

## CORRIGENDUM

## Corrigendum to Notice of Annual General Meeting of JMT AUTO Limited

This is a corrigendum to the Notice dated 14th August, 2015 for the 28th Annual General Meeting (AGM) of the Members of JMT AUTO Limited, dispatched to the shareholders of the Company on 4th September, 2015. All concerned are requested hereby to read the Notice in conjunction with the corrigendum.

On Page No 4 of the Notice, please read the 12th line under the Heading

"E-voting" as:

The Company has appointed M/s. S Khurana & Associates, Practicing Company Secretary (Membership Number-13212) as Scrutinizer to scrutinize the e-voting and remote voting process in a fair and transparent manner.

instead of

The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary (Membership Number-13624) as Scrutinizer to scrutinize the e-voting and remote voting process in a fair and transparent manner.

All other specifications in the notice remain the same.

Place: New Delhi

Date: 11th September, 2015

By order of the Board

Mona K Bahadur

Company Secretary

## Mid Corporate Banking Branch

54, Old Ishwar Nagar, Main Mathura Road,  
New Delhi-110 065 | Tel.: 011-26929240/38

E-mail: NewFreindsColonyMCB.NewDelhi@bankofindia.co.in

बैंक ऑफ इंडिया **BOI**  
Bank of India

## POSSESSION NOTICE (For Immovable property)

Whereas, the undersigned being the Authorized Officer of the Bank of India under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and in exercise of powers conferred under Section 13(12) read with rule 8 of the Security Interest (Enforcement) Rules, 2002 issued a demand notice dated 03-07-2015 calling upon the borrower M/s Nilansh Exports Private Limited & Guarantors Mr. Jagdish Chandar Bajaj and Mrs. Ruchi Bajaj to repay the amount mentioned in the notice being Rs. 2,45,14,889.08 plus interest w.e.f. 30.06.2015 (Two crores forty five lakh fourteen thousand eight hundred eighty nine rupees and eight paise) within 60 days from the date of receipt of the said notice.

The borrower Co./guarantors having failed to repay the amount, notice is hereby given to the borrower co. and the public in general that the undersigned has taken Symbolic possession of the property described herein below in exercise of powers conferred on him under Section 13(4) of the said Act read with rule 8 of the said rules on this 09th day of September of the year 2015.

The borrowers co./guarantors in particular and the public in general are hereby cautioned not to deal with the property and any dealings with the property will be subject to the charge of the Bank of India for an amount Rs. 2,18,78,410.88 (Two crores eighteen lakh seventy eight thousand four hundred ten rupees and eighty eight paise) and interest therein.

## Description of the Immovable property

All that part and parcel of the property consisting of Flat No. 503, Block E, 5th Floor situated in the layout plan of Mayur Dhwaaj C.G.H.S Ltd I.P. Extension, Plot No. 60, Patparganj, Delhi-110092 within the registration Sub-district VIII Shastri Nagar Delhi and District Delhi.

Bounded:

On the North by : Open to Ground floor On the East by : Corridor

On the South by : Flat No. 502

On the West by : Open to Ground floor

Date: 09.09.2015

Authorized Officer

Place: New Delhi

(Bank of India)

## FORM NO. 155

[See rule 329]

[Members Voluntary Winding up]  
**EF EDUCATIONAL TOURS  
PRIVATE LIMITED**

Regd. Office:  
#12, Bhagat Singh Marg  
New Delhi - 110001

## Notice convening final meeting

Notice is hereby given in pursuance of section 497 that a general meeting of the members of the above named company will be held at #12, Bhagat Singh Marg, New Delhi - 110001 on the 16th day of October 2015 at 11 o'clock in the fore noon for the purpose of having an account laid before them showing the manner in which the winding up has been conducted and the property of the company disposed of and of hearing any explanation that may be given by the liquidator and also of determining by a special resolution of the company, the manner in which the books, accounts and documents of the company and of the liquidator shall be disposed of.

Dated this 2nd September 2015

Sd/-

Liquidator

Liquidator's statement of account of the winding up (Members Voluntary winding up) [Pursuant to section 497]

**SOUTH CENTRAL RAILWAY**  
Details of the Tender Notices of

## SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

Regd. Office:-25, Bazar Lane, Bengali Market, New Delhi -110 001

Website: [www.superiorindustrial.in](http://www.superiorindustrial.in) E mail Id: [info@superiorindustrial.in](mailto:info@superiorindustrial.in)

Tel. No. 011-43585000, Fax No. 011-43585015

CIN: L15142DL1991PLC046469

## NOTICE

## CORRIGENDUM TO ANNUAL REPORT 2014-15

With reference to the Annual Report 2014-15 sent to the Shareholders of the Company this is to inform all the concerned that the following printing errors have crept in, which needs to be substituted as follows:

- In page 60 % change in shareholding of 1. INDIAN Individual/HUF, of body corporates, of sub-total A and of 2(a) non institutions should be read as 1.62, 3.21, 1.59 and 4.09 respectively.
- In page 61 in b(i) % change in shareholding be read as .37, in b(ii) as 5.32, in (c) as .01, in c(iii) as .04 and in SUB TOTAL B(2) as 1.59 and of promoter- 3. Deepti Agrawal should be read as 1.29
- In page 62 % change in shareholding of 5. Sanjeev Agrawal be as .87, of 7. HAL Offshore Ltd. as 3.42, of 9. Moon Beverages Limited as .19 and in total as 8.81

All other information in Annual Report shall remain unchanged.

For Superior Industrial Enterprises Limited

Sd/-

Neha Sarpal

Company Secretary

10.09.2015

## B J DUPLEX BOARDS PRIVATE LIMITED

CIN: L21090DL1995PLC066281

Regd. Office: H. No. 83, T/F, Chawri Bazar, Delhi- 110006.

Tel.: (91) - 011-25713399, Fax: 91-011-25754146

Email id: [vbsaluja56@gmail.com](mailto:vbsaluja56@gmail.com), Website: [www.bjduplexboards.com](http://www.bjduplexboards.com)

## NOTICE OF THE 21ST ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that:

- The Annual General Meeting (AGM) of the Company will be held on Wednesday, September 30, 2015 at 4.00 P.M. at 318, Industrial Area, Patparganj, Delhi-110092
- Electronic copies of the Notice of the 21st AGM and the Annual Report of the Company for the financial year 2014-15 have been sent to all the members whose email IDs are registered with the Company/Depository Participant(s). Physical copies of the same have been sent to all other members at their registered address in the permitted mode. The Notice of the 21st AGM and the Annual Report for the financial year 2014-15 is also available on the Company's website [www.bjduplexboards.com](http://www.bjduplexboards.com).
- Members holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, may cast their vote electronically on the Ordinary Business (es) and special business as set out in the Notice of the 21st AGM through electronic voting system of CDSL. The Members are informed that
  - the electronic transmission/physical dispatch of Annual Report, Notice of AGM and other documents was done on 7th September, 2015;
  - the voting through electronic means shall commence on Sunday, September 27, 2015 at 10:00 A.M.
  - the voting through electronic means shall end on Tuesday, September 29, 2015 at 5:00 P.M.
  - voting through electronic means shall not be allowed beyond 5:00 P.M. on Tuesday, September 29, 2015;
  - the Notice of the 21st AGM is available on the Company's website [www.bjduplexboards.com](http://www.bjduplexboards.com) and CDSL's website <https://www.evotingindia.com>; and
  - in case of any queries, members may visit Help & FAQ's section available at CDSL's website download section on <https://www.evotingindia.com> or contact at Tel No. 1800-200-5533 (toll free) who will address the grievances connected with the electronic voting.
- Pursuant to Clause 16 of the Listing Agreements and Section 91 of the Companies Act, 2013 and the applicable Rules thereunder, the Register of Members and share Transfer Books for equity shares of the company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).

For B J DUPLEX BOARDS LIMITED

Sd/-

Satya Bhushan Jain

Whole Time Director

Din: 00106272

Place: Delhi

Date: 10.09.2015

## CRANEX LIMITED

CIN: L74899DL1973PLC006503

Regd. Office: 9 DDA Market, Katwaria Sarai, New Delhi-110016

Tel.: (91)-120-3240427, 4167628, FAX: 91-120-4167630

Email id: [cranex1@gmail.com](mailto:cranex1@gmail.com), Website: [www.cranexltd.com](http://www.cranexltd.com)

## NOTICE OF THE 40TH ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that:

- The 40th Annual General Meeting (AGM) of the Company will be held on Wednesday, September 30, 2015 at 04.00 P.M. at Vasant Vihar Club, Vasant Vihar, New Delhi-110057;
- Electronic copies of the Notice of the 40th AGM and the Annual Report of the Company for the financial year 2014-15 have been sent to all the members whose email IDs are registered with the Company/Depository Participant(s). Physical copies of the same have been sent to all other members at their registered address in the permitted mode. The Notice of the 40th AGM and the Annual Report for the financial year 2014-15 is also available on the Company's website [www.cranexltd.com](http://www.cranexltd.com);
- Members holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2015, may cast their vote electronically on the Ordinary as set out in the Notice of the 40th AGM through electronic voting system of

**DEFENCE,**  
**THANE - 421502.**

Fax No. 2610096, 2733959

QTY	EMD AMOUNT
50.00 Trips	Rs. 64,000/-
150.00 TRIPS	OR
75.00 TRIPS	3% OF QUOTED VALUE
63.00 TRIPS	
150.00 TRIPS	
175.00 TRIPS	
150.00 TRIPS	
300.00 TRIPS	
1.00 WJ	





Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110 001  
Tel. +23731230/33 0120-2666714 Fax.+43585015 Website: [www.superiorindustrial.in](http://www.superiorindustrial.in)  
E mail: [info@superiorindustrial.in](mailto:info@superiorindustrial.in) CIN: L15142DL1991PLC046469

## SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

Corrugated box



manufacturing



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ANNUAL REPORT  
2014-15

# Corporate Profile

*We SJFL, a true independent manufacturer of corrugated boxes, having registered office in New Delhi and manufacturing facility in Ghaziabad, Uttar Pradesh. Established in 1991, we are a leading manufacturer and suppliers covering a broad range of markets and progress to continue to be in the fore front in the near future.*

*Today corrugated boxes have become a premier packaging commodity all over the world. Arranging your office, retail packaging, house shifting and packing your item with our corrugated material products has become easier than never before. There's a box for practically to meet every purpose, and building it, begins here.....*

*SJFL continues to build a strong foundation among its customers and suppliers. It has a long and interesting heritage, and has grown to National Corporation. Our superior quality is the main reason behind the increasing catalogue of our esteemed clients. The ability to provide quality packing solutions for the beverages & food products provide us the top spot.*

*Our facility is fully automatic with labour dependence only limited to carrying out ancillary activities.*

**BOARD OF DIRECTORS**

Mr. Jagdish Persad Suri, Director  
Mr. Vijay Kumar Gupta, Director  
Ms. Divya Mehrotra, Director  
Mr. Krishna Kumar Agarwal, Director  
Mr. Kamal Agarwal, Managing Director

**Chief Financial Officer (CFO)**

Mr. R S Shukla

**Audit Committee/  
Nomination and Remuneration Committee/  
Stakeholder Relationship Committee**

Mr. Vijay Kumar Gupta, Chairman  
Ms. Divya Mehrotra, Member  
Mr. Krishna Kumar Agarwal, Member

**Company Secretary  
Auditors**

Ms. Neha Sarpal  
  
M/s Kamal & Company  
Chartered Accountants  
1372, Kashmere Gate, Delhi-110006

**Bankers**

Punjab National Bank, Civil Lines  
Punjab National Bank, Loha Mandi, Ghaziabad  
Punjab National Bank, ECE House, New Delhi

**CIN**

L15142DL1991PLC046469

**Book Closure Date  
E-Voting Window Date**

September 09, 2015 to September 15, 2015 (both days inclusive)  
September 12, 2015, 09.00 a.m. to September 14, 2015, 05.00 p.m.

**Registered Office**

25 Bazar Lane, Bengali Market, New Delhi-110001

**E-Mail**

info@superiorindustrial.in

**Website**

www.superiorindustrial.in

**LISTING**

**Bombay Stock Exchange Limited**  
1<sup>st</sup> Floor, New Trading Ring, Routana Building, Phiroze  
Jeejeebhoy Towers, Dalal Street, Mumbai 400001

**Delhi Stock Exchange Limited**  
DSE House, 3/1, Asaf Ali Road, New Delhi-110002  
INE843L01012

**ISIN Number****Scrip Code**

BSE-519234; DSE-19254

**Registrar & Share Transfer Agent**

Mas Services Limited  
T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New  
Delhi-110020



# OPERATIONAL REVIEW

## **Technological edge**

Our manufacturing facility is equipped with the state of the art imported automatic 3ply machines and amenities which allows us to manufacture products of any shape and size and make us capable of accomplishing the targets in time. As a backup we also have an operational manual plant. Printing of corrugated boxes is also done. Being well equipped with all the requisite machines and latest technologies enables us to fabricate flawless range of products.

## **Qualitative advantage**

We firmly believe that delivering quality is strengthening the backbone of the organization and hence we manufacture all products using superior quality paper and other raw material to ensure high tearing strength. Facilitated with in-house laboratory, quality is never compromised upon. Our product goes through two stage quality check and is measured on the benchmarking parameters set by our prestigious clients.

## **Our team**

Our competitive team is the leading force which has driven our organization on the path of success. We have with us a committed, hardworking and sincere operational and management team, who helps us in serving our clients to their satisfaction.

## **Location and demographics**

Our manufacturing facility is spread over a wide area of approximately 13,500 sq. m. in Ghaziabad alongside NH24 thereby exhibiting advantage of easy accessibility & reach and convenience of ample storage.

## **Industry advantage and achievement**

We since our inception are involved in serving food and beverage industry. One of our major achievement has been approval of our product quality from the largest non-alcoholic beverage manufacturer of the world — Coca Cola. We have been manufacturing corrugated boxes for the bottlers of Coca Cola in India since our first year of commercial production and are proud to continue the legacy till date.

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Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110 001

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E mail: [info@superiorindustrial.in](mailto:info@superiorindustrial.in) CIN: L15142DL1991PLC046469

**Date: 10<sup>th</sup> August, 2015**

Dear Members/Directors/Auditor,

You are cordially invited to attend the Annual General Meeting (the "AGM") of the members of the Company "M/s Superior Industrial Enterprises Limited (the Company) to be held on 15<sup>th</sup> day of September, 2015 at 11.00 am at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074.

The Notice of the meeting, containing the business to be transacted, is enclosed.

**Thanking You,**

**By Order of Board**

**Neha Sarpal**

**Company Secretary and Compliance Officer**

**A-37625**

**Encl. Notice of AGM**



Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110 001

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E mail: [info@superiorindustrial.in](mailto:info@superiorindustrial.in) CIN: L15142DL1991PLC046469

### NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Superior Industrial Enterprises Limited (**"the Company"**) will be held on Tuesday, September 15, 2015 at 11:00 a.m. at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074, to transact the following business:

#### ORDINARY BUSINESS.

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2015 and Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Krishna Kumar Agarwal (DIN: 06713077), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and, in this connection, to consider and if deemed fit, to pass with or without modifications, the following resolution as an 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 frame thereunder, as amended from time to time, M/s. Kamal & Co., Chartered Accountants (FRN 001033N ), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

#### SPECIAL BUSINESS.

##### **4. Re-appointment of Mr. Vijay Kumar Gupta as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vijay Kumar Gupta, (DIN: 00022885), who was appointed as an Additional Director on 6<sup>th</sup> November, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who



has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation for a term of five years commencing from 6<sup>th</sup> November, 2014.”

#### **5. Re-appointment of Ms. Divya Mehrotra as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Divya Mehrotra (DIN: 00006494), who was appointed as an Additional Director on 25<sup>th</sup> February, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company, whose office is not liable to retire by rotation for a term of five years commencing from 25<sup>th</sup> February, 2014.”

#### **6. Ratification of Remuneration of Cost Auditor of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s Mahesh Singh & Co, Cost Accountants (Firm Registration No. 100441), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, amounting to Rs. 30,000 (Rupees Thirty Thousand) only as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

#### **7. To make investments under Section 186 of the Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as “the Board”) to make investment in the securities of M/s Hindustan Aqua Limited to transform the same as its wholly owned subsidiary and in other bodies corporate exceeding sixty percent of company’s paid up capital and its free reserves and securities

premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 200 Crores over and above the paid up capital of the Company and its free reserves and securities premium account.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

**By Order of Board of Directors**

**Registered Office.**  
**25, Bazar Lane, Bengali**  
**Market, New Delhi-**  
**110001**

**Neha Sarpal**  
**Company Secretary & Compliance Officer**

**New Delhi. 10<sup>th</sup> day of August, 2015**



## NOTES.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the Annual General Meeting is annexed hereto.

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of proxy to be effective should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

1. The Register of Members and the Share Transfer Books of the Company will remain closed from September 9, 2015 to September 15, 2015 (both days inclusive).
2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or depository participant(s) Members holding shares in demat form must intimate the change in their address, if any, to MAS Services Limited, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020.
3. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. M/s MAS Services Limited at T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase – II, New Delhi-110020. e-mail: [info@masserv.com](mailto:info@masserv.com), website: [www.masserv.com](http://www.masserv.com) is the Registrar and Share Transfer Agent (RTA). MAS Services Limited is also depository interface of the Company with both NSDL and CDSL. The Company or Registrar can not act on any request received directly from Shareholders holding shares in demat form for any change of Bank particulars.
4. In accordance with the Articles of Association of the Company, all Directors (except Mr. Kamal Agarwal, who has been appointed as Managing Director for a term of five years on 29<sup>th</sup> September, 2014, retire every year and if eligible, offer themselves for re-appointment at the Annual General Meeting. As per provisions of Companies Act, 2013, Independent directors are appointed for a term upto five consecutive years and are not liable to retire by rotation.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the depository participant(s), unless the members have registered their request for hard copy of the same. Physical copy of the notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email address with the company or depository participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

6. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the listing agreement, the Company is pleased to provide the facility to Members to exercise their vote on the resolution proposed to be passed at AGM by electronic means. The members, whose names appear in the Register of Members/list of beneficial owner as on **14<sup>th</sup> August, 2015**, are entitled to vote on the resolutions set forth in the notice. The members may cast their votes on electronic voting system from place other than venue of the meeting (remote e-voting).

