

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2019

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

**I. REGISTRATION AND OTHER DETAILS :**

CIN	L15142DL1991PLC046469
Registration Date	25/11/1991
Name of the Company	<b>Superior Industrial Enterprises Limited</b>
Category / Sub-Category of the Company	Manufacturing
Address of the Registered office and contact details	25, Bazar Lane, Bengali Market, New Delhi-110 001 Contact:011 43585000; Id: info@superiorindustrial.in
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Mas Services Limited</b> T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110 020 Contact: 91-11-2638 7281 Id :info@masserv.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
Corrugate Boxes	17022	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% age of Shares held	Applicable Section
1	Hindustan Aqua Pvt. Ltd. 25, Bazar Lane, Bengali Market, New Delhi- 110001	U65929DL1986PTC025956	Associate	38.80%	2(6)
2	Babri Polypet Pvt. Ltd. 25, Bazar Lane, Bengali Market, New Delhi- 110001	U25200DL2014PTC273049	Subsidiary	51%	2(87)

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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>(1) Indian</b>									
Individual/ HUF	1272797	80000	1352797	9.77	1272797	80000	1352797	9.77	0
Central Govt									0
State Govt(s)									0
Bodies Corp	5052739	0	5052739	36.48	5052739	0	5052739	36.48	0
Banks / FI	90000	35000	125000	0.90	90000	35000	125000	0.90	0
Any Other									0
<b>Sub-total(A)(1):-</b>	<b>6415536</b>	<b>115000</b>	<b>6530536</b>	<b>47.15</b>	<b>6415536</b>	<b>115000</b>	<b>6530536</b>	<b>47.15</b>	<b>0</b>
<b>(2) Foreign</b>									
NRIs-Individuals	0	0	0	0	0	0	0	0	0
Other-Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+ (A)(2)</b>	<b>6415536</b>	<b>115000</b>	<b>6530536</b>	<b>47.15</b>	<b>6415536</b>	<b>115000</b>	<b>6530536</b>	<b>47.15</b>	<b>0</b>
<b>Public Shareholding</b>									
<b>Institutions</b>									
Mutual Funds	0	0	0	0	0	0	0	0	0
Banks / FI									
Central Govt	0	0	0	0	0	0	0	0	0
State Govt(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0

FIs	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
<b>2. Non Institutions</b>									
<b>Bodies Corp.</b>									
<b>Individuals:</b>									
(i) Indian	1777454	49700	1827154	13.19	1777454	49700	1827154	13.19	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	487464	1191911	1679375	12.13	487464	1191911	1679375	12.13	-
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	3685283	100000	3785283	27.33	3685283	100000	3785283	27.33	-
(c) Others	0	0	0	0	0	0	0	0	0
(c-i) Non-Resident Individuals	1200	0	1200	0.01	1200	0	1200	0.00	0
(c-ii) Directors	0	0	0	0	0	0	0	0	0
(c-iii) Clearing Members	2	0	2	0.00	2	0	2	0.00	0
(c-iv) NBFC	150	26300	26450	0.19	150	26300	26450	0.19	0
<b>Sub-total (B)(2)</b>	<b>5951553</b>	<b>1367911</b>	<b>7319464</b>	<b>52.85</b>	<b>5951553</b>	<b>1367911</b>	<b>7319464</b>	<b>52.85</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>5951553</b>	<b>1367911</b>	<b>7319464</b>	<b>52.85</b>	<b>5951553</b>	<b>1367911</b>	<b>7319464</b>	<b>52.85</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>12367089</b>	<b>1482911</b>	<b>13850000</b>	<b>100</b>	<b>12367089</b>	<b>1482911</b>	<b>13850000</b>	<b>100</b>	<b>0</b>

