



**Superior Industrial  
Enterprises Limited**

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

**Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110 001  
Tel. +011-43585000; Fax. +43585015 Website: www.superiorindustrial.in  
E mail: info@superiorindustrial.in CIN: L15142DL1991PLC046469**

To

**Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001**

**Scrip Code: 519234**

Dear Sir,

**Subject: Declaration pursuant to Regulation 42 and Regulation 47 (3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.**

Pursuant to Regulation 47(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find enclosed herewith Notice of Annual General Meeting of the Company Superior Industrial Enterprises Limited to be held on Thursday, 28<sup>th</sup> September 2017 at 09:00 am at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur ( Chattarpur), Delhi-110074 published in the newspaper named **The Naya India** and **The Financial Express** dated September 5, 2017 as an **Annexure 1**.

It is hereby informed that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, please find enclosed information regarding Annual Book Closure as an **Annexure 2** and a copy of Notice of Annual General Meeting of the Company as an **Annexure 3**.

Kindly take the same into record.

Thanking you

Yours faithfully

For Superior Industrial Enterprises Limited

  
  
Neha Sarpa  
Company Secretary  
Membership No. 37625

Date: 5.09.2017

Place: New Delhi

# ढाया इंडिया

# प्रवक्ता/देहरादून

## बढ़ने से बाढ़ का खतरा

**बस्ती,वार्ता।** उत्तर प्रदेश के बस्ती जिले में सरयू नदी के कटान और जलस्तर बढ़ने से सो से अधिक गांवों को फिर बाढ़ का खतरा पैदा हो गया है। सरयू नदी का जलस्तर धीरे-धीरे बढ़ रहा है। नदी खतरे के निशान 92.730 के नीचे 92.680 मीटर पर बह रही है। तेज कटान के चलते 25 से अधिक गांवों के नागरिक डरे हुए हैं।

## फरुखाबाद के डीएम, सीए

**लखनऊ ■** नया इंडिया ब्यूरो फरुखाबाद के जिला अस्पताल में 49 बच्चों के मौत के मामले में योगी सरकार ने कार्रवाई करते हुए डीएम को हटा दिया है। इसके अलावा जिले के मुख्य चिकित्साधिकारी तथा जिला महिला अस्पताल की मुख्य चिकित्सा अधीक्षक का तबादला कर दिया है। लेकिन बच्चों की मौतों को लेकर प्रदेश का स्वास्थ्य महकमा एक बार फिर गोरखपुर की घटना की तरह फरुखाबाद में हुई बच्चों की मृत्यु के कारणों को लेकर भी लीपापोती में लग गया है। उत्तर प्रदेश शासन के प्रवक्ता ने जनपद फरुखाबाद में नवजात शिशुओं की मृत्यु पर चिंता व्यक्त करते हुए जिम्मेदार कार्मिकों के विरुद्ध सख्त कार्रवाई करने का एलान किया है। उन्होंने कहा है कि शासन स्तर से उच्चस्तरीय टीम भेजकर घटना की तथ्यात्मक एवं तकनीकी छानबीन करायी जाएगी ताकि बच्चों की मृत्यु की वस्तुस्थिति का

पता चल सके। प्रवक्ता ने गम्भीरता से लेते हुए फरुखाबाद के जिला चिकित्साधिकारी व जिले की मुख्य चिकित्सा अधीक्षक करने के निर्देश दिए हैं। नये योगी आदित्यनाथ के गुरु बीआरडी मेडिकल कॉलेज मामले में एफआईआर और के चिकित्सकों की निष्पक्षता का स्वस्थ महकमा सुधारा रहा है और वह मौत के लीपापोती में लग गया है। ऑक्सिजन की कमी से बच्चों की रिपोर्ट में हो गयी है। उसे है कि एक बार फिर से प्रदेश गोरखपुर की तरह से इस कि में लग गया है। दो दि

## वेंडरो की सतर्कता

**सहारनपुर,वार्ता।** उत्तर प्रदेश के सहारनपुर में रेलयात्रियों को खाने पीने समेत कई रेलगाड़ियों दुर्घटनाग्रस्त होने से बच गई। रेलवे सूत्रों ने बट धमोला नदी पुल से पहले एक लाइन टूटी हुई देखी। उन्होंने इसकी सूचना रोक दिया और रेल लाइन की मरम्मत का काम शुरू करवा दिया।