## 7. REMOTE E VOTING

**The procedure and instructions for e-voting as given in the Notice of the 24<sup>th</sup> Annual General Meeting are again reproduced hereunder for easy reference.**

- I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories),**
  - a. Open e-mail and open PDF file viz. "SIEL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "**Superior Industrial Enterprises Limited**".
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [info@superiorindustrial.in](mailto:info@superiorindustrial.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. **In case of Members receiving Physical copy of Notice of 24<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
  - a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8<sup>h</sup> September, 2015.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8<sup>h</sup> September, 2015, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Ms. Shipra Khitha, Practicing Company Secretary (Mem. No. 26430) Proprietor of M/s Shipra Khitha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.superiorindustrial.in](http://www.superiorindustrial.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.



## **GENERAL INSTRUCTIONS.**

- A. The e-voting period commences on September 12, 2015 (9.00 am) and ends on September 14, 2015 (05.00 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 8<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module schedule shall be disabled by NSDL for voting thereafter.
- B. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date (record date ) of 8<sup>th</sup> September, 2015.
- C. The Company has appointed Ms. Shipra Khitha, Practicing Company Secretary (Mem. No. 26430) Proprietor of M/s Shipra Khitha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- D. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, therefore unblock the votes cast through remote e-voting in the presence of atleast two witness not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Report to the Chairman or the person authorised by him and shall be placed on the Website of NSDL and of the Company within 2 days of passing of resolutions at the AGM of the Company.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. The procedure and instructions for members for e-voting are disclosed in the Attendance Slip attached with this report.
11. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office atleast seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
12. In all correspondence with the Company, members are requested to quote their account/folio numbers. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
13. We propose to send all future communication(s) in electronic mode to the email address provided by you. So, all the shareholders whose email –id is not registered with us are requested to please register your email address with DP / Registrar / Company, so that your company can contribute to the safety of environment.

14. For members who have not registered their email address, physical copies of the Annual report for the year ending 31st March, 2015 is being sent in the permitted mode and the same is placed on the website of the company viz. [www.superiorindustrial.in](http://www.superiorindustrial.in).

15. The registers of directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013 will remain available for inspection at Annual General Meeting.

16. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter of the venue.

17. Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**By Order of Board of Directors**

**Registered Office,  
25, Bazar Lane, Bengali Market,  
New Delhi- 110001**

**Neha Sarpal  
Company Secretary & Compliance Officer**

**New Delhi. 10th day of August, 2015**

## **EXPLANATORY STATEMENT:-**

### **ITEM NO. 4**

The Board of Directors of the Company had appointed Mr. Vijay Kumar Gupta (DIN: 00022885) as an Additional Director of the Company with effect from 6<sup>th</sup> November, 2014. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Vijay Kumar Gupta shall hold office upto the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, member of the Company signifying his candidature as an Independent director of the Company.

The Company has received a declaration of Independence from Mr. Vijay Kumar Gupta. In the opinion of the board, Mr. Vijay Kumar Gupta fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of draft letter of appointment for Independent directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.superiorindustrial.in./Company/leadership](http://www.superiorindustrial.in./Company/leadership)

None of the directors or Key Managerial Personnel and their relative, except Mr. Vijay Kumar Gupta, are concerned or interested (financially or otherwise) in this resolution. The Board recommends the ordinary resolution set out at item no. 4 for the approval of members.

### **ITEM NO. 5**

The Board of Directors of the Company had appointed Ms. Divya Mehrotra (DIN: 00006494) as an Additional Director of the Company with effect from 25<sup>th</sup> February, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Divya Mehrotra shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, member of the Company signifying her candidature as an Independent director of the Company.

The Company has received a declaration of Independence from Ms. Divya Mehrotra. In the opinion of the Board, Ms. Divya Mehrotra fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of draft letter of appointment for Independent directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.superiorindustrial.in./Company/leadership](http://www.superiorindustrial.in./Company/leadership)

None of the directors or Key Managerial Personnel and their relative, except Ms. Divya Mehrotra, are concerned or interested (financially or otherwise) in this resolution.

The Board recommends the ordinary resolution set out at item no. 5 for the approval of members.

**ITEM NO. 6**

The Board of directors of the Company, on the recommendation of Audit Committee, approved the appointment and remuneration of M/s Mahesh Singh & Company, Cost Accountants, to conduct the audit of Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2016. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with rule 14 (a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

None of the directors or Key Managerial Personnel and their relative are concerned or interested (financially or otherwise) in this resolution. The Board commends the ordinary resolution set out at item no. 6 for the approval of members.

The Board commends the ordinary resolution set out at item no. 6 for the approval of members.

**ITEM NO. 7**

The Company makes investments in the companies as and when needed. Taking into consideration, the requirements of additional investments to be made by the Company to meet, it is expected that the limit of Rs. 200 crores over and above the paid up capital of the Company and its free reserves be sanctioned by the Shareholders.

The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the revised limits upto Rs. 200 Crores over and above the paid up capital of the Company and its free reserves.

As per the provisions of Section 186 (2)(c) of the Companies Act, 2013, No company shall directly or indirectly acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

Where such making of investment or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

The Directors recommend the Item No. 7 of the Notice for consent and approval by the shareholders. Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 7 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**By Order of Board of Directors**

**Registered Office.**

**25, Bazar Lane, Bengali Market,  
New Delhi- 110001**

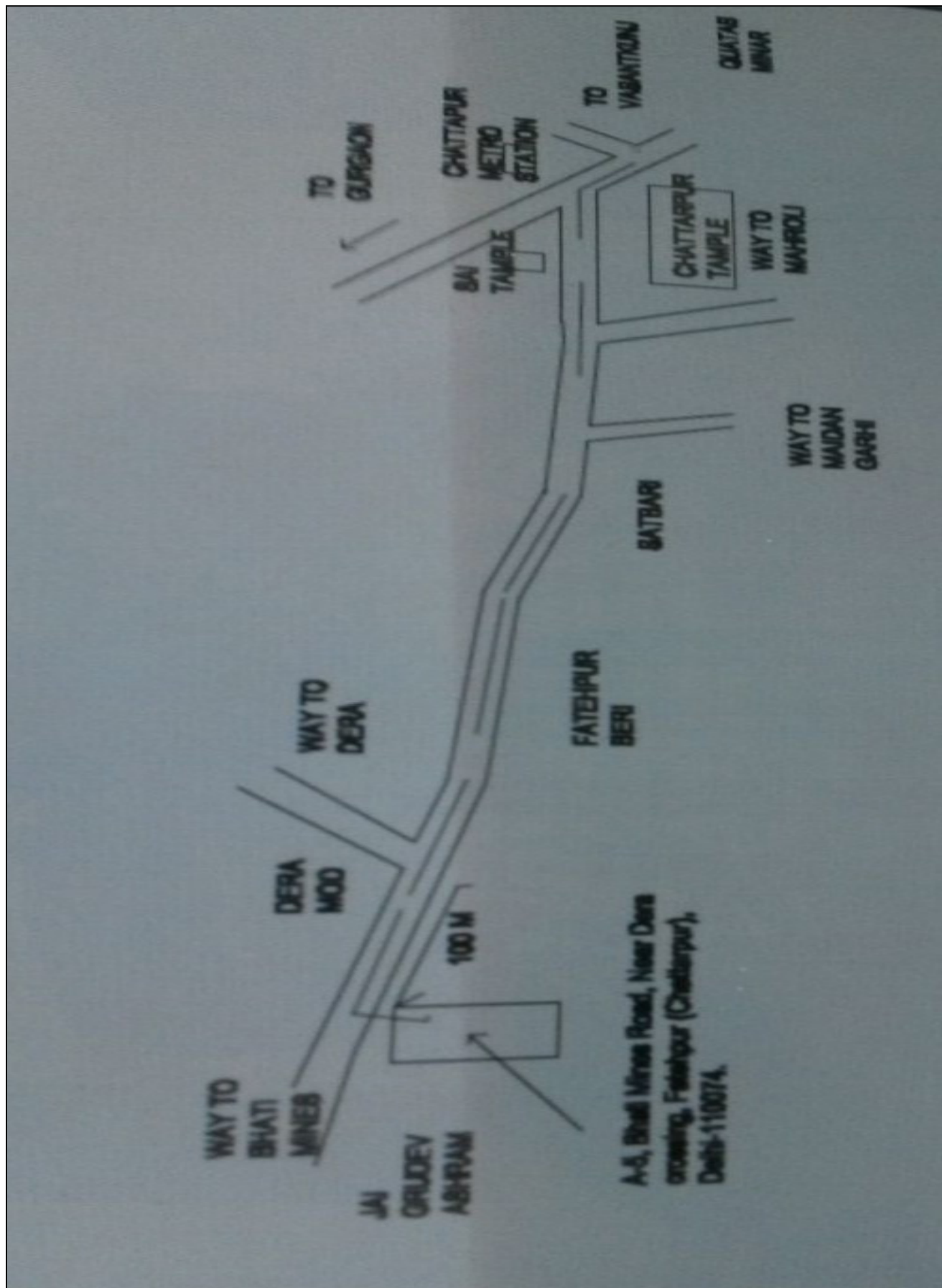
**Neha Sarpal  
Company Secretary & Compliance Officer**

**New Delhi. 10th day of August, 2015**



**Annexure to Notice– Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)**

<b>Name of Director</b>	<b>Krishna Kumar Agarwal</b>	<b>Vijay Kumar Gupta</b>	<b>Divya Mehrotra</b>
<b>Date of Birth/Age</b>	01/06/1965 (50)	01/02/1948 (67)	05/05/1973 (42)
<b>Date of appointment on the Board</b>	22 <sup>nd</sup> November, 2013	6 <sup>th</sup> November, 2014	25 <sup>th</sup> February, 2015
<b>Qualification</b>	B. Com, LL.B and CA (FCA)	Chartered Accountant	B. Com, Delhi University, graduation in Hospital Management from Apollo Hospital
<b>Brief Profile and nature of their expertise</b>	Varied experience in Accounts, Finance and Taxation	experience of more than 40 years in Direct Taxes and Company Law	Exposure of working as Executive– Merchant Banking and customer relation Dept. in a NBFC
<b>Directorship held in other Companies</b>	<ol style="list-style-type: none"> <li>1. Moon Beverages Limited</li> <li>2. Softlign Solution Private Limited</li> <li>3. Versatile Datamatics Private Limited</li> <li>4. Prince IT Solutions Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. MMB Sales India Private Limited</li> <li>2. SynapseCommunications Private Limited</li> <li>3. OneGlobe Travels India Private Limited</li> <li>4. Superior Investment (India) Limited</li> <li>5. Modi Edutech Private Limited</li> <li>6. MGlobe International Private Limited</li> <li>7. Vinura Beverages Private Limited</li> <li>8. HAL Offshore Limited</li> <li>9. UNIGLOBE Mod Travels Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Relikan corporate advisors private limited</li> <li>2. Pragati moulders ltd</li> <li>3. Lino pensione private limited</li> <li>4. Vinu promoters private limited</li> <li>5. Maxim infracon private limited</li> <li>6. HAL Offshore Limited</li> <li>7. Moon Beverages Limited</li> </ol>
<b>Membership/Chairmanship of all Committees of all Companies</b>	NIL	3	NIL
<b>Shareholding of Non Executive Directors in the Company</b>	NIL	NIL	NIL



Regd. off: 25, Bazar Lane, Bengali Market, New Delhi- 110 001  
Ph. & Fax No. : 23731233, 23731230 CIN:L15142DL1991PLC046469  
Email ID: [info@superiorindustrial.in](mailto:info@superiorindustrial.in) Website: [www.superiorindustrial.in](http://www.superiorindustrial.in)

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<b>EVEN(Electronic Voting Event Number)</b>	<b>PASSWORD</b>	<b>USER ID</b>	<b>NO. OF SHARES</b>

Commencement of e-voting	From 09.00 a.m. on September 12 <sup>th</sup> , 2015
End of e-voting	Upto 05.00 p.m. on September 14 <sup>th</sup> , 2015

----- **TEAR HERE** -----

Regd. off: 25, Bazar Lane, Bengali Market, New Delhi- 110 001  
Ph. & Fax No. : 23731233, 23731230 CIN:L15142DL1991PLC046469  
Email ID: [info@superiorindustrial.in](mailto:info@superiorindustrial.in) Website: [www.superiorindustrial.in](http://www.superiorindustrial.in)

I/We hereby record my presence at the Annual General Meeting on Tuesday, September 15<sup>th</sup>, 2015 at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074

<b>Name of the Shareholders or Proxy (In Block Letters)</b>	
<b>No. of Shares Held</b>	
<b>Regd. Folio No./DPID-CLID</b>	

**Signature of the Shareholder/Proxy**

Note:

**PLEASE COMPLETE THIS ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.**

The procedure and instructions for e-voting as given in the Notice of the 24<sup>th</sup> Annual General Meeting are again reproduced hereunder for easy reference.

**III. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories).**

- m. Open e-mail and open PDF file viz."SIEL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- n. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- o. Click on Shareholder-Login.
- p. Put user ID and password as initial password noted in step (i) above. Click Login.
- q. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- r. Home page of remote e-voting opens. Click on remote e-voting. Active Voting Cycles.
- s. Select "EVEN" of "**Superior Industrial Enterprises Limited**".
- t. Now you are ready for remote e-voting as Cast Vote page opens.
- u. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- w. Once you have voted on the resolution, you will not be allowed to modify your vote.
- x. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [info@superiorindustrial.in](mailto:info@superiorindustrial.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**IV. In case of Members receiving Physical copy of Notice of 24<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- c. Initial password is provided in the box overleaf.
- d. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- L. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- M. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- N. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- O. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> September, 2015.
- P. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8<sup>th</sup> September, 2015, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.



- Q. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - R. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - S. Ms. Shipra Khitha, Practicing Company Secretary (Mem. No. 26430) Proprietor of M/s Shipra Khitha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - T. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - U. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - V. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.superiorindustrial.in](http://www.superiorindustrial.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.
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**Proxy form**

**Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110 001**

**Tel. +23731230/33 0120-2666714 Fax + 43585015 Website: [www.superiorindustrial.in](http://www.superiorindustrial.in)**

**E mail: [info@superiorindustrial.in](mailto:info@superiorindustrial.in)**

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name of the Member(s)		
Registered Address :		
E-mail Id	Folio No /Client ID	DP ID
1.Name :		E-mail Id:
Address:		
Signature , or failing him		
2.Name :		E-mail Id:
Address:		
Signature , or failing him		
3.Name :		E-mail Id:
Address:		
Signature , or failing him		
1.Name :		E-mail Id:
Address:		
Signature , or failing him		

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 15<sup>th</sup> day of September, 2015 at 11.00 a.m. at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi- 110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)
1.	<b>ORDINARY BUSINESS</b>
2.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015
3.	Re-appointment of M/s. Kamal & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration
4.	Appointment of Mr. Krishna Kumar Agarwal as Director retire by rotation
	<b>SPECIAL BUSINESS</b>
5.	appointment of Mr. Vijay Kumar Gupta as Independent Director for a period of five years
6.	To appoint Ms. Divya Mehrotra as Independent Director for a period of five years
7.	To ratify the remuneration paid to M/s. _____, Cost Auditors for the year 2015-16
8.	To invest in the funds of other bodies corporate u/s 186 of Companies Act, 2013

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

**Signature of Shareholder**

**Signature of Proxy holder(s)**

**Note:**1) 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. 2) The proxy need not be a member of the company.

Affix  
Revenue  
Stamps

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## DIRECTORS' REPORT

### And Management Discussion and Analysis

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#### The Dear Members,

Your Directors have immense pleasure in presenting this Annual Report on the business and operation of the company together with Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2015.

**FINANCIAL RESULTS (highlights)** Financial results of the Company for the year under review are summarized as below:

Particulars	(In Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Total Income	800.48	3002.86
Less: Total Expenditure	789.85	2986.17
<b>Profit / (Loss) before Tax</b>	<b>10.64</b>	<b>16.69</b>
Less: Provision for Income tax	4.10	5.16
<b>Profit / (Loss) After Tax</b>	<b>4.52</b>	<b>11.53</b>

**PERFORMANCE REVIEW:** During the year under review, the Company has earned a net profit after tax of Rs. 4.52 lacs as compared to the net profit after tax of Rs. 11.53 lacs in the previous year. Your directors are continuously looking for avenues for future growth of the Company in its business operations.

**OPERATIONS:** Your Company continues to take effective steps in broad-basing its range of activities.

**FUTURE OUTLOOK:** In the current year, your directors are putting up efforts to increase the earning speed and it is hope that the company will do better in current year as compared to last year.

With our industry leading organic growth programme and the successful integration of recent strategic investment in our company, our company is very well placed to capitalize on the positive outlook for commodities demand and to continue to deliver growth and long term value for our shareholders.

**AMOUNT TRANSFERRED TO RESERVES:** During the year under review, the company has not transferred any amount to the reserves of the Company.

**DEPOSITS:** No public deposits have been accepted by the Company.

**DIVIDEND:** Keeping in view the future requirements of funds by the company for its proposed growth and expansion, the Board expresses its inability to recommend any dividend from the available profit during the year under review.

**LISTING WITH STOCK EXCHANGES.** The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and Delhi Stock Exchange (DSE). The annual listing fee to Bombay Stock Exchange have been paid by the Company for the financial year 2015-16 and custodial fees to NSDL & CDSL is subject to bill generation of NSDL & CDSL.

