

**SUPREME COMMERCIAL ENTERPRISES LIMITED**  
Regd. Office- 394, Hauz Qazi, 1st Floor, Delhi-110006  
PH NO: 9350150766 EMAIL ID:-supremecommercial@gmail.com  
CIN: L51909DL1983PLC016724

Date: 07.10.2017

Head Listing & Compliances

**Metropolitan Stock Exchange of India Ltd. (MSEI)**

Vibgyor Towers, 4th floor,  
Plot No C 62, G - Block,  
Opp. Trident Hotel,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 098, India.

REF: SUPREMECOM

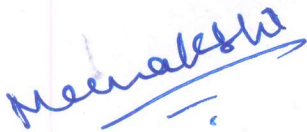
Sub: Proceedings of 33<sup>rd</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2017.

In compliance with the Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 we wish to inform the proceedings of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company held on Thursday, 28<sup>th</sup> September, 2017 at 11:00 A.M. at 394, First Floor, Hauz Qazi, Delhi- 110006.

Thanking You,

For and on Behalf of

**Supreme Commercial Enterprises Limited**



(Meenakshi Choudhury)

Company Secretary

**MINUTES OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPREME COMMERCIAL ENTERPRISES LIMITED HELD ON THURSDAY, 28<sup>TH</sup> SEPTEMBER, 2017 AT ITS REGISTERED OFFICE AT 394, FIRST FLOOR, HAUZ QAZI, DELHI- 110006 AT 11:00 A.M**

**Present**

**Members of the Board of Directors**

Mrs. Rekha Gupta	Whole Time Director
Mr. Abhishek Gupta	Non-Executive Director
Mr. Arpan Chauhan	Independent Director

**Members**

1. Mrs. Minal Gupta	Present
2. Mr. Abhishek Gupta	Present
3. Mrs. Seema Sharma	Present
4. Mr. Shreshtha Narayan Jha	Present
5. Mr. Satish Kumar Gupta	Present
6. Mr. R.B. Sharma	Present
7. Mr. Vijay Gupta	Present
8. M/s Juhi Leasing and Finance Ltd	Represented by Ms. Ishika Garg
9. M/s Star Wire (India) Ltd.	Represented by Ms. Rekha Sharma
10.M/S Star Wire (India) Electricity (P) Ltd.	Represented by Ms. Bharti Somani
11.Brij Mohan Gupta	Proxy by Mr. L.C. Gupta
12.Shekhar Gupta	Proxy by Mr. Puneet Papreja

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**In Attendance**

Mr, Suman Kumar Proprietor Suman Kumar & Associates Company Secretaries, Secretarial Auditors Ms. Avantika Gupta, Chief Financial Officer of the Company were Present by Invitation

**Quoram**

In aggregate 7 Members were present in Person and 5 members were represented by their authorized representatives and Proxies.

**Chairman**

Mrs. Rekha Gupta was unanimously elected as Chairperson and occupied the Chair.

The Following documents and Registers were placed on the table:

1. Notice convening 33<sup>rd</sup> Annual General Meeting
2. Board's Report along with annexures thereto for the financial year ended on 31<sup>st</sup> March, 2017
3. The Audited Financial Statements and auditor's Report thereon for the Financial Year ended on 31<sup>st</sup> March, 2017
4. The Proxy Register with 4 Proxies lodged with the Company in connection with the 33<sup>rd</sup> Annual General Meeting (remained open for inspection during the meeting)
5. The Register of Director's and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting)
6. Resolutions passed by the shareholders in the General Meeting

At 11:00 A.M. The Chairperson commenced the meeting by welcoming the Members to the 33<sup>rd</sup> Annual General Meeting. The Chairperson announced that the requisite quorum being present, the meeting was called to order.

The Chairperson introduced the members of Board of Directors and other invitees present on the dais.

The Chairperson informed the members that Mr. Arpan Chauhan has been appointed as an Additional Director of the Company w.e.f. 08<sup>th</sup> May, 2017 and it was proposed to regularize the appointment of Mr. Arpan Chauhan as

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an Independent Director of the Company by seeking members consent in the Annual General Meeting

The Chairperson also informed that Mr. Girish GaneriWala who was appointed as an additional Director on the Board of Directors of the Company has expressed his inability to continue as the Director on the Board of the Company hence he is relieved from his duties as Director of the Company.