उसी पटरी से थोड़ी देर पहले ही एक मालगाड़ी गुजरी थी। इसी रेल जो ट्रेन दो घंटा लेट थी। अगर ट्रेन लेट न हुई होती तो टूटी पटरी के न जानकारी मिल गई। सभी गाड़ियों को दूसरी लाइन से निकाला गया।

का उदघाटन कर रहे थे। उन्होंने कहा कि साइबर अपराध विशेष रूप से बैंकिंग धोखाधड़ी का आम जनता में गहरा प्रभाव पड़ता है तथा उनमें असुरक्षा की भावना जागृत होती है। उन्होंने प्रतिभागियों से इस कार्यशाला से अपनी नालेज, स्किल और एटीट्यूड में गुणात्मक सुधार लाने की अपील की।

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CIN: L15142DL1991PLC046469; Tel. No. 011-43585000; Fax No. 011-43585015

#### NOTICE

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Thursday, 28<sup>th</sup> September, 2017 at 09:00 a.m. at Aggarwal Farm House, A-5, Bhati Miners Road, Near Dera Crossing, Fatehpur (Chattarpur), Delhi-110074, to transact the business set out in the notice of AGM and that as per Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015, the Register of members and Share transfer Books of the Company will remain closed from 22nd September, 2017 to 28<sup>th</sup> September, 2017 (both days inclusive). The notice of the AGM along with Explanatory Statement annexed to the notice pursuant to Section 102 of the Companies Act, 2013 and Annual report of the Company for the year ended 31<sup>st</sup> March, 2017, have been sent to all the members at their postal addresses, registered with the Company/the Depository Participants (DPs)/the Registrar and Share Transfer Agent (R & T Agent), as the case may be. The aforesaid documents are also available on the website of the Company i.e., www.superiorindustrial.in. Pursuant to Section 108 and Rule 8 Of Companies ( Management and Administrative) Rules, 2014 and as amended from time to time and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Companies Secretaries of India, the Company is providing E Voting facility to its members holding shares as on Thursday, 21<sup>st</sup> September, 2017, being cut-off date, to exercise their right to vote on all resolutions set forth in the notice of AGM.

In compliance with provisions of Section 108 of Companies Act, 2013 and the Rules framed thereunder, read with Regulation 44 of listing Regulation, the Company has appointed Mr. Arvind Kumar Kushwaha, practicing Company Secretary to act as Scrutinizer to scrutinize the e voting process.

Date of Completion of sending notice of AGM along with Annual Report: 4<sup>th</sup> September, 2017. The Remote e-voting period commences from Monday, 25<sup>th</sup> September, 2017 at 09:00 a.m. and ends on Wednesday, 27<sup>th</sup> September, 2017 at 05:00 p.m. Any person, who acquires shares of the Company and become member of the Company after dispatch of notice and holding shares as of the cut-off date i.e., 21<sup>st</sup> September, 2017, may obtain their log ID and password by sending a request at info@massev.com. Remote e-voting shall not be allowed after 05:00 p.m. on 27<sup>th</sup> September, 2017. A member may have right to participate in the meeting even after voting through remote e-voting but shall have no right to vote again at the AGM. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depository as on the cut-off date i.e., Thursday, 21<sup>st</sup> September, 2017., only shall be entitled to avail the facility of either remote e-voting or physical voting by poll.

In case of any query relating to e-voting, please contact Mr. Shravan Kumar Mangla of MAS Services Limited at info@massev.com and calling on them at 011-26387281/82/83. The Members can opt for only one mode of voting i.e., either through remote e-voting or Ballot Form. If a member casts votes by both modes, voting done through remote e-voting shall prevail and Ballot form shall be treated as invalid.