**•Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	% Change during the year
<b>A. Promoter</b>									
<b>(1) Indian</b>									
Individual/ HUF	1272797	80000	1352797	9.77	1272797	80000	1352797	9.77	0
Central Govt	-	-	-	-	-	-	-	-	0
State Govt(s)	-	-	-	-	-	-	-	-	0
Bodies Corp	5052739	125000	5177739	37.38	5052739	125000	5177739	37.38	0
Banks / FI	-	-	-	-	-	-	-	-	0
Any Other	-	-	-	-	-	-	-	-	0
<b>Sub-total(A)(1):-</b>	<b>6325536</b>	<b>205000</b>	<b>6530536</b>	<b>47.15</b>	<b>6325536</b>	<b>205000</b>	<b>6530536</b>	<b>47.15</b>	<b>0</b>
<b>(2) Foreign</b>									
<b>NRIs- Individuals</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Other Individuals</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
NRIs-Individuals	0	0	0	0	0	0	0	0	0
Other-Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding Of Promoter (A) = (A)(1)+ (A)(2)</b>									
Public Shareholding	6325536	205000	6530536	47.15	6325536	205000	6530536	47.15	0
Institutions									
Mutual Funds	0	0	0	0	0	0	0	0	0

Banks / FI									
Central Govt	0	0	0	0	0	0	0	0	0
State Govt(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
FIs	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Non Institutions</b>									
<b>Bodies Corp.</b>									
(i) Indian	1777454	49700	1827154	13.19	1777454	49700	1827154	13.19	0
(ii) Overseas	0	0	0	0	0	0	0	0	—
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	3685283	100000	3785283	27.33	3685283	100000	3785283	27.33	0
(c) Others	0	0	0	0	0	0	0	0	0
(c-i) Non-Resident Individuals	1200	0	1200	0.01	1200	0	1200	0.01	0
(c-ii) Directors	0	0	0	0	0	0	0	0	0
(c-iii) Clearing Members	2	0	2	0.00	2	0	2	0.00	0
(c-iv) NBFC	150	26300	26450	0.19	150	26300	26450	0.19	0
(c-v) Bodies Corporate	0	0	0	0	150000	0	150000	0	0
<b>Sub-total (B)(2)</b>	<b>5951553</b>	<b>1367911</b>	<b>7319464</b>	<b>52.85</b>	<b>5951553</b>	<b>1367911</b>	<b>7319464</b>	<b>52.85</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>5951553</b>	<b>1367911</b>	<b>7319464</b>	<b>52.85</b>	<b>5951553</b>	<b>1367911</b>	<b>7319464</b>	<b>52.85</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>12367089</b>	<b>1482911</b>	<b>13850000</b>	<b>100</b>	<b>12367089</b>	<b>1482911</b>	<b>13850000</b>	<b>100</b>	<b>0</b>

**Promoter's Shareholding**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Prabha Rani Agrawal	50000	0.36	Nil	50000	0.36	Nil	Nil
2.	Saptrishi Finance Limited	35000	0.25	Nil	35000	0.25	Nil	Nil
3.	Deepti Agrawal	518942	3.75	Nil	518942	3.75	Nil	Nil
4.	Rashmi Kant Mittal	20000	0.14	Nil	20000	0.14	Nil	Nil
5.	Sanjeev Agrawal	669036	4.83	Nil	669036	4.83	Nil	Nil
6.	Fortune Industrial Resources Limited	90000	0.65	Nil	90000	0.65	Nil	Nil
7.	HAL Offshore Limited	2586434	18.67	Nil	2586434	18.67	Nil	Nil
8.	Hindustan Aqua Private Limited	1000000	7.22	Nil	1000000	7.22	Nil	Nil

9.	Moon Beverages Limited	1466305	10.59	Nil	1466305	10.59	Nil	Nil
10.	Ashok Saxena	20000	0.14	Nil	20000	0.14	Nil	Nil
11.	Anant Agrawal	74819	0.54	Nil	74819	0.54	Nil	Nil
	<b>TOTAL</b>	<b>6530536</b>	<b>47.15</b>	<b>Nil</b>	<b>6530536</b>	<b>47.15</b>	<b>Nil</b>	<b>Nil</b>

