

**Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of 24<sup>th</sup> AGM of the Equity Shareholders of  
M/s Superior Industrial Enterprises Limited  
25 Bazar Lane Bengali Market  
New Delhi-110001

**Sub: Report on voting through electronic means carried out during September 12, 2015 (9:00 A.M.) to September 14, 2015 (5:00 P.M.) and Poll conducted at the 24<sup>th</sup> Annual General Meeting of the Company held on 15<sup>th</sup> September, 2015 at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur (Chattarpur), Delhi-110074.**

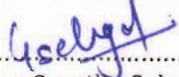
Dear Sir,

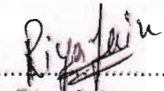
I, Shipra Khitha, a Company Secretary in Practice (M.No.:26430, CP No. 14648), have been appointed as a Scrutinizer by the Board of Directors of M/s Superior Industrial Enterprises Limited for the purpose of:

- (i) Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules); and
  - (ii) Poll under the provisions of Section 109 of the Companies Act 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions at the 24<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s Superior Industrial Enterprises Limited, held on the 15<sup>th</sup> September 2015 at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera Crossing, Fatehpur (Chattarpur), Delhi-110074.
1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to 24<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company. My responsibility as a Scrutinizer to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s Mas Services Limited, RTA, the authorized agency under the Rules to provide e-voting facilities, engaged by the Company along with the poll received at the 24 General Meeting of the Company.
  2. Further for the above, I submit herewith my consolidated Scrutinizer's report as under:
    - a. In accordance with the Notice of the 24<sup>th</sup> AGM sent to the shareholders, the e-voting period had commenced on 12<sup>th</sup> September 2015 at 09:00 A.M. to 14<sup>th</sup> September 2015 at 05:00 P.M.

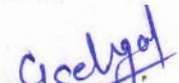


- b. The shareholders of the Company as on the "cut-off date" i.e. 8<sup>th</sup> September 2015 was entitled to vote on the resolutions (item no. 01 to 07 as set out in the notice of the 24<sup>th</sup> AGM of the Company).
- c. After the close of period for e-voting, the details of members, such as their names, folio numbers, numbers of shares held, who had casted votes through e-voting, were downloaded for the e-voting website of MAS SERVICE LIMITED, for the purpose of ensuring that the members who have casted their votes through e voting do not vote again at the 24<sup>th</sup> AGM.
- d. After the time fixed for closing of the Poll by the Chairman, One ballot box kept for polling were locked in our presence with due identification marks placed by us.
- e. The locked ballot box was subsequently opened in my presence along with the two witnesses (1) Ms. Geetika Sehgal and (2) Ms. Riya Jain who are not in employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Boxes being unlocked in their presence. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company- MAS SERVICES LIMITED and the authorization/proxies lodged with the Company.

  
.....  
Name: Geetika Sehgal

  
.....  
Name: Riya Jain

- f. I did not find any poll papers invalid.
- g. After counting the votes casted by the members and the proxy holders present at the 24<sup>th</sup> Annual General Meeting of the Company through polling paper, the votes casted through e-voting were unblocked on 17<sup>th</sup> September 2015, around 4.00 P.M. in the presence along with the two witnesses, (1) Ms. Geetika Sehgal and (2) Ms. Riya Jain who are not in employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

  
.....  
Name: Geetika Sehgal

  
.....  
Name: Riya Jain

- h. Thereafter, the details containing inter-alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of MAS SERVICES LIMITED i.e. [www.masserv.com](http://www.masserv.com).
- i. Based on reports generated from the e-voting website of MAS SERVICES LIMITED and voting through poll conducted at the 24<sup>th</sup> Annual General Meeting, the consolidated report on the result of voting on each resolution are given hereunder:





**Item No. 1: Adoption of the audited balance sheet of the company as at 31<sup>st</sup> march, 2015 and the statement of profit & loss for the year ended on that date together with the reports of the board of directors and auditors thereon.**

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	31	6,181,021	100.00%
E-voting	--	--	--
<b>Total</b>	<b>31</b>	<b>6,181,021</b>	<b>100.00%</b>

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL		
E-voting			
Total			

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	NIL	
E-voting		
Total		

**Item No. 2: Appointment of Mr. Krishna Kumar Agarwal as director of the Company liable to retire by rotation.**

(iv) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	31	6,181,021	100.00%
E-voting	--	--	--
<b>Total</b>	<b>31</b>	<b>6,181,021</b>	<b>100.00%</b>

(v) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL		
E-voting			



Total	
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(vi) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	NIL	
E-voting		
Total		