**BOARD OF DIRECTORS AND KMP.** During the year, the Board of Directors appointed Mr. Vijay Kumar Gupta and Ms. Divya Mehrotra as an Additional Director with effect from 6<sup>th</sup> November, 2014 and 25<sup>th</sup> February, 2015 respectively to hold office up to the date of forthcoming Annual General Meeting. Being eligible, Mr. Vijay Kumar Gupta and Ms. Divya Mehrotra offered themselves to be appointed as the Independent Director and Independent Woman Director respectively of your Company.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years, but shall be eligible for reappointment on passing of a special resolution by the Company and shall not be liable to retire by rotation. None of the directors, except Mr. Krishna Kumar Agarwal will retire at the ensuing Annual General Meeting and, being eligible, offer themselves for re-election.

The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149 (6) of the Companies Act, 2013.

The details of training and familiarization programmes and Annual Board Evaluation process for Directors have been provided under the Corporate Governance Report.

The Policy on Director's appointment and remuneration including criteria for determining qualification, positive attributes, Independence of directors and also remuneration for Key Managerial Personnel and other employees forms part of this Annual Report.

**AUDITORS.** M/s. Kamal & Co., Chartered Accountants were appointed as Statutory Auditors of the Company at the last Annual General Meeting held on 29<sup>th</sup> September, 2014 to hold office till the conclusion of the forthcoming AGM. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules there under, it is proposed to appoint M/s Kamal & Co., Chartered Accountants (FRN 001033N) as the Statutory Auditors of the Company from the conclusion of the forthcoming Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company.

**AUDITORS' REPORT.** The report given by the Auditors on the Auditor on the financial statements of the Company is a part of Annual Report. There has been no qualification, reservation and adverse remark given by the Auditor in their report.

M/s Mahesh Singh & Co., Cost Accountants carried out the cost audit for applicable business during the year. The Board of Directors have re-appointed M/s Mahesh Singh & Co., as Cost Accountants for the financial year 2015-16 at the Board Meeting held on 26<sup>th</sup> May, 2015.

**SECRETARIAL AUDIT.** During the year, Secretarial Audit was carried out by M/s Shashank Sharma & Associates, Company Secretaries, the Secretarial Auditor of the Company for the financial year 2014-15. There were no



qualification, reservation or adverse remarks given by Secretarial Auditors of the Company. The detailed reports on the Secretarial Audit is appended as an Annexure to this Report.

**INTERNAL AUDIT:** During the year, Internal Audit was carried out by M/s Gaurav A. Jain & Associates, Chartered Accountants, the Internal Auditor of the Company for the financial year 2014-15.

**PERFORMANCE EVALUATION:** The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc.

Pursuant to provisions of Companies Act, 2013 and Clause 49 of Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well as evaluation of working of Audit, Nomination and Remuneration Committee which covers various aspects of Board's functioning.

The performance evaluation of Independent directors was carried out by the entire Board.

**RELATED PARTY TRANSACTIONS:** In line with the requirements of the Companies Act, 2013 and Equity Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [www.supriorindustrial.in/investorrelations/investorshandbook](http://www.supriorindustrial.in/investorrelations/investorshandbook). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's length.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis.

Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is applicable.

**CORPORATE GOVERNANCE:** Your Company is renowned for exemplary governance standards since inception and continues to lay a strong emphasis on transparency, accountability and integrity.

Details of Board Committees along with their terms of reference, composition and meetings of the Board and Board Committees held during the year, are provided in the Corporate Governance Report.

The Companies Act, 2013 and amended Listing Agreement have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law and had proactively

adopted many provisions of the new law, ahead of time. Your Company is committed to embrace the new law in letter and spirit. In line with the requirements of new law, your Company has constituted new Board Committees. Your Company has in place all the statutory Committees required under the law.

Your Company continues to be complied to uphold the standards of Corporate Governance and adherence to the requirements set out by Clause 49 of the Listing Agreement with the Stock Exchanges.

A detailed report on the Corporate Governance along with the Certificate confirming compliance of conditions of Corporate Governance as stipulated in clause 49 is set out in this Annual Report and forms part of the Annual Report.

**ANNUAL RETURN EXTRACT:** The extract of annual return in Form MGT 9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure to this Report.

**REPORT ON CORPORATE GOVERNANCE:** A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Equity Listing Agreement with the Stock Exchange(s).

**NUMBER OF BOARD MEETING CONDUCTED DURING THE YEAR UNDER REVIEW:** The Company had 6 Board Meetings during the financial year under review. The details of Board Meetings and attendance of directors are provided in the Corporate Governance Report.

**RECONSTITUTION OF COMMITTEES:** With the change in composition of Board, various Committees of your Board have been re-constituted. The reconstituted committees are hereunder.

#### **Audit Committee**

Mr. Vijay Kumar Gupta– Chairman

Ms. Divya Mehrotra– Member

Mr. Krishna Kumar Agrawal– Member

#### **Nomination Committee**

Mr. Vijay Kumar Gupta– Chairman

Ms. Divya Mehrotra– Member

Mr. Krishna Kumar Agrawal– Member

#### **Stakeholder Relationship Committee**

Mr. Vijay Kumar Gupta– Chairman

Ms. Divya Mehrotra– Member

Mr. Krishna Kumar Agrawal– Member

Ms. Neha Sarpal– Company Secretary

#### **Risk Management Committee**

Mr. Vijay Kumar Gupta– Chairman

Ms. Divya Mehrotra– Member

Mr. Krishna Kumar Agrawal– Member

**HUMAN RESOURCES:** Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as Annexure to this Report.

The Company seeks to nurture a mutually beneficial relationship with its employees. This relationship is characterized by the investment which the Company makes in it. The Company seeks to create a workplace which combines achievement orientation with care for employees. The Company lists ‘people’ as one of its stated core values by providing challenging roles and assignments opportunities for personal growth, relevant and timely performance support, training and an enabling environment.

Your Company takes the pride in the commitment, competence and dedication shown by its employees in all areas of business. Various HR initiatives are taken to align the HR Policies to the growing requirements of the business.

**STATEMENT OF PARTICULARS OF EMPLOYEES:** None of the employee drew remuneration of Rs. 60,00,000/- or more per annum or Rs. 5,00,000/- per month during the financial year 2014-15. This information is furnished with respect to sub rule 5 of Rule 2 of Companies (Appointment And Remuneration) Rules, 2014 forming part of the Directors’ Report.

**INTERNAL CONTROLS:** The Company has an adequate system of Internal Controls commensurate with the size, scales and operations. Conscious efforts are in place on a continuous basis to ensure that all the Assets are protected against loss from unauthorized use and disposal.

**DIRECTORS’ RESPONSIBILITY STATEMENT:** Pursuant to Section 134 (3) (c) of the Companies Act, 2013 your Directors state that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- they have 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 profits of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**PREVENTION OF SEXUAL HARRASMENT AT WORKPLACE** As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (‘Act’) and Rules made thereunder, your Company has constituted Internal Complaints Committees (ICC). During the year, no complaints with allegations of sexual harassment was filed with the Company and the same were investigated.

**CONSERVATION OF ENERGY , TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :**

Particulars with respect to conservation of energy and technology absorption as are required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are given in “**Annexure I**” to the directors’ report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:** Management’s Discussion & Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is presented in a separate section forming part of the Director’s Report.

**MATERIAL CHANGES:** There are no material changes and commitments, affecting the financial position of the Company between the end of the Financial year of your Company and the date of Directors’ Report.

**APPRECIATION AND ACKNOWLEDGEMENT:** Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain consistent service provider.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, redistribution stockists, retailers, business partners and others associated with the Company.

It will be the Company’s endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and cooperation with each other, consistent with consumer interests.

The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

**For and on behalf of Board of Directors**

Vijay Kumar Gupta  
Director  
DIN: 00022885  
162-B, Pocket-C,  
Siddhartha Extn.,  
New Delhi-110014

Kamal Agarwal  
Managing Director  
DIN: 02644047  
D-402, Saraswati Appfts,  
I P Ext, Patpar Ganj,  
New Delhi- 110092

New Delhi, 10<sup>th</sup> day of August, 2015

## ANNEXURE TO DIRECTORS' REPORT

Information under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies Act (Accounts) Rules, 2014 and forming part of the Directors' Report for the period ending 31<sup>st</sup> March, 2015.

### A. Conservation of Energy

S. No.	Particulars	Description
(a)	Energy Conservation measures taken	Adequate measures have been taken to reduce energy consumption.
(b)	Additional investments and proposals, if any, being implemented for reduction of consumption of energy	No
(c)	Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods	The impacts of the measures indicated in (a) above are expected to be favorable i.e., reduction in energy consumption.
(d)	Total energy consumption and energy consumption per unit of production as per Form A of the Annexure of Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 in respect of industries specified in the schedule thereto	Form A attached

FORM A		
Form for disclosure of particulars with respect to conservation of energy		
A. Power and fuel consumption		
1. Electricity		
(a) Purchased	Current year	Previous Year
	01/04/2014- 31/03/2015	01/04/2013- 31/03/2014
Unit	182245	141077
Total amount	1115341	1007968
Rate/unit	6.12	7.14



(b) Own generation		
(i) Through diesel generator Unit	6359.79	7467.72
Unit per ltr. of diesel oil	55.95	60.57
Cost/unit	355830	452320
(ii) Through steam turbine/ generator		
Unit	3703.19	12942.98
Unit per ltr. of fuel oil/gas	113.97	82.28
Cost/unit	422053	1064948
2. Firewood (specify quality and where used)		
Quantity (tonnes)	Nil	Nil
Total cost	Nil	Nil
Average rate	Nil	Nil
3. Furnace oil		
Quantity (k ltrs)	Nil	Nil
Total amount	Nil	Nil
Average rate	Nil	Nil
4. Coal		
Quantity	134640	158110
Total cost	1797460	1983812
Rate/unit	422053	12.55

A. Consumption per unit of production			
	Standards (if any)	Current year	Previous year
		01/04/2014- 31/03/2015	01/04/2013- 31/03/2014
Products (with details) unit			
Corrugated Box 1000 ml Kinlay	Nil	2295600	2405475
Corrugated Box 500 ml Kinlay(new)	Nil	522050	Nil
Corrugated Box 500 ml Kinlay (Old)	Nil	326325	665925
Corrugated Box 2000 ml Kinlay	Nil	143775	131575
Corrugated Box 1250 ml Coke	Nil	298400	642125
Corrugated Box 600 ml Coke	Nil	182825	1479200
Corrugated Box 2000 ml Coke	Nil	411350	1618100
Sample	Nil		13927
Corrugated Box 1.2 ltr. Maza	Nil	243675	Nil
Corrugated Box 600 ml.Maza	Nil	475400	Nil

Corrugated Box tin pack 300 ml.	Nil	8200	Nil
Corrugated Box minutes made 400 ml.	Nil	84575	Nil
Corrugated Box Pad	Nil	373100	Nil
Corrugated Box Sheet	Nil	95500	Nil
Corrugated Box			
Total Unit Production (Nos)	Nil	5460775	6956327
Electricity - Rs.	Nil	115341	1007968
Diesel oil - Rs.	Nil	355830	452320
Gas - Rs.	Nil	422053	1064948
Others (specify) - Coal Rs.	Nil	1797460	1983812

Notes:

- (1) Please give separate details for different products/ items produced by the company and covered under these rules.
- (2) Please give reasons for variation in the consumption of power and fuel from standards of previous year.
- (3) In case of production of different varieties/ specifications consumption details may be given for equivalent production.

**FORM B**

**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY**

S. No.	Particulars	Description
	<b>Research and Development (R&amp;D)</b>	
1.	Specific areas in which R&D carried out by the company	Nil
2.	Benefits derived as a result of above R&D	Not Applicable
3.	Future plan of action	Nil
4.	Expenditure on R&D	Nil
	(a) Capital	Nil
	(b) Recurring	Nil
	(c) Total	Nil
	(d) Total R&D expenditure as percentage of total turnover	Nil
	<b>Technology, absorption, adaptation and innovation</b>	
1.	Efforts, in brief, made towards technology absorption, adaptation and innovation	<p>Since the Company has no technical collaboration arrangements with any outside partners, the question of absorption is not relevant to the company. Also, there is no case of adaptation and innovation in the company.</p> <p>However, the Company has made full use of information technology in its operations and efforts are being made to adopt latest technology.</p>
2.	Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.	Not Applicable

3.	<p>In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:</p> <p>(a) Technology imported</p> <p>(b) Year of import</p> <p>(c) Has technology been fully absorbed?</p> <p>(d) If not fully absorbed, areas where this has not taken place, reasons therefore and further plans of action</p>	The company has not imported technology during the last 5 years.
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### **FOREIGN EXCHANGE EARNINGS / OUTGO**

The foreign exchange earnings and outgo in the Company are as follows:

Foreign Exchange Earnings: Rs. Nil (Previous year: 1976.70 Lacs)

Foreign Exchange Outgo : Rs. 00.34 Lacs (Previous Year: 1957.51 Lacs)

**For and on behalf of Board Of Directors**

**Vijay Kumar Gupta**  
**Director**  
DIN: 00022885  
162-B, Pocket-C,  
Siddhartha Extn.,  
New Delhi-110014

**Kamal Agarwal**  
**Managing Director**  
DIN: 02644047  
D-402, Saraswati Apprts,  
I P Ext, Patpar Ganj,  
New Delhi- 110092

New Delhi, 10<sup>th</sup> day of August, 2015

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Industry Structure and Development**

Your Company deals in the business of manufacturing of corrugated boxes, which is used in packaging of bottles of mineral water and soft drinks. This sector of industry is growing at very fast rate and there is lot of scope of development.

**Outlook, Risk and Concern**

Management of risks to the business with the overall recessionary phase in the world economy is a continuous challenge for any organization growing in size and enhancing its purpose. The traditional risk factors like client risks, industry segment risks and economic risks are well understood and the means to handle them are also fairly established.

To counter all these risks, your company conducting its risk identification, assessment and management activities through a dedicated risks and audit department. Your company has also established a separate Department in the company to assess the impact of potential and economical risk factors to the business and provide guidance on how to handle them so as to minimize the impact on the business.

Adequate management control is in place to ensure quick action on early warnings, and to proactively monitor and mitigate all potential risks. A comprehensive risk management strategy developed by the risk and Audit Department forms the framework for all de-risking and risk mitigation activities undertaken by your company with the fullest involvement of top management professionals.

Your Company is exposed to price fluctuation in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro / Micro factors. Prices of the finished products manufactured by your company fluctuate widely due to a host of local and international factors. Your Company continues to place a strong emphasis on risk management and has successfully introduced and adopted various measures for hedging the price fluctuations in order to minimize its impact on profitability.

The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stake holders, including domestic farmers, industry, consumers etc.

**Opportunities and Threats**

The company is optimistic about its future plans and it is banking on the increase in the rural spending. Your company is planning to establish its brand presence in the semi urban and rural market and is planning to tap the niche rural sector. But we expect as the economy will move out of recession, the company expects to improve its performance. The company is facing price war from its peers which is leading to decrease in the operating profit margin of the company.

The company is planning to adopt for cost minimization and cost rationalization techniques in its production to protect its margins which will benefit the company not in this current economic crisis but in the future period.

As the economy is slowly and slowly recovering from its bottoms, company is also seeing the spurt in demand and the company is seeing the ray of hope for the times to come.

### **Future Outlook**

In the current year, your directors are putting up efforts to increase the earning speed and it is hope that the company will do better in current year as compared to last year.

Further, the Company will continue with its expansions plans by raising capital through corporate restructuring, acquisition, investment and other mode of expansion as and when approved by the management of the Company subject to the provisions of the Companies Act, 1956 and other regulatory approvals as applicable.

### **Adequacy of Internal Control System**

The Company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of laws and regulations. The Company regularly monitors that all regulatory guidelines are complied with at all levels.

The Audit Committee constituted by the Board reviews the adequacy of internal control system.

### **Segment Wise Performance**

The Company operates only in one segment.

### **Discussion of Financial Performance**

The financial statements are prepared in compliance with the requirements of the Companies Act and the Accounting Standards prescribed by the Institute of Chartered Accountants of India and Generally Accepted Accounting Principles in India.

### **Human Resources**

Management is keen on following the best practices for attracting, retaining and enhancing human resources of the Company. Internal transfer, job rotation and training have been inculcated at different levels of the organization hierarchy to evolve team leaders and managers. The Company has in place the employee stock option scheme for seniors and middle level management. The above-mentioned measures will ensure motivated workforce, promote the ownership and sharing economic growth of the Company.



### **Cautionary Forward Looking Statements**

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

For those statements the Company cautions that numerous important factors could affect the Company's actual results and could cause its results to differ materially from those expressed in any such forward looking statements.

#### **Fir and on behalf of Board Of Directors**

**Vijay Kumar Gupta**  
Director  
DIN: 00022885  
162-B, Pocket-C,  
Siddhartha Extn.,  
New Delhi-110014

**Kamal Agarwal**  
Managing Director  
DIN: 02644047  
D-402, Saraswati Appfts,  
I P Ext, Patpar Ganj,  
New Delhi- 110092

New Delhi, 10<sup>th</sup> day of August, 2015

**CORPORATE GOVERNANCE REPORT**

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*"If people are good only because they fear punishment, and hope for reward, then we are a sorry lot indeed." – Albert Einstein*

**I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company philosophy on Corporate Governance aims at upholding core value of transparency, professionalism, accountability, honesty and integrity in its functioning and conduct of business with due respect to laws and regulations and attaining highest standard of business ethics and commitment to transparency in business dealings, essential for long term success. It is directed in such a way that it performs effectively keeping in view of customers, employees and long term interest and confidence of stakeholders. It adheres to the code of conduct formulated which serves as guide to each employee on standards, values, ethics and principles.

The Company always strives to ensure compliance with regulatory requirements both in letter and spirit besides being responsive to the aspirations of our stakeholders. The Company recognizes that Governance is a conscious and continuous process across the Organization, which enables the Company to adopt best practices to retain and enhance the trust of all our stakeholders.

