



SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

25, BAZAR LANE, BENGALI MARKET, CONNAUGHT PLACE, NEW DELHI - 110001

TEL: 011-23731233, 23731230

ANNUAL REPORT

2012-13

*PRESENTING THIS ANNUAL REPORT FOR PERFORMANCE EVALUATION OF THE COMPANY
DURING THE YEAR 2012-13*

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

Notice is hereby given that an Annual General Meeting of the Members of Superior Industrial Enterprises Limited ("the Company") will be held on Monday, September 30, 2013 at 09.30 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 Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Prasad Mehrotra, who retires by rotation and being eligible offers himself for re-appointment

"RESOLVED THAT pursuant to the provisions of Section 255 and 256 of the Companies Act, 1956, Mr. Mahesh Prasad Mehrotra, who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby reappointed as director of the Company with effect from the conclusion of this Annual General Meeting."

3. To appoint a Director in place of Mr. Rajesh Singh, who retires by rotation and being eligible offers himself for re-appointment

"RESOLVED THAT pursuant to the provisions of Section 255 and 256 of the Companies Act, 1956, Mr. Rajesh Singh, who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby reappointed as director of the Company with effect from the conclusion of this Annual General Meeting."

4. 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 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Kamal & Co., Chartered Accountants, the retiring Auditors of the company be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting till the conclusion of 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:

5. Appointment of Mr. Rashmi Kant Mittal as Managing Director

To consider and, if thought fit, to pass, with or without modification(s), the following

resolution as a **Special Resolution**:


"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force), Mr. Rashmi Kant Mittal, existing director of the Company appointed under Section 2(26) of the Act be and is hereby designated as Managing Director of the Company for a period of three years w.e.f. September 5, 2013 on the following terms and conditions:

- (a) Salary & Other allowances: Nil, However he shall be entitled for reimbursement of all actual expenses for the business of the Company.
- (b) He shall not be entitled to any sitting fees for attending the Board Meetings of the Company.
- (c) Subject to the superintendence, control and direction of the Board, Mr. Rashmi Kant Mittal shall perform such duties and functions as may be delegated to him from time to time.

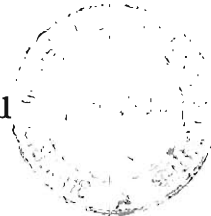
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign, execute and file and/ or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives to give effect to this Resolution."

By Order of the Board of Directors
For Superior Industrial Enterprises Limited

Place: New Delhi
Date: September 5, 2013


Mukesh Aggarwal
Director


Ashok Saxena
Director



NOTES:

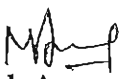
- A. **APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED.
- B. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 26, 2013 to Monday, September 30, 2013.
- C. **Corporate Members:** Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- D. The Annual Report for the year ended March 31, 2013 containing inter-alia, the Directors' Report, Auditors' Report and the audited financial statements are enclosed.
- E. Members/Proxies attending the meeting are requested to bring their copy of AGM Notice to the Meeting.
- F. **Queries at the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at Least Seven Days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- G. **Explanatory Statement:** The relative Explanatory Statements, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item No. 4 to be carried into the meeting, are annexed hereto.
- H. **Inspection of Documents:** Copies of Memorandum and Articles of Association of the Company and any other documents referred to in the Notice etc., shall be open for inspection at the Registered Office of the Company on any working day between 11 A.M. and 2 P.M. up to the date of the AGM and also at the general meeting venue during the meeting.
- I. The Register of Directors' Shareholdings, maintained under section 307 of the Companies Act, 1956, shall be available for inspection by the members at the AGM venue during the meeting.
- J. Members/Proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the Company for admission to the Meeting Hall.

- K. Address Change intimation:** 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, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020. E-mail: info@masserv.com, website: www.masserv.com is the Registrar and Share Transfer Agent (RTA). MAS Services Limited is also the depository interface of the Company with both NSDL and CDSL. So, Members holding shares in electronic form must intimate the change in their address, if any, to MAS Services Limited only.
- L.** In all correspondence with the Company, members are requested to quote their account/folio numbers.
- M.** Members who hold shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members are advised to avail of the nomination facility by filing Form 2B in their own interest. Blank Forms will be supplied by the Company on request. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
- N.** As per Section 53 of the Companies Act, 1956, which provides for service of documents under 'Certificate of Posting' as one of the accepted mode of service, whereas the Department of Posts has discontinued the postal facility under 'Certificate of Posting' vide their letter dated February 23, 2011.

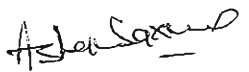
The Information Technology Act, 2000 also permits service of documents etc., in electronic mode. Keeping this in view the Ministry of Corporate Affairs vide their circular no. 17/2011 dated April 21, 2011 clarified that a Company would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronic mode provided the Company has obtained email addresses of its members for sending the notice / documents through email by giving an advance opportunity to every shareholders to register their email address and changes therein from time to time with the Company. In view of the above, the Company requests all its shareholders to kindly provide their email addresses along with client ID / folio no. and number of shares as reference to the following email addresses with Subject as "Superior Industrial Enterprises Limited - Member Email ID" at: rashmikant@superiorindustrial.in.

By Order of the Board of Directors
For Superior Industrial Enterprises Limited

Place: New Delhi
Date: September 5, 2013


Mukesh Aggarwal
Director




Ashok Saxena
Director

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item No. 4:

The Members are requested to note that the Board of Directors ("the Board") at their meeting held on September 5, 2013 considers that Mr. Rashmi Kant Mittal, existing director of the Company as appointed under Section 2(26) of the Companies Act, 1956 on 01/07/2004, is hereby re-appointed and designated as "Managing Director" for a period of three years from September 5, 2013 to September 4, 2016.


Mr. Rashmi Kant Mittal is a Director & Compliance Officer of the Company. He is graduate in commerce and associated with the company since 2004.

Your Directors recommend the Resolution for approval of the Shareholders by way of a Special Resolution as required under section 269 of the Companies Act, 1956.

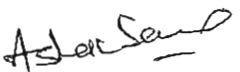
None of the Directors of the Company are interested or concerned in the proposed Resolution except the appointed director.

By Order of the Board of Directors
For Superior Industrial Enterprises Limited

Place: New Delhi
Date: September 5, 2013


Mukesh Aggarwal
Director




Ashok Saxena
Director



Superior Industrial Enterprises Limited



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

Directors' Report

Dear Members,
Superior Industrial Enterprises Limited

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 March 31, 2013.

FINANCIAL RESULTS

Financial results of the Company for the year under review are summarized as below:

Particulars	(In Lacs)	
	Year ended 31.03.2013	Year ended 31.03.2012
Total Income	917.76	843.90
Less: Total Expenditure	886.92	813.70
Profit / (Loss) before Tax	30.84	30.20
Less: Provision for Income tax	9.80	9.60
Profit / (Loss) After Tax	21.04	20.60

PERFORMANCE REVIEW

During the year under review, the Company has earned a net profit after tax of Rs.2,103,683.70/- as compared to the net profit after tax of Rs. 2,060,054.05/- 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. The performance of the Company during the period under review has been satisfactory as indicated by increased profit from last year.

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.

DIVIDEND

Company has proposed 10% dividend for the year ended March 31, 2012 along with Dividend Tax. However same was not approved by the shareholders in their Annual General Meeting held on September 29, 2012 hence withdraw during the year.

