



**Superior Industrial  
Enterprises Limited**

**(FORMERLY KNOWN AS SUPERIOR VANASPATI LIMITED)**

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Tel. +011-43585000; Fax. +43585015 Website: www.superiorindustrial.in  
E mail: info@superiorindustrial.in CIN: L15142DL1991PLC046469**

Date: 22.09.2016

To,

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
Scrip Code: 519234

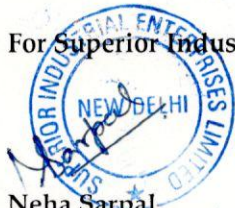
Dear Sir,

Please find attached herewith copy of Minutes of Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2016

Thanking you,

Yours Faithfully,

For Superior Industrial Enterprises Limited



Neha Sarpal  
Company Secretary

**MINUTES OF THE PROCEEDINGS OF 25<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE M/S SUPERIOR INDUSTRIAL ENTERPRISES LIMITED HELD AT AGGARWAL FARM HOUSE, A-5, BHATI MINES ROAD, NEAR DERA CROSSING, FATEHPUR (CHATTARPUR), DELHI-110074 ON TUESDAY THE 22<sup>ND</sup> DAY OF THE SEPTEMBER, 2016 AT 10:00 A.M. CONCLUDED AT 1.00 PM**

**PRESENT:**

**Mr. Vijay Kumar Gupta** Chairman & Independent Director of the Company

**Also as Chairman of the Audit Committee, Stakeholder Relationship Committee AND Risk Management Committee**

**Mr. Kamal Agarwal** Managing Director of the Company

**Mr. Krishna Kumar Agarwal** Director of the Company

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

- 1. Mr. Kamal Gupta, due to ill health presence of Mr. kamal Kishore Gupta, Proprietor of M/s Kamal & Co., was exempted by the Company.**
- 2. In aggregate 17 members were present in person, 5 members as authorised representatives of Body Corporates and none of the members were represented by their proxies.**
- 3. In accordance with Articles of Association of the Company, Mr. Vijay Kumar Gupta took the Chair and welcomed the members to the 25<sup>th</sup> Annual General Meeting of the Company. The requisite quorum being present, he called the meeting in order.**
- 4. The following documents and Registers were placed on the table:**
  - (i) Notice convening the 25<sup>th</sup> Annual General Meeting.**
  - (ii) Director's Report and also with annexure thereto for the financial year ended 31<sup>st</sup> March, 2016.**
  - (iii) The Audited Accounts and Auditor's Report thereon for the financial year ended 31<sup>st</sup> March, 2016.**
  - (iv) The register of Director's and Key Managerial Personnel and shareholding thereto (remain open for inspection during the meeting).**
- 5. At 10:00 a.m., the Chairman commenced the meeting by welcoming the Members to the 25<sup>th</sup> Annual General Meeting. The Chairman announced that the requisite quorum being present, the meeting was called to order.**
- 6. The Chairman introduced and welcomed the Members of the Board of Directors, Members of the committee and other invitees present on the dais.**
- 7. Thereafter the Chairman commenced the formal Agenda of the Annual General Meeting and with the consent of the members present, the Notice convening the meeting, the Director's Report along with annexures thereto and the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2016 were taken as read.**

8. The Chairman then announced that until 48 hours before the time of the commencement of the Annual General Meeting, 5 representation under Section 113 of the Companies Act, 2013, covering a total of 51,77,739 equity shares of Rs. 10/-, had been received and the same were laid on the table along with Register of the proxies, Register of Director's and Key Managerial Personnel and shareholding thereto which were open for inspection.

9. The Chairman informed the Shareholders that the Annual Report on the Annual Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2016 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse on the functioning of the Company. He stated that in terms of Section 145 of the Companies Act, 2013 only the qualifications, observations or comments, mentioned in the Auditor's Report which have adverse on the functioning of the Company were required to be read at General Meeting. Since there were no such qualifications, observations or comments, the Auditor's Report was not required to be read.

10. The Chairman informed that the Company had provided the facility of the e-voting to its shareholders to exercise their right to vote on the Resolutions proposed to be passed at AGM. The Chairman requested Ms. Neha Sarpal, Company Secretary & Compliance Officer to brief the members about the voting procedure at the AGM.

11. Ms. Neha Sarpal, Company Secretary & Compliance Officer informed the shareholders that as per the Companies Act & Listing Agreement and Regulation, the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically. The remote e-voting was open from 19<sup>th</sup> September, 2016 to 21<sup>st</sup> September, 2016. She also informed that in line with the provisions of the Companies Act, 2013, voting by 'Show of Hands' was not permitted at the general meeting where e-voting has been offered to the shareholders. Therefore, the arrangements had been made for conducting e-voting for the Shareholders at the venue of the meeting. She further informed that the members attending the AGM who had not cast their vote by remote e-voting were eligible to vote at the AGM.

12. Ms. Neha Sarpal, Company Secretary & Compliance informed that Arvind Kushwaha & Associates, whole time practicing company secretary was appointed as the Scrutinizer for the e-voting process.

13. The Chairman informed the shareholders about the flow of events at the AGM and stated that after his speech, he would move ALL the resolutions as set out in the Notice of AGM and then will move to discussion and Q&A session. On the conclusion of the Q&A session, the shareholders could cast their vote on the resolutions through e-voting. The Chairman further informed that combined results of entire e-voting process would be displayed on the website of the Company and the Stock Exchanges.