A transparent, ethical and robust governance framework helps enhance efficiency, which is an important catalyst in driving business growth across parameters and boosts investors' confidence in the Business entity.

The Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of listing agreements with stock exchanges, but also several voluntary practices aimed at a high level of business ethics, effective supervision and enhancement of value of all stakeholders.

The Board of Directors has adopted 'Corporate Governance Code' for the Company which is a statement of practices and the procedures to be followed by the Company. The copy of the code is available on Company's website [www.superiroidustrial.in/investorsrelations/Investorshandbook](http://www.superiroidustrial.in/investorsrelations/Investorshandbook)

A report on the implementation of the Code of Corporate Governance as per Clause 49 of the Listing Agreement is given below:

**II. BOARD OF DIRECTORS**

**A. BOARD'S COMPOSITION AND CATEGORY**

The Board composition is in conformity with relevant provisions of Companies Act, 2013 and requirement of Securities and Exchange Board of India (SEBI) guidelines as amended.

The present strength of Board is four Directors comprising one Executive Director viz Managing Director and three Non-Executive Directors including Chairman of the Board. The Non- Executive Directors are eminent professionals, drawn from amongst person with experience in business, finance, law and corporate management. None of the

Directors on the Board is a member on more than 10 Committees and Chairman in more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the Companies in which he/she is a Director. Committees include Audit Committee and Stakeholder Relationship Committee and Nomination & Remuneration Committee. All Directors have certified that the disqualification mentioned under the provisions of Companies Act, 2013 do not apply to them. The Independent Directors are entitled to sitting fee for every meeting of the Board or Committee attended by them.

The details relating to Composition & Category of Directors, Directorships held by them in other Companies and their membership and chairmanship on various Committees of Board of other Companies, as on 31<sup>st</sup> March, 2015 is as follows:

**COMPOSITION AND DIRECTORSHIP (S)/COMMITTEE MEMBERSHIP(S)/CHAIRMANSHIP(S) AS ON 31<sup>ST</sup> MARCH, 2015**

<b>Name</b>	<b>Date of Joining on the Board</b>	<b>Directorship in other Companies#</b>	<b>Membership(s) of the Committees of other Companies##</b>	<b>Chairmanship of the Committees of other Companies##</b>
<b>Managing Director</b> Kamal Agarwal	05.08.2014	-	NIL	NIL
<b>Non-Executive Director</b> Krishna Kumar Agarwal	22.11.2013	4	NIL	NIL
<b>Independent Director</b> *Mr. Vijay Kumar Gupta	06.11.2014	9	NIL	3
<b>Independent Director</b> *Ms. Divya Mehrotra	25.02.2015	7	NIL	NIL
<b>Independent Director</b> *Mr. Jagdish Persad Suri	24.05.2014	1	2	NIL

#Foreign Companies, Alternate Directorships and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

##includes only Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

\*Mr. Vijay Kumar Gupta and Ms. Divya Mehrotra joined office on 6<sup>th</sup> November, 2014 and 25<sup>th</sup> February, 2015 respectively and Mr. Jagdish Persad Suri resigned from 26<sup>th</sup> May, 2015.

The number of directorships, Committee Memberships/ Chairmanships of all Directors is with respective limits prescribed under the Companies Act, 2013 and Listing Agreement.

## **APPOINTMENT AND TENURE**

The Directors of the Company are appointed by members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Managing Director and Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Managing Director of the Company is appointed for a term of five years as per the requirement of the statute. The Executive Directors on the Board serve in accordance with the terms of their contract of service with the Company.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Agreement.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013.

## **BOARD INDEPENDENCE**

Our definition of 'Independence' of Directors is derived from Clause 49 of the Equity Listing Agreement and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than Mr. Krishna Kumar Agarwal are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.

## **BOARD MEETINGS**

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Delhi.

The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the Financial Year ended 31st March, 2015, six Board meetings were held on 24<sup>th</sup> May, 2014 (Two Board Meetings), 5<sup>th</sup> August, 2014, 6<sup>th</sup> November, 2014, 10<sup>th</sup> December, 2014 and 15<sup>th</sup> January, 2015. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

#### **BOARD SUPPORT**

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the Agenda and convening of the Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees, advises / assures the Board on Compliance and Governance principles and ensures appropriate recording of minutes of the meetings. With a view of reducing paper consumption, the Company send Agenda by e-mail.

#### **SEPARATE INDEPENDENT DIRECTORS' MEETINGS**

The Independent Directors meet at least once in a year without the presence of Executive Directors or Management representatives, to discuss issues and concerns, if any and inter alia discussed:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to these formal meetings, interactions outside the Board meetings also take place between the Independent Directors.

#### **DIRECTORS' INDUCTION AND FAMILIARIZATION**

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. The Company Secretary is responsible for ensuring that such induction and training programmes are provided to Directors. The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- a. provide an appreciation of the role and responsibilities of the Director;
- b. fully equip Directors to perform their role on the Board effectively; and
- c. develop understanding of Company's people and its key stakeholder relationships.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of Director's induction and familiarization are available on the Company's website at [www.supriorindustrial.in/investorrelations/investorshandbook](http://www.supriorindustrial.in/investorrelations/investorshandbook).

## **BOARD EVALUATION**

The Nomination and Remuneration Committee of the Company approved a Evaluation Policy during the year, which was adopted by the Board of Directors. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors.

The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc.

## **AUDIT COMMITTEE**

The Company's Audit Committee comprises all the three Non-Executive Directors out of which two are Independent Directors.

**The Audit Committee is headed by Mr. Vijay Kumar Gupta, as Chairman of the Committee.**

During the year, Mr. Vijay Kumar Gupta and Ms. Divya Mehrotra were appointed as member of the Committee other than Mr. Krishna Kumar Agarwal.

All the members of the Committee have relevant experience in financial matters.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia performs the following functions:

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examination with management the quarterly financial results before submission to the Board;
- reviewing and examination with management the annual financial statements before submission to the Board and the Auditors' Report thereon;
- review management discussion and analysis of financial condition and results of operations;
- scrutiny of inter-corporate loans and investments made by the Company;
- reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- discussing with Statutory Auditors, before the audit commences, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;
- reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;



- evaluating internal financial controls and risk management systems;
- valuating undertaking or assets of the Company, wherever it is necessary;
- reviewing the functioning of the Whistle Blowing Mechanism;

The Audit Committee also reviews the functioning of the Code of Business Principles and Whistle Blower Policy of the Company and cases reported thereunder.

The recommendations of audit committee were duly approved and accepted by the Board.

The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed and confirmed in the next meeting of the Board.

The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives.

The Audit Committee met four times during the Financial Year ended 31st March, 2015 on 24<sup>th</sup> May, 2014, 5<sup>th</sup> August, 2014, 6<sup>th</sup> November, 2014, 15<sup>th</sup> January, 2015.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprises;

**Mr. Vijay Kumar Gupta, Mr. Krishna Kumar Agarwal and Ms. Divya Mehrotra.**

During the year, Mr. Vijay Kumar Gupta stepped down as a member of the Committee with effect from 23rd February, 2015 to make the composition of the Committee consistent with requirements of revised clause 49 of Listing Agreement. In terms of Section 178 (1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

The role of Nomination and Remuneration Committee is as follows:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Formulate criteria and carryout evaluation of each Director's performance and performance of the Board as a whole;

The Nomination and Remuneration Committee met four times during the Financial Year ended 31st March, 2015 on 24h May, 2014, 5<sup>th</sup> August, 2014, 6<sup>th</sup> November, 2014, 15th January, 2015.

## BOARD MEMBERSHIP CRITERIA

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows a defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is comprised of Mr. Vijay Kumar Gupta, Non-executive Independent director, **Ms. Divya Mehrotra, Non-Executive Independent director, Mr. Krishna Kumar Agarwal, Non-Executive Director and Ms. Neha Sarpal, Company Secretary and Compliance Officer of the Company.**

During the Financial year 2014-15 the Committee met 37 times on 7<sup>th</sup> April, 2014, 21<sup>st</sup> April, 2014, 28<sup>th</sup> April, 2014, 5<sup>th</sup> May, 2014, 12<sup>th</sup> May, 2014, 19<sup>th</sup> May, 2014, 24<sup>th</sup> May, 2014, 2<sup>nd</sup> June, 2014, 9<sup>th</sup> June, 2014, 16<sup>th</sup> June, 2014, 23<sup>rd</sup> June, 2014, 30<sup>th</sup> June, 2014, 7<sup>th</sup> July, 2014, 14<sup>th</sup> July, 2014, 21<sup>st</sup> July, 2014, 28<sup>th</sup> July, 2014, 4<sup>th</sup> August, 2014, 11<sup>th</sup> August, 2014, 16<sup>th</sup> August, 2015, 25<sup>th</sup> August, 2014, 1<sup>st</sup> September, 2014, 8<sup>th</sup> September, 2014, 15<sup>th</sup> September, 2014, 22<sup>nd</sup> September, 2014, 1<sup>st</sup> October, 2014, 6<sup>th</sup> October, 2014, 20<sup>th</sup> October, 2014, 27<sup>th</sup> October, 2014, 24<sup>th</sup> November, 2014, 1<sup>st</sup> December, 2014, 15<sup>th</sup> December, 2014, 29<sup>th</sup> December, 2014, 12<sup>th</sup> January, 2015, 27<sup>th</sup> January, 2015, 23<sup>rd</sup> February, 2015, 9<sup>th</sup> March, 2015 and 23<sup>rd</sup> March, 2015.

The role of Stakeholders' Relationship Committee is as follows:

- consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
- ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- provide guidance and make recommendations to improve investor service levels for the investors.

The Committee comprises three Directors of the Board. The Committee inter alia considers applications for transfer, transmission, split, consolidation of share certificates and cancellation of any share certificate in compliance with the provisions in this regard. The Committee is authorised to sign, seal or issue any new share certificate as a result of transfer, consolidation, splitting or in lieu of share certificates lost, defaced or destroyed.

The Committee meets at regular intervals to approve the share transfers and other related matters.

## **RISK MANAGEMENT COMMITTEE**

In accordance with the requirement of Listing Agreement, your Company constituted a Risk Management Committee during the year. The Committee comprises Mr. Vijay Kumar Gupta, Mr. Krishna Kumar Agarwal and Ms. Divya Mehrotra.

The role of Risk Management Committee is as follows.

- Implementation of Risk Management Systems and Framework;
- Reviewing the Company's financial and risk management policies;
- Assessing risk and minimizing the procedures;
- Framing, implementing and monitoring the risk management plan for the Company.

During the Financial Year ended 31st March, 2015, the Committee Meeting was held once on 15<sup>th</sup> January, 2015.

## **MATERIAL CONTRACTS/TRANSACTIONS CONCERNING DIRECTOR'S INTEREST**

There has been no transaction of material, financial and commercial nature that may have a potential conflict with the interest of your Company during the period under review.

## **DETAILS REGARDING SENIOR MANagements' MATERIAL FINANCIAL AND COMMERCIAL TRANSACTIONS**

There has been no transaction of material, financial and commercial nature having personal interest of the senior management that may have a potential conflict with the interest of the Company at large during the period under review.

## **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY**

In accordance with the requirement of Corporate Governance the Board of Directors of the Company has formulated a code of conduct for Directors and Senior Management of the Company, the Compliance of which have been affirmed by all Board Members and Senior Management of the Company. The required declaration to this effect signed by CEO, i.e. Managing Director is appended as a separate Annexure to this report.

## **CODE FOR PREVENTION OF INSIDER TRADING**

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulation, 1992, as amended in February, 2002, the Board of Directors of the Company has formulated the Code of Conduct for prevention of Insider Trading in the Shares of the Company by its Directors and Employees.

## **CEO AND CERTIFICATION**

A Certificate of the CEO and CFO of the Company in terms of sub-clause IX of Clause 49 of Equity Listing Agreement, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

## **DETAILS OF SHAREHOLDERS' / INVESTORS' COMPLAINTS**

**Ms. Neha Sarpal**, Company Secretary, is the Compliance Officer for resolution of Shareholder's/Investor's complaints. During the Financial Year ended 31st March, 2015, 02 complaints were received from the shareholders. All

complaints have been redressed to the satisfaction of the shareholders and none of them were pending as on 31st March, 2015.

#### ATTENDANCE OF DIRECTORS AT BOARD AND COMMITTEE MEETING(S)

The following table shows attendance of Directors at the Board and Committee meeting(s) for the year ended 31st March, 2015. Attendance is presented as number of meeting(s) attended, (including meetings attended through electronic mode) out of the number of meeting(s) required to be attended.

Name	Board Meeting	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Internal Complaint Committee
Mr. Vijay Kumar Gupta	1 of 1	1 of 1	1 of 1	-	1 of 1	-
Ms. Divya Mehrotra	-	-	-	-	-	-
Mr. Kamal Agarwal	3 of 3	2 of 2	2 of 2	-	-	-
Mr. Jagdish Persad Suri	6 of 6	4 of 4	4 of 4	37 of 37	1 of 1	-
^Mr. Mahesh Prasad Mehrotra	6 of 6	4 of 4	4 of 4	7 of 7	-	-
^Mr. Rashmi Kant Mittal	2 of 2	1 of 1	1 of 1	7 of 7	-	-
Mr. Krishna Kumar Agarwal	3 of 6	2 of 4	2 of 4	30 of 30	1 of 1	1 of 1
^Mr. Mukesh Aggarwal	2 of 2	1 of 1	1 of 1	-	-	-

^ Mr. Rashmi Kant Mittal, Mr. Mukesh Aggarwal and Mr. Mahesh Prasad Mehrotra ceased to be Director w.e.f 24<sup>th</sup> May, 2014 and 5<sup>th</sup> August, 2014 and 25<sup>th</sup> February, 2015, respectively. The last Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014 was attended by all members of the Board of Directors.

## **GENERAL BODY MEETINGS**

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

<b>Financial year ended</b>	<b>Venue</b>	<b>Date &amp; Time</b>	<b>Special Resolution Passed</b>
31 <sup>st</sup> March, 2014	Aggarwal Farm House , A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur (Chattarpur), New Delhi - 110074	29.09.2014 09.30 A.M.	No Special Resolution was passed in the meeting.
31 <sup>st</sup> March, 2013	Aggarwal Farm House , A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur (Chattarpur), New Delhi - 110074	30.09.2013 09.30 A.M.	Proposal for issue of equity shares through Preferential Allotment. But the Resolution was withdrawn further.
31 <sup>st</sup> March, 2012	Aggarwal Farm House , A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur (Chattarpur), New Delhi - 110074	29.09.2012 11.00 A.M.	Appointment of Mr. Rashmi Kant Mittal as Managing Director of the Company.

**(A)** During the period, no Extra-Ordinary General Meetings of the Company was held.

**(B)** Following Special resolution was passed through Postal ballot:

During the year a Special Resolution for Inter Corporate Guarantee given by the Company to M/s Hal Offshore Limited was passed and approval of Shareholder had been taken by Postal Ballot. In the Postal Ballot conducted pursuant to Clause 35B of the Listing Agreement, the Company had also offered e-voting facility to the Shareholders of the Company.

The Board had appointed, Mr. Gaurav A Jain & Associates as Chartered Accountants, of the Company, as Scrutinizer to conduct the Postal Ballot process.

### **DESCRIPTION OF RESOLUTION**

<b>Description of Resolution</b>	<b>No. of total valid Postal Ballot Forms / e-votes received</b>	<b>Votes Cast (No. of Shares) Postal Ballot Forms – 5369016 E- Votes – 40500</b>
	<b>For</b>	<b>Against</b>
Approval for Corporate Guarantee to M/s HAL Offshore Limited	21	NIL

Accordingly the said Resolution was approved by the shareholders, with requisite and overwhelming majority.

## **POLICIES OF THE COMPANY**

### **WHISTLE BLOWER MECHANISM**

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. Employees can also send written communications to the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. All cases registered under the Code of Business Principles and the Whistle Blower Policy of the Company, are reported to the Committee of Executive Directors and are subject to the review of the Audit Committee. The Whistle Blower Policy is available on the website of the Company [www.superiorindustrial.in/investorrelations/Investorhandbook](http://www.superiorindustrial.in/investorrelations/Investorhandbook)

### **POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS**

The Company has not entered in any material Related Party Transaction during the year. In line with requirement of the Companies Act, 2013 and Equity Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website at [www.superiorindustrial.in/investorrelations/CorporateGovernance](http://www.superiorindustrial.in/investorrelations/CorporateGovernance). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

### **POLICY ON RISK MANAGEMENT**

In accordance with the requirement of Corporate Governance the Board of Directors of the Company has adopted a policy on risk management for assessment and minimization procedure of risk for periodical review of the Board.

### **EXTRACT OF ANNUAL RETURN.**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT – 9** as a part of this Annual Report as **ANNEXURE I**.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report. Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

NIL

### **CORPORATE GOVERNANCE CERTIFICATE (Applicable to Listed Companies)**

The Compliance certificate from the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.



## MEANS OF COMMUNICATION

The Company has promptly reported all material information and taken adequate measures to disseminate pertinent information to the shareholder's, employees and society at large.

**QUARTERLY FINANCIAL RESULTS:** Quarterly financial results; press releases etc. are circulated to the Bombay Stock Exchange Limited ("BSE") and Delhi Stock Exchange Limited ("DSE"), where the equity shares of the Company are listed. The financial results—quarterly, half yearly and annual results and other statutory information are communicated to the shareholders by way of advertisement in an English newspaper and in a vernacular language newspaper viz. The Financial Express, Rashtriya Sahara, Naya India.

The quarterly approved results are displayed on website of Bombay Stock Exchange Limited and on the website of the Company i.e. [www.superiorindustrial.in/investorrelations/shareownership](http://www.superiorindustrial.in/investorrelations/shareownership)

## GENERAL SHAREHOLDERS' INFORMATION

### AGM FOR FINANCIAL YEAR 2014-15

Date and Time	15 <sup>th</sup> September, 2015, 11.00 am
Venue	Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074

### CALENDAR OF FINANCIAL YEAR ENDED 31ST MARCH, 2015

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31<sup>st</sup> March, 2015 were held on the following dates.