For Superior Industrial Enterprises Limited  
Sd/-  
Neha Sarpal  
Company Secretary

Place: New Delhi  
Date: 04.09.2017

**MODIPON LIMITED**

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# ढाया इंडिया

# प्रवक्ता/देहरादून

## बढ़ने से बाढ़ का खतरा

**बस्ती,वार्ता।** उत्तर प्रदेश के बस्ती जिले में सरयू नदी के कटान और जलस्तर बढ़ने से सो से अधिक गांवों को फिर बाढ़ का खतरा पैदा हो गया है। सरयू नदी का जलस्तर धीरे-धीरे बढ़ रहा है। नदी खतरे के निशान 92.730 के नीचे 92.680 मीटर पर बह रही है। तेज कटान के चलते 25 से अधिक गांवों के नागरिक डरे हुए हैं।

## फरुखाबाद के डीएम, सीएम

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पता चल सके। प्रवक्ता ने गम्भीरता से लेते हुए फरुखाबाद के जिला चिकित्साधिकारी व जिले की मुख्य चिकित्सा अधीक्षक करने के निर्देश दिए हैं। नये योगी आदित्यनाथ के गुरु बीआरडी मेडिकल कॉलेज मामले में एफआईआर और के चिकित्सकों की निष्पक्षता का स्वस्थ महकमा सुधारा रहा है और वह मौत के लीपापोती में लग गया है। ऑक्सिजन की कमी से बच्चों की रिपोर्ट में हो गयी है। उसे है कि एक बार फिर से प्रदेश गोरखपुर की तरह से इस कि में लग गया है। दो दि

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### SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

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For Superior Industrial Enterprises Limited  
Sd/-  
Neha Sarpal  
Company Secretary

Place: New Delhi  
Date: 04.09.2017

**MODIPON LIMITED**

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**Superior Industrial  
Enterprises Limited**

Annexure-2

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

**Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110 001**  
**Tel. +011-43585000; Fax. +43585015 Website: www.superiorindustrial.in**  
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To,

**Bombay Stock Exchange of India Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Mumbai-400001**

**Scrip Code: 519234**

**Sub: Information regarding Annual Book Closure**

It is hereby informed that pursuant to Section 91 of Companies Act, 2013 and Regulation 42 of SEBI(Listing obligation And Disclosure Requirement) Regulation, 2015 the register of members of Company will remain closed from 22<sup>nd</sup> September, 2017 to 28<sup>th</sup> September, 2017(both days inclusive) for the purpose of Annual General Meeting of the Company scheduled to be held on September 28, 2017, Thursday at 09.00 am at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur (Chattarpur), Delhi-110074.

The Company is also providing e-voting facility to the Shareholders to enable them to exercise their right to vote by electronic means in respect of businesses to be transacted at Annual General Meeting. The Company has extended the e-voting facility to the members holding shares in physical or dematerialized form as on 21<sup>st</sup> September, 2017(Cut-off date). They may cast their vote electronically through e voting services provided by MAS Services Limited. The e-voting period commences from Monday 25<sup>th</sup> September, 2017, 09:00 am to Wednesday 27<sup>th</sup> September, 2017, 05:00 pm in terms of Section 108 of Companies Act, 2013 and Rule 20(3)(VI) of Companies(Management and Administration) Rules, 2014.

We provide the following information; as per terms of listing agreement and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015:

Name of the Security	Date of Book Closure	Purpose
Equity Shares	22 <sup>nd</sup> September, 2017 to 28 <sup>th</sup> September, 2017(both days inclusive)	Annual Book Closure
Equity Shares	09:00 am on Monday 25 <sup>th</sup> September, 2017 to 5.00 pm on Wednesday 27 <sup>st</sup> September, 2017	E Voting at Annual General Meeting

Request you to take above information on record.

Thanking You,

Yours Faithfully,

**For Superior Industrial Enterprises Limited**

  
  
**Neha Sarpal**  
**Company Secretary**  
**Membership No. 37625**

**Place: New Delhi**  
**Date: 04.09.2017**



**Superior Industrial  
Enterprises Limited**

Annexure-3

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

**Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110 001**  
**Tel. +011-43585000; Fax. +43585015 Website: www.superiorindustrial.in**  
**E mail: info@superiorindustrial.in CIN: L15142DL1991PLC046469**

