



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

**Date: 10<sup>th</sup> August, 2015**

Dear Members/Directors/Auditor,

You are cordially invited to attend the Annual General Meeting (the "AGM") of the members of the Company "M/s Superior Industrial Enterprises Limited (the Company) to be held on 15<sup>th</sup> day of September, 2015 at 11.00 am at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074.

The Notice of the meeting, containing the business to be transacted, is enclosed.

**Thanking You,**

**By Order of Board**

**Neha Sarpal**

**Company Secretary and Compliance Officer**

**A-37625**

**Encl. Notice of AGM**



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## NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Superior Industrial Enterprises Limited (**"the Company"**) will be held on Tuesday, September 15, 2015 at 11:00 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 Financial Statements for the financial year ended on 31<sup>st</sup> March, 2015 and Reports of the Board of Directors and the Auditors 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.
3. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules frame thereunder, as amended from time to time, M/s. Kamal & Co., Chartered Accountants (FRN 001033N ), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

### SPECIAL BUSINESS.

#### **4. Re-appointment of Mr. Vijay Kumar Gupta as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vijay Kumar Gupta, (DIN: 00022885), who was appointed as an Additional Director on 6<sup>th</sup> November, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who

has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation for a term of five years commencing from 6<sup>th</sup> November, 2014.”

#### **5. Re-appointment of Ms. Divya Mehrotra as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Divya Mehrotra (DIN: 00006494), who was appointed as an Additional Director on 25<sup>th</sup> February, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company, whose office is not liable to retire by rotation for a term of five years commencing from 25<sup>th</sup> February, 2014.”

#### **6. Ratification of Remuneration of Cost Auditor of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**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, 2016, amounting to Rs. 30,000 (Rupees Thirty Thousand) only as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

#### **7. To make investments under Section 186 of the Companies Act, 2013**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as “the Board”) to make investment in the securities of M/s Hindustan Aqua Limited to transform the same as its wholly owned subsidiary and in other bodies corporate exceeding sixty percent of company’s paid up capital and its free reserves and securities

premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 200 Crores over and above the paid up capital of the Company and its free reserves and securities premium account.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

**By Order of Board of Directors**

**Registered Office,  
25, Bazar Lane, Bengali  
Market, New Delhi-  
110001**

**Neha Sarpal  
Company Secretary & Compliance Officer**

**New Delhi: 10<sup>th</sup> day of August, 2015**

## NOTES.

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.

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of proxy to be effective should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

1. The Register of Members and the Share Transfer Books of the Company will remain closed from September 9, 2015 to September 15, 2015 (both days inclusive).
2. Pursuant to Section 101 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 demat form must intimate the change in their address, if any, to MAS Services Limited, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020.
3. 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, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase – II, New Delhi-110020. e-mail: [info@masserv.com](mailto:info@masserv.com), website:[www.masserv.com](http://www.masserv.com) is the Registrar and Share Transfer Agent (RTA). 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.
4. In accordance with the Articles of Association of the Company, all Directors (except Mr. Kamal Agarwal, who has been appointed as Managing Director for a term of five years on 29<sup>th</sup> September, 2014, retire every year and if eligible, offer themselves for re-appointment at the Annual General Meeting. As per provisions of Companies Act, 2013, Independent directors are appointed for a term upto five consecutive years and are not liable to retire by rotation.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the depository participant(s), unless the members have registered their request for hard copy of the same. Physical copy of the notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email address with the company or depository participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

6. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the listing agreement, 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 **14<sup>th</sup> August, 2015**, 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 (remote e-voting).

## 7. REMOTE E VOTING

**The procedure and instructions for e-voting as given in the Notice of the 24<sup>th</sup> 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.nsdl.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 24<sup>th</sup> 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.nsdl.com](http://www.evoting.nsdl.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 8<sup>h</sup> September, 2015.
- 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. 8<sup>h</sup> September, 2015, 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.nsdl.com](http://www.evoting.nsdl.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. Ms. Shipra Khitha, Practicing Company Secretary (Mem. No. 26430) Proprietor of M/s Shipra Khitha & 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.

## **GENERAL INSTRUCTIONS:**

A. The e-voting period commences on September 12, 2015 (9.00 am) and ends on September 14, 2015 (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 8<sup>th</sup> September, 2015, 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 8<sup>th</sup> September, 2015.

C. The Company has appointed Ms. Shipra Khitha, Practicing Company Secretary (Mem. No. 26430) Proprietor of M/s Shipra Khitha & 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 three days 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.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

10. The procedure and instructions for members for e-voting are disclosed in the Attendance Slip attached with this report.

11. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office atleast seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.

12. 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.

13. We propose to send all future communication(s) in electronic mode to the email address provided by you. So, all the shareholders whose email –id is not registered with us are requested to please register your email address with DP / Registrar / Company, so that your company can contribute to the safety of environment.



14. For members who have not registered their email address, physical copies of the Annual report for the year ending 31st March, 2015 is being sent in the permitted mode and the same is placed on the website of the company viz. [www.superiorindustrial.in](http://www.superiorindustrial.in).

15. 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.

16. 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.

17. 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.

**By Order of Board of Directors**

**Registered Office,  
25, Bazar Lane, Bengali Market,  
New Delhi- 110001**

**Neha Sarpal  
Company Secretary & Compliance Officer**

**New Delhi, 10th day of August, 2015**

## **EXPLANATORY STATEMENT:-**

### **ITEM NO. 4**

The Board of Directors of the Company had appointed Mr. Vijay Kumar Gupta (DIN: 00022885) as an Additional Director of the Company with effect from 6<sup>th</sup> November, 2014. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Vijay Kumar Gupta shall hold office upto the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, member of the Company signifying his candidature as an Independent director of the Company.

The Company has received a declaration of Independence from Mr. Vijay Kumar Gupta. In the opinion of the board, Mr. Vijay Kumar Gupta fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of draft letter of appointment for Independent directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.superiorindustrial.in./Company/leadership](http://www.superiorindustrial.in./Company/leadership)

None of the directors or Key Managerial Personnel and their relative, except Mr. Vijay Kumar Gupta, are concerned or interested (financially or otherwise) in this resolution. The Board recommends the ordinary resolution set out at item no. 4 for the approval of members.

### **ITEM NO. 5**

The Board of Directors of the Company had appointed Ms. Divya Mehrotra (DIN: 00006494) as an Additional Director of the Company with effect from 25<sup>th</sup> February, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Divya Mehrotra shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, member of the Company signifying her candidature as an Independent director of the Company.

The Company has received a declaration of Independence from Ms. Divya Mehrotra. In the opinion of the Board, Ms. Divya Mehrotra fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of draft letter of appointment for Independent directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.superiorindustrial.in./Company/leadership](http://www.superiorindustrial.in./Company/leadership)

None of the directors or Key Managerial Personnel and their relative, except Ms. Divya Mehrotra, are concerned or interested (financially or otherwise) in this resolution.

The Board recommends the ordinary resolution set out at item no. 5 for the approval of members.

**ITEM NO. 6**

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 31<sup>st</sup> March, 2016. 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.

None of the directors or Key Managerial Personnel and their relative are concerned or interested (financially or otherwise) in this resolution. The Board commends the ordinary resolution set out at item no. 6 for the approval of members.

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

**ITEM NO. 7**

The Company makes investments in the companies as and when needed. Taking into consideration, the requirements of additional investments to be made by the Company to meet, it is expected that the limit of Rs. 200 crores over and above the paid up capital of the Company and its free reserves be sanctioned by the Shareholders.

The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the revised limits upto Rs. 200 Crores over and above the paid up capital of the Company and its free reserves.

As per the provisions of Section 186 (2)(c) of the Companies Act, 2013, No company shall directly or indirectly acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

Where such making of investment or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

The Directors recommend the Item No. 7 of the Notice for consent and approval by the shareholders. Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 7 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**By Order of Board of Directors**