14. The Shareholders gave their consent to the said flow of AGM proceedings.

15. The Chairman then took up the official business of the meeting.

The Chairman, thereafter, read the resolutions as follows:

#### **RESOLUTION NO. 1**

#### **ADOPTION OF FINANCIAL STATEMENTS- ORDINARY RESOLUTION:**



The Chairman took up the first item of the Agenda and with the consent of the members present, the Ordinary Resolution for the item No. 1 of the notice pertaining to adoption of the Standalone and Consolidated Audited Statement of Profit & Loss, Balance Sheet, Director's Report and Auditor's Report for the financial year ended 31<sup>st</sup> March, 2016 were taken as read. The Resolution for item No. 1 of the Notice read as follows:

**"RESOLVED THAT** the Standalone and Consolidated Audited Statement of Profit & Loss for the financial year ended 31<sup>st</sup> March, 2016, the Audited financial statement on that date, the Auditor's Report and the Director's Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted."

#### RESOLUTION NO. 2

#### APPOINTMENT OF MR. KRISHNA KUMAR AGARWAL (DIN: 06713077), AS DIRECTOR RETIRE BY ROTATION:

The Chairman stated that as per the Article of Association of the Company, all the Directors other than the Managing Director would retire at this Annual General Meeting.

The Chairman stated that Mr. Krishna Kumar Agarwal would retire in accordance with Article of Association of the Company and the provisions of the Companies Act, 2013 and being eligible, offered himself for re-election.

The Chairman read the Ordinary Resolution for re-appointment of Mr. Krishna Kumar Agarwal, set at item No. 2 of the Notice pertaining to re-appointment of Mr. Krishna Kumar Agarwal, as follows:

**"RESOLVED THAT** Mr. Krishna Kumar Agarwal, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable for determination by retirement of Directors by rotation."

#### RESOLUTION NO. 3

#### APPOINTMENT OF AUDITOR AND FIX THEIR REMUNERATION:

The Chairman informed that the next item was with respect to the re-appointment of M/s Kamal & Co, as Statutory Auditor of the Company. The members were informed that the remuneration of Statutory Auditor of the next financial year 2016-17 was proposed to be as decided by the Board of Directors of the Company.

With the consent of the members present, the Ordinary Resolution set out at the item No. 3 of the Notice pertaining to the re-appointment of and fixing of remuneration of the Auditors was taken as read. The Resolution set out a item No. 3 of the Notice as read as follow:

**"RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, 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

### RESOLUTION NO. 4

#### TO APPROVE REMUNERATION OF COST AUDITOR OF THE COMPANY:

The Chairman then took up item No 4 relating to rectification of the remuneration payable to M/s Mahesh Singh & Co., Cost Accountant, who were appointed to conduct the audit of the cost records of the Company for the financial ended 31<sup>st</sup> March, 2017. In terms of the provisions of the 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 the Cost Auditor was required to be ratified by the Members of the Company.

With the consent of the Members present, the Ordinary Resolution set at item No. 4 of the Notice pertaining to ratification of remuneration to Cost Auditor was taken as read. The Resolution set at item no. 4 of the Notice read as follow:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, “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 31<sup>st</sup> March, 2017, for remuneration amounting to Rs. 30,000 (Rupees Thirty Thousand) only and also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board be and is hereby ratified and confirmed.”

### RESOLUTION NO. 5

#### TO APPROVE THE LIMIT OF LOAN, INVESTMENTS AND GUARANTEE IN ACCORDANCE WITH THE PROVISIONS OF SECTION 186 OF THE COMPANIES ACT, 2013

The Chairman then took up item No 5 relating to making investments under Section 186 of the Companies Act, 2013 that the Company has proposed for investment in Equity/Debt instruments of various Companies and for which it was proposed to approve the investment limit in compliance with the provisions of Section 186 of Companies Act, 2013. It was proposed to approve the investment limit of Rs. 1000 (Rupees Two Hundred Crores Only).

With the consent of the Members present, the Special Resolution set at item No. 5 of the Notice pertaining to make investments under Section 186 of the Companies Act, 2013 was taken as read. The Resolution set at item no. 5 of the Notice read as follow:

“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 give loan, make investments in the securities of other bodies corporate and providing security 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. 1000 Crores.

**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."

After the above resolution was moved and seconded, the Chairman mentioned that the shareholders who did not wish to seek any clarification or ask question could vote in the e-voting Station outside the AGM hall. On conclusion of the discussion and Q&A session, the Members could also cast vote in the AGM hall .

The chairman thanked the Members for the kind words and appreciation and stated that the suggestions and feedback would be evaluated.

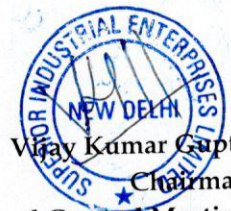
After responding to all the queries of Members, the chairman handed over the process to the scrutinizers and requested the volunteers to assist the shareholders in casting their vote.

The Chairman announced that the combined Results of remote e-voting done previously and voting at the AGM, would be available on Website of the company and also on the website of the Stock Exchanges.

The meeting concluded at 1.00 pm. with a vote of thanks to the chair.

Place: New Delhi

Date: 22<sup>nd</sup> September, 2016



Vijay Kumar Gupta  
Chairman

25<sup>th</sup> Annual General Meeting

DIN: 00022885

Add.: 162-B, Pocket C,

Sidharth Extn, New Delhi-110014