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.

CHANGES IN CAPITAL STRUCTURE

During the financial year ended March 31, 2013, the Company allotted 95,00,000 Equity Shares to its promoters and strategic investors of the Company on preferential basis in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009.

Consequently, the issued, subscribed and paid up equity share capital increased from Rs. 4,35,00,000/- to Rs. 13,85,00,000/- as at March 31, 2013. Further the revised share capital of the company has been listed on Bombay Stock Exchange Limited.

The authorized share capital of the company has also increased from Rs. 50,00,000 to Rs. 150,00,000 w.e.f. shareholder approval passed on duly convened Annual General Meeting held on September 29, 2012.

DIRECTORS

Mr. Mahesh Prasad Mehrotra and Mr. Rajesh Singh, retire by rotation in accordance with provisions of Section 256 of the Companies Act, 1956 and, being eligible, offer themselves for re-appointment & both of them has vast experience of Management and operations.

COMPLIANCE OFFICER

As per the requirement of the Listing Agreement with the Stock Exchange, Mr. Rashmi Kant Mittal, Director of the company, acts as the Compliance officer of the Company.

LISTING WITH STOCK EXCHANGES

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and Delhi Stock Exchange. The annual listing fee for the year 2013-14 has been paid to these Exchanges.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended March 31, 2013, the applicable accounting standards had been followed along with proper explanation relating to material departures, wherever applicable;
- b) that the directors 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 profit or loss of the Company for the year under review;
- c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) That the directors have prepared the annual accounts for the financial year ended March 31, 2013 on going concern basis.

CORPORATE GOVERNANCE

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 of M/s APAC & Associates, Company Secretaries in Practice, 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.

AUDITORS

M/s. Kamal & Co., Chartered Accountants, who are Statutory Auditors of the Company hold office up to the conclusion of the ensuing Annual General Meeting and confirmed their eligibility and willingness to accept the office of the Statutory Auditor, if re-appointed. The Board recommends their re-appointment to audit the accounts of the Company for the financial year 2013-14.

AUDITORS' REPORT

The observations of the Auditors in their report read together with the Notes on Accounts are self explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

COST AUDITORS AND COST AUDIT REPORT

M/s V. K. Gupta & Co., Cost Accountants, was appointed as Cost Auditors of your Company for FY13.

In accordance with the requirement of the Central Government and pursuant to Section 233B of the Act, your Company carries out an audit of cost accounts. The Board of Directors has obtained a Cost Audit Report from M/s V. K. Gupta & Co., which is attached herewith.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

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 2012-2013. This information is furnished with respect to Section 217(2A) of the Companies Act, 1956 and Amended Companies (Particulars of the Employees) Rules, 1975 forming part of the Directors' Report.

HUMAN RESOURCES

The Company seeks to nurture a mutually beneficial relationship with its employees. This relationship is characterized by the investment which the Company makes in its employees by providing challenging roles and assignments opportunities for personal growth, relevant and timely performance support, training and an enabling environment. 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.

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.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Particulars with respect to conservation of energy and technology absorption as per Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given in "Annexure I" to the directors' report.

FOREIGN EXCHANGE EARNINGS / OUTGO

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

Foreign Exchange Earnings: NIL
Foreign Exchange Outgo : NIL

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 the Directors' Report.

SECRETARIAL COMPLIANCE CERTIFICATE

According to Section 383A of the Companies Act, 1956 and the Companies (Appointment and Qualifications of Secretary) Rules, 1988, every company having a paid-up share capital of not less than rupees Five Crores shall have a whole-time secretary and where a company increase its paid up share capital to more than Rs. Five Crores then the company shall, within a period of one year from the date of such increase, will appoint a whole time company secretary.

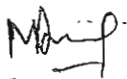
The Board of Directors of our company has increased its share capital vide allotment made on January 19, 2013. The senior management of our company is in the process of appointing a suitable candidate for whole time company secretary and for the purpose of fulfilling the compliance conditions of corporate laws the Board of Directors has obtained a Secretarial Compliance Certificate from a practicing Company Secretary, which is attached herewith.

ACKNOWLEDGEMENT

The Board acknowledges with gratitude the co-operation and assistance provided by the company's bankers, financiers, government and non-government agencies. The relationship with the employees remained cordial and your director's wish to place on record their appreciation of the contribution made by the employees at all levels. The directors also wish to thanks the shareholders for their continued support and faith reposed in the Company.

By Order of the Board of Directors
For Superior Industrial Enterprises Limited

Place: New Delhi
Date: September 5, 2013


Mukesh Aggarwal
Director




Ashok Saxena
Director

ANNEXURE TO DIRECTORS' REPORT

Annexure - 1 to Directors' Report

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 01/04/2012- 31/03/2013	Previous Year 01/04/2011- 31/03/2012
Unit	87419.69	93276.32
Total amount	568228	425340
Rate/unit	6.50	4.56
(b) Own generation		
(i) Through diesel generator		
Unit	10968.28	6511.11
Unit per ltr. of diesel oil	49.5	43.20
Cost/unit	542930	281280
(ii) Through steam turbine/ generator		
Unit	22267.75	27365.35
Unit per ltr. of fuel oil/gas	85.26	63.15
Cost/unit	1898549	1728122
2. Firewood (specify quality and where used)		
Quantity (tonnes)	7.28	Nil
Total cost	72794	Nil
Average rate	10	Nil
3. Furnace oil		
Quantity (k ltrs)	Nil	Nil
Total amount	Nil	Nil
Average rate	Nil	Nil
4. Coal		
Quantity	94515	Nil
Total cost	385308	Nil
Rate/unit	4.077	Nil

A. Consumption per unit of production			
	Standards (if any)	Current year	Previous year
		01/04/2012- 31/03/2013	01/04/2011- 31/03/2012
Products (with details) unit			
Corrugated Box 1000 ml Kinlay	NIL	2557075	2441175
Corrugated Box 500 ml Kinlay	NIL	561025	442400
Corrugated Box 2000 ml Kinlay	NIL	141575	184325
Corrugated Box 1250 ml Coke	NIL	743000	789375
Corrugated Box 500 ml Coke	NIL	1388300	1223575
Corrugated Box 2000 ml Coke	NIL	1190700	1276575
Total Unit Production	NIL	6581675	6357425
Electricity	NIL	568228	455982
Diesel oil	NIL	542930	281280
Gas	NIL	1898549	1728122
Others (specify)	NIL	458102	Nil

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
	Research and Development (R&D)	
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
	Technology, absorption, adaptation and innovation	
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.	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished: (a) Technology imported (b) Year of import (c) Has technology been fully absorbed? (d) If not fully absorbed, areas where this has not taken place, reasons therefore and further plans of action	The company has not imported technology during the last 5 years.
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Ref. No: APAC/CC/2012-2013/01-SIEL

COMPLIANCE CERTIFICATE

CIN OF THE COMPANY : L15142DL1991PLC046469
AUTHORISED CAPITAL : Rs. 150,000,000.00
PAID-UP CAPITAL : Rs. 138,500,000.00

To,
The Members
SUPERIOR INDUSTRIAL ENTERPRISES LIMITED
25, Bazar Lane, Bengali Market,
New Delhi -110001

I have examined the registers, records, books and papers of M/s. Superior Industrial Enterprises Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on March 31, 2013 (financial year). In my opinion and to the best of my information, knowledge and belief and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in *Annexure 'A'* to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in *Annexure 'B'* to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time/ additional time prescribed under the Act and the rules made there under.
3. The Company, being a Public Limited Company, comments are not required.
4. The Board of Directors duly met Twelve times respectively on 1/05/2012, 15/05/2012, 30/05/2012, 30/06/2012, 13/08/2012, 05/09/2012, 27/09/2012, 13/10/2012, 14/11/2012, 19/01/2013, 22/01/2013, 13/02/2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

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Head Office : 701-702, R.G. Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi-110 034.
Tel. : +91-11-4738 1100-05, 08 • Fax : +91-11-4738 1109 • E-mail : info@apac.in • Website : www.apac.in

Branch Office : 145-146, Tower B-2, Spaze I-Tech Park, Sohna Road, Sector-49, Sohna Road, Gurgaon-122 102. Tel.: 0124-4264510.