## **Notice of 26<sup>th</sup> AGM**

I look forward to welcoming you at 26th Annual General Meeting of Superior Industrial Enterprises Limited ("SIEL"). The business of the meeting comprises resolutions that we regularly bring to Shareholders. This year's annual general meeting (AGM) will be held at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074 on Thursday, 28<sup>th</sup> September, 2017 at 09.00 am. You will be asked to consider and pass the resolutions below. All resolutions viz- No. 1 to 5 will be proposed as ordinary resolutions. This means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

### **Ordinary Business:**

#### **Resolution 1:**

**(A)** To receive, consider and adopt the **STANDALONE AUDITED FINANCIAL RESULTS** for the financial year ended on 31st March, 2017 and Reports of the Board of Directors and the Auditors thereon.

**(B)** To receive, consider and adopt the **CONSOLIDATED AUDITED FINANCIAL RESULTS** for the financial year ended on 31st March, 2017 and Auditors Report thereon.

**Resolution 2:** To appoint a Director in place of Mr. Krishna Kumar Agarwal (DIN: 06713077), who retires by rotation and being eligible offers himself for re-appointment

**Resolution 3:** To ratify the appointment of M/s Bhala & Bhala, Statutory Auditors of the Company

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bhala & Bhala, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Kamal & Co., Chartered Accountants (FRN 001033N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

**Special Business:**

**Resolution 4:** To ratify the remuneration of M/s Mahesh Singh & Co., Cost Auditor of the Company for the year 2017-18

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rule 14 of Companies (Audit And Auditors) Rules, 2014, the remuneration payable to M/s Mahesh Singh & Co, Cost Accountants (Firm Registration No. 100441), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, for remuneration amounting to Rs. 25,000 (Rupees Twenty Five Thousand) only and also the payment of service tax as applicable and reimbursement 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 5: To approve the remuneration of Managing Director of the Company in case of loss/inadequacy of profit**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 and all applicable provisions, if any, of Companies Act, 2013, ("the Act") readwith Schedule V to the said Act and Companies(Appointment and Remuneration of Managerial Personnel)Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as

per Articles of Association of the Company and subject to such other approval(s) or sanction(s) as may be required, consent of the Company be and is hereby accorded to approve the remuneration of Mr. Kamal Agarwal, Managing Director under the provisions of the Act for a period of three years w.e.f 01.04.2017 for remuneration of Rs. 25,000/- per month or such other limits ascertained under the provisions of Schedule V of the Act, payable as per rules and policies of the Company."

**For and on behalf of Board  
Superior Industrial Enterprises Limited**

  
**Neha Sarpal  
Company Secretary**

**Dated:10<sup>th</sup> August, 2017**

### ***Important information about the AGM (NOTES)***

**HOW TO VOTE AND ATTEND:** Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at [www.evotingindia.com](http://www.evotingindia.com). Superior Industrial Enterprises Limited ("hereinafter referred to as SIEL") is accessible on public transport via Metro and Autos. This year AGM will be held at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074.

Please bring your attendance sheet and check the notes to see what documentation will be required and See the map.

To be entitled to attend and vote at the annual general meeting (AGM) and for the purpose of the determination by the Company of the votes they may cast, shareholders must be registered in the register of members of the Company as on **21<sup>st</sup> September, 2017**. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Share Transfer Books and Register of Members will remain closed from **22<sup>nd</sup> September, 2017 to 28<sup>th</sup> September, 2017**.

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

**ASKING A QUESTION AT THE AGM:** Any member, or their duly appointed proxy, attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

(a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

**APPOINTING A PROXY:** Members are entitled to appoint a proxy to exercise all or any of their rights to attend and vote on their behalf at the meeting.

A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.

A proxy need not be a shareholder of the Company. A proxy form, which may be used to make such appointment and give proxy instructions, accompanies this Notice of Meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact our registrar, **MAS SERVICES LIMITED**.

To be valid any proxy form or other instrument appointing a proxy must be received (during normal business hours only) by post/hand to the Company's Registered Address or at **MAS SERVICES LIMITED**. The return of a completed proxy form or other such instrument will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

**JOINT HOLDERS:** In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

**CORPORATE REPRESENTATIVES:** Any corporation that is a shareholder can appoint corporate representatives who may exercise on its behalf all of its powers as a shareholder.