**Item No. 3: Appointment of Auditors and Fixing their remuneration.**

(vii) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	31	6,181,021	100.00%
E-voting	--	--	--
<b>Total</b>	<b>31</b>	<b>6,181,021</b>	<b>100.00%</b>

(viii) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL		
E-voting			
Total			

(ix) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	NIL	
E-voting		
Total		

**Item No. 4: Re-appointment of Mr. Vijay Kumar Gupta as an Independent Director of the Company.**

(x) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	31	6,181,021	100.00%
E-voting	--	--	--
<b>Total</b>	<b>31</b>	<b>6,181,021</b>	<b>100.00%</b>



(xi) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
E-voting			
Total			

(xii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	NIL	NIL
E-voting		
Total		

**Item No. 5: Re-Appointment of Ms. Divya Mehrotra as an Independent Director of the Company.**

(xiii) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	31	6,181,021	100.00%
E-voting	--	--	--
<b>Total</b>	<b>31</b>	<b>6,181,021</b>	<b>100.00%</b>

(xiv) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
E-voting			
Total			

(xv) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	NIL	NIL
E-voting		
Total		





**Item No. 6: Ratification of Remuneration of Cost Auditor of the Company.**(xvi) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	31	6,181,021	100.00%
E-voting	--	--	--
<b>Total</b>	<b>31</b>	<b>6,181,021</b>	<b>100.00%</b>

(xvii) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL		
E-voting			
Total			

(xviii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	NIL	
E-voting		
Total		

**Item No. 7: To make Investments under Section 186 of the Companies Act, 2013.**(xix) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	31	6,181,021	100.00%
E-voting	--	--	--
<b>Total</b>	<b>31</b>	<b>6,181,021</b>	<b>100.00%</b>

(xx) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL		
E-voting			
Total			



(xxi) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	NIL	
E-voting		
Total		

5. An **Annexure I** containing the list of equity shareholders who voted **"FOR"**, **"AGAINST"** and those whose votes were declared invalid for each resolution is enclosed.

6. The relevant records relating to poll including voting by electronic means shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 24<sup>th</sup> Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

**For Shipra Khitha & Associates**  
**Company Secretaries**

  
**Shipra Khitha**  
Proprietor  
C.P. No. 14648  
M. No. 26430

**Date: September 18, 2015**  
**Place: New Delhi**



## Annexure I

List of Shareholders voted in favor of resolutions

S.No.	Name of Shareholder	Folio No.	No. of Shares	DP ID	Client ID
1	PARMOD KUMAR JAIN		5	IN300394	14752520
2	LOKESH GUPTA		2	13041400	01647317
3	RAJNI GUPTA		2	IN300708	10182550
4	KRISHNA WADHWA		1	IN301143	11279540
5	SANJEEV AGRAWAL		669036	12069800	00001312
6	DEEPTI AGRAWAL		478942	12069800	00001327
		P000008	40000		
7	HAL OFFSHORE LIMITED		1532500	IN303778	10007209
			472303	IN302349	10089515
8	MOON BEVERAGES LIMITED		1466305	12069800	00002295
9	FORTUNE INDUSTRIAL RESOURCES LTD		90000	12069800	00002341
10	SAPTRISHI FINANCE LIMITED	0002342	35000		
11	ANANT AGARWAL		74819	12069800	00000887
12	PRABHA RANI AGRAWAL		50000	12069800	00001331
13	AYUSH GUPTA		1	13041400	07635382
14	HINDUSTAN AQUA LIMITED		1000000	12069800	00003134
15	ASHOK SAXENA	P000017	20000		
16	RASHMI KANT MITTAL	P000018	20000		
17	RUCHIKA BANSAL	0009068	10000		
18	NISHANT BANSAL	0009069	10000		
19	TARABEN CHANDULAL MEHTA		400	12024700	00190334
20	VIVEK SOMANI		97469	12044700	05570579
21	G C BHALA & SONS		7844	12069800	00000061
22	MANISH BHALA		20000	12069800	00000171
23	VARINDER PAL SINGH KANDHARI		3614	12069800	00000868
24	SHAKTI BAJAJ		472	IN302943	10084319
25	SUSHANT GUPTA		300	IN300861	10169206
26	ISHITA GOEL		40000	IN303655	10004909
27	ASHOK KUMAR JAIN		3	IN300118	10242590
28	NARENDER SINGH CHAUHAN		1	12014100	00008655
29	PRAVEEN KUMAR		1	IN300118	10449827
30	ASHISH JAIN		42000	12020600	00904216
31	RAMA JAIN/ VIMAL JAIN		1	IN302365	10003504
	<b>Total</b>		<b>6,181,021</b>		

*\*None of the shareholders casted against the resolution and none of the votes declared invalid*