5. The Company closed its Register of Members, and/or ~~Debenture holders~~ from Thursday, September 27, 2012 to Saturday, September 29, 2012 and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on March 31, 2012 was held on September 29, 2012 after giving due notice to the members of the Company and other concerned and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. Two Extra-ordinary general meeting was held during the financial year after giving due notice to the members of the Company and the resolution passed thereat were duly recorded in the Minutes Book maintained for the purpose.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. the Company has:
 - (i) Delivered all the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year; however Company has proposed 10% dividend for the year ended March 31, 2012 along with Dividend Tax but same was not approved by the shareholders in their Annual General Meeting held on September 29, 2012 hence withdraw during the year.
 - (iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year;
 - (iv) The company was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.



- (v) The Company duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the company is duly constituted and the appointment of additional directors, alternate directors and directors to fill casual vacancies, if any has been duly made.
15. The Company has not appointed any Managing Director/Whole -time Director/Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company has obtained all necessary approvals of the Central Government, Company Law Board, Regional Director, Registrar and/ or such authorities as may be prescribed under the various provisions of the Act as detailed below:-
- i) In-principal approval from Bombay Stock Exchange Limited on December 26, 2012 for issue of 1,00,00,000 Equity Shares of Rs. 10/- at a premium of Rs. 21/- to promoters & other than Promoters on preferential basis;
 - ii) Listing Approval from Bombay Stock Exchange Limited on March 15, 2012 for 95,00,000 Equity Shares bearing distinctive number 4350001 to 13850000
 - iii) Trading Approval from Bombay Stock Exchange Limited on April 16, 2013 for listing of 95,00,000 Equity Shares w.e.f. April 17, 2013
18. The Directors have disclosed their interest in other firms/companies to the Board of directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has issued 95,00,000 Equity Shares of Rs. 10/- each issued at a premium of Rs. 21/- ~~debentures/other securities~~ during the financial year and complied with the provisions of the Act.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the company from directors, members, public, financial institutions, banks and others during the financial year ending 31st March, 2013 are within the borrowing limits of the company.



25. The Company has made investment during the year to other bodies corporate under section 372A of the Act.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has altered the provisions of the Memorandum with respect to Authorised share capital of the company during the year and increased its Authorized Share Capital from Rs. 5,00,00,000/- to Rs. 15,00,00,000/-
30. The Company has not altered its Articles of Association during the financial year.
31. As informed by the company, there was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.



Place: Delhi
Date: September 5, 2013



For APAC & ASSOCIATES
Company Secretaries



(Chetan Gupta)
Partner
C.P. No.: 7077

Registers as maintained by the Company

1. Register of Members u/s 150;
2. Index of Members u/s 151;
3. Register of Directors, Managing Director, Manager u/s 303 ;
4. Register of Director's Shareholding u/s 307;
5. Minutes Book of Board Meeting u/s 193;
6. Minutes Book of General Meeting u/s 193;
7. Register of Contracts u/s 301;
8. Register of Charges u/s 143;
9. Register of Investments or Loans made or Guarantee given or security provided u/s 372A and
10. Register of Share Transfer



Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during and for the financial year ending 31st March 2013.

S. No.	Form No/ Return	Filed under section	For	Date of filing	Whether filed within prescribe d time Yes/ No	If delay in filing whether requisite additional fee paid Yes/ No
1.	Form 66	383A	Submission of Compliance Certificate	20/10/2012	Yes	N.A.
2.	Form 5	94(I)(a)	Increase in Authorized Share Capital	01/11/2012	No	Yes
3.	Form 20B	159	Filing of Annual Return	28/11/2012	Yes	N. A.
4.	Form 23	192	Registration of Resolution and Agreement	17/12/2012	Yes	N.A.
5.	Form 23AC & ACA (XBRL)	220	Filing of Balance Sheet and Profit & Loss A/c for the financial year ending March 31, 2013	31/01/2013	Yes	N.A.
6.	Form 2	75(1)	Return of Allotment	15/02/2013	Yes	N.A.
7.	Form 23	192	Registration of Resolution and Agreement	18/03/2013	Yes	N.A.





Superior Industrial Enterprises Limited



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

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

The company has made forward- looking statements in this document that are subject to risks and uncertainties. Forward- looking statements may be identified by their use of words like 'expects', 'believes', 'estimates' or similar expressions. All statements that address expectations or projections about the future, including, but not limited to, statements about Company's strategy for growth, product development, market position, market expenditures, and financial results are forward looking statements.

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.

By Order of the Board of Directors
For Superior Industrial Enterprises Limited

Place: New Delhi
Date: September 5, 2013


Mukesh Aggarwal
Director




Ashok Saxena
Director



Superior Industrial Enterprises Limited



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

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings to ensure the efficient conduct of the affair of the Company to achieve its goal of maximizing value for all its stakeholders. The Company believes that sound Corporate Governance is critical to enhance and retain investor trust.

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.

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

Currently the Board of the Company consists of five (5) directors, and all of them are Non-Executive directors.

Provided, the Chairman of the Board is a non-executive director so at least one-third of the Board should comprise of independent directors. So the Composition of Board of Directors of the Company is in conformity with the requirements of Clause 49 of the Listing Agreement as the Company comprises of 1/3rd of independent directors.

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 March 31, 2013 is as follows:

Name of the Director	Category	No. of Directorships / Chairmanships held in other Companies\$		No. of Memberships / Chairmanships in various other Board Committees^^	
		Directorships	Chairmanships	Memberships	Chairmanships
Mr. Mukesh Aggarwal	Non Executive & Non-Independent Director	8	Nil	Nil	Nil
Mr. Ashok Saxena	Non Executive & Non-Independent Director	7	Nil	Nil	Nil
Mr. Rashmi Kant Mittal	Non Executive & non-Independent Director	5	Nil	Nil	Nil
Mahesh Prasad Mehrotra	Chairman & Non Executive & Independent Director	12	Nil	Nil	Nil
Rajesh Singh	Non Executive & Independent Director	2	Nil	Nil	Nil

\$Private Limited Companies, Foreign Companies, Alternate Directorships and Companies under Section 25 of the Companies Act, 1956 are excluded for the above purpose.

^^The Committee considered for the above purpose are those prescribed in the Listing Agreement i.e. Audit Committee and Shareholders' / Investors' Grievance Committee.

B. BOARD MEETINGS AND ATTENDANCE

Dates of Board Meetings are fixed in advance and agenda papers are circulated to Directors generally one week before the meeting. All material information is incorporated in the agenda papers for facilitating meaningful and focused discussion at the meeting. In case of exigencies or urgencies, resolutions are passed by Circulation as well.