The Chairperson Further welcomed Mr. Suman Kumar from Suman Kumar & Associates, Company Secretaries, the Secretarial Auditors of the Company who were present at the meeting.

Thereafter the Chairperson commenced the Formal agenda of the Annual General Meeting after with the consent of the members present the Notice Convening the meeting, The Board's Report along with the annexures and the annual accounts for the financial year ended on 31<sup>st</sup> March, 2017 were taken as read.

The Chairperson informed the Shareholders that the Auditor's Report on its Annual Accounts of the Company for the financial year ended on 31<sup>st</sup> March, 2017 did not contain any qualifications, Observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that the in terms of Section 145 of the Companies Act, 2013 only the qualifications, observations, or comments, mentioned in the Auditor's Report, which have any adverse effect of the functioning of the Company, were required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditor's Report was not required to be read.

The Chairperson informed that the Company had provided the Facility of e-voting to its Shareholders to exercise their right to vote on the Resolutions proposed to be passed at the AGM.

The Chairperson informed the shareholders that as per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the Facility or remote e-voting to the shareholders to cast their votes electronically. The remote e-voting was open from Monday, 25, September, 2017 to Wednesday 26, September, 2017. The detailed

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procedure of E-voting is also mentioned in note 9 of the notice of Annual General Meeting. The arrangements had been made for voting at the venue for venue of the meeting for those shareholders who had not cast their vote be remote e-voting.

The Chairperson informed the shareholders about the flow of events at the AGM and stated that after his speech, he would move all the resolutions as set out in the Notice of the AGM and then will move to discussion and question & Answers (Q&A) session. On the conclusion of the discussion & Q & A sessions the shareholders could cast their votes on the resolution. The Chairperson then informed that the combined results of Remote E-Voting and voting at the venue of the meeting would be announced and displayed on the website of the Company, on the website of Indus Portfolio Pvt. Ltd. Registrar and hare Transfer Agent and also on the website of the Stock Exchanges.

The shareholder gave their consent to the said flow of AGM proceedings and the Chairperson then shared his views on a subject that was relevant in the current environment for the Company.

The Chairperson then took up the official business at the meeting.

**Item No. 1**

**Adoption the Audited Balance Sheet of the Company as at 31st March, 2017, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the report of the Auditors' and Directors' thereon.**

**Resolution No. 1:**

The Chairperson took the matter for consideration of Annual Accounts i.e. Balance Sheet as on 31st March, 2017, Profit & Loss Account and Cash Flow Statement for the year ended on that date along with the Report of Board of Directors and Auditor's thereon.

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**“RESOLVED THAT** Smt. Rekha Gupta, Director, who retires by rotation, being eligible and offers herself for reappointment, be and is hereby re-appointed as Director of the Company.”

The motion was seconded by Mr. Vijay Gupta.

The motion was then put to vote and on voting by show of hands it was carried unanimously as an Ordinary Resolution.

**(Carried Unanimously)**

### Item No. 3

#### Appointment of Auditor:--

#### Resolution No. 3:

The Chairperson took the agenda item regarding re-appointment of M/s. Neeti Mittal & Associates, Chartered Accountants, who retires at this Annual General Meeting and being eligible offers himself for re-appointment of the Company in terms of Section 224 (1B) of the Companies Act, 2013 to hold office till the conclusion of the Annual General Meeting to be held in the year 2017 (subject to ratification of their appointment at every AGM).

Mr. R.B. Sharma proposed the following motion to be passed as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provision of Section 139 of the Companies Act, 2013 M/s Neeti & Associates Chartered Accountants be and are hereby re-appointed as auditor of the Company for a period commencing from the conclusion of the Annual General Meeting upto the conclusion of next Annual General Meeting at a remuneration plus out of pocket expenses to be decided by the Board of Directors.”

The motion was seconded by Mr. Satish Kumar Gupta

The motion was then put to vote and on voting by show of hands it was carried unanimously.

