L74999GJ1994PLC021521]

Registered Office:

Near Hirawadi Char Rasta,

Anil Starch Mill Road, Naroda, Ahmedabad-380025

MINUTES OF THE 21ST ANNUAL GENERAL MEETING

THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON SATURDAY, THE 19TH SEPTEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY NEAR HIRAWADI CHAR RASTA, ANIL STRACH MILL ROAD, NARODA ROAD, AHMEDABAD – 380 025 AT 1.00 P.M. AND CONCLUDED AT 1.35 P.M.

Total 60 members were present in the meeting constituted valid quorum.

The following Directors of the Company were also present in the meeting:

1. Mr. Shankar T. Ahuja	Chairman
2. Mr. Anil S. Ahuja	Managing Director
3. Mr. Sunil S. Ahuja	Director
4. Mr. Prakash B. Ahuja	Director
5. Mr. Arvindkumar P. Thakkar	Director
6. Ms. Karuna Advani	Director

IN ATTENDANCE:

Mr. Thakur D. Jaswani	Chief Financial Officer
Mr. Kashyap R. Mehta	Secretarial Auditor

CHAIRMAN:

In terms of the provisions of Section 104 of the Companies Act, 2013, Mr. Anil S. Ahuja proposed the name of Mr. Shankar T. Ahuja as Chairman of the Meeting.

The following Resolution was passed:

“RESOLVED THAT Mr. Shankar T. Ahuja be and is hereby elected as Chairman for the purpose of this 21st Annual General Meeting of the Company.”

Then Mr. Shankar T. Ahuja occupied the Chair to lead the meeting and to declare the Meeting in order.

MEMBERS PRESENT:

The Chairman announced that 60 members are present in person forming necessary quorum throughout the Meeting.

The Chairman then welcomed the members present at the meeting.

DIRECTORS PRESENT:

The Chairman informed that all 6 Directors which includes Chairman of the Committees were present.

AUDITORS AND SECRETARIAL AUDITORS:

The Chairman informed that the Statutory Auditors of the Company was exempted to attend this Annual General Meeting for which the Board of Directors have passed necessary resolution.

PROXIES:

Total 23 valid proxies representing 7,85,817 Equity Shares were received by the Company. The Register of Proxies was kept open for inspection.

REGISTER OF DIRECTORS & KMP, THEIR SHAREHOLDING AND STATUTORY & SECRETARIAL AUDITORS' REPORT:

The Chairman announced that as required under Section 171(b) of the Companies Act, 2013 and Secretarial Standards, the Register of Directors & KMP, their shareholding and Statutory & Secretarial Auditors' Report were open during the continuance of the meeting for inspection to the members.

NOTICE OF THE MEETING:

The Chairman instructed Mr. Thakur D. Jaswani to read the Notice dated 29th July, 2015 in connection with convening of 21st Annual General Meeting on 19th September, 2015 and with the consent of the members present at the meeting to take the Notice of the 21st Annual General Meeting of the Company as read.

STATUTORY & SECRETARIAL AUDITORS' REPORT:

The Chairman instructed Mr. Thakur D. Jaswani to read Statutory & Secretarial Auditors' Report to the Shareholders of the Company for the year ended on 31st March, 2015.

E-VOTING & BALLOT VOTING:

The Chairman informed the members that in terms of Section 108 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has provided remote e-voting facility to the members vide 21st AGM Notice dated 29th July, 2015 dispatched to the members. Members voted through remote e-voting between e-voting period from 16th September, 2015 to 18th September, 2015. The Chairman informed further that remote e-voting facility was not made available at the AGM venue.

The Chairman instructed to distribute physical Ballot forms to the members present in person or by proxy at the 21st Annual General Meeting to enable those members to cast vote who have not opted for remote e-voting as voting by show of hands would not be allowed in the 21st Annual General Meeting in terms of provisions of Section 107 of the Companies Act, 2013 and the provisions for demand of Poll would not be also applicable or relevant in view MCA's clarification dated 17th June, 2014.

The Chairman informed members that the Board has appointed Mr. Kashyap R. Mehta, Proprietor of M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutinizers to Scrutinize the votes cast through remote e-voting and Ballot voting. The Scrutinizer prepared the Report on remote e-voting & Ballot voting and submitted consolidated Scrutinizer's Report within 48 hours of the conclusion of 21st AGM.

CHAIRMAN'S STATEMENT:

The Chairman informed the members about the general progress of the Company and then invited queries from the members present at the meeting to reply to their satisfaction. Some of the members present at the meeting asked few queries which the Chairman adequately answered.

ORDINARY BUSINESS:

ITEM NO. 1

ADOPTION OF DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2014-15:

The Chairman placed before the meeting the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 including Reports of the Directors and Auditors there on for the consideration and adoption of the same in the meeting by the Members of the Company and moved the following resolution as an ORDINARY RESOLUTION:

ORDINARY RESOLUTION:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 including Reports of the Directors and Auditors there on which have already been circulated to the Members and laid before this meeting be and are hereby approved and adopted.”

The aforesaid resolution was proposed by the Chairman and seconded by Mr. Anil S Ahuja.