During the financial year 2012-13, Ten (10) Board Meetings was held: May 1, 2012, May 15, 2012, May 30, 2012, June 30, 2012, August 13, 2012, September 05, 2012, *September 27, 2012, October 13, 2012, November 14, 2012, January 19, 2013, January 22, 2013 and February 13, 2013. The intervening period between the Board Meetings were within the maximum time gap prescribed under the Companies Act, 1956 and Clause 49 of the Listing Agreement.

* This Meeting has been adjourned.

The last Annual General Meeting was held on September 29, 2012.

Details of attendance of Directors at Board Meetings and Annual General Meeting held during the financial year 2012-13 are as under:

Name of Director	No. of Board Meetings Attended	Whether Attended last AGM
Mr. Mukesh Aggarwal	10	Yes
Mr. Ashok Saxena	10	Yes
Mr. Rashmi Kant Mittal	10	Yes
Mahesh Prasad Mehrotra	10	Yes
Rajesh Singh	10	Yes

C. SHAREHOLDING OF NON EXECUTIVE DIRECTORS

Name of Director	Number of Shares
Mr. Ashok Saxena	20,000
Mr. Rashmi Kant Mittal	20,000
Mr. Mukesh Aggarwal	Nil
Mr. Mahesh Prasad Mehrotra	Nil
Mr. Rajesh Singh	Nil

D. NON EXECUTIVE DIRECTORS' COMPENSATION

No fees or compensation is paid to any non- executive director during the financial year ended on March 31, 2013.

III. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Company has an Audit Committee of Directors. The Committee has the powers similar to those stated in the listing Agreement and the term of reference and role of the Audit Committee are as per the guidelines set out in the Listing Agreement entered into with the Stock Exchanges read with 292 A of the Companies Act, 1956 and includes such other functions as may be assigned to it by board from time to time.

- i) **Composition of Audit Committee:** Composition details of Audit Committee are as follows:

Name of Members	Category	Designation
Mr. Mahesh Prasad Mehrotra	Non-Executive & Independent Director	Chairman
Mr. Rashmi Kant Mittal	Non-Executive & Non-Independent Director	Member

Mr. Ashok Saxena	Non-Executive & Non-Independent Director	Member
Mr. Rajesh Singh	Non-Executive & Independent Director	Member

ii) **No. of meeting and attendance at meetings**

During the year 2012-13, four meetings of Audit Committee were held on 30th May 2012, 13th August 2012, 14th November 2012, and 13th February 2013.

The Attendance of the Committee members at the above meeting is as follows:

Members	Committee Meetings	
	Held	Attended
Mr. Mahesh Prasad Mehrotra	4	4
Mr. Rashmi Kant Mittal	4	4
Mr. Ashok Saxena	4	4
Mr. Rajesh Singh	4	4

Statutory Auditors are permanent invitees to the Audit Committee.

iii) **Powers and role of audit committee and review of information by it**

The powers and terms of reference of the Audit Committee are as mentioned in the Clause 49 II(C),(D)&(E) of the Listing Agreement and section 292A of the Companies Act, 1956 including overseeing financial reporting processes, fixation of Audit fees, reviewing with the management, the financial statements, accounting policies and practices, adequacy of internal audit functions and discussion with internal auditors on any significant findings, financial and risk management policies.

B. SHAREHOLDERS' GRIEVANCE/SHARE TRANSFERS COMMITTEE

Investor Grievance Committee is responsible for the smooth functioning of the share transfer process as well as redresses of shareholder grievances expeditiously and satisfactorily.

To handle the Investor Grievances in coordination with the compliance officer, the Company has appointed M/s MAS Services Limited as the Registrar to the issue and as a Share Transfer Agent. All grievances relating to the present issue may be addressed to the registrar with a copy to the compliance officers.

i) **Composition of the Committee:** Composition details of Shareholders Grievance Committee are as follows:

Name of Members	Category	Designation
Mr. Mahesh Prasad Mehrotra	Non-Executive & Independent Director	Chairman

Mr. Ashok Saxena	Non-Executive & Non-Independent Director	Member
Mr. Rashmi Kant Mittal	Non-Executive & Non-Independent Director	Member
Mr. Rajesh Singh	Non-Executive & Independent Director	Member

ii) No. of meeting and attendance at meetings

During the year 2012-13, four meetings of the Committee were held on March 15, 2012, 16 April, 2012, May 15, 2012, June 30, 2012, August 30, 2012, September 15, 2012, September 29, 2012, December 31, 2012, January 14, 2013, February 11, 2013, March 11, 2013, March 30, 2013

The Attendance of the Committee members at the above meeting is as follows:

Members	Committee Meetings	
	Held	Attended
Mr. Ashok Saxena	12	12
Mr. Rashmi Kant Mittal	12	12
Mr. Mahesh Prasad Mehrotra	12	12
Mr. Rajesh Singh	12	12

There was no complaint received / pending as on 31.03.2013

IV. GENERAL BODY MEETINGS

(A) The last three Annual General Meetings were held as under:

Financial Year	Location	Date	Time
2011-12*	Aggarwal Farm House , A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur (Chattarpur), New Delhi - 110074	29.09.2012	11.00 A.M.
2010-11	25, Bazar Lane, Bengali Market, New Delhi- 110 001	30.09.2011	11.00 A.M.
2009-10	25, Bazar Lane, Bengali Market, New Delhi- 110 001	30.09.2010	11.00 A.M.

* Resolutions pertaining to the following matters were passed as Special Resolutions:-

- Proposal for issue of equity shares through Preferential Allotment. But the Resolution was withdrawn further.

(B) During the period two Extra-Ordinary General Meetings were held as per the details below:

Financial Year	Location	Date	Time
2012-13	Aggarwal Farm House , A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur(Chattarpur), New Delhi - 110074	17.11.2012*	09:30 A.M.
2012-13	Aggarwal Farm House , A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur(Chattarpur), New Delhi - 110074	20.02.2013**	09:30 A.M.

* Resolution pertaining to the following matter was passed as Special Resolution:-

- Issue of Equity Shares on Preferential basis

** Resolution pertaining to the following matter was passed as Special Resolution:-

- Approval of Shareholders' under Regulation 74 (2) of SEBI (ICDR) Regulations, 2009

V. RE-APPOINTMENT OF DIRECTORS

Mr. Mahesh Prasad Mehrotra and Mr. Rajesh Singh being retires by rotation in accordance with provisions of Section 256 of the Companies Act, 1956 and, being eligible, offer themselves for re appointment. They have vast experience of Management and operations. Mr. Mahesh Prasad Mehrotra and Mr. Rajesh Singh have contributed immensely to the growth of the company. They have served our board with his valuable knowledge.

VI. DISCLOSURE ON RELATIONSHIP AMONG DIRECTORS

None of Directors are interested or related with each other.

VII. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of conduct for prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading Regulations). Mr. Rashmi Kant Mittal, Director of the company is appointed as the Compliance Officer for the implementation of and overseeing compliance with the regulations and the Code across the Company.

VIII. CEO/CFO CERTIFICATION

As required by the clause 49(V) of the Listing Agreement, Mr. Rashmi Kant Mittal, Director, certify the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial year ending on 31.03.2013 and is hereby enclosed.

