



FORM No. MGT- 13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of
the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Annual General Meeting of the Equity Shareholders of Superior Industrial Enterprises Limited held on 29th September, 2014 at 10:00 A.M., at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074

Dear Sir,

I, Gaurav Jain, Practising Chartered Accountant, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Superior Industrial Enterprises Limited held on 29th September, 2014 at 10:00 A.M., at Aggarwal Farm House, A-5, Bhati Mines Road, Near Dera crossing, Fatehpur (Chattarpur), Delhi-110074.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.



4. The result of the poll is as under:

AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31 ST MARCH, 2014 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.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
20	5369026	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
Nil	Nil	Nil

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

AGENDA ITEM NO.	2
SUBJECT	APPOINTMENT OF AUDITORS AND FIXING THEIR REMUNERATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
20	5369026	100 %



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
Nil	Nil	Nil

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

AGENDA ITEM NO.	3
SUBJECT	APPOINTMENT OF MR. KRISHNA KUMAR AGARWAL AS DIRECTOR OF THE COMPANY
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
20	5369026	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
Nil	Nil	Nil

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



AGENDA ITEM NO.	4
SUBJECT	RE-APPOINTMENT OF MR. JAGDISH PERSAD SURI AS AN INDEPENDENT DIRECTOR OF THE COMPANY
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
20	5369026	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
Nil	Nil	Nil

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

AGENDA ITEM NO.	5
SUBJECT	RE-APPOINTMENT OF MR. MAHESH PRASAD MEHROTRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
20	5369026	100 %



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
Nil	Nil	Nil

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

AGENDA ITEM NO.	6
SUBJECT	APPOINTMENT OF MR. KAMAL AGARWAL AS MANAGING DIRECTOR OF THE COMPANY
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
20	5369026	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
Nil	Nil	Nil

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



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 poll papers and all other relevant records were sealed and handed over to the Chairman and Managing Director of the Company, authorized by the Board for safe keeping.

Thanking you,

True Regards,
For Gaurav A Jain & Associates
Chartered Accountants
F R No. 022339N

Gaurav Jain
Gaurav Jain
Proprietor
M. No. 512348



Date: September 29, 2014
New Delhi

Witness - 1

Shweta
: Ms. Shweta Khitha

Witness - 2

Creetika
: Ms. Creetika Selgal

Signed by _____
Mahesh Prasad Mehrotra
Chairman of the Meeting

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.	JATINDER PAL SINGH		20000	12038000	00076732
5.	KULDEEP SINGH		19200	12038000	00076747
6.	KRISHNA WADHWA		1	IN301143	11279540
7.	SANJEEV AGRAWAL		690036	12069800	00001312
8.	DEEPTI AGRAWAL		395675	12069800	00001327
9.	RASHMI KANT MITTAL	P000018	20000		
10.	ASHOK SAXENA	P000017	20000		
11.	AMAN GHAI		14000	IN302566	10075749
12.	HAL OFFSHORE LIMITED		1532500	IN303778	10007209
13.	MOON BEVERAGES LIMITED		1466305	12069800	00002295
14.	FORTUNE INDUSTRIAL RESOURCES LTD		90000	12069800	00002341
15.	HINDUSTAN AQUA LIMITED		1000000	IN302943	10087185
16.	MEETA GOEL		10000	12038000	00077951
17.	RITU GOEL		10000	12038000	00077945
18.	AMIT BANSAL		20000	IN300484	15254671
19.	SAPTRISHI FINANCE LIMITED	0002342	35000		
20.	SAPTRISHI FINANCE LIMITED	0007570	26300		
	Total		5369026		

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





Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]

Date: September 25, 2014

To,
The Chairman
Superior Industrial Enterprises Limited
25 Bazar Lane, Bengali Market, New Delhi-110001

Sub: Scrutinizer's Report on e- voting conducted in terms of Section 108 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014.

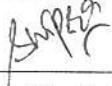
Dear Sir,

I, Gaurav Jain, Chartered Accountant in Practice was appointed as Scrutinizer by the Board of Directors of Superior Industrial Enterprises Limited (the "Company") on August 05, 2014 to scrutinize the e-voting process in a fair and transparent manner and also for ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the Annual General Meeting ("AGM") of the Company, to be held on September 29, 2014 at 10:00 A.M 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 compliance with the requirements of the Act and Rules relating to voting through electronics means on the resolutions contained in the Notice of the AGM of the members of the Company dated August 05, 2014. My responsibility as the Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast on the resolutions as set out in the notice to the AGM, based in the reports generated from the e- voting platform provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e- voting facilities, engaged by the Company.
- 2) Further to the above, I submit my report as under:
 - (i) The e-voting period remained open from Monday 22nd September, 2014 (0900 hours) till Wednesday, 24th September, 2014 (1800 hours) at www.evotingindia.com.
 - (ii) The members of the Company as on the "cut-off date" i.e. 22nd August, 2014 was entitled to vote on the resolutions (Item no. 1 to 6 as set out in the notice of the AGM of the Company dated 05th August, 2014).



- (iii) The votes cast were unblocked on 25th September, 2014 in the presence of two witnesses, Ms. Shipra Khitha and Ms. Geetika Sehgal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



 Witness 1: Ms. Shipra Khitha



 Witness 2: Ms. Geetika Sehgal

- (iv) Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions contained in the notice of AGM dated 05th August, 2014 that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.cdslindia.com/index.html> and based on such report generated, the result of the e-voting is as under:

Item No.1:

ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2014 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 favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	40000	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 2:

APPOINTMENT OF AUDITORS AND FIXING THEIR REMUNERATION

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	40000	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 3:

APPOINTMENT OF MR. KRISHNA KUMAR AGARWAL AS DIRECTOR OF THE COMPANY

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	40000	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 4:

RE-APPOINTMENT OF MR. JAGDISH PERSAD SURI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	40000	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 5:

RE-APPOINTMENT OF MR. MAHESH PRASAD MEHROTRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	40000	100%



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 6:

APPOINTMENT OF MR. KAMAL AGARWAL AS MANAGING DIRECTOR OF THE COMPANY

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	40000	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking you,

True Regards,
For Gaurav A Jain & Associates
Chartered Accountants
F R No. 022339N

Gaurav Jain
Gaurav Jain
Proprietor
M. No. 512348



Date: September 25, 2014
New Delhi