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1		NOT APPLICABLE			

**Shareholding Pattern of top ten shareholders:**

Sr. no	For each of the top ten shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	HAL Offshore Limited	2586434	18.67%	2586434	18.67%
2	Jay Polychem (India) Limited	1500000	10.83%	1500000	10.83%
3	Moon Beverages Limited	1466305	10.58%	1466305	10.58%
4	Hindustan Aqua Private Limited	1000000	7.22%	1000000	7.22%
5	Sanjeev Agrawal	669036	4.83%	669036	4.83%
6.	Mrs. Deepti Agrawal	518942	3.75%	518942	3.75%
7.	Mr. Neeraj Singal	450000	3.25%	450000	3.25%
8.	Neeraj Singal(HUF)	450000	3.25%	450000	3.25%
9.	Mr. Brij Bhushan Singal	450000	3.25%	450000	3.25%
10.	Brij Bhushan Singal(HUF)	450000	3.25%	450000	3.25%

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

Sr. no	For each of the directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
		NIL			

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	4708518	-	-	4708518
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
<b>Total (i+ii+iii)</b>	<b>4708518</b>	<b>-</b>	<b>-</b>	<b>4708518</b>
Change in Indebtedness during the financial year				
- Addition				
- Reduction	1205541			
<b>Net Change</b>	<b>1205541</b>			<b>1205541</b>
Indebtedness at the end of the financial year	3502977	-		3502977
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>3502977</b>	<b>-</b>	<b>-</b>	<b>3502977</b>

**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Mr. Kamal Agarwal (Managing Director)  25,000 per month 00 00	3,00,000 00 00
	Total (A)	25,000	25,000
	Ceiling as per the Act		5% of Net Profit of the Company READ WITH SCHEDULE V

**B. Remuneration to other Directors:**

Sl. No	Particulars of Remuneration	Name Of Indepen		Total Amount
		Mr. Vijay Kumar Gupta	Ms. Divya Mehrotra	
	Independent Directors · Fee for attending board committee meetings	20000	20000	40000
	Total (1)	20000	20000	40000
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			Rs. Not exceeding 1 lakh

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Raushan Kr. Sharma CFO(01.04.2018 31.03.2019)	Ms. Manisha Chaddha  Company Secretary (01.04.2018 11-02-2019)	Ms. Megha Rastogi  (11.02.2019 31.03.2019)	Total
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Rs. 5,52,000	Rs. 1,00,000	Rs. 90,000	7,42,000.00
	Others, please specify	Nil	Nil	Nil	
	<b>Total</b>	<b>Rs. 5,52,000</b>	<b>Rs. 1,00,000</b>	<b>Rs. 90,000</b>	<b>7,42,000.00</b>

**PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act, 2013 against the Company or its Directors or other Officers in default, if any, during the year.

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

SN	Requirement of Rule 5(1)	Details
1	the ratio of remuneration of each director to the median remuneration of each employees of the Company for the financial year;	Mr. Vijay Kumar Gupta-NA Ms. Divya Mehrotra-NA Mr. Krishna Kumar Agarwal-NA Mr. Kamal Agarwal-1:3.33
2	The percentage increase in the remuneration of each director, chief Financial Officer, Chief Executive Officer, Company Secretary or manager, if any, in the financial year;	Mr. Vijay Kumar Gupta-NA Ms. Divya Mehrotra-NA Mr. Krishna Kumar Agarwal-NA Mr. Kamal Agarwal-1:3.33 Ms. Manisha Chadha- NA Mr. Raushan Kumar Sharma-NA Ms. Megha Rastogi-NA
3	The percentage increase in the median remuneration of employees in the financial year; No. Of permanent employees on the rolls of the Company	NA
4	No. of permanent employees on the rolls of the Company	31 No. of employees as on 31.03.2019
5	Average percentile increase already made in the salaries of employees of the Company other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration.	Salary increase of non managerial personnel- NA Salary increase of managerial personnel- NA There are no exceptional circumstances in increase in managerial personnel. Management person have availed of leave encashment during the year.
6	The Key parameters for any variable component of remuneration availed by the directors	There are no variable component in the Managing Director's Remuneration.
7	Affirmation that remuneration is as per the policy of the Company	Remuneration paid during the year ended 31.03.2019 is