IX. DISCLOSURES

i) Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.

Transactions with related parties are disclosed elsewhere in the Balance Sheet forming part of this Annual Report.

ii) Details of non-compliance by the Company

The Company has complied with all the requirements of the Listing Agreement of the Stock Exchange as well as regulations and guidelines issued by SEBI. Hence, neither any penalty nor any stricture has been imposed by SEBI, Stock Exchange or any other Statutory Authority on any matter relating to capital markets during the last three years.

iii) Details of Compliance with mandatory requirements and adoption of the non mandatory requirements

The Company confirms that it has fully complied with all mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

The status of compliance with non-mandatory requirements of Clause 49 of the Listing Agreement are as detailed hereunder:

- a) **Board** - There is no fixed tenure for Independent Directors.
- b) **Remuneration Committee**- The Company has not set up any Remuneration Committee for the Financial Year ending on 31 March, 2013.
- c) **Shareholders' Rights**- The quarterly financial results are published in the newspapers as mentioned under the heading "Means of Communication". The results are not separately circulated to the shareholders.
- d) **Audit qualifications**- There are no audit qualifications in the Company's financial statements for the year under reference.
- e) **Disclosure of Accounting Treatment** - The Company has followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

- f) **Subsidiary Companies:** The provisions relating to the subsidiary companies are not applicable to the company as the company does not have any subsidiary company.
- g) **Management:** Detailed report on Management Discussion and Analysis (MD & A) forms part of the Directors Report.
- h) **Risk Assessment:** The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that board controls risk through means of a properly defined framework.
- i) **Utilization of proceeds from Preferential Issue:** The proceeds from Preferential Issue of the Company have been utilised for the purposes as per the objects of the Issue.

X. MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results; press releases etc. 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, BPN Times, The Pioneer, Haribhumi, Rashtriya Sahara.

The quarterly approved results are displayed on website of Bombay Stock Exchange Limited.

XI. GENERAL SHAREHOLDERS' INFORMATION

i) Annual General Meeting.

Date and Time :- 30th September, 2013 at 09:30 a.m.
Venue :- Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074

ii) Financial year

The Company follows 1st April to 31st March as its Financial Year. The financial result of every quarter are declared in the month following each quarter except for the last quarter in which the result are declared along with the annual financial results within three months from the end of financial year.

iii) Financial Calendar (Tentative)

Adoption of Quarterly Financial Results for

First Quarter - 1 st April 2013 to 30 th June 2013	August 13, 2013 (already held)
Second Quarter -1 st July 2013 to 30 th September 2013	November 14, 2013
Third Quarter- 1 st October 2013 to 31 st December 2013	February 14, 2014
Fourth Quarter- 1 st January 2014 to 31 st March 2014	May 30, 2014 (Audited Financial)

iv) Book Closure

26th September, 2013 to 30^h September, 2013

v) Dividend Payment Date

The Company has not declared any dividend for the financial year ended on March 31, 2013.

vi) Listing on stock exchanges

Your Company's Shares are listed on the following Stock exchanges:

a) The Delhi Stock Exchanges Association Ltd.

DSE House, 3/1, Asaf Ali Road
New Delhi -110002.

b) The Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai- 400001

vii) Stock Code

BSE Code: - 519234

DSE Code: - 6288

viii) Market Price Data

The market price data for the year ended March 2013 for Company's Equity Shares as available on BSE are given as below:

Month	High	Low
April 2012	48.00	34.50
May 2012	32.80	18.95
June 2012	18.60	14.80
July 2012	15.79	11.80
August 2012	27.80	16.55
September 2012	29.40	26.75
October 2012	30.50	28.80
November 2012	30.45	25.80
December 2012	31.50	25.75
January 2013	46.30	25.70
February 2013	61.65	48.55
March 2013	59.00	40.00

ix) Registrar and Transfer Agent

MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area,
Phase - II,

New Delhi - 110 020

Ph: - 26387281/82/83

Fax: - 26387384

Email: - info@masserv.com

Website: www.masserv.com

x) 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© of the Listing Agreement with Stock Exchange and files a copy of the Certificate with the Stock Exchange.

xi) Distribution of shareholding as on March 31, 2013

No. of shares held	Shareholders		Shares held	
	Numbers	Percentage	Numbers	Percentage
1 - 5000	2982	84.692	5931020	4.282
5001 - 10000	348	9.884	2805300	2.025
10001 - 20000	75	2.130	1154000	0.833

20001 - 30000	16	0.454	435000	0.314
30001 - 40000	10	0.284	375000	0.271
40001 - 50000	9	0.256	430000	0.310
50001 - 100000	19	0.540	1679000	1.212
100001 and Above	62	1.761	125690680	90.751
Total	3521	100.00	138500000	100.00

xii) Shareholding Pattern as on March 31, 2013

Description of Investors	No. of shares held	% of shareholding
Promoters	5728500	41.361
Financial Institutions, Insurance Companies Banks and Mutual Funds etc.	NIL	NIL
Foreign Institutional Investors	NIL	NIL
Bodies Corporate	1636763	11.818
NRIs/ OCBs	14144	0.102
Clearing Member	861	0.006
Indian Public:-		
i) Individual shareholders holding nominal share capital up to Rs. 1 lacs.	1265496	9.137
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lacs.	5204236	37.576
Total	13850000	100.00

xiii) Dematerialization of shares and liquidity

The Company's Equity Shares are available for trading in dematerialized form. To facilitate trading in demat form, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company has entered into agreement with both of these depositories. Shareholders can open account with any of the Depository Participant registered with any of these two depositories.

xiv) 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.

xv) Plant locations

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

xvi) Code of Conduct


The Company has in place a code of conduct applicable to the Board Members as well as the Senior Management and the same has been communicated to the members of the Company. All the Board Members and the Senior Management of the Company have affirmed compliance with the Code of Conduct as on March 31, 2013.

xvii) Investors' Correspondence may be addressed to:

Mr. Rashmi Kant Mittal
Superior Industrial Enterprises Ltd.
25, Bazar Lane, Bengali Market, Delhi-110001

By Order of the Board of Directors
For Superior Industrial Enterprises Limited

Place: New Delhi
Date: September 5, 2013


Mukesh Aggarwal
Director




Ashok Saxena
Director



Superior Industrial Enterprises Limited



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

CHIEF FINANCIAL OFFICER CERTIFICATION

To,

The Board of Directors,
Superior Industrial Enterprises Limited.
25, Bazar Lane, Bengali Market, Delhi-110001

I, Rashmi Kant Mittal, Director of Superior Industrial Enterprises Limited, to the best of our knowledge and belief hereby certify that:

- A. I have reviewed the financial statements and the cash flow statement of the Company for the year 31st March 2013 and that to the best to our knowledge and belief:
- i) These statement do not contain any materially untrue statement or omit any material fact or contains statement / 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 existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the company during the year which are fraudulent , illegal or violative of the company's code of conduct;
- C. I accept responsibility for the establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to the financial reporting and we have disclosed to the auditors and Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- D. I have indicated whatever applicable, to the auditor and to the audit committee.
- i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year, if any and that the same have 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 a significant role in the company's internal control system over financial reporting.

For Superior Industrial Enterprises Limited



Place: Delhi
Date: 05.09.2013

Rashmi Kant Mittal
(Director Cum Compliance officer)



Superior Industrial Enterprises Limited



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

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To,



The Board of Directors,
Superior Industrial Enterprises Limited

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchange to further strengthen Corporate Governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them.