**QUERIES:** If you have any queries please contact the Company Secretary, Neha Sarpal, 25, Bazar Lane, Bengali Market, New Delhi-110 001. In all correspondence with the Company, members are requested to quote their account/folio numbers.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

**REGISTERS:** The registers of directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013 will remain available for inspection at Annual General Meeting. Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**E VOTING:** Pursuant to Section 108 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or depository participant(s).

Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. M/s MAS Services Limited at T\_34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi-110020. e\_mail: info@masserv.com, website:www.masserv.com. MAS Services Limited is also depository interface of the Company with both NSDL and CDSL. The Company or Registrar can not act on any request received directly from Shareholders holding shares in demat form for any change of Bank particulars. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44(1) of SEBI(Listing Obligation And Disclosure Requirement)Regulation, 2015, the Company is pleased to provide the facility to Members to exercise their vote on the resolution proposed to be passed at AGM by electronic means. The members, whose names appear in the Register of Members/list of beneficial owner as on 18<sup>th</sup> September, 2017 are entitled to vote on the resolutions set forth in the notice. The members may cast their votes on electronic voting system from place other than venue of the meeting.

A. The e\_voting period commences on 25<sup>th</sup> September, 2017 (9.00 am) and ends on 27<sup>th</sup> September, 2017 (05.00 pm). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut off date (record date) of 21<sup>st</sup> September, 2017, may cast



their vote electronically. The e\_voting module schedule shall be disabled by NSDL for voting thereafter.

B. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date (record date ) of 21<sup>st</sup> September, 2017.

C. The Company has appointed Mr. Arvind Kushwaha, Practicing Company Secretary Proprietor of M/s Arvind Kushwaha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

D. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, therefore unblock the votes cast through remote e\_voting in the presence of atleast two witness not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated Report to the Chairman or the person authorised by him and shall be placed on the Website of NSDL and of the Company within 2 days of passing of resolutions at the AGM of the Company. The listed entity shall submit to the stock exchange, within forty eight hours of conclusion of its General Meeting, details regarding the voting results, i.e. till 30<sup>th</sup> September, 2017.

The procedure and instructions for members for e-voting are disclosed in the Attendance Slip attached with this report. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.

**For and on behalf of Board  
Superior Industrial Enterprises Limited**

  
**Neha Sarpal  
Company Secretary**

***Dated:10<sup>th</sup> August, 2017***

## **EXPLANATORY STATEMENTS**

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

### **Resolution 4:** To approve the remuneration of Cost Auditors of the Company

The Board of directors of the Company, on the recommendation of Audit Committee, approved the appointment and remuneration of M/s Mahesh Singh & Company, Cost Accountants, to conduct the audit of Cost Records of the Company for the financial year ending 31st March, 2018. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with rule 14 (a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

### **Resolution 5:** To approve the remuneration of Managing Director of the Company

The members may note that based on recommendation of Remuneration and Nomination Committee, the Board of Directors of the Company at their meeting held on 5<sup>th</sup> August, 2014 appointed and approved the remuneration of Mr. Kamal Agarwal, Managing Director of the Company under the provisions of Companies Act, 2013 as Rs. 25,000/- per month. Further, Mr. Kamal Agarwal was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

The prolonged slowdown in the economic activity, weak consumer sentiments, subdued infrastructure activity, tight financing environment continued to impact the performance of the Company.

the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration upto the ceiling limits as specified in Schedule V and the Members' approval by way of a special resolution has been passed for payment of remuneration for a period not exceeding 3 years. Any remuneration paid/to be paid to the Executive Directors in excess of the prescribed limits shall be subject to the approval of the Central Government.

Since the Company is operating in loss and has negative effective capital, the above proposal requires.

Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:

## **I. GENERAL INFORMATION**

### **1. Nature of industry**

The Companies carries business of manufacturing of Corrugated Boxes.