The Chairman then declared the result on the above Resolution on the basis of Consolidated Final Report of the Scrutinizer as under:

	Remote E-voting	Ballot Voting	Consolidated Voting
Favour	569765	198715	768480
Against	150	NIL	150
Total	569915	198715	768630

The Chairman then declared to have passed the above resolution as an Ordinary Resolution.

ITEM NO. 2

APPOINTMENT OF MR. PRAKASH B. AHUJA AS DIRECTOR OF THE COMPANY:

The Chairman informed the members that Mr. Prakash B. Ahuja retires by rotation from the office of Director at this 21st Annual General Meeting and that he being eligible has offered himself for reappointment as a Director of the Company.

Mr. Sunilbhai D. Talati proposed and Mr. Hargovindbhai Parmar seconded the proposal that the following resolution reappointing Mr. Prakash B. Ahuja as a Director of the Company, liable to retire by rotation, be passed as an ORDINARY RESOLUTION:

ORDINARY RESOLUTION:

“RESOLVED THAT the retiring Director Mr. Prakash B. Ahuja (DIN – 01515168) in terms of Section 152(6) of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

The Chairman then declared the result on the above Resolution on the basis of Consolidated Final Report of the Scrutinizer as under:

	Remote E-voting	Ballot Voting	Consolidated Voting
Favour	569765	198715	768480
Against	150	NIL	150
Total	569915	198715	768630

The Chairman then declared to have passed the above resolution as an Ordinary Resolution:

ITEM NO. 3

APPOINTMENT OF STATUTORY AUDITORS FOR A PERIOD OF 2 YEARS:

The Chairman informed the members that the present Auditors of the Company M/s. T. K. Tekwani & Co., Chartered Accountants, Ahmedabad retires from the office of Auditors of the Company from the conclusion of this 21st Annual General Meeting and as per Section 139(1) of the Companies Act, 2013 and the rules made there under, the Company can appoint M/s. T. K. Tekwani & Co., Chartered Accountants, Ahmedabad as Statutory Auditors to hold office from the conclusion of this 21st Annual General Meeting till the conclusion of 23rd Annual General Meeting to be held in 2017 (i.e. for the financial years 2015-16 & 2016-17) subject to ratification of their appointment at every AGM.

Ms. Swati K. Mehta and Mr. Suresh H. Patel proposed and Mr. Ramesh D. Bhagwani and Mr. Paresh H. Patel seconded the said proposal that the following resolution appointing M/s. T. K. Tekwani & Co., Chartered Accountants, Ahmedabad as Auditors of the Company for the year 2015-16 & 2016-17 be passed as an ORDINARY RESOLUTION:

ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s. T. K. Tekwani & Co., Chartered Accountants, (Firm Registration No.110851W), Ahmedabad, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this 21st Annual General Meeting (AGM) till the conclusion of the 23rd AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as shall be fixed by the Board of Directors of the Company.”

The Chairman then declared the result on the above Resolution on the basis of Consolidated Final Report of the Scrutinizer as under:

	Remote E-voting	Ballot Voting	Consolidated Voting
Favour	569765	198715	768480
Against	150	NIL	150
Total	569915	198715	768630

The Chairman declared to have passed the above resolution as an Ordinary Resolution.

VOTE OF THANKS:

The meeting was, thereafter, concluded with a Vote of Thanks to the Chair by the members present at the meeting and the Chairman also responded to that.


CHAIRMAN



SUPER BAKERS (INDIA) LTD.

[CIN : L74999GJ1994PLC021521]

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DECLARATION OF RESULTS OF REMOTE E-VOTING/ BALLOT VOTING IN RESPECT OF 21ST ANNUAL GENERAL MEETING HELD ON 19TH SEPTEMBER, 2015.

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, **Super Bakers (India) Limited** provided remote e-voting facility and facility of voting through Ballot to the Members vide notice dated 29th July, 2015 of 21st AGM. Members voted through remote e-voting from 16th September, 2015 to 18th September, 2015. Further on 19th September, 2015, the day of the 21st AGM physical ballot forms were distributed to those members present in person or by proxy who could not exercise their votes through remote evoting, to enable them to vote through ballot voting.

The Board appointed M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutineer to scrutinize the votes cast through remote e-voting and ballot voting. Scrutineer prepared and submitted the Consolidated Scrutineer's Report on the remote e-voting and ballot voting on 19th September, 2015 in terms of the said Rule 20.

Based on the Scrutineer's Consolidated Report dated 19th September, 2015, I hereby declare that all the 3 (three) resolutions contained in the Company's notice dated 29th July, 2015 of 21st AGM have been duly passed on the date of 21st AGM as per the details given below:

Item No.	Brief description of the resolution	No. of Shares/Votes in favour (Assent)	No. of Shares/Votes Against (Dissent)	Passed as
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2015, the reports of the Board of Directors and Auditors thereon.	768480 (99.98%)	150 (0.02%)	Ordinary Resolution
2	Re-Appointment of Mr. Prakash B. Ahuja, liable to retire by rotation.	768480 (99.98%)	150 (0.02%)	Ordinary Resolution
3	Appointment of Statutory Auditors and fixing their remuneration.	768480 (99.98%)	150 (0.02%)	Ordinary Resolution

FOR SUPER BAKERS (INDIA) LIMITED

Place: Ahmedabad

Date: 19th September, 2015

ANIL S. AHUJA
MANAGING DIRECTOR