For Superior Industrial Enterprises Limited

Place: Delhi
Date: 05.09.2013



Rashmi Kant Mittal
(Director Cum Compliance officer)



Certificate regarding compliance of conditions of Corporate Governance

To,

The Members of Superior Industrial Enterprises Limited,

I have examined the compliance of conditions of Corporate Governance by Superior Industrial Enterprises Limited ("the Company") for the year ended 31st March, 2013, in terms of requirements of Clause 49 of the Listing Agreement of the said company with the Bombay Stock Exchange Limited and Delhi Stock Exchange Limited.

The Compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedure and implementation thereof, adopted by 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 statement 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 the above mentioned listing agreement.

As required by the guidance note issued by the Institute of Chartered Accountants of India, I have to state that as per the records maintained by the Company as on 31st March, 2013 there were no investor complaint/grievances 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.

For APAC & Associates

Date: 05/09/2013

Place: Delhi



Chetan Gupta
Partner

CP No. 7077

M.No. F6496

Kamal & Co.

CHARTERED ACCOUNTANTS
 1372, Kashmere Gate, Delhi-110006
 Phones : 23957796, 23960247, 23940661
 Fax : 011-23926325

AUDITORS REPORT

- 1 We have audited the annexed Balance Sheet of **M/s Superior Industrial Enterprises Limited, New Delhi** as at 31st March 2013 and also the annexed Profit & Loss Statement of the Company for the year ended on that date annexed there to 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.

We have conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. Our audit includes examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

2. As required by the COMPANIES (AUDITOR'S REPORT) ORDER, 2003 (CARO) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in Annexure a statement on the matters specified in the paragraph 4 & 5 of the said order to the extent applicable to the company.
- 3 Further to our comments into annexure referred to in paragraph above We report that:
- We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - 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.
 - The Balance Sheet and Profit & Loss Statement dealt with the report are in agreement with the books of account.
 - In our opinion the Profit and Loss Statement and the Balance Sheet dealt with by this report comply with the accounting standards except Accounting Policy Note No.25 (d) on gratuity and leave encashment which is on payment basis.
 - On the basis of written representation from the Directors as on 31.03.2013 and taken on record by the Board of Directors; we report that none of the directors are disqualified as on 31.03.2013 from being appointed as director in terms of clause (g) of Sub Section (1) of Section 274 of the companies Act, 1956.



- f) In our opinion and to the best of our information and according to the explanations given to us the accounts read together with our report on CARO Annexure point no.1(c) on Depreciation along with the notes thereon and particularly note No.25(c) on the valuation of stock given the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
- I. In the case of consolidated Balance Sheet of the state of affairs of the company as at 31st March 2013 and
 - II. In the case of the consolidated Profit & Loss Statement of the Profit for the year ended on that date.

Place : 1372, Kashmere Gate, Delhi – 110006
Date : This 30th Day of May 2013


FOR KAMAL & COMPANY
CHARTERED ACCOUNTANTS
MEMBERSHIP NO. 012738



Kamal & Co.

CHARTERED ACCOUNTANTS
 1372, Kashmere Gate, Delhi-110006
 Phones : 23957796, 23960247, 23940661
 Fax : 011-23926325

**ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR REPORT OF EVEN DATE ON
 ACCOUNTS OF M/S SUPERIOR INDUSTRIAL ENTERPRISES LIMITED, NEW DELHI
 FOR THE YEAR ENDED MARCH 31ST, 2013**

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) Debtors more than Six Months for Rs.7485393.88 are doubtful of recovery in our opinion for which no Provision made. However Claims are recoverable in the opinion of the Management, hence no Provision made.
 (c) Company had not adjusted Profit or Loss on sale of Vanaspati & Milk Machinery sold in yester year.
3. (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.
4. The provision regarding granting of loan to parties listed in the Register maintained u/s 301 of the Companies Act,1956 is not applicable as no such loans granted to such parties during the year. Further company had raised unsecured loan from a party listed under section 301 of the Companies Act 1956 and the term & condition of the same are not prejudicial to the interest of the Company
5. 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.



6. According to information and explanation given to us transactions entered into between groups companies those are required to be entered in the Register maintained u/s 301 of the Companies Act, 1956 have been entered in such register. Company has made Sales to Group Company M/s Moon Beverages Limited covered under section 301 of Companies Act, 1956. However Sales rates are not prejudicial to the company as the same are market rates being charged from other customers.
7. The company has not invited any deposits from Public falling under section 58A and 58AA of Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rule 1975.
8. In our opinion present system of internal audit in the company is adequate and is commensurate with the size and nature of business.
9. Though company is required to maintain books of account pursuant to the order made by the Central Government for the maintenance of cost records under section 209(l)(d) of the Companies Act, 1956, yet cost audit has not been conducted under cost audit (report) Rule b 1996 of Institute of Cost and Works Accounts in view of no manufacturing activity in Vanaspati carried out by the company during the year.
10. No amount was in arrears for a period more than 6 months as regards undisputed amount payable in respect of Govt dues.
11. Provision regarding default in repayment of loans to financial institution is not applicable as no such loan raised during the year.
12. Provision regarding maintenance of adequate records for pledge of shares, debentures and other securities is not applicable to this company as no such loans granted by the company.
13. In our opinion company is not a chit fund or Nidhi/Mutual benefit company hence Clause 4 (XIII) of the Companies (Auditors Report) order 2003 is not applicable to this company.
14. In our opinion company is not dealing or trading in shares, securities, debenture & other investments, except for 2 parties listed under section 301 of Companies Act 1956 hence the provisions of Clause 4 XIV of the Companies (Auditor's Report) order 2003 are not applicable to this company.
15. 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.
16. Provision regarding end use of loans is not applicable as no such loan raised by the company.
17. During the year Company has made preferential allotment to parties M/s Moon Beverages Ltd. and M/s Hindustan Aqua Ltd listed u/s 301 of Companies Act 1956. However terms and conditions of preferential allotment are not prejudicial to the interest of company.



18. The provisions regarding information on debenture issued and securities created are not applicable to this company as no such transaction has taken place during the year.
19. The Provision regarding end use of public issue money is not applicable as there was no public issue during the year.
20. 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 material fraud on or by the company, noticed or reported during the year nor have we been informed of such cases by management.
21. According to the information and explanations given to us and on over all examination of the Balance Sheet of the Company, we report that we have not found short term funds been used for long term investment. No long term funds have been used to finance short term assets, except permanent working capital

Place : 1372, Kashmere Gate, Delhi – 110006.
Date : This 30th Day of May, 2013

Kamal Singh

FOR KAMAL & COMPANY
CHARTERED ACCOUNTANTS
MEMBERSHIP NO. 012738



MESSRS SUPERIOR INDUSTRIAL ENTERPRISES LIMITED, NED DELHI

NOTES FORMING PARTS OF FINANCIAL STATEMENTS AS AT 31ST MARCH 2013

NOTE NO.23-NOTES ON ACCOUNTS

- I. Confirmation 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. During the year company has obtained SEBI permission for preferential allotment Preferential allotment also made to parties listed u/s 301 of Companies Act 1956 However terms and conditions of preferential allotment are not prejudicial to the interest of company.
- IV. Company has made investment in shares of M/s Moon Beverages Ltd. to the extent of 316000 share of face value Rs10/- at premium Rs.365/- and in subsidiary M/s Hindustan Aqua Ltd to the extent of 3275000 share of face value Rs10/- at premium Rs.30/-.
- V. Company has made share purchase advance to Metbrass Plassim India Ltd. However allotment could not be done as on 31.03.2013 for want of completion of allotment formalities.
- VI. Share issue expense has been amortized as per permission of section 35D of Income Tax Act, 1961.
- VII. Company has proposed 10% dividend for the year ended 31ST March 2012 along with Dividend Tax. However same was not approved by the share holders. hence withdrawn during the year.
- VIII. Wherever expenses/payment was not supported by bill/receipts, auditors have relied upon satisfaction of expenses/payment.