First Quarter Results	5 <sup>th</sup> August, 2014
Second Quarter and Half yearly Results	6 <sup>th</sup> November, 2014
Third Quarter Results	15th January, 2015
Fourth Quarter and Annual Results	26th May, 2015

Book Closure date:	12 <sup>th</sup> September, 2015 to 15th September, 2015
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Cut Off date:	8 <sup>th</sup> September, 2015
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Last date of receiving Proxy forms:	13 <sup>th</sup> September, 2015
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## LISTING ON STOCK EXCHANGES

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code/Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised share)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	519234	INE843L01012
DSE Limited DSE House, 3/1, Asaf Ali Road New Delhi-110 002	19254	INE843L01012

## ADDRESS FOR CORRESPONDENCE

<b>Ms. Neha Sarpal</b> Company Secretary and Compliance Officer Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi-110 001	<b>Registrar and Transfer Agent</b>  <b>MAS Services Limited</b> T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph. - 26387281/82/83 Email: - info@masserv.com Website: www.masserv.com Fax :- 26387384
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## Market Information

### i) Share Transfer System

The Company's shares are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the Shareholders'/investors' Grievance Committee. The share transfer process is reviewed by the said committee.

The company obtains from a Company Secretary in practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchange and files a copy of the Certificate with the Stock Exchange.

### ii) Electronic Voting:

Pursuant to Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and as per Listing Agreement, the e-voting facility will be provided to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings or through Postal Ballot. The Company shall utilize the service of NSDL to provide e-voting platform, which is in compliance with the conditions specified by the Ministry of Corporate

Affairs, Government of India, from time to time and also mention the Internet Link of such e-voting platform in the notice to the shareholders.

### **Nomination facility for shareholding**

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

### **Permanent Account Number (PAN)**

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

### **Dematerialization of shares and liquidity**

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2015, is given below:

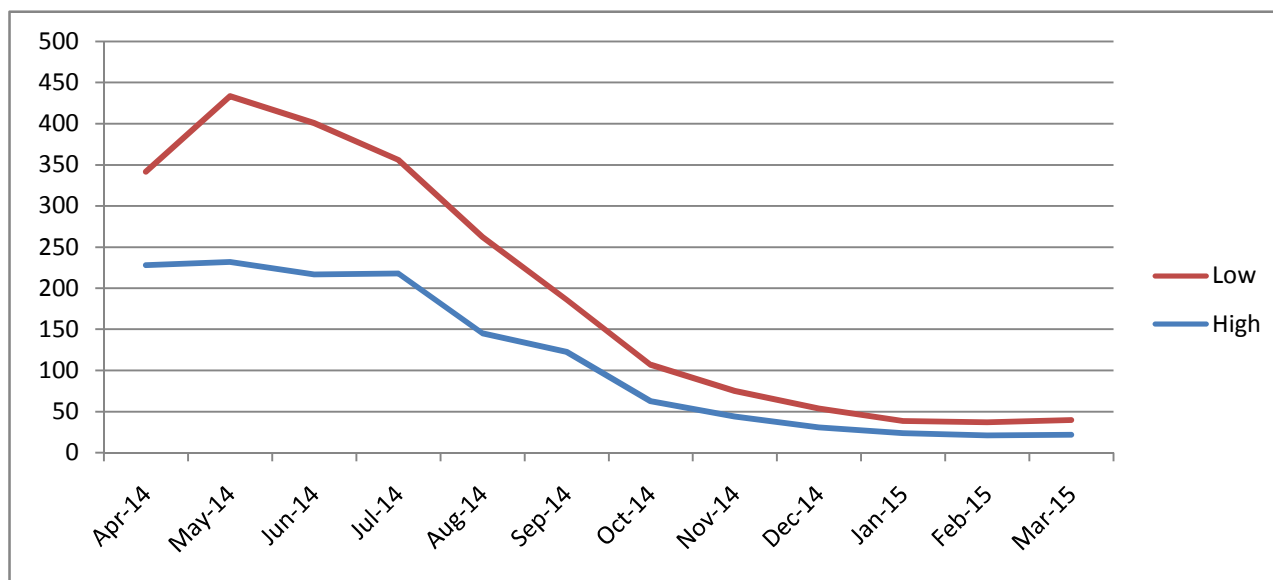
<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage</b>
Physical Segment	1497400	10.81
<b>Demat Segment</b>		
NSDL	6708224	48.43
CDSL	5644376	40.75
<b>Total</b>	<b>1385000</b>	<b>100.00</b>

Shareholders are advised to register their email address and any changes therein from time to time for sending notice/documents through email in reference to General circular 17/2011 dated 21<sup>st</sup> April, 2011 of Ministry of Corporate Affairs. In addition, registering and corresponding with Registrar and Share Transfer Agents and Company through email would speed up response, reduce paper work and also help to redress the complaints on fast track basis.

### **iii) Market Price Data**

The market price data for the year ended March 2015 for Company's Equity Shares as available on BSE are given as :

<b>Month</b>	<b>High</b>	<b>Low</b>
April 2014	228.00	113.80
May 2014	232.00	201.50
June 2014	217.00	183.65
July 2014	218.00	138.00
August 2014	145.00	117.45
September 2014	122.50	63.85
October 2014	62.60	44.75
November 2014	43.90	31.50
December 2014	30.90	23.00
January 2015	23.55	15.45
February 2015	21.00	16.25
March 2015	21.95	18.05



#### Distribution of Shareholding as on March 31, 2015

No. of Shares held	Shareholders		Shares Held	
	Numbers	Percentage	Numbers	Percentage
1-5000	3363	97.21	1129046	8.15
5001-10000	26	.75	216895	1.57
10001-20000	26	.75	447490	3.23
20001-30000	7	.20	184396	1.33
30001-40000	8	.23	289435	2.09
40001-50000	6	.17	261229	1.89
50001-100000	7	.20	533139	3.85
100001 and Above	17	.49	10788370	77.89
<b>Total</b>	<b>3460</b>	<b>100.00</b>	<b>13850000</b>	<b>100.00</b>

#### Statement showing Shareholding of more than 1% of the Capital as on March 31, 2015

Sr. No.	Name of the shareholders	No. of Shares	Percentage of Capital
1.	Hal Offshore Ltd	20,04,803	14.48
2.	Hindustan Aqua Ltd	10,00,000	7.22
3.	Moon Beverages Ltd	14,66,305	10.59
4.	Deepti Agrawal	5,18,942	3.75
5.	Sanjeev Agrawal	6,69,036	4.83
6.	Rakesh relan	321601	2.32
7.	Rupesh Jha	202500	1.46
8.	Manish Kumar	155272	1.12
9.	Uma Singal	250000	1.81

10.	Neeraj Singhal	450000	3.25
11.	Brij Bhushan Singal	450000	3.25
12.	Ritu Singal	450000	3.25
13.	Neeraj Singhal	450000	3.25
14.	Brij Bhushan Singhal	450000	3.25
15.	Jay Polychem (India) Ltd	1500000	10.83
	<b>Total</b>	<b>138500000</b>	<b>100.00</b>

**Categories of Shareholder as on: 31<sup>st</sup> March, 2015**

S. NO.	CATEGORY	NO. OF SHAREHOLDERS	NO. OF SHARES HELD	% OF SHAREHOLDING
1.	Promoter company	5	4596108	33.18
2.	Promoter Individual/HUF	6	1352797	9.77
3.	Directors	NIL	NIL	NIL
4.	Directors relative	NIL	NIL	NIL
5.	Mutual fund	NIL	NIL	NIL
6.	Foreign institutional investors	NIL	NIL	NIL
7.	Financial institutions	NIL	NIL	NIL
8.	Central govt./state govt.	NIL	NIL	NIL
9.	NRI	NIL	NIL	NIL
10.	Other bodies corporate	43	2325366	16.79
11.	Banks	NIL	NIL	NIL
12.	Resident Individuals			
	holding nominal share capital upto Rs. 1 lakh	3356	1297002	206402
	holding nominal share capital in excess of Rs. 1 lakh	43	4269446	30.83
13.	Clearing Members	7	9281	0.07
14.	Overseas Body Corporate	NIL	NIL	NIL
15.	Trust	NIL	NIL	NIL
16.	<b>TOTAL</b>			

**iv) Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity**

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity are not applicable on the company.

**v) Plant locations**

Plot No.17, South side of GT Road, BSR Industrial Area, Ghaziabad, U.P. – 201009

**vi) Disclosures and Information**

The Company has complied with the requirements of Stock Exchange/SEBI/ statutory authorities on all matters relating to Capital Market. No strictures being imposed by SEBI or Stock Exchanges during the year. The Board of Directors receives from time to time, disclosures relating to financial and commercial transactions from Key Managerial Personnel of the Company, where they and/or their relatives have personal interest. The particulars of transactions between the Company and its related parties are as per the Accounting Standard set out in the Audited financial reports.

**By and on behalf of Board Of Directors**

**Vijay Kumar Gupta**  
**Director**  
**DIN: 00022885**  
**162-B, Pocket-C,**  
**Siddhartha Extn.,**  
**New Delhi-110014**

**Kamal Agarwal**  
**Managing Director**  
**DIN: 02644047**  
**D-402, Saraswati Appts,**  
**I P Ext, Patpar Ganj,**  
**New Delhi- 110092**

**New Delhi, 10<sup>th</sup> day of August, 2015**



## **CEO AND CFO CERTIFICATION**

To,

**The Board of Directors  
Superior Industrial Enterprises Limited  
Add.-25, Bazar Lane, Bengali Market  
New Delhi- 110 001  
CIN: L15142DL1991PLC046469**

In accordance with Clause 49 of the Listing Agreement with Stock Exchanges, we hereby certify that:

A. We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2015 and based on our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain any 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 the 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 year, which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibilities for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated whatever applicable to the Auditor and Audit Committee,

(i) significant changes, if any, in the internal control over financial reporting during the year;

(ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an

employee having significant role in the Company's internal control system over financial reporting.

**For Superior Industrial Enterprises Limited**

**Sd/-**

**Kamal Agarwal  
Managing Director  
DIN:02644047  
D-402, Saraswati Appmts, I P Extension,  
Patpar Ganj, Delhi-110 092**

**Sd/-**

**R S Shukla  
Chief Financial Officer (CFO)  
PAN: ACNPS3679Q  
64, New T Block, Nanhe Park  
Matiala, New Delhi-110 059**

**Place: New Delhi**

**Date: 26.05.2015**

To,

The Members

Superior Industrial Enterprises Limited

Add:-25, Bazar Lane, Bengali Market, New Delhi- 110 001

**DECLARATION BY MANAGING DIRECTOR REGARDING ADHERENCE TO CODE OF CONDUCT**

In accordance with Clause 49 II (E) of the Listing Agreement with Stock Exchange, I hereby confirm that, all the directors and Senior Management personnel of the Company have affirmed compliance with the respective code of conducts, as applicable to them, for the financial year ended March 31, 2015.

For **Superior Industrial Enterprises Limited**

Sd/-

**Kamal Agarwal**

**Managing Director**

**DIN:02644047**

**R/o. D-402, Saraswati Apprts, I P Extension**

**Patpar Ganj, Delhi-110 092**

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**Place: New Delhi**

**Date: 26.05.2015**

**AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER CLAUSE 49 XI OF THE LISTING AGREEMENT WITH STOCK EXCHANGES**

To,

The Members

Superior Industrial Enterprises Limited

Add:-25, Bazar Lane, Bengali Market, New Delhi- 110 001

I have and examined the Compliance of conditions of Corporate Governance by Superior Industrial Enterprises Limited ("the Company") for the year ended 31<sup>st</sup> March, 2015, in terms of requirement of Clause 49 of Listing Agreement of the said Company with Bombay Stock Exchange Limited and Delhi Stock Exchange Limited.

The Compliance of conditions of corporate governance is the responsibility of management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and representation made by the Directors and Management, I certify that the Company has complied with , in all material respect, the conditions of Corporate Governance as stipulated in the said clause of above mentioned listing agreement.

As required guidelines note issued by Institute of Chartered Accountants of India, I have to state that as per records maintained by the Company as on 31<sup>st</sup> March, 2015, there were no investor complaint/grievance unattended for a period more than 30 days against the Company.

I further state that such compliances in neither an assurance as to the future viability of Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

**FOR KAMAL & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**MEMBERSHIP NO. 012738**  
**1372, Kashmere Gate**  
**Delhi – 110006**

New Delhi. 26<sup>th</sup> Day of May, 2015

## DECLARATION OF INDEPENDENCE

6<sup>th</sup> November, 2014

To

The Board of Directors

Superior Industrial Enterprises Limited

25, Bazar Lane, Bengali Market,

New Delhi-110 001

**Sub.** Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, Vijay Kumar Gupta, hereby certify that I am a Non-executive Independent Director of Superior Industrial Enterprises Limited, 25, Bazar Lane, Bengali Market, New Delhi-110 001 and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

**I certify that:**

- I possess relevant expertise and experience in direct taxes and Company law of more than 40 year to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

- a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
- b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- c) holds together with my relatives 2% or more of the total voting power of the company; **or**
- d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

**Vijay Kumar Gupta**

DIN: 00022885

162-B, Pocket- C

Siddhartha Extn

New Delhi – 110 014

## DECLARATION OF INDEPENDENCE

25<sup>th</sup> February, 2015

To

The Board of Directors

Superior Industrial Enterprises Limited

25, Bazar Lane, Bengali Market,

New Delhi-110 001

**Sub.** Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, Divya Mehrotra, hereby certify that I am a Non-executive Independent Director of Superior Industrial Enterprises Limited, 25, Bazar Lane, Bengali Market, New Delhi-110 001 and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

**I certify that:**

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives.
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - c. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**

- d. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- e. holds together with my relatives 2% or more of the total voting power of the company; **or**
- f. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
  - I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,  
Yours faithfully,

**Divya Mehrotra**

DIN: 00006494

C-561, Defence Colony

New Delhi-110024



**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

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: **NIL**

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. Details of contracts or arrangements or transactions at Arm's length basis:

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s Moon Beverages Limited
b)	Nature of contracts/arrangements/transaction	Supply of Goods – Corrugated Boxes
c)	Duration of the contracts/arrangements/transaction	April-1-14 to March-31-15
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per mutual decision between the parties Value of Transactions during the year- Rs. 8,57,74,018 only
e)	Date of approval by the Board	Every Quarter
f)	Amount paid as advances, if any	Nil

3. Details of contracts or arrangements or transactions at Arm's length basis:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s HAL Offshore Limited
b)	Nature of contracts/arrangements/transaction	Sale of Car Model FLYING SPUR V8 2015MY
c)	Duration of the contracts/arrangements/transaction	One time transaction
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per mutual decision between the parties
e)	Date of approval by the Board	15.01.2015
f)	Amount paid as advances, if any	Nil

By and on behalf of Board of Directors

Vijay Kumar Gupta  
Director  
DIN: 00022885  
162-B, Pocket-C  
Siddhartha Extn.,  
New Delhi- 110 014

Kamal Agarwal  
Managing Director  
DIN: 02644047  
D-402, Saraswati Appts,  
I P Ext, Patpar Ganj  
Delhi-110092

New Delhi: 10<sup>th</sup> day of August, 2015

**PARTICULARS OF LOAN, GUARANTEE AND INVESTMENT****Amount outstanding as at 31st March, 2015**

<b>Particulars</b>	<b>Amount</b>
Loans given	NIL

**Investments made at the Year end 31.03.2015**

<b>Name of Entity</b>	<b>Relation</b>	<b>Amount</b>	<b>Particulars</b>	<b>Purpose</b>
Moon Beverages Limited	Related Party	11,85,00,000	3,16,000 Equity Shares of Rs. 10/- each at premium of Rs. 365/-	Business Purpose
Hindustan Aqua Limited	Associates Company	13,10,00,000	3275000 Equity Shares of Rs. 10/- each at premium of Rs. 30/-	Business Purpose
Metbrass Plassim India Limited	Related Party	4,50,00,000	300000 Equity Shares of Rs. 10/- each at premium of Rs. 140/-	Business Purpose

**Guarantee given at the Year end 31.03.2015**

<b>Name of Entity</b>	<b>Relation</b>	<b>Amount</b>	<b>Particulars of Guarantee</b>	<b>Purpose for which the Guarantees are proposed to be utilized</b>
HAL Offshore Limited	Related Party	4,87,60,00,000	Corporate Guarantee	Corporate Guarantee provided in favour of HAL Offshore Limited to facilitate the credit facilities by Punjab National Bank

By and on behalf of Board of Directors

**Vijay Kumar Gupta****Director****DIN: 00022885****162-B, Pocket-C****Siddhartha Extn.,****New Delhi- 110 014****Kamal Agarwal****Managing Director****DIN: 02644047****D-402, Saraswati Apprts,****I P Ext, Patpar Ganj****Delhi-110092**New Delhi: 10<sup>th</sup> day of August, 2015

**FORM NO. MGT-9**

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**1. REGISTRATION AND OTHER DETAILS:**

S. No.	CIN	L15142DL1991PLC046469
1.	Registration Date	25/11/1991
2.	Name of the Company	Superior Industrial Enterprises Limited
3.	Category / Sub-Category of the Company	Manufacturing
4.	Address of the Registered office and contact details	25, Bazar Lane, Bengali Market, New Delhi-110 001 Contact: 011 23731233, 011 2373 1230 Id: info@superiorindustrial.in
5.	Whether listed company	Yes
6.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Mas Services Limited T-34, 2 <sup>nd</sup> Floor, Okhla Industrial Area Phase-II, New Delhi-110 020 Contact: 91-11-2638 7281 Id :info@masserv.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	% to total turnover of the company
1.	Corrugate Boxes	17022	100%