### **2. Date or expected date of commencement of commercial production**

The Company was incorporated in the year 1991 and the commercial production commenced simultaneously

3. **In case of new company, expected date of commencement of activities as per projects approved by financial institution appearing in prospectus**

Not Applicable

4. **Financial performance based on given indicators**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
I) <b>Revenue</b>		
- Revenue from operations	23,907,402	55,392,495
- Other Income	1,349,398	3,622,305
<b>Total Revenue</b>	<b>25,256,800</b>	<b>59,014,800</b>

5. **Foreign investments and collaboration**

NIL

II. **OTHER INFORMATION**

1. **Reason for loss or inadequate profit**

The overall production and sales volume was lower as compared to previous year .

2. **Steps taken or proposed to be taken for improvement**

The Company has undertaken stringent cost actions and continues to curtail both employees and non employees costs. Also, the management continues to explore avenues to increase revenues. The results of these initiatives are likely to be felt in the coming years

3. **Expected increase in productivity and profits**

Though the manufacturing of Corrugated Boxes Industry is witnessing a continued slowdown, in anticipation of revival of the overall economy in future, the aforesaid steps taken/ to be taken by the Company are expected to improve the Company's performance and profitability. The Company is committed to build the business operations within budget and considering that the business operates on going concern basis, it is believed that financial position of the Company will improve further in near future.

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

**Recommendation :** The directors believe that the proposals in resolutions 1 to 06 are in the best interests of shareholders as a whole and, accordingly, they unanimously recommend that you vote in favour of all the resolutions.

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**MR. KRISHNA KUMAR AGARWAL(DIN:06713077)**

Mr. Krishna Kumar Agarwal (51) assumed charge as the Non Executive Director of the Company with effect from 22<sup>nd</sup> November, 2013 and has been regularized w.e.f. 29<sup>th</sup> September, 2014.

Mr. Krishna Kumar Agarwal is B.Com, L.L.B and CA and has varied experience in Accounts, Finance and Taxation. He is the member of Audit Committee, Nomination Committee and Internal Complaint Committee.

Directorship in other Companies as on 31.03.2017

1. Moon Beverages Limited
2. Softling Solution Private Limited
3. Versatile Datamatics Private Limited
4. Prince IT Solutions Private Limited

Membership(s)/Chairmanship(s) of the Committees of other Companies

Moon Beverages Limited- Audit Committee(Member)

Nomination and Remuneration Committee (Member)

CSR Committee (Member)

