



super forgings & steels ltd.

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SF/SEC-1/211 / 2012-13

12.11.2014

**The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, 'G' Block,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051.**

Dear Sir,

Code - SUPERFORGE

Reg : Submission of proceedings of Annual General Meeting

As per Clause 31(d) of the Standard Listing Agreement, we are sending herewith proceedings of Annual General Meeting of the Company for the financial year , 2013-14.

Please acknowledge the receipt of the above.

Thanking You,

Yours faithfully,

For Super Forgings & Steels Ltd.

**Khushboo Agarwal
COMPANY SECRETARY**

Encl : As above

MINUTES OF THE 46TH ANNUAL GENERAL MEETING OF SUPER FORGINGS & STEELS LIMITED HELD AT 'RABINDRA OKAKURA BHAWAN', PASCHIMBANGA BANGLA AKADEMI, DD – 27A/1, SECTOR – I, SALT LAKE, KOLKATA – 700 064, ON FRIDAY, THE 26TH SEPTEMBER, 2014 AT 5.00 P. M.

MEMBERS PRESENT :

Mr. Piyush Modi, Executive Director & Member

Mr. Apnesh Modi, Whole Time Director & Member

Mr. Raj Kumar Chowdhary, Director

Mr. Bhal Chand Khaitan, Director

Ms. Khusboo Goel, Company Secretary

Mr. G. N. Wahie, Chief Financial Officer

Mr. Gora Chand Mukherjee, Partner of M/s. Gora & Co., Auditors

Mr. S. K. Tibrewalla, Scrutinizer of e-voting

and

30 Members in person / Companies representatives as per Attendance Sheet/slip.

Ms. Khusboo Goel, Company Secretary introduced the Directors present on the dais. She then requested the Members present to elect the Chairman of the Meeting.

Mr. Piyush Modi was then unanimously voted to the **Chair**.

The Chairman ascertained that the **quorum** was present and the proceedings of the meeting were commenced.

The Chairman with the permission of the members present took the **Notice** convening the meeting as read.

The Auditors Report was then read out by **Ms. Khusboo Goel**.

The Chairman reviewed the Members about the performance of the Company, industry outlook, future prospects, etc.

The Chairman then informed the members that as per the provisions of Section 108 the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had offered e-voting facilities to all the Shareholders of the Company to cast their votes electronically from 16th September to 18th September, 2014 and had appointed Mr. S. K. Tibrewalla, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting in fair and transparent manner and report the results of the e-voting. The instructions for e-voting were outlined in the Notice calling the Annual General Meeting. The Company had also published the e-voting facilities as provided to the Shareholders in the daily newspapers both in English and Bengali. He also referred the circular of 17th June, 2014 issued by the Ministry of Company Affairs, New Delhi, which inter alia states that when a Company provides for e-voting facilities, voting by way of show of hands is not permitted and further states that voting by poll is irrelevant. Under the given provisions, the outcome of the e-voting has to be treated as final and no further voting is envisaged.

He then informed the Members that Mr. S. K. Tibrewalla, Scrutinizer has submitted his report on 19th September, 2014.

The Chairman invited queries / clarification on the Accounts and other matters, if any and also sought suggestion on aforesaid matters. Some of the Members raised queries on the Accounts and other matters. The Chairman clarified the queries to the satisfaction of the Members.

The Chairman took up the agenda as set out in the Notice calling the Annual General Meeting and declared the results of the e-voting on each of the agenda as per the Scrutinizer's report.

ORDINARY BUSINESS :

(As Ordinary Resolutions)

1. ADOPTION OF ANNUAL ACCOUNTS, AUDITORS REPORT AND DIRECTORS REPORT

“ RESOLVED THAT the Balance Sheet and Profit & Loss Account for the year ended on 31st March, 2014 and Auditors' and Directors' Report thereon be and are hereby adopted.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

2. RE-APPOINTMENT OF MR. R. K. MODI AS A DIRECTOR

“ RESOLVED THAT Mr. R. K. Modi be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

3. APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION

“ RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the audit committee of the Board of Directors, M/s Gora & Co., Chartered Accountants (Registration No. 327183E), be and are hereby appointed as the statutory auditors of the Company for 3 (three) years, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 49th AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and the Board of Directors be and are hereby authorized to fix their remuneration.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

SPECIAL BUSINESS

4. APPOINTMENT OF BRANCH AUDITORS

(As an Ordinary Resolution)