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

Date: 13-08-2019  
Place: New Delhi

**Sd/-  
Kamal Agarwal  
Managing Director  
DIN: 02644047**

**Sd/-  
Krishna Kumar Agarwal  
Director  
DIN: 06713077**

**INFORMATION UNDER SECTION 134(3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF COMPANIES (ACCOUNTS) RULES, 2014****A. CONSERVATION OF ENERGY**

**THE STEPS TAKEN OR IMPACT ON CONSERVATION OF ENERGY:** During the year significant savings have been made through energy usage optimization programs at manufacturing units. All manufacturing facilities have improved the specific energy consumption in major area of manufacturing. Energy management continues to be a focus area in operation throughout the year.

**THE STEPS TAKEN BY THE COMPANY FOR UTILISING ALTERNATE SOURCE OF ENERGY:** Lower cost fuels and energy sources which improve specific energy consumption are alternatively used in manufacturing process.

**CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS:** During the current financial year, the Company has not incurred any capital expenditure on the energy conservation equipment. However, the proposals are being evaluated on the subject.

**B. TECHNOLOGY ABSORPTION:-**

The Company has not imported any technology during the last three years. Hence, the particulars with respect to efforts made towards technology absorption and benefits derived etc. are not applicable to the Company.

**RESEARCH & DEVELOPMENT ACTIVITIES:-** The Company has not incurred any expenditure or generated revenue in Research & Development activities.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:-**

Foreign Exchange earning: NIL

Foreign Exchange Outgo- NIL

**Particulars of Loan, Investment & Guarantee**

<b>PARTICULARS</b>	<b>AMOUNT (IN RUPEES)</b>	<b>LOAN GIVEN TO</b>	<b>PURPOSE FOR WHICH THE LOAN IS PROPOSED TO BE UTILIZED</b>
Loans given as on 31.03.2018	562124	Babri Polypet Private Limited	Principal business activity and Incidental

**Investment as on 31.03.2019**

<b>Name of Entity</b>	<b>Relation</b>	<b>Amount (in Rs.)</b>	<b>Particulars of Investment</b>
Moon Beverages Limited	Group Company	11,85,00,000/-	316000 Equity Shares
Hindustan Aqua Private Limited	Associate Company	11,40,00,000/-	2850000 Equity Shares
Metbrass Plassim India Limited	Group Company	4,50,00,000/-	300000 Equity Shares
A. J. Shrink Wrap Private Limited	Group Company	26,50,000/-	265000 Equity Shares
Babri Polypet Private Limited	Subsidiary Company	1,02,00,000/-	1020000 Equity Shares

**Guarantee given as on 31.03.2019**

<b>Name of Entity</b>	<b>Relation</b>	<b>Amount (in Rs.)</b>	<b>Particulars of Guarantee</b>	<b>Purpose for which the Guarantees are proposed to be utilized</b>
HAL Offshore Ltd.	Group Company	2,50,00,00,000/-	Corporate Guarantee provided in favour of HAL Offshore Limited to facilitate the credit facilities by Punjab National Bank.	To facilitate the credit facility obtained from Punjab National Bank by HAL Offshore Limited



**STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS**

The Independent Directors of the Company have given declaration that they undertake that they shall seek prior approval of the Board if and when they have any such relationship / transactions, whether material or non-material. If they fail to do so they shall cease to be an Independent Director from the date of entering in to such relationship / transactions.

Further, they do hereby declare and confirm that the information furnished in the declaration under Section 149 of the Companies Act, 2013 is true and correct to the best of their knowledge and they shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

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

For and on behalf of Board

**Superior Industrial Enterprises Limited**

Date: 13-08-2019  
Place: New Delhi

**Sd/-  
Kamal Agarwal  
Managing Director  
DIN: 02644047**

**Sd/-  
Krishna Kumar Agarwal  
Director  
DIN: 06713077**