**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
1	Hindustan Aqua Limited 25, Bazar Lane, Bengali Market, New Delhi – 110 001	U65929DL1986PLC025956	Associate	41.32	Section 2(6) of Companies Act, 2013

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### • *Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter									
<b>(1) Indian</b>									
Individual/ HUF	1497500	80000	1577500	11.39	1272797	80000	1352797	9.77	0
Central Govt	0	0	0	0	0	0	0	0	0
State Govt(s)	0		0	0	0	0	0	0	0
Bodies Corp	4116000	35000	4151000	29.97	4561108	35000	4596108	33.18	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(1):-</b>	<b>5613500</b>	<b>115000</b>	<b>5728500</b>	<b>41.36</b>	<b>5833905</b>	<b>115000</b>	<b>5948905</b>	<b>42.95</b>	0
<b>(2) Foreign</b>									
NRIs-Individuals	0	0	0	0	0	0	0	0	0
Other-Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
<b>Total Shareholding of Promoter (A) = (A)(1)+ (A)(2)</b>	<b>5613500</b>	<b>115000</b>	<b>5728500</b>	<b>41.36</b>	<b>5833905</b>	<b>115000</b>	<b>5948905</b>	<b>42.95</b>	0
Public Shareholding	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Institutions</b>									
Mutual Funds	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Central Govt	0	0	0	0	0	0	0	0	0
State Govt(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
FII's	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non Institutions</b>									
(a) Bodies Corp.	1649023	109900	1758923	12.70	2208366	117000	2325366	16.79	0

(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals	0	0	0	0	0	0	0	0	0
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	177840	1169900	1347740	9.73	206402	1090600	1297002	9.36	0
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	4779137	227400	5006537	36.15	4094646	174800	4269446	30.83	0
(c) Others(Specify)	<b>8300</b>	<b>0</b>	<b>8300</b>	0.06	<b>9281</b>	0	<b>9281</b>	<b>0.07</b>	0
(c-i) Non-Resident Individuals	4000	0	4000	0.03	0	0	0	0	0
(c-ii) Directors	0	0	0	0	0	0	0	0	0
(c-iii) Clearing Members	4300	0	4300	0.03	9281	0	9281	0.07	0
Sub-total (B)(2)	<b>6614300</b>	<b>1507200</b>	<b>8121500</b>	<b>58.64</b>	<b>6518695</b>	<b>1382400</b>	<b>7901095</b>	<b>57.05</b>	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>6614300</b>	<b>1507200</b>	<b>8121500</b>	<b>58.64</b>	<b>6518695</b>	<b>1382400</b>	<b>7901095</b>	<b>57.05</b>	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	<b>12227800</b>	<b>1622200</b>	<b>13850000</b>	<b>100</b>	<b>12352600</b>	<b>1497400</b>	<b>13850000</b>	<b>100</b>	0

• **Promoter's Shareholding**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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.	Prabha Rani Agrawal	50000	0.36	Nil	50000	0.36	Nil	0%
2.	Saptrishi Finance Limited	35000	0.25	Nil	35000	0.25	Nil	0%
3.	Deepti Agrawal	697500	5.04	Nil	518942	3.75	Nil	0%
4.	Rashmi Kant	20000	0.14	Nil	20000	0.14	Nil	0%

	Mittal							
5.	Sanjeev Agrawal	790000	5.70	Nil	669036	4.83	Nil	0%
6.	Fortune Industrial Resources Limited	90000	0.65	Nil	90000	0.65	Nil	0%
7.	HAL Offshore Limited	1532500	11.06	Nil	2004803	14.48	Nil	0%
8.	Hindustan Aqua Limited	1000000	7.22	Nil	1000000	7.22	Nil	0%
9.	Moon Beverages Limited	1493500	10.78	Nil	1466305	10.59	Nil	0%
10.	Ashok Saxena	20000	0.14	Nil	20000	0.14	Nil	0%
11.	Anant Agrawal	74819	0.54	Nil	74819	0.54	Nil	0%
	<b>Total</b>	<b>47,28,500</b>	<b>34.14</b>	<b>Nil</b>	<b>5948905</b>	<b>42.95</b>	<b>Nil</b>	<b>0%</b>

• **Change in Promoters' Shareholding ( please specify, if there is no change**

Sr. No.		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
<b>1.</b>	<b>Prabha Rani Agrawal</b>				
	At the beginning of the year	50000	0.36	50000	0.36
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	50000	0.36
	At the End of the year	50000	0.36	50000	0.36
<b>2.</b>	<b>Saptrishi Finance Limited</b>				
	At the beginning of the year	35000	0.25	35000	0.25
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	35000	0.25
	At the End of the year	35000	0.25	35000	0.25
<b>3.</b>	<b>Deepti Agrawal</b>				
	At the beginning of the year	697500	5.04	697500	5.04
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the	02.06.2014 (45866 )	(.33)	651634	4.70



	reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	03.06.2014 (29220)	(.21)	622414	4.49
		04.06.2014 (24035)	(.17)	598379	4.32
		08.07.2014 (12200)	(.09)	586179	4.23
		10.07.2015 5000	(.04)	581179	4.20
		11.07.2014 (14625)	(.11)	566554	4.09
		22.08.2014 (27000)	(.19)	539554	3.90
		25.08.2014 (20612)	(.15)	518942	3.75
	At the End of the year	518942	3.75	518942	3.75
<b>4.</b>	<b>Rashmi Kant Mittal</b>				
	At the beginning of the year	20000	0.14	20000	0.14
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	20000	0.14
	At the End of the year	20000	0.14	20000	0.14
<b>5.</b>	<b>Sanjeev Agrawal</b>				
	At the beginning of the year	790000	5.70	790000	5.70
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	17.06.2014 (15000)	(.11)	775000	5.59
		03.07.2014 (17107)	(2.21)	757893	5.47
		07.07.2015 (3000)	(.02)	754893	5.45
		08.07.2014 (13907)		740986	5.35
		10.07.2015 (4950)	(.04)	736036	5.31
		11.07.2014 (16000)	2.17	720036	5.20

		22.08.2014 (30000)	4.17	690036	4.98
		25.08.2014 (21000)	3.04	669036	4.83
	At the End of the year	669036	4.83	669036	4.83
<b>6</b>	<b>Fortune Industrial Resources Limited</b>				
	At the beginning of the year	90000	0.65	90000	0.65
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	90000	0.65
	At the End of the year	90000	0.65	90000	0.65
<b>7.</b>	<b>HAL Offshore Limited</b>				
	At the beginning of the year	1532500	11.06	1532500	11.06
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	14.01.2015 50000	.36	1582500	11.43
		15.01.2015 50000	.36	1632500	11.79
		20.01.2015 49703	.36	1682203	12.15
		21.01.2015 50000	.36	1732203	12.51
		28.01.2015 49500	.36	1781703	12.86
		30.01.2015 49000	.35	1830703	13.22
		03.02.2015 100000	.72	1930703	13.94
		05.02.2015 49100	.36	1979803	14.29
		09.02.2015 25000	.18	2004803	14.48
	At the End of the year	2004803	14.48	2004803	14.48
<b>8.</b>	<b>Hindustan Aqua Limited</b>				

	At the beginning of the year	1000000	7.22	1000000	7.22
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	1000000	7.22
	At the End of the year	1000000	7.22	1000000	7.22
<b>9.</b>	<b>Moon Beverages Limited</b>				
	At the beginning of the year	1493500	10.78	1493500	10.78
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	03.06.2014 (25000)	(.18)	1468500	10.60
		10.06.2015 (2195)	(0.0158)	1466305	10.59
	At the End of the year	1466305	10.59	1466305	10.59
<b>10.</b>	<b>Ashok Saxena</b>				
	At the beginning of the year	20000	0.14	20000	0.14
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	20000	0.14
	At the End of the year	20000	0.14	20000	0.14
<b>11.</b>	<b>Anant Agrawal</b>				
	At the beginning of the year	74819	.54	74819	.54
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	74819	.54
	At the End of the year	74819	.54	74819	.54

**Shareholding Pattern of top ten shareholders :**

Sr. no	For each of the top ten shareholders	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
	HAL Offshore Limited	1532500	11.06%	2004803	14.47%
	Jay Polychem (India) Limited	1500000	10.83%	1500000	10.83%
	Moon Beverages Limited	1493500	10.78%	1466305	10.58%
	Hindustan Aqua Limited	1000000	7.22%	1000000	7.22%
	Sanjeev Agrawal	790000	5.70%	669036	4.83%
6.	Mrs. Deepti Agrawal	657500	4.74%	518942	3.75%
7.	Mr. Neeraj Singal	450000	3.25%	450000	3.25%
8.	Neeraj Singal(HUF)	450000	3.25%	450000	3.25%
9.	Mr. Brij Bhushan Singal	450000	3.25%	450000	3.25%
10.	Brij Bhushan Singal(HUF)	450000	3.25%	450000	3.25%

**SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL**

Sr. no	For each of the directors and Key Managerial Personnel	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

## **INDEBTEDNESS**

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

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
Indebtedness at the beginning of the financial year  i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not	5373201.52	00	00	5373201.52
Total (i+ii+iii)	5373201.52	00	00	5373201.52
Change in Indebtedness during the financial year - Addition - Reduction	1096035.48 (addition)	00	00	1096035.48
Net Change	4277166.04	00	00	4277166.04
Indebtedness at the end of the financial year  i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	6469237	00	00	6469237
Total (i+ii+iii)	6469237	00	00	6469237

## **• REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary	Mr. Kamal Agarwal (Managing Director)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25,000/-p.m.	25,000/-p.m.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	00	00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	00	00

	Stock Option	Nil	Nil
	Sweat Equity	Nil	Nil
	Commission - as % of profit - others, specify...	Nil	Nil
	Others, please specify	Nil	Nil
	Total (A)	25,000/-p.m.	25,000/-p.m.
	Ceiling as per the Act		5% of Net Profit of the Company

**B. Remuneration to other Directors**

Sl. No.	Particulars of Remuneration		Name of MD/WTD/ Manager			Total Amount
		Mr. Vijay Kumar Gupta*	Ms. Divya Mehrotra**	Mr. Mahesh Prasad Mehrotra***	Mr. Jagdish Persad Suri****	
	<u>Independent Directors</u> · Fee for attending board committee meetings (per Board Meeting & Committee Meeting) · Commission · Others, please specify	11,000/-	Nil	143000	143000	297000
	Total (1)	11,000	Nil	143000	143000	297000
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)					
	Total Managerial Remuneration	11,000	Nil	143000	143000	297000
	Overall Ceiling as per the Act					Not exceeding Rs. 1 lakh per meeting

\* Mr. Vijay Kumar Gupta appointed as on 06.11.2014 as an Independent Director.

\*\* Ms. Divya Mehrotra appointed as on 25.02.2015 as an Independent Director and no Board Meeting held after her appointment in FY 2014-15.

\*\*\* Mr. Mahesh Prasad Mehrotra resigned on 25.02.2015.

\*\*\*\* Mr. Jagdish Persad Suri resigned as on 26.05.2015.

**C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. RS Shukla- CFO(Part of the year)	Ms. Neha Sarpal - Company Secretary(Part of the year)	Total
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	633500	110367	743867
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
	Stock Option	Nil	Nil	Nil
	Sweat Equity	Nil	Nil	Nil
	Commission - as % of profit - others, specify...	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total	633500	110367	743867



• **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)
<b>A. Company</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. Directors</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. Other Officers In Default</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**By and on behalf of Board of Directors**

**Vijay Kumar Gupta**  
**Director**  
 DIN: 00022885  
 162-B, Pocket-C,  
 Siddhartha Extn.,  
 New Delhi-110014

**Kamal Agarwal**  
**Managing Director**  
 DIN: 02644047  
 D-402, Saraswati Apppts,  
 I P Ext, Patpar Ganj,  
 New Delhi- 110092

New Delhi, 10<sup>th</sup> day of August, 2015

**STATEMENT OF SUBSIDIARY**

The Company, M/s Superior Industrial Enterprises Limited has investment in M/s Hindustan Aqua Limited to the extent of 3275000 shares of face Value of Rs. 10/- at premium of Rs. 30/-. As per definition of Associate given under section 2 (6) of Companies Act, 2013 M/s Hindustan Aqua Limited is the Associate Company of your Company.

In accordance with Rule 8 of Companies (Accounts) Rules 2014, Sub Rule1 –consolidation of the accounts of the Associate company is not required during this Financial Year 2014-15 due to Amendment Rules dated 14<sup>th</sup> October, 2014 which provides exemption from consolidating accounts for the FY 2014-15 to the Companies having no subsidiary but Associate Companies.

Accounts of Hindustan Aqua Limited in which Superior holds 41% shares do not need to be consolidated with the Accounts of Superior Industrial Enterprises Limited for Financial Year 2014-15.

**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3) (Q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL, RULE 2014**

<b>S. No.</b>	<b>Requirements of Rule 5(1)</b>	<b>Details</b>
<b>1.</b>	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;	Directors: Mr. Krishna Kumar Agarwal- Nil Mr. Mukesh Aggarwal- Nil Mr. Rashmi Kant Mittal- Nil Mr. Jagdish Persad Suri - Nil Mr. Kamal Agarwal- 1.26 Mr. Mahesh Prasad Mehrotra- Nil Mr. Vijay Kumar Gupta- Nil Ms. Divya Mehrotra- Nil
<b>2.</b>	The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary, or Manager, if any, in the financial year;	Directors: Mr. Krishna Kumar Agarwal- Nil Mr. Mukesh Aggarwal- Nil Mr. Rashmi Kant Mittal- Nil Mr. Jagdish Persad Suri - Nil Mr. Kamal Agarwal- Nil Mr. Mahesh Prasad Mehrotra- Nil Mr. Vijay Kumar Gupta- Nil Ms. Divya Mehrotra- Nil Key Managerial Personnel: Mr. RS Shukla- Nil Ms. Neha Sarpal- Nil
<b>3.</b>	The percentage increase in the median remuneration of the employee in the financial year;	NIL

4.	The number of permanent employees on the rolls of the Company;	18 employees as on 31.03.2015 Ms. Swapnla Gupta and Ms. Monika Sharma resigned during the Financial Year															
5.	The explanation on the relationship between average increase in remuneration and Company performance;	Averages increase in remuneration of all employees for the year 2015 is based partly on the results of the company for the year ended 31.03.2015 and partly on individual employee's performance.															
6.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	<p>There is no change in salary of Mr. Kamal Agarwal (Managing Director).</p> <p>Mr. Ranjeet Jaiswal was CFO for a part of the year till 5<sup>th</sup> August, 2014 and Mr. RS Shukla joined as CFO effective from 5<sup>th</sup> August, 2014 with a salary of Rs. 9 lacs per annum.</p> <p>Ms. Swapnla Gupta was the Company Secretary till 30<sup>th</sup> June, 2014 w.e.f 10<sup>th</sup> February, 2014 and Ms. Monika Sharma was the Company Secretary till 14<sup>th</sup> January, 2015 w.e.f. 5<sup>th</sup> August, 2014. Both at the remuneration of Rs. 120,000/- per annum.</p> <p>Ms. Neha Sarpal joined as Company Secretary effective from 15<sup>th</sup> January, 2015 with a salary of Rs. 2.76 lacs per annum.</p> <p><b>"KMP have to be appointed on the remuneration as per market trend."</b></p>															
7.	Variations in the market Capitalization of the Company, price earnings ratio as the closing date of the current year and previous financial year 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, the variations in the net worth of the company as at the close of the current financial year and previous year;	<table border="0"> <thead> <tr> <th>%</th><th>As on</th><th>As on</th></tr> </thead> <tbody> <tr> <td>Increase</td><td>31.03.2014</td><td>31.03.2015</td></tr> <tr> <td>Share:</td><td></td><td></td></tr> <tr> <td>Price:</td><td></td><td></td></tr> <tr> <td>BSE Rs. 132.65</td><td>Rs. 18.05</td><td>86.39%</td></tr> </tbody> </table> <p>The Company has not made any Public Issue or Rights Issue of Securities, so comparisons have not been made of current share price with public offer price.</p> <p>The Company's shares are listed on Bombay and Delhi Stock Exchanges.</p>	%	As on	As on	Increase	31.03.2014	31.03.2015	Share:			Price:			BSE Rs. 132.65	Rs. 18.05	86.39%
%	As on	As on															
Increase	31.03.2014	31.03.2015															
Share:																	
Price:																	
BSE Rs. 132.65	Rs. 18.05	86.39%															

<b>8.</b>	Average percentile increase already made in the salaries of employee other than 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 and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There is no average Salary increase of Non-Manual Employees and average Salary increase of Managerial Employees. During the year Ms. Neha Sarpal and Mr. RS Shukla joined as Company Secretary and CFO respectively which caused difference. There are no exceptional circumstances in increase in managerial remuneration.
<b>9.</b>	Comparison of each remuneration of the Key Managerial Personnel against the performance of the company;	Same as in 6 above.
<b>10.</b>	The key parameters for any variable component of remuneration availed by the directors;	All employees including the Managing Director's entitlement to incentive has a variable component which is based on the individual's performance and Company's financial performance. Other components of remuneration are not variable during a particular year. For Independent directors a variable component which is Rs. 11,000 per Board Meeting attended and per Board Committee Meeting during the financial year as sitting fees.
<b>11.</b>	The ratio of the remuneration of the highest paid director to that of the employees who are not director but receive remuneration in excess of the highest paid director during the year;	The Managing Director is the highest paid director. The Chief Financial Officer received remuneration higher than the Managing Director.
<b>12.</b>	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended March 31, 2015 is as per the Remuneration Policy of the Company.