NOTE NO.24-Contingent Liabilities exist in respect of:

- (a) Any demands that may be raised suppliers of machinery/ aw 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 2010-2011.
- (d) Appeal for Assessment Year 2002-2003 pending before CIT, Jammu. No provision made for demand of Rs.3017132/- under aforesaid appeal.



NOTE NO.25-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 & Trade Discount.
- 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 selling expenses & 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) P.F./E.S.I charges are inclusive of administrative charges.
- g) Company has not provided for Bad Debt out of for Debtors outstanding for more than 6 month as in the opinion of Management recovery efforts are being made and same are recoverable.
- 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 31.03.2013.
- l) Previous year figures have been rearranged/ regrouped to make them comparable.



MANAGER ACCOUNTS



DIRECTOR



DIRECTOR

Place : 1372, Kashmere Gate, Delhi - 110006
Date : This 30th Day of May 2013


FOR KAMAL & COMPANY
CHARTERED ACCOUNTANTS
MEMBERSHIP NO. 12738



SUPERIOR INDUSTRIAL ENTERPRISES LIMITED, DELHI
BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in Rs.)


	Note No.	AS AT 31ST MARCH, 2013	AS AT 31ST MARCH, 2012
I EQUITY AND LIABILITIES			
1 Shareholder's Funds			
a) Share Capital	1	138,500,000.00	43,500,000.00
b) Reserves and Surplus	2	193,128,921.23	19,942,887.43
		331,628,921.23	33,557,117.53
2 Share Application Money Pending Allotment			
3 Non-Current Liabilities			
a) Long Term Borrowings	3	1,674,609.63	
b) Deferred Tax Liabilities			
		1,674,609.63	
4 Current Liabilities			
a) Short Term Borrowings	4	987,702.38	941,732.38
b) Trade payables	5	20,203,258.25	11,323,559.25
c) Other Current Liabilities	6	1,653,448.00	10,260,211.00
d) Short Term Provisions	7	2,444,381.00	2,932,506.00
		25,288,789.63	25,458,028.63
Total		358,592,320.49	59,015,141.16
II ASSETS			
1 Non-Current Assets			
a) Fixed Assets			
i) Tangible Assets	8	23,905,971.76	23,028,508.25
ii) Intangible Assets			
b) Non-Current Investments			
c) Long Term Loan and Advances			
d) Other Non-Current Assets			
	9	7,485,393.88	7,485,393.88
Total		31,391,365.64	30,513,902.13
2 Current Assets			
a) Current Investment	10	294,500,000.00	1,101,659.00
b) Inventories	11	10,683,148.83	12,991,324.30
c) Trade Receivables	12	246,664.00	605,714.00
d) Cash and Cash Equivalents	13	13,175,431.22	4,436,502.22
e) Short Term Loans and Advances	14	8,595,710.80	9,368,039.08
		327,200,954.85	28,501,238.60
Total		358,592,320.49	59,015,141.16
Significant Accounting Policies & Notes on Accounts forming integral part of accounts			

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

For KAMAL AND COMPANY
Chartered Accountants

(Kamal K. Gupta)
Mem. No. - 012738
Place : 1372, Kashmere Gate, Delhi - 110006
Dated : This 30th day of March 2013




MANAGER ACCOUNTS


DIRECTOR


DIRECTOR

SUPERIOR INDUSTRIAL ENTERPRISES LIMITED, DELHI
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(Amount in Rs.)

	Note No.	Current Year 2012-13	Previous Year 2011-12
I. Revenue from Operations	15	91,105,943.00	84,007,488.00
II. Other Income	16	669,896.00	382,680.00
III. Total Revenue		91,775,839.00	84,390,168.00
IV. Expenses:			
Cost of Raw Material Consumed	17	72,826,172.50	77,087,294.95
Change in Inventories of Finished Goods, Scrap & Work in Process	18	(568,393.83)	(9,237,375.00)
Power & Fuel Expenses		3,040,362.00	2,434,742.00
Employee Benefits Expenses	19	6,299,590.00	5,657,861.00
Depreciation		3,111,567.00	2,200,324.00
Finance Cost	20	218,892.63	150,400.00
Other Expenses	21	3,763,965.00	3,076,867.00
Total Expenses		88,692,155.30	81,370,113.95
V. Profit before Extraordinary items		3,083,683.70	3,020,054.05
VI. Extraordinary items		-----	-----
VII. Profit before Tax		3,083,683.70	3,020,054.05
VIII. Income Tax Provision		980,000.00	960,000.00
IX. Profit for the year		2,103,683.70	2,060,054.05
X. Earnings per equity share			
i) Basic		0.15	0.50
ii) Diluted		0.15	0.50

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

For, KAMAL AND COMPANY

Chartered Accountants

Kamal K. Gupta
 (Kamal K. Gupta)
 Mem. No. - 012738


[Signature]
 MANAGER ACCOUNTS

Ashok Kumar
 DIRECTOR

May

Place : 1372, Kashmere Gate, Delhi-110006

Dated : This 30th day of May 2013

SUPERIOR INDUSTRIAL ENTERPRISES LIMITED, DELHI
NOTES FORMING PART OF THE FINANCIAL STATEMENT

Particulars	As at 31st March, 2013		As at 31st March, 2012	
	Number	Amount	Number	Amount
Note No.1- Share Capital				
a) Authorised Equity Shares of Rs.10 each	15,000,000	150,000,000.00	5,000,000	50,000,000.00
b) Issued, Subscribed and Fully Paid up Equity Shares of Rs.10 each	13,850,000	138,500,000.00	4,350,000	43,500,000.00
TOTAL	13,850,000	138,500,000.00	4,350,000	43,500,000.00
i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year				
Equity Shares with voting rights				
Share outstanding at the beginning of the year	4,350,000	43,500,000.00	4,350,000	43,500,000.00
Share issued during the year	9,500,000	95,000,000.00	-	-
Share outstanding at the end of the year	13,850,000	138,500,000.00	4,350,000	43,500,000.00
ii) Details of Shares held by each shareholder holding more than 5% shares				
Particulars	As at 31st March, 2013		As at 31st March, 2012	
	No. of Shares held	% Holding	No. of Shares held	% Holding
M/S Hal Offshore Ltd.	1532500	11.07		
M/s Jay Polychem (India) Pvt. Ltd.	1500000	10.83		
M/s Moon Beverages Ltd.	1493500	10.78		
M/S Hindustan Aqua Ltd.	1000000	7.22		
Mr. Sanjeev Agarwal	790000	5.70	790,000	18.18
Ms. Deepti Agarwal	697500	5.03	697,500	16.01