**Registered Office.**

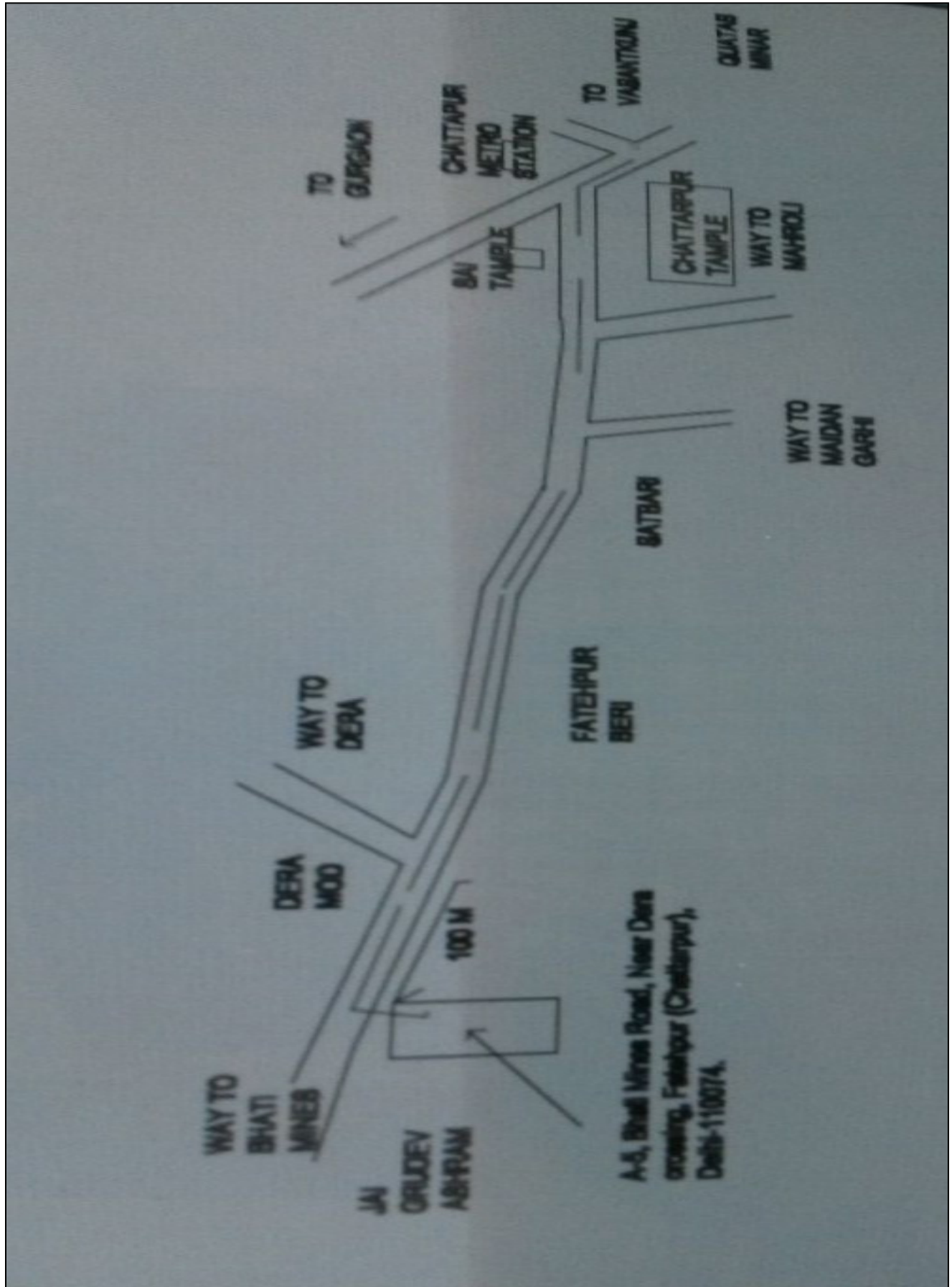
**25, Bazar Lane, Bengali Market,  
New Delhi- 110001**

**Neha Sarpal  
Company Secretary & Compliance Officer**

**New Delhi. 10th day of August, 2015**

**Annexure to Notice- Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)**

<b>Name of Director</b>	<b>Krishna Kumar Agarwal</b>	<b>Vijay Kumar Gupta</b>	<b>Divya Mehrotra</b>
<b>Date of Birth/Age</b>	01/06/1965 (50)	01/02/1948 (67)	05/05/1973 (42)
<b>Date of appointment on the Board</b>	22 <sup>nd</sup> November, 2013	6 <sup>th</sup> November, 2014	25 <sup>th</sup> February, 2015
<b>Qualification</b>	B. Com, LL.B and CA (FCA)	Chartered Accountant	B. Com, Delhi University, graduation in Hospital Management from Apollo Hospital
<b>Brief Profile and nature of their expertise</b>	Varied experience in Accounts, Finance and Taxation	experience of more than 40 years in Direct Taxes and Company Law	Exposure of working as Executive- Merchant Banking and customer relation Dept. in a NBFC
<b>Directorship held in other Companies</b>	<ol style="list-style-type: none"> <li>1. Moon Beverages Limited</li> <li>2. Softlign Solution Private Limited</li> <li>3. Versatile Datamatics Private Limited</li> <li>4. Prince IT Solutions Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. MMB Sales India Private Limited</li> <li>2. SynapseCommunications Private Limited</li> <li>3. OneGlobe Travels India Private Limited</li> <li>4. Superior Investment (India) Limited</li> <li>5. Modi Edutech Private Limited</li> <li>6. MGlobe International Private Limited</li> <li>7. Vinura Beverages Private Limited</li> <li>8. HAL Offshore Limited</li> <li>9. UNIGLOBE Mod Travels Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Relikan corporate advisors private limited</li> <li>2. Pragati moulders ltd</li> <li>3. Lino pensione private limited</li> <li>4. Vinu promoters private limited</li> <li>5. Maxim infracon private limited</li> <li>6. HAL Offshore Limited</li> <li>7. Moon Beverages Limited</li> </ol>
<b>Membership/Chairmanship of all Committees of all Companies</b>	NIL	3	NIL
<b>Shareholding of Non Executive Directors in the Company</b>	NIL	NIL	NIL