**By and on behalf of Board of Directors**

**Vijay Kumar Gupta**

**Director**

**DIN: 00022885**

**162-B, Pocket-C,**

**Siddhartha Extn.,**

**New Delhi-110014**

**New Delhi, 10<sup>th</sup> day of August, 2015**

**Kamal Agarwal**

**Managing Director**

**DIN: 02644047**

**R/o D-402, Saraswati Appts,**

**I P Ext, Patpar Ganj,**

**New Delhi- 110092**

**Form No. MR-3**

**Secretarial Audit Report**

**For the financial year ended March 31, 2015**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,**

**The Members,**

**Superior Industrial Enterprises Limited**

**25, Bazar Lane, Bengali Market, New Delhi-110001**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Superior Industrial Enterprises Limited** (hereinafter called the Company) for the Financial Year 2014-15. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

**Management's Responsibility for Secretarial Compliances**

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

**Opinion**

Based on our verification of the 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 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. The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder 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) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 in relation to Employee Stock Option Scheme;

- e) 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) 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;

**We 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 effective from July 1, 2015).
- ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited, Delhi Stock Exchange Limited and Ahmedabad Stock Exchange Limited.

**We further report that**

1. 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.
2. 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.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, if any.

**We further report that there are**

- a) 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.
- b) The Company has complied with the following laws specifically applicable to the Company.
  - i) Factories Act, 1948;
  - ii) The Payment of Wages Act, 1936;
  - iii) The Minimum Wages Act, 1948;
  - iv) The Payment of Bonus Act, 1965;
  - v) Employees' State Insurance Act, 1948;
  - vi) The Contract Labour (Regulation & Abolition) Act, 1970;
  - vii) The Employees' Provident Fund & Miscellaneous Provisions Act, 1952

**For Shashank Sharma & Associates**

**Company Secretaries**

**Shashank Sharma (Proprietor)**

**C.P. No.7221**

**M.No. 19311**

**Place: New Delhi**

**Date: July 23, 2015**

**Note: This report is to be read with our letter of even date, which is annexed as Annexure A and forms integral part of this report.**

To,  
The Members,  
Superior Industrial Enterprises Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as we were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. We have not checked the compliances of general law applicable to the Company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. 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.

**For Shashank Sharma & Associates**  
**Company Secretaries**

**Sd/-**  
**Shashank Sharma**  
**Proprietor**  
**C.P. No.7221**  
**M. No. 19311**



## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of Superior Industrial Enterprises Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **M/s Superior Industrial Enterprises Limited, New Delhi** which comprise the Balance Sheet as at 31<sup>st</sup> March 2015, Statement of Profit and Loss and the cash flow statement for the year ended, and a summary of significant accounting policies and other explanatory information. These Financial statements are the responsibility of the Company's management. Our responsibility is to express our opinion on these financial statements based on our audit.

### **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 and presentation 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud 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 adequate internal financial controls, that were operating effectively for ensuring that 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 thereunder.

We have conducted our audit in accordance with the auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 a true and fair view in 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 includes evaluating the appropriates of the accounting policies used and the reasonableness of the accounting estimates made by the 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 reasonable basis for our audit opinion.

### **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 accounting principles generally accepted in India.

In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2015;

- a) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date;
- b) 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 in terms of Section 143(11) of the Companies Act, 2013, we enclose in Annexure a statement on the matters specified in the paragraph 3 & 4 of the said order to the extent applicable to the company.
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 purpose of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of the books of account made available to us.
  - c) The Balance Sheet, Statement of Profit & Loss and the 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 representation received from the Directors as on 31.03.2015 taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31.03.2015 from being appointed as director in terms of clause (g) of Sub Section (2) of Section 164 of the companies Act, 2013.
  - 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. Company has not made provision for gratuity and leave encashment which is on payment basis-Refer Note No.28 (d).

- ii. During the year Company has charged depreciation on Fixed Assets on SLM Method as per Schedule II of Companies Act, 2013. In yester Year Company charged depreciation on fixed assets as per rate mentioned in Income tax Act, 1961. This change has resulted understatement of net profit to the extent of Rs. 1, 89,964/- Hence deviation is being reported.

**Place: 1372, Kashmere Gate,  
Delhi – 110006  
Date: 26<sup>th</sup> Day of May, 2015**

**FOR KAMAL & COMPANY**

**CHARTERED ACCOUNTANTS  
MEMBERSHIP NO. 012738**

## **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

**The annexure referred to in our Independent Auditor's Report to the member of Superior Industrial Enterprises Limited, New Delhi for the year ended march 31<sup>st</sup>, 2015, we report that.**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets except vehicles.  
(b) The assets have been physically verified by the management during the year in our opinion the frequency of physical verification being conducted from time to time by the company appears to be reasonable having regard to the size of the company and nature of such assets. No significant discrepancy was noticed in the regard.
2. (a) Inventory of raw materials, stores, finished goods and packing material have been physically verified by the management during the year. Frequency of verification is reasonable and the procedures of physical verification of such inventories followed by management are adequate in relation to the size of company and nature of its business.  
(b) Company is maintaining proper records of inventory and the discrepancies noticed during the physical verification between physical stock and book records are not material and the same have been properly dealt with.
3. Company has not granted loans to parties listed in the register maintained u/s 189 of the Companies Act, 2013; hence this provision is not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of business with regard to purchase of inventory, fixed assets and with regard to sale of goods. We have not observed any major weakness in the internal control system during course of the audit.
5. Provision regarding acceptance of Public Deposit with directive issued by RBI along with Section-73 to 76 of Companies Act, 2013 is not applicable to the company as no such deposits accepted.
6. We have reviewed the books of account maintained by the company pursuant to the order made by the Central Government for the maintenance of cost records under section 148(I) of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
7. a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including PF, ESI, TDS, Sales Tax, Entry Tax, Service Tax and Excise Duty except sometimes there have been delay in deposit.  
b) No amount was in arrears for a period more than 6 months as regards undisputed amount payable in respect of statutory dues.  
c) According to the information and explanation given to us, provision regarding the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provision of the Companies Act, 1956 and rules there under is not applicable as no fund exist.

8. In our opinion the accumulated losses of the company are not more than fifty percent of its net worth and have not incurred cash losses in the financial year covered by our audit and in the immediately preceding financial year.
9. In our opinion company has not defaulted in repayment of dues to financial institution or bank during the year.
10. The company has given corporate guarantees to the Bankers for loan raised by M/s Hal Offshore Limited its Group Company under the same management. The terms and condition of the same are not prima facie prejudicial to the interest of the company.
11. Provision regarding end use of term loans is not applicable as no such loan raised by the company except Car Loan for Honda Car raised & utilized for purchase of aforesaid Car during the year.
12. During the course of our examination of the Books and Records of the company, carried out in accordance with the generally accepted audit practices in India and according to the information and explanation given to us we have neither come across instances of any fraud on or by the company, noticed or reported during the year nor have we been informed of such cases by management.

**Place: 1372, Kashmere Gate,  
Delhi – 110006  
Date: 26<sup>th</sup> Day of May, 2015**

**FOR KAMAL & COMPANY**

**CHARTERED ACCOUNTANTS  
MEMBERSHIP NO. 012738**

**BALANCE SHEET**  
**AS AT 31ST MARCH, 2015**

	Note	As At 31st March`2015	As At 31st March`2014
<b>I EQUITY AND LIABILITIES</b>		<b>RS.</b>	<b>RS.</b>
<b>1 Share holders' Funds</b>			
a) Share Capital	1	138,500,000	138,500,000
b) Reserves and Surplus	2	194,734,268	194,282,320
<b>2 Non-current liabilities</b>			
a) Long Term Borrowings	3	1,450,649	1,367,777
b) Long-term provisions		-	-
c) Other Long-term liabilities		-	-
d) Deferred Tax Liabilities		-	-
<b>3 Current Liabilities</b>			
a) Short Term Borrowings	4	6,839,838	4,005,425
b) Trade Payable	5	19,813,320	20,865,177
c) Other Current Liabilities	6	1,737,627	1,698,634
d) Short term provisions	7	1,941,530	1,598,629
<b>Total</b>		<b>365,017,232</b>	<b>362,317,961</b>
<b>II ASSETS</b>			
<b>1 Non-current assets</b>			
a) Fixed Assets	8		
i) Tangible assets		21,348,616	23,834,399
ii) Intangible assets		-	-
iii) Capital Work in progress		-	-
b) Other Non-current Assets	9	456,650	655,290
c) Long-term loans and advances		-	-
d) Deferred Tax Assets		-	-
<b>2 Current assets</b>			
a) Current Investment	10	294,500,000	294,500,000
b) Inventories	11	19,205,665	15,034,673
c) Trade Receivables	12	9,445,468	3,999,421
d) Cash and Cash Equivalents	13	16,357,623	18,602,023
e) Short Term Loans and Advances	14	3,703,209	5,692,156
<b>Total</b>		<b>365,017,232</b>	<b>362,317,961</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

See accompanying notes which are an integral part of the financial statements

This is the Balance Sheet referred to in our report of even date

FOR KAMAL AND COMPANY

Chartered Accountants

FRN 001033N

KAMAL K. GUPTA  
MEMBERSHIP NO. 012738

R.S.Shukla  
CFO

Kamal Agarwal  
(Managing Director)  
DIN:02644047

Place : 1372, Kashmere Gate, Delhi-110006

Neha Sarpal  
Company  
Secretary

Vijay Kumar Gupta  
(Director)  
DIN:00022885

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

	Particulars	Note	For the year ended 31st March, 2015	For the year ended 31st March, 2014
			Rs.	Rs.
<b>I)</b>	<b><u>Revenue</u></b>			
	- Revenue from operations	15	79,116,330	299,568,294
	- Other Income	16	932,554	718,104
	Total Revenue		80,048,884	300,286,398
<b>II)</b>	<b><u>Expenditure</u></b>			
	- Cost of Material Consumed	17	55,347,713	82,945,724
	- Trading Purchase		-	195,750,750
	- Change in inventories of Finished Goods, Scrap & Work in Progress	18	960,601	(3,583,936)
	- Power & Fuel Expenses		1,948,749	2,959,107
	- Employees Benefits Expenses	19	8,864,365	7,026,318
	- Finance cost	20	756,436	1,094,632
	- Depreciation		3,232,418	3,206,608
	- Other Expenses	21	7,874,841	9,217,857
	<b>Total Expenditure</b>		<b>78,985,124</b>	<b>298,617,060</b>
<b>III)</b>	Profit / Loss before exceptional and extraordinary items and tax (I-II)		1,063,761	1,669,338
<b>IV)</b>	Exceptional Items		-	-
	Profit / Loss before extraordinary items and tax (III-IV)		1,063,761	1,669,338
<b>VI)</b>	Extraordinary items		-	-
<b>VII)</b>	Profit / Loss before tax (V-VI)		1,063,761	1,669,338
<b>VIII)</b>	<b>Taxes</b>			
	(1) Current Tax		409,900	515,940
	(2) Prior Year tax		201,912	-
	(3) Deferred Tax		-	-
<b>IX)</b>	Profit / Loss for the year from continuing operations (VII-VIII)		451,949	1,153,398
<b>X)</b>	Earnings per equity share (before extraordinary items)			
	(1) Basic		0.08	0.12
	(2) Diluted		0.08	0.12
<b>XI)</b>	Earnings per equity share (after extraordinary items)			
	(1) Basic		0.08	0.12
	(2) Diluted		0.08	0.12

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

See accompanying notes which are an integral part of the financial statements

This is the statement of Profit & Loss referred to in our report of even date

FOR KAMAL AND COMPANY

Chartered Accountants

FRN 001033N

R.S.Shukla

CFO

Kamal Agarwal

(Managing Director)

DIN:02644047

KAMAL K. GUPTA

MEMBERSHIP NO. 012738

Neha Sarpal

Company

Secretary

Vijay Kumar Gupta

(Director)

DIN:00022885

Place : 1372, Kashmere Gate, Delhi-110006

**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED MARCH 31` 2015**

	Note	As At 31st March`2015	As At 31st March`2014
<b>A.      <u>Operating Activity</u></b>		<b>RS.</b>	<b>RS.</b>
Net profit before tax		1,063,761	1,669,338
<b><u>Adjustments for non-cash items:-</u></b>			
-Depreciation		3,232,418	3,206,608
- Preliminary Expenses Written off		198,640	199,112
- Bad Debts written off		3,500,000	5,830,707
Interest Expense		756,436	1,094,632
Interest Income		(850,894)	(711,630)
<b>Operating profit before working capital changes</b>		<b>7,900,361</b>	<b>11,288,767</b>
Decrease /(increase) in trade receivable		(5,446,047)	(252,757)
Decrease /(increase) in Inventories		(4,170,992)	(4,351,524)
Increase /(Decrease) in current liabilities		(1,012,864)	719,292
Decrease/(increase) in loan & Advances		(1,704,217)	(1,880,187)
Decrease /(increase) in Other Current Assets		-	1,360,187
<b>Cash flow from Operating Activities before tax paid</b>		<b>(4,433,760)</b>	<b>6,883,778</b>
Less: Tax Paid		(75,748)	(650,039)
<b>Cash generated from &amp; Used in Operating Activities after tax paid</b>		<b>(4,509,508)</b>	<b>6,233,739</b>
<b>B.      <u>Investing Activity</u></b>			
Acquisition of assets (Net of Disposal)		(746,635)	(3,135,035)
Investment shares, mutual fund		-	-
Profit /(Loss) on sale of investment		-	-
Profit /(Loss) on sale of non-current assets		-	-
Dividend income		-	-
Interest income		850,894	711,630
		-	-
<b>Cash flow from Investing Activities</b>		<b>104,259</b>	<b>(2,423,405)</b>
<b>C.      <u>Financing Activity</u></b>			
Proceeds from issue of share Capital including Premium		-	-
Interest expense		(756,436)	(1,094,632)
Short Term Borrowings		2,834,413	3,017,722
Repayment of Long term borrowing		82,872	(306,833)
<b>Cash flow from Financing Activities</b>		<b>2,160,849</b>	<b>1,616,258</b>
<b>Net (Decrease) / Increase in cash and cash Equivalents</b>		<b>(2,244,400)</b>	<b>5,426,592</b>
Cash and cash equivalents at the beginning		18,602,023	13,175,431
Cash and cash equivalents at the closing		16,357,623	18,602,023
Cash and cash equivalents at the Close (including FD & Into accrued)		16,357,623	18,602,023
This is the cash flow statement referred to in our report of even date			
FOR KAMAL AND COMPANY			
Chartered Accountants			
FRN 001033N			
	R.S. Shukla CFO	Kamal Agarwal (Managing Director) DIN:02644047	
KAMAL K. GUPTA MEMBERSHIP NO. 012738	Neha Sarpal Company Secretary	Vijay Kumar Gupta (Director) DIN:00022885	
Place : 1372, Kashmere Gate, Delhi-110006			



**Superior Industrial Enterprises Limited**  
**Notes on Accounts (Forming part of Financial Statements as at 31st March`2015)**

**Note 1 – Share Capital**

**(a) Particulars of Shares**

	<b>As At 31st March`2015</b>	<b>As At 31st March`2014</b>
	<b>Rs.</b>	<b>Rs.</b>
- Equity Shares – 1,50,00,000 (1,50,00,000) of Rs. 10/- each	150,000,000	150,000,000
	150,000,000	150,000,000
<b>ISSUED, SUBSCRIBED &amp; CALLED UP</b>		
- Equity Shares – 1,38,50,000 (1,38,50,000) of Rs. 10/- each	138,500,000	138,500,000
Total issued, subscribed & called up capital	138,500,000	138,500,000

**(b) Reconciliation of number of shares outstanding at the beginning and end of the year.**

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares (Nos)</b>				
Balance of shares at the beginning of the year	13,850,000	138,500,000	13,850,000	138,500,000
Add: Additions during the year	-	-	-	-
Less: Buy back during the year	-	-	-	-
Balance of shares at the end of the year	13,850,000	138,500,000	13,850,000	138,500,000

1. Equity Shares include 95,00,000 (95,00,000) Shares of Rs.10/- each issued as fully paid during the year 2012-13 at premium of Rs. 21/- per share

**(c) Details of shareholder holding more than 5 percent shares in the company**

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	%age holding	No. of Shares	%age holding
<b>Equity Shares (Nos)</b>				
M/S Hal Offshore Ltd.	2,004,803	14.48	1,532,500	11.1
M/s Jay Polychem (India) Pvt. Ltd.	1,500,000	10.83	1,500,000	10.8
M/s Moon Beverages Ltd.	1,466,305	10.59	1,493,500	10.8
M/S Hindustan Aqua Ltd.	1,000,000	7.22	1,000,000	7.2
Mr. Sanjeev Agarwal	-	-	790,000	5.7
Ms. Deepti Agarwal	-	-	697,500	5.0

**Note 2 – Reserve & Surplus**

	Details	As at March 31, 2015	Details	As at March 31, 2014
<b>General Reserve</b>				
- Opening balance	-		-	
- Add: Transferred from surplus	-		-	
- Less: Transferred to surplus	-	-	-	-
<b>Share Premium</b>				
- Opening balance	199,500,000		199,500,000	
- Add: Reserve received during the year	-		-	-
- Less: Transferred to surplus	-	199,500,000	-	199,500,000
<b>Statutory Reserves</b>				
<b>- Foreign Exchange earnings unutilised reserves</b>				
- Opening balance	-		-	
- Add: Transferred from surplus	-		-	-
- Less: Transferred to surplus	-	-	-	-
<b>Profit &amp; Loss Account</b>				
- Opening balance	(5,217,680)		(6,371,079)	
- Add: Profit / (Loss) for the year	451,949		1,153,398	
- Transfer from General Reserve	-		-	
- Less: Transferred to General Reserve	-	(4,765,732)	-	(5,217,680)
Total		194,734,268		194,282,320

**Note 3 Long Term Borrowings**

	As At 31st March`2015	As At 31st March`2014
	Rs.	Rs.
<b>SECURED</b>		
- Punjab National Bank – Car Loan (Secured against hypothecation of Car)	426,952	-
- HDFC Bank – Car Loans (Secured against hypothecation of Car)	1,023,697	1,367,777
	1,450,649	1,367,777