**For and on behalf of Board  
Superior Industrial Enterprises Limited**



**Neha Sarpal  
Company Secretary**

***Dated: 10<sup>th</sup> August, 2017***

# SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

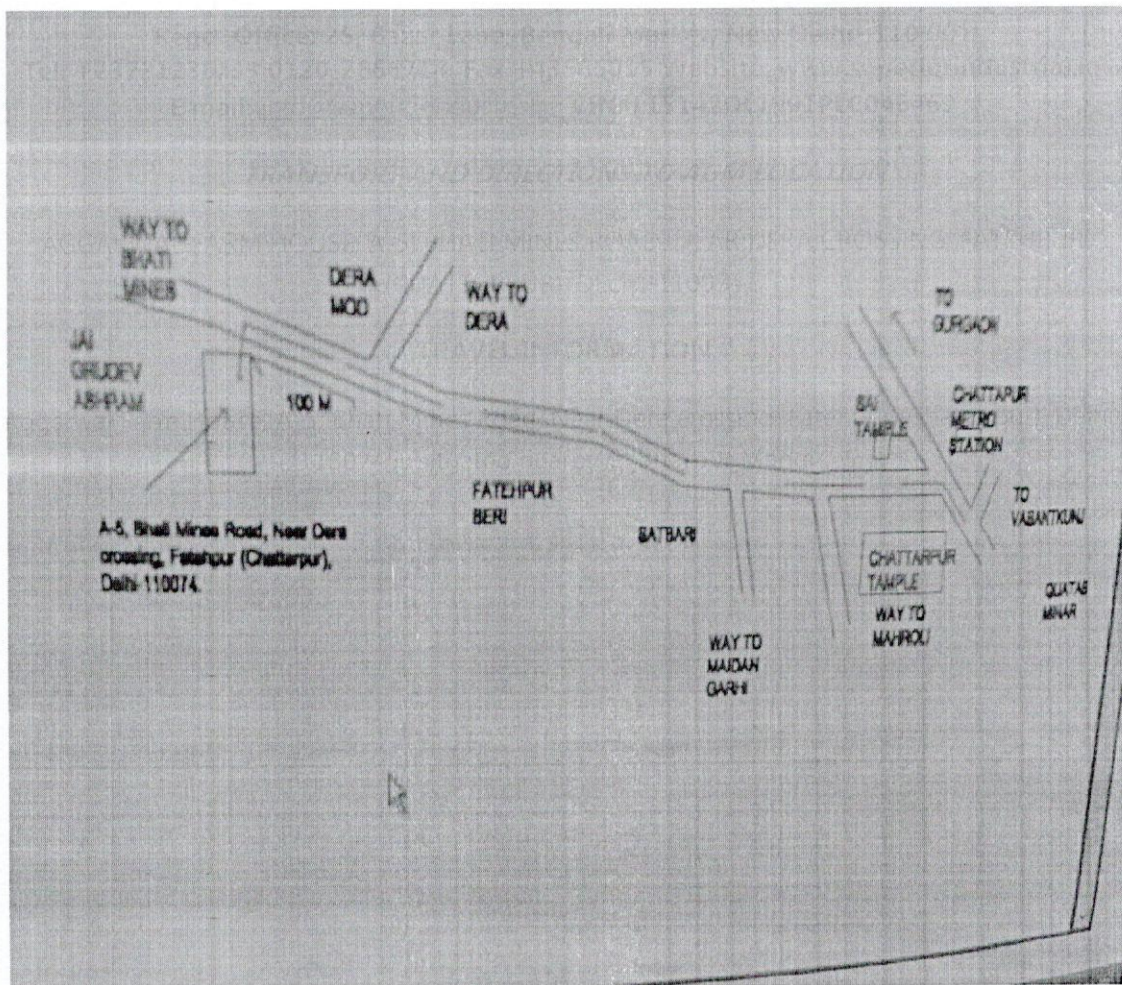
Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110 001  
Tel. +23731230/33 0120-2666714 Fax.+43585015 Website: [www.superiorindustrial.in](http://www.superiorindustrial.in)  
E mail: [info@superiorindustrial.in](mailto:info@superiorindustrial.in) CIN: L15142DL1991PLC046469

## ***TRANSPORT AND DIRECTIONS TO AGM LOCATION***

AGGARWAL FARM HOUSE, A-5, BHATI MINES ROAD, NEAR DERA CROSSING, FATEHPUR  
(CHATTARPUR), DELHI-110074

## **TRAVEL INFORMATION**

Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074 is situated nearby Chattarpur Mandir.



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## ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

The e\_-voting facility will be available during the following voting period:

Commencement of e_voting	25 <sup>th</sup> September, 2017 (09.00 AM)
End of e_voting	27 <sup>th</sup> September, 2017 (05.00 PM)

The cut\_off date (i.e. the record date) for the purpose of e-voting is 21<sup>st</sup> September, 2017

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TEAR HERE  
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# SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

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## ATTENDANCE SLIP

I/We hereby record my presence at the 26<sup>th</sup> Annual General Meeting on Thursday, 28<sup>th</sup> September, 2017 at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi\_110074 at 09.00 am

Name of the Shareholders or Proxy (In Block Letters) \_\_\_\_\_

No. of Shares Held \_\_\_\_\_

Regd. Folio No./DPID\_CLID \_\_\_\_\_

(Member's /Proxy's Signature)

Member's/Proxy's name in Block Letters

Note:

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL

## **REMOTE E VOTING**

The procedure and instructions for E-Voting as given in the Notice of the 26th Annual General Meeting are again reproduced hereunder for easy reference:

- I. In case of Members receiving E-Mail from NSDL (For those members whose E-Mail addresses are registered with Company/Depositories):
  - a. Open E-Mail and open PDF file viz. "SIEL\_remote\_e\_Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote E-Voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
  - c. Click on Shareholder\_Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote\_e\_voting opens. Click on remote\_e\_voting: Active Voting Cycles.
  - g. Select "EVEN" of "Superior Industrial Enterprises Limited".
  - h. Now you are ready for remote\_e\_voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.