“ RESOLVED THAT pursuant to provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, the accounts for the year ending 31st March, 2015 of the branch of the Company at Chennai and such other Branch(s), as may be opened by the Company hereafter during the aforesaid financial year, be audited otherwise than by the Company's Auditors and for audit of the accounts of the said branches, the Company hereby authorise its Board of Directors to appoint, in consultation with the Company's Auditors a person or firm of persons qualified for appointment as Auditors of the Company under section 139 & 141 of the Companies Act, 2013 and to fix the terms and conditions of appointment and remuneration of such Branch Auditor(s).”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

5. RE-APPOINTMENT OF MR. BAIJ NATH MODI AS MANAGING DIRECTOR

(As a Special Resolution)

“ RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Baij Nath Modi (DIN: 00064993) as Managing Director of the Company, for a period of 3 (three) years with effect from December 1, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Baij Nath Modi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

6. RE-APPOINTMENT OF MR. OM PRAKASH MODI AS A WHOLE-TIME DIRECTOR

(As a Special Resolution)

“ RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Om Prakash Modi (DIN: 02401953) as a Whole-Time Director of the Company, for a period of 3 (three) years with effect from December 1, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors

(hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Om Prakash Modi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

7. RE-APPOINTMENT OF MR. PIYUSH MODI AS AN EXECUTIVE DIRECTOR

(As a Special Resolution)

“ **RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Piyush Modi (DIN: 00071857) as an Executive Director of the Company, for a period of 3 (three) years with effect from August 6, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Piyush Modi, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

8. RE-APPOINTMENT OF MR. APNESH MODI AS A WHOLE-TIME DIRECTOR

(As a Special Resolution)

“ RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Apnesh Modi (DIN: 00071702) as a Whole-Time Director of the Company, for a period of 3 (three) years with effect from October 1, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Apnesh Modi, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

9. APPOINTMENT OF MR. MANGILAL GIRIA AS AN INDEPENDENT DIRECTOR

(As an Ordinary Resolution)

“ RESOLVED THAT pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Mangilal Giria (holding DIN 00916210), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019 and shall not be liable to retire by rotation.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

10. APPOINTMENT OF MR. HEMANT KUMAR CHATURVEDI AS AN INDEPENDENT DIRECTOR

(As an Ordinary Resolution)

“ **RESOLVED THAT** pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Hemant Kumar Chaturvedi (holding DIN 00998783), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019 and shall not be liable to retire by rotation.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

11. APPOINTMENT OF MR. PRASANTA BANDYOPADHYAY AS AN INDEPENDENT DIRECTOR

(As an Ordinary Resolution)

“ **RESOLVED THAT** pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Prasanta Bandyopadhyay (holding DIN 00638339), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019 and shall not be liable to retire by rotation.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

12. APPOINTMENT OF MR. RAJ KUMAR CHOWDHARY AS AN INDEPENDENT DIRECTOR

(As an Ordinary Resolution)

“ RESOLVED THAT pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Raj Kumar Chowdhary (holding DIN 00660544), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019 and shall not be liable to retire by rotation.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

13. APPOINTMENT OF MR. BHAL CHAND KHAITAN AS AN INDEPENDENT DIRECTOR

(As an Ordinary Resolution)

“ RESOLVED THAT pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Bhal Chand Khaitan (holding DIN 00343007), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019 and shall not be liable to retire by rotation.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

14. APPOINTMENT OF MRS. MINA AGARWAL AS AN INDEPENDENT DIRECTOR

(As an Ordinary Resolution)

“ RESOLVED THAT pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies

(Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mrs. Mina Agarwal (holding DIN 06948015), be and is hereby appointed as an Independent Director of the Company and shall hold office for a term of 5 (five) years from August 13, 2014 till August 12, 2019 and shall not be liable to retire by rotation.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

15. APPROVAL OF REMUNERATION OF COST AUDITOR

(As an Ordinary Resolution)

“ **RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions 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), Mr. Debobrato Banerjee, the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

40 (Forty) shareholders holding 6064032 shares casted their votes out of which 40 (Forty) shareholders holding 6064032 shares casted their votes in favour of the resolution and none of the Shareholder casted any votes against the resolution.

The resolution was declared **passed unanimously**.

VOTE OF THANKS

As there was no other business, the meeting was terminated with a vote of thanks to the Chair.

sd/- (Piyush Modi) on
24.10.2014

CHAIRMAN
Certified to be true Copy
For SUPER FORGINGS & STEELS LTD

Piyush Modi
Company Secretary