**Note 4 – Short Term Borrowings**

	<b>As At 31st March' 2015</b>	<b>As At 31st March' 2014</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>SECURED</b>		
- Overdraft from PNB, Delhi (Secured against Bank Fixed Deposit)	5,018,588	2,259,502
- PNB Buyers Credit (Secured against Bank Fixed Deposit)	1,821,250	1,745,923
	6,839,838	4,005,425
	6,839,838	4,005,425

**Note 5 – Trade Payable**

	<b>As At 31st March' 2015</b>	<b>As At 31st March' 2014</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Trade Payables</b>		
- Bills Payable – Suppliers	19,648,024	20,705,559
-                      - Others	165,296	159,618
<b>- Total</b>	<b>19,813,320</b>	<b>20,865,177</b>

**Note 6 – Other Current Liabilities**

	<b>As At 31st March' 2015</b>	<b>As At 31st March' 2014</b>
	<b>Rs.</b>	<b>Rs.</b>
- Statutory liabilities	262,045	463,670
- Others	1,475,582	1,234,964
<b>- Total</b>	<b>1,737,627</b>	<b>1,698,634</b>

**Note 7 – Short Term Provisions**

	<b>As At 31st March' 2015</b>	<b>As At 31st March' 2014</b>
	<b>Rs.</b>	<b>Rs.</b>
- Provision for Income Tax	1,495,940.00	1,598,629
- Others	445,590.00	-
<b>- Total</b>	<b>1,941,530.00</b>	<b>1,598,629</b>

**Note 8 – Fixed Assets**

Particulars	Gross Block				Depreciation				Net Book Value	
	As at April 1, 2014	Additions/ Adjustments during the year	Deduction / Retirement during the period	As at March 31, 2015	As at April 1, 2014	Additions/ Adjustment during the year	Deduction / Retirement during the period	As at March 31, 2015	As at March 31, 2015 (SLM)	As at March 31, 2014 (As per Income Tax)
<b><u>Tangible assets:</u></b>										
Land & Site Development	3,306,898	-	-	3,306,898	-	-	-	-	3,306,898.00	3,306,898
Building Factory	14,637,871	-	-	14,637,871	11,865,602	99,603	-	11,965,205	2,672,666.00	2,772,269
Building Admin Block	1,022,994	-	-	1,022,994	839,048	7,498	-	846,546	176,448	183,946
Plant & Machinery	95,060,932	-	72,378,224	22,682,708	80,089,578	2,659,388	72,378,224	10,370,742	12,311,966	14,971,354
Air Conditioner	30,240	-	-	30,240	30,029	-	1,301	28,728	1,512	211
D.G. Set	405,000	-	-	405,000	193,588	31,860	-	225,448	179,552	211,412
Computer	240,445	-	-	240,445	231,598	6,014	837	236,775	3,670	8,847
Printers	-	10,250	-	10,250	-	142	-	142	10,108	-
Typewriter	26,302	-	-	26,302	26,302	-	489	25,813	489	-
Telecommunication System	123,491	-	-	123,491	117,805	-	-	117,805	5,686	5,686
Fax & Photocopier	96,928	-	-	96,928	94,971	-	2,889	92,082	4,846	1,957
Electric Installation	497,712	-	-	497,712	222,277	52,060	-	274,337	223,375	275,435
Tools & Dies	152,906	-	-	152,906	152,906	-	-	152,906	-	-
Water Cooler	47,130	-	-	47,130	14,302	3,964	-	18,266	28,864	32,828
Weighting Machine	452,037	-	-	452,037	445,618	-	16,183	429,435	22,602	6,419
Furniture & Fixture	129,103	11,475	-	140,578	89,069	6,942	-	96,011	44,567	40,034
Vehicles	3,597,494	-	-	3,597,494	3,421,255	-	3,636	3,417,619	179,875	176,239
Car - Honda Amaze	-	699,575	-	699,575	-	78,556	-	78,556	621,019	-
Car - Innova	1,344,691	-	-	1,344,691	373,152	150,717	-	523,869	820,822	971,539
Car - Bentley	-	30,770,887	30,770,887	-	-	-	-	-	-	-
Verna Car Hyundai	1,105,660	-	-	1,105,660	236,335	135,674	-	372,009	733,651	869,325
<b>- Total</b>	<b>122,277,834</b>	<b>31,492,187</b>	<b>103,149,111</b>	<b>50,620,910</b>	<b>98,443,435</b>	<b>3,232,418</b>	<b>72,403,559</b>	<b>29,272,294</b>	<b>21,348,616</b>	<b>23,834,399</b>
<b><u>Intangible assets</u></b>										
	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
<b>- Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
<b>- Total</b>	<b>122,277,834</b>	<b>31,492,187</b>	<b>103,149,111</b>	<b>50,620,910</b>	<b>98,443,435</b>	<b>3,232,418</b>	<b>72,403,559</b>	<b>29,272,294</b>	<b>21,348,616</b>	<b>23,834,399</b>
<b>Previous year</b>	<b>119,142,799</b>	<b>3,135,035</b>	<b>-</b>	<b>122,277,834</b>	<b>95,236,827</b>	<b>3,206,608</b>	<b>-</b>	<b>98,443,435</b>	<b>23,834,399</b>	

Note 9 – Other Non-current Assets

	As At 31st March`2015	As At 31st March`2014
	Rs.	Rs.
Premilinary Expenses	456,650	655,290
<b>- Total</b>	<b>456,650</b>	<b>655,290</b>

Note 10 – Current Investments

	As At 31st March`2015	As At 31st March`2014
	Rs.	Rs.
<b>AT COST</b>		
- 316000 Equity Share of Rs.10/-each at premium of Rs.365/- in Moon Beverages Ltd.	118,500,000	118,500,000
- 3275000 Equity Share of Rs.10/-each at premium of Rs.30/- in Hindustan Aqua Ltd.	131,000,000	131,000,000
- 300000 Equity Share of Rs.10/-each at premium of Rs.140/- in Metbrass Plassim India Ltd.	45,000,000	45,000,000
-		
<b>- Total</b>	<b>294,500,000</b>	<b>294,500,000</b>

Note 11 – Inventories

	As At 31st March`2015	As At 31st March`2014
	Rs.	Rs.
Finished Goods	11,476,084	13,070,441
Work in Process	946,200	263,152
Scrap (Wastage)	6,820	56,112
Raw Material	6,548,108	1,644,968
Stores & Spares	228,453	-
<b>- Total</b>	<b>19,205,665</b>	<b>15,034,673</b>

	As At 31st March`2015	As At 31st March`2014
	Rs.	Rs.
<b><u>debts outstanding for a period exceeding six months</u></b>		
<b>Unsecured</b>		
Considered good	-	-
Considred doubtful	-	3,500,000
	-	3,500,000
Less: Provision for doubtful debts	-	-
	-	3,500,000
<b><u>Other debts</u></b>		
<b>Unsecured</b>		
Considered good	9,445,468	499,421
Considred doubtful	-	-
	9,445,468	499,421
Less: Provision for doubtful debts	-	-
	9,445,468	499,421
-	9,445,468	3,999,421

## Note 13 - Cash and Cash Equivalents

	As At 31st March`2015	As At 31st March`2014
	Rs.	Rs.
Cash on Hand	104,970	612,368
<b>Balance with Banks</b>		
- In current Account	94,026	596,080
- In Fixed Deposits	12,712,844	8,439,712
- Cheque in Hand	3,445,783	8,953,863
-	16,357,623	18,602,023

## Note 14 - Short-Term Loans and Advances

	As At 31st March`2015	As At 31st March`2014
	Rs.	Rs.
<b><u>Unsecured considered good</u></b>		
<b><u>- Advances recoverable in cash or in kind or for value to be received</u></b>		
- Excise Duty/Service Tax Recoverable	893,950	673,520
- Service Tax Recoverable	90,600	64,776
- Vat Recoverable	138,580	212,299
- Prepaid expenses	20,095	34,524
- Sales Tax Arrear A.Y. 2006-07	-	350,000
- Advance Tax & Self assessment tax	1,378,900	1,527,930
- TDS	204,778	248,912
- Security Deposit	45,000	80,195
- Advances	931,306	2,500,000
- Total	3,703,209	5,692,156

**Note 15 - Revenue from Operations**

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
- Domestic Manufacturing Sales	78,268,890	100,500,962
- Trading Sales	-	197,669,875
- Scrap Sales	847,440	1,397,457
	<b>79,116,330</b>	<b>299,568,294</b>

**Note 16 - Other Income**

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
- Interest (Income Tax deducted at Source Rs. 75,747/- (Rs. 71,139/-))	850,894	711,630
- Opening Retained Earnings	25,335	-
- Discount received	55,611	6,474
- Miscellaneous Income	714	-
	<b>932,554</b>	<b>718,104</b>

**Note 17 - Cost of Material Consumed**

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
- Opening Stock	1,644,968	877,380
- Purchases	60,250,853	83,713,312
- Less : Closing Stock	6,548,108	1,644,968
- Consumption	<b>55,347,713</b>	<b>82,945,724</b>

**Note 18 - Change in Inventories of Finished Goods, Scrap and Work in Progress**

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
<b>- Opening Stock</b>		
- Finished Goods	13,070,441	9,586,373
- Work in Process	263,152	194,385
- Scrap (Wastage)	56,112	25,011
<b>- Total</b>	<b>13,389,705</b>	<b>9,805,769</b>
<b>- Closing Stock</b>		
- Finished Goods	11,476,084	13,070,441
- Work in Process	946,200	263,152
- Scrap (Wastage)	6,820	56,112
<b>- Total</b>	<b>12,429,104</b>	<b>13,389,705</b>
<b>- Net change in stocks</b>	<b>960,601</b>	<b>(3,583,936)</b>

Note 19 - Employees Benefits Expenses

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
- Salaries to Executive	1,638,521	900,000
- Wages Expenses	6,527,738	5,180,386
- Bonus	143,434	326,690
- Provident Fund	207,246	131,775
- Employees State Insurance	62,114	41,015
- Welfare Expenses	285,312	446,452
	<b>8,864,365</b>	<b>7,026,318</b>

Note 20 - Finance Cost

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
- Interest - Bank	682,270	357,342
- Others	11,438	370
- Bank Charges / Processing Fee	62,728	736,920
	<b>756,436</b>	<b>1,094,632</b>

Note 21 - Other Expenses

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
<b><u>Administrative &amp; Other Expenses</u></b>		
Advertisement Expenses	81,196	72,956
Audit Fee	200,000	224,720
<b><u>Repair &amp; Maintenance of</u></b>		
(a) Building	118,681	136,945
(b) Plant & Machinery	549,477	843,277
(c) Car	110,829	51,371
Discount Allowed	-	3,744
Cost Of Samples & Designing Charges	-	154,545
Freight Charges on dispatches	-	157,780
Bad debts / Claim recoverable written off	3,500,000	5,830,707
Preliminary Expenses written off	198,640	199,112
Fees & Taxes	282,557	75,461
Directors Sitting Fee	333,708	-
Loading & Unloading Charges (Crane)	831,860	133,760
Insurance Expenses (Factory)	68,500	68,370
Legal & Professional Charges.	529,706	814,655
Printing & Stationery	105,098	78,334
Postage & Courier Expenses	146	-
Telephone Expenses	37,751	34,264
Travelling & Conveyance Exp.	129,750	50,931
Service Tax Arrear	-	91,364
- Net (gain) / loss on foreign currency transaction	75,327	122,346
Sales Tax demand paid	550,000	-
Property Tax	88,805	71,044
Miscellaneous	82,810	2,171
	<b>7,874,841</b>	<b>9,217,857</b>



**Note 22 - Related Party Transactions**

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
- Sales (Including Taxes)	85,774,018	121,133,975
	<b>85,774,018</b>	<b>121,133,975</b>

**Note 23 - Revenue in Foreign Currency**

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
Sale of stocks in Trade	-	197,669,875
	<b>-</b>	<b>197,669,875</b>

**Note 24 - Expenditure in Foreign Currency**

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Rs.	Rs.
Purchase of Stocks in Trade	-	195,750,750
Interest Paid	33,896	-
	<b>33,896</b>	<b>-</b>

**Note 25 - Value of Import on CIF Basis**

	As At 31st March 2015	As At 31st March 2014
	Rs.	Rs.
Car - Bentley	10,177,196	-
Capital Goods - Machinery	-	2,861,260
	<b>10,177,196</b>	<b>2,861,260</b>

**Note 26 – Notes On Accounts**

- I. Confirmations in support of outstanding expenses payable amount due to suppliers are being obtained at the instance of auditors.
- II. Power & Fuel cost is inclusive of cost of L.P.G, Diesel & Electricity.
- III. Sundry Debtors Written off represent quality rebate given in yester years supplies on final settlement of accounts.
- IV. Share issue expense of yester years have been amortized as per provision of section 35D of Income Tax Act, 1961.
- V. Wherever expenses/payment was not supported by bill/receipts, auditors have relied upon satisfaction of expenses/payment.
- VI. Sales Tax Arrears for Assessment Year 2006–2007 have been recorded in books of accounts.

**Note 27 – Contingent Liabilities exist in respect of.**

- (a) Any demands that may be raised suppliers of machinery/ Raw Material & other suppliers on reconciliation of accounts.
- (b) Any demands that may be raised E.S.I. & P.F. authorities on delay deposit of E.S.I /P.F. contribution.
- (c) Any demand that may be raised by Excise, Income Tax & sales Tax authorities on completion of pending assessment. Sales Tax Assessment are pending from 2012–2013.

**Note 28 – Accounting Policies**

- a) Cost of Inventory of Raw Material, stores, Chemicals & packing Material is inclusive of Purchase Price & Net of Excise Duty.
- b) Sales are net of Excise Duty.
- c) Stock of Raw Material & Packing Material are valued at cost price. Purchase Cost is inclusive of cost of Raw Material, Insurance, and Entry Tax with cess. Finished Goods Stock has been valued at selling rate subject to adjustment of excise duty.
- d) As per the practice of the company the liability on account of Gratuity and Leaves Encashment would be on the payment basis. However the company is proposing to take up effective steps for insurance cover.
- e) Fixed assets are stated at cost. All cost relating to acquisition and installation of Fixed Assets are capitalized.
- f) During the year Company has charged depreciation on Fixed Assets on SLM Method as per Schedule II of Companies Act, 2013. In yester Years Company charged depreciation on Fixed Assets as per rate mentioned in Income Tax Act, 1961.
- g) P.F. /E.S.I charges are inclusive of administrative charges.

- h) Raw Material consumption for the year is inclusive of Raw Material Stores consumed during the year.
- i) Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet and Provision for all known liabilities have been made.
- j) Advances recoverable in cash or kind include advances made to Machinery suppliers which would be, adjusted on rendition of the accounts receipts of the material/ render of services.
- k) No Provision made for deferred tax liability and steps are yet to be taken for creation of deferred tax assets as on 31.03.2015.
- l) Previous year figures have been rearranged/ regrouped to make them comparable.
- m) Foreign Currency Transaction is accounted for at the exchange rates from prevailing on the date of transaction. All foreign currency liabilities at the year are accounted for at FEDAI exchange rates prevailing on the date any resulting foreign exchange gain or losses are recognized as period cost.
- n) During the year company has imported Car-Bentley from London for Rs.3, 07, 70,887/- and same has been sold to Group Company -HAL Offshore Ltd. during the year at purchase cost.

**R S Shukla**  
(CFO)

**Neha Sarpal**  
(Company Secretary)

**Kamal Agarwal**  
(Managing Director)

**Vijay Kumar Gupta**  
(Director)

Place, 1372, Kashmere Gate,  
Delhi – 110 006  
Date, 26<sup>th</sup> Day of May 2015

**FOR KAMAL & COMPANY**

**CHARTERED ACCOUNTANTS**  
**MEMBERSHIP NO. 012738**

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# Superior Industrial Enterprises Limited

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25, Bazar Lane, Bengali Market, Connaught Place, New Delhi-110001 • Tel : 23731233, 23731230

Website: www.superiorindustrial.in

To,

Date:14.08.2015

**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001

**Sub: Submission of Annual Audit Report for the year end 31<sup>st</sup> March, 2015  
(Pursuant to Clause 31(a) of Listing Agreement)**

Dear Sir

We are pleased to inform that the company will hold its Annual General Meeting on Tuesday, September 15, 2015 at 11.00 a.m. at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074. Accordingly, pursuant to Clause 31(a) of the Listing Agreement, please find enclosed six copies of Annual report for the financial year ended 31<sup>st</sup> March, 2015 along with Form A as below:

**FORM A**

1.	Name of the Company	Superior Industrial Enterprises Limited		
2.	Annual financial statements for the year	31 <sup>st</sup> March, 2015		
3.	Type of Audit observation	Un-qualified		
4.	Frequency of observation	Not Applicable		
<p>For Kamal &amp; Co. Chartered Accountants FRN:001033N</p> <p><i>Kamal Kishore Gupta</i> Chartered Accountants FRN:001033N Partner Membership No. 012738</p> <p>Date:14.08.2015</p>		<p><i>Kamal Agarwal</i> Kamal Agarwal (Managing Director) DIN: 02644047 D-402, Saraswati Apprts, I P Ext, Patpar Ganj, Delhi- 110092</p> <p>Date:14.08.2015</p>		
		<p><i>Mr. Sudhir Tandon</i> Mr. Sudhir Tandon (Chief Financial Officer) PAN No.: AABPT7790B Add:- Address: Vill- Dhakoli Teh- Dera Bassi Disttt- S.A.S Nagar- 160055</p> <p>Date:14.08.2015</p>		
		<p><i>Mr. Vijay Kumar Gupta</i> Mr. Vijay Kumar Gupta (Chairman, Audit Committee) DIN: 0022885 Add:- 162-B, Pocket C, Sidharth Extn. New Delhi-110014</p> <p>Date:14.08.2015</p>		

For Superior Industrial Enterprises Limited

*Neha Sarpal*  
Neha Sarpal  
Company Secretary