l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e\_mail to [info@superiorindustrial.in](mailto:info@superiorindustrial.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of Members receiving Physical copy of Notice of 26th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
  - a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
  - A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote\_e\_voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800\_222\_990.
  - B. If you are already registered with NSDL for remote\_e\_voting then you can use your existing user ID and password/PIN for casting your vote.
  - C. You can also update your mobile number and e\_mail id in the user profile details of the folio which may be used for sending future communication(s).
  - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut\_off date of 21<sup>st</sup> September, 2017.
  - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut\_off date i.e. 21<sup>st</sup> September, 2017 may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.
  - However, if you are already registered with NSDL for remote\_e\_voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800\_222\_990.
  - F. A member may participate in the AGM even after exercising his right to vote through remote\_e\_voting but shall not be allowed to vote again at the AGM.
  - G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut\_off date only shall be entitled to avail the facility of remote\_e\_voting as well as voting at the AGM through ballot paper.
  - H. Mr. Arvind Kushwaha, Practicing Company Secretary, (COP-16758) Proprietor of M/s Arvind Kushwaha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote\_e\_voting facility.
  - J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote\_e\_voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.superiorindustrial.in](http://www.superiorindustrial.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

**SUPERIOR INDUSTRIAL ENTERPRISES LIMITED**

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**Form No. MGT-11(Proxy form)**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
 (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
1. Name :	E-mail Id:	
Address:		
Signature , or failing him		
2. Name :	E-mail Id:	
Address:		
Signature , or failing him		
3. Name :	E-mail Id:	
Address:		
Signature , or failing him		

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting / ~~Extra-Ordinary General Meeting~~ of the company, to be held on the 28<sup>th</sup> day of September, 2017 at 09.00 am at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074 is situated nearby Chattarpur Mandir, (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	ASSENT/DISSENT	
<b>ORDINARY BUSINESS:</b>			
1.	To receive, consider and adopt the standalone audited financial results for the financial year ended on 31st March, 2017 and Reports of the Board of Directors and the Auditors thereon.		
	To receive, consider and adopt the consolidated audited financial results for the financial year ended on 31st March, 2017 and Auditors Report thereon.		
2.	To appoint a Director in place of Mr. Krishna Kumar Agarwal (DIN: 06713077), who retires by rotation and being eligible offers himself for re-appointment		
	Ratification of appointment of M/s Bhala & Bhala,, Chartered Accountants as Statutory Auditors & fixing their remuneration		
3.	<b>"RESOLVED THAT</b> pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bhala & Bhala, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Kamal & Co., Chartered Accountants (FRN 001033N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in		



	the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”		
<b>SPECIAL BUSINESS:</b>			
4.	<p>To ratify the remuneration of M/s Mahesh Singh &amp; Co., Cost Auditor of the Company for the year 2017-18</p> <p><b>“RESOLVED THAT</b> 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 &amp; Co, Cost Accountants (Firm Registration No. 100441), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, for remuneration amounting to Rs. 25,000 (Rupees Twenty Five 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.”</p>		
5.	<p>approve the remuneration of Managing Director of the Company in case of loss/inadequacy of profit</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 196, 197 and 203 and all applicable provisions, if any, of Companies Act, 2013, (‘the Act’) readwith Schedule V to the said Act and Companies(Appointment and Remuneration of Managerial Personnel)Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per Articles of Association of the Company and subject to such other approval(s) or sanction(s) as may be required, consent of the Company be and is hereby accorded to approve the remuneration of Mr. Kamal Agarwal, Managing Director under the provisions of the Act for a period of three years w.e.f 01.04.2017 for remuneration of Rs. 25,000/- per month or such other limits ascertained under the provisions of Schedule V of the Act, payable as per rules and policies of the Company.</p> <p><b>“RESOLVED FURTHER THAT</b> the Board and Directors of the Company or a Committee of the Board be and is hereby authorized to approve the terms and conditions of re-appointment and to do all such acts, deeds and things which are necessary or incidental in order to give effect to this resolution.</p>		

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

Signature of Shareholder  
Signature of Proxy holder

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Company not less than 48 hours before the commencement of the Meeting. 2) The proxy need not be a member of the company**