PARTICULARS	AS AT 31ST MARCH. 2013	AS AT 31ST MARCH. 2012
Note No.2- Reserves & Surplus		
Security Premium		
Opening Balance at the beginning of the year	-	-
Add: During the year	199,500,000.00	-
Closing Balance at the end of the year (a)	199,500,000.00	-
Profit & Loss Account		
Opening Balance at the beginning of the year	(9,942,887.47)	(10,534,816.52)
Profit for current period	2,103,683.70	2,060,054.05
Proposed Dividend & Dividend tax	-	(1,468,125.00)
Proposed Dividend & Dividend tax withdrawn	1,468,125.00	-
Closing Balance at the end of the year (b)	(6,371,078.77)	(9,942,887.47)
Total (a+b)	193,128,921.23	(9,942,887.47)
Note No.4-Long Term Borrowings		
HDFC bank Car Loans (Secured against hypothecation of Car)	1674609.63	-
	1,674,609.63	
Note No.5-Short Term Borrowings		
Overdraft from PNB, Delhi (Secured against Bank Fixed Deposit)	987,702.38	941,732.38
	987,702.38	941,732.38
Note No.4-Trade Payable		
Trade Payable	20,203,258.25	11,323,559.25
	20,203,258.25	11,323,559.25
Note No.6-Other current Liabilities		
Expenses Payable	151,686.00	37,105.00
TDS Payable	113,769.00	30,217.00
Advance from Customers	-	1,000,000.00
Audit Fee Payable	176,967.00	151,686.00
Bonus Payable	287,215.00	255,812.00
Provident Fund Payable	16,019.00	13,722.00
ESI Payable	1,795.00	940.00
Salary & Wages Payable	442,244.00	327,190.00
Kamal & Company	234,256.00	232,570.00
Excise Duty/VAT Payable	12,187.00	536,515.00
Cheque issued but not presented	217,310.00	7,674,454.00
	1,653,448.00	10,260,231.00
Note No.7-Short Term Provision		
Provision for Income Tax	2,444,381.00	1,464,381.00
Provision For Proposed Dividend & DDT	-	1,468,125.00
	2,444,381.00	2,932,506.00
Note No.9- Other Non-Current Assets		
Unsecured considered good Long Term Trade Receivables	7,485,393.88	7,485,393.88
	7,485,393.88	7,485,393.88



Note No.10- Current Investment		
FDR With ICDS Lucknow (Pledged Wit Govt. Departement)		1,101,659.00
316000 Equity Share of Rs.10/-each at premium of Rs.365/- in Moon Beverages Ltd.	118,500,000.00	
3275000 Equity Share of Rs.10/-each at premium of Rs.30/- in Hindustan Aqua Ltd.	131,000,000.00	
Share Purchase Advence	45,000,000.00	
	294,500,000.00	1,101,659.00
Note No.11-Inventories		
Finish Goods	9,586,373.00	9,097,100.00
Work in Process	194,385.00	87,675.00
Scrap (Wastage)	25,010.83	52,600.00
Raw Material	877,380.00	3,753,949.30
	10,683,148.83	12,991,324.30
Note No.12- Trade Receivables		
Unsecured considered good		
More than Six Month	2,350.00	
Others	244,314.00	605,714.00
	246,664.00	605,714.00
Note No.13-Cash and Cash Equivalents		
Cash in hand & Imprest	1,239,191.22	1,344,923.22
Cheque in hand	4,053,217.00	331,238.00
FDR with Accured Interest,PNB Delhi	7,799,466.00	2,676,784.00
Balance with Scheduled Bank	83,557.00	83,557.00
	13,175,431.22	4,436,502.22
Note No.14-Short Term Loan and Advances		
Excise Duty Recoverable	122,972.00	402,831.00
Excise Duty in Current Account	-	8,634.00
Vat Recoverable	79,341.80	756,901.00
Premilinary Expenses	559,902.00	
Advance Tax & Self assessment tax	2,285,710.00	1,007,780.00
TDS	202,785.00	144,893.00
Security Deposit	3,545,000.00	3,545,000.00
Advances	1,800,000.00	3,500,000.00
	8,595,710.80	9,366,039.00
Note No.15- Revenue from Operation		
Manufacturing Sales	89,692,715.00	82,264,186.00
Scrap Sales	1,413,228.00	1,743,302.00
	91,105,943.00	84,007,488.00
Note No.16- Other Income		
Interest On Bank FDR	578,915.00	255,524.00
Discount Received	60,981.00	67,446.00
Previous Year Income/Scrap Sales	30,000.00	59,710.00
	669,896.00	382,680.00



Note No.17-Cost of Raw Material Consumed		
Opening Stock as on 01.04.2012	3,753,949.30	8,465,605.00
Purchases during the year	69,949,603.20	72,375,639.25
	73,703,552.50	80,841,244.25
Less: Closing Stock as on 31.03.2013	877,380.00	3,753,949.30
	72,826,172.50	77,087,294.95
Note No.18-Change in Inventories of Finished Goods, Scrap & Work in Process		
Opening Stock as on 01.04.2012		
Finish Goods	9,097,100.00	-
Work In Process	87,675.00	-
Scrap (Wastage)	52,600.00	-
	9,237,375.00	
Closing Stock as on 31.03.2013		
Finish Goods	9,586,373.00	9,097,100.00
Work in Process	194,385.00	87,675.00
Scrap (Wastage)	25,010.83	52,600.00
	9,805,768.83	9,237,375.00
	(568,393.83)	(9,237,375.00)
Note No.19- Employee Benefits Expenses		
Salary & Wages	5,423,761.00	4,830,578.00
Bonus	287,215.00	255,812.00
Employer Contribution to ESI	34,656.00	31,476.00
Employer Contribution to Provident Fund	94,264.00	95,864.00
Staff Welfare	459,694.00	444,181.00
	6,299,590.00	5,657,861.00
Note No.20- Finance Cost		
Bank Interest & Charges	218,693.63	148,535.00
Intt. On Excise Duty & TDS	199.00	1,865.00
	218,892.63	150,400.00
Note No.21- Administrative & Other Expenses		
Advertisement Expenses	64,850.00	62,850.00
Audit Fee	196,630.00	168,540.00
Repair & Maintenance-Building	184,692.00	135,135.00
Repair & Maintenance-Plant & Machinery	498,657.00	488,754.00
Repair & Maintenance-Office	488,388.00	484,379.00
Repair & Maintenance-Car	11,610.00	-
Loading & Unloading Charges	346,550.00	289,790.00
Trade Discount	81,842.00	-
Freight Charges	124,261.00	119,373.00
Dharmkanta Exp	24,360.00	2,020.00
Preliminary Expenses written off	139,976.00	-
Fees & Taxes	170,514.00	324,701.00
Insurance Expenses (Factory)	68,792.00	46,555.00
Legal & Professional Charges	695,357.00	304,673.00
Printing & Stationery	94,127.00	83,700.00
Telephone Exp	38,991.00	28,256.00
Travelling & Conveyance Exp.	321,812.00	308,380.00
Property Tax	71,044.00	93,841.00
Miscellaneous Expenses	141,512.00	138,737.00
	3,763,965.00	3,076,867.00



<u>Note No.22- Related Party Transaction</u>		
Sales	99180396	90,257,414.00
Advances	-	3,500,000.00
	99,180,396.00	90,257,414.00