**Superior Industrial Enterprises Limited**

Regd. off: 25, Bazar Lane, Bengali Market, New Delhi- 110 001

Ph. & Fax No. : 23731233, 23731230 CIN:L15142DL1991PLC046469

Email ID: info@superiorindustrial.in Website: www.superiorindustrial.in

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**ELECTRONIC VOTING PARTICULARS**

<b>EVEN(Electronic Voting Event Number)</b>	<b>PASSWORD</b>	<b>USER ID</b>	<b>NO. OF SHARES</b>

The e-voting facility will be available during the following voting period.

Commencement of e-voting	From 09.00 a.m. on September 12 <sup>th</sup> , 2015
End of e-voting	Upto 05.00 p.m. on September 14 <sup>th</sup> , 2015

The cut-off date (i.e. the record date) for the purpose of e-voting is September 8<sup>th</sup>, 2015

----- **TEAR HERE** -----

**Superior Industrial Enterprises Limited**

Regd. off: 25, Bazar Lane, Bengali Market, New Delhi- 110 001

Ph. & Fax No. : 23731233, 23731230 CIN:L15142DL1991PLC046469

Email ID: info@superiorindustrial.in Website: www.superiorindustrial.in

ATTENDANCE SLIP

I/We hereby record my presence at the Annual General Meeting on Tuesday, September 15<sup>th</sup>, 2015 at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074

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

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

Regd. Folio No./DPID-CLID \_\_\_\_\_

\_\_\_\_\_  
Signature of the Shareholder/Proxy

Note:

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

The procedure and instructions for e-voting as given in the Notice of the 24<sup>th</sup> Annual General Meeting are again reproduced hereunder for easy reference.

**III. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories),**

- m. 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.
- n. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- o. Click on Shareholder-Login.
- p. Put user ID and password as initial password noted in step (i) above. Click Login.
- q. 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.
- r. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- s. Select "EVEN" of "**Superior Industrial Enterprises Limited**".
- t. Now you are ready for remote e-voting as Cast Vote page opens.
- u. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- w. Once you have voted on the resolution, you will not be allowed to modify your vote.
- x. 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).

**IV. In case of Members receiving Physical copy of Notice of 24<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- c. Initial password is provided in the box overleaf.
- d. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- L. 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.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- M. 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.
- N. 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).
- O. 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 8<sup>h</sup> September, 2015.
- P. 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. 8<sup>h</sup> September, 2015, 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.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- Q. 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.
  - R. 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.
  - S. Ms. Shipra Khitha, Practicing Company Secretary (Mem. No. 26430) Proprietor of M/s Shipra Khitha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - T. 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.
  - U. 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.
  - V. 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.
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Proxy form

Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110 001

Tel. +23731230/33 0120-2666714 Fax + 43585015 Website: www.superiorindustrial.in

E mail: [info@superiorindustrial.in](mailto:info@superiorindustrial.in)

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name of the Member(s)		
Registered Address :		
E-mail Id	Folio No /Client ID	DP ID
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		
1.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 Annual General Meeting of the company, to be held on the 15<sup>th</sup> day of September, 2015 at 11.00 a.m. at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)
1.	<b>ORDINARY BUSINESS</b>
2.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015
3.	Re-appointment of M/s. Kamal & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration
4.	Appointment of Mr. Krishna Kumar Agarwal as Director retire by rotation
	<b>SPECIAL BUSINESS</b>
5.	appointment of Mr. Vijay Kumar Gupta as Independent Director for a period of five years
6.	To appoint Ms. Divya Mehrotra as Independent Director for a period of five years
7.	To ratify the remuneration paid to M/s. _____, Cost Auditors for the year 2015-16
8.	To invest in the funds of other bodies corporate u/s 186 of Companies Act, 2013

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

Affix  
Revenue  
Stamps

**Signature of Shareholder**

**Signature of Proxy holder(s)**

**Note:**1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. 2) The proxy need not be a member of the company.