**(Passed by Majority)**

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**SPECIAL BUSINESS:****Item No. 4****Appointment of Mr. Pankaj Jain (DIN-01524647) as an Independent director of the Company****Resolution No.4:.**

The Chairperson took the agenda item regarding appointment of Mr. Pankaj Jain as Independent Director of the Company for the period of 5 consecutive years Mrs. Minal Gupta proposed the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provision of section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“Act”) 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 Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 Regulation, Circulars and notifications of Reserve Bank of India and other applicable Laws Mr. Pankaj Jain (DIN-01524647), who was recommended by Nomination & Remuneration Committee and in respect of whom the Company has received a notice in writing from a member, proposing his candidature writing along with the deposit of Rs. 1,00,000/- (Rupees One Lakh Only)for the office of Independent Director of the Company, for the period of 5 years be and is hereby approved

**“RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”.

The above motion was seconded by Mrs. Ishika Garg on behalf of M/s. Juhi Leasing & Finance Ltd.

The motion was then put to vote and on voting by show of hands it was carried unanimously.

**(Carried Unanimously)**

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**Item No. 5****Regularization of Additional Director Mr. Arpan Chauhan****Resolution No. 5:**

The Chairperson took the agenda item regarding re-appointment of Mr. Arpan Chauhan as Independent Director of the Company for next 5 years, whose tenure was going to be expired on 28.09.2017, who was appointed at the Board Meeting held on 08.05.2017. Mr. S.N. Jha proposed the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provision of section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“Act”) 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 Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 Regulation, Circulars and notifications of Reserve Bank of India and other applicable Laws Mr. Arpan Chauhan (DIN 6692244), who was appointed as Additional Director of the Company with effect from 08.05.2017 by the Board of Directors Pursuant to section 161 of the Companies Act, 2013 and as recommended by Nomination & Remuneration Committee and who holds the Office only upto the date of ensuing AGM of the Company and in respect of whom the Company has received notice in writing along with the deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member under section 160 of the Act proposing the candidature of Mr. Arpan Chauhan for the office of Independent Director for the period of 5 years be and is hereby approved.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

The above motion was seconded by Mr. Satish Kumar Gupta.

The motion was then put to vote and on voting by show of hands it was carried unanimously.

**(Carried Unanimously)**

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**Item No. 5****Regularization of Additional Director Mr. Arpan Chauhan****Resolution No. 5:**

The Chairperson took the agenda item regarding re-appointment of Mr. Arpan Chauhan as Independent Director of the Company for next 5 years, whose tenure was going to be expired on 28.09.2017, who was appointed at the Board Meeting held on 08.05.2017. Mr. S.N. Jha proposed the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provision of section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“Act”) 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 Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 Regulation, Circulars and notifications of Reserve Bank of India and other applicable Laws Mr. Arpan Chauhan (DIN 6692244), who was appointed as Additional Director of the Company with effect from 08.05.2017 by the Board of Directors Pursuant to section 161 of the Companies Act, 2013 and as recommended by Nomination & Remuneration Committee and who holds the Office only upto the date of ensuing AGM of the Company and in respect of whom the Company has received notice in writing along with the deposit of Rs. 1,00,000/- (Rupees One Lakh Only) from a member under section 160 of the Act proposing the candidature of Mr. Arpan Chauhan for the office of Independent Director for the period of 5 years be and is hereby approved.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

The above motion was seconded by Mr. Satish Kumar Gupta.

The motion was then put to vote and on voting by show of hands it was carried unanimously.

**(Carried Unanimously)**

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MINUTE BOOK

The Chairperson thanked the Members for the kind words of Appreciation and stated that their suggestions and feedback would be evaluated. The Chairperson responded to the questions raised by the members present at the meeting.

The Chairperson first welcome the introduction of GST as a progressive tax reform and informed the members that in terms of the overall impact of GST, there were some categories where the Company will have a positive impact and in some cases the impact was not so.

After responding to all the queries of Members, the Chairperson handed over the e-voting process to the Scrutinizers and requested the volunteers to assist the shareholders to cast their votes.

The Chairperson- further informed that combined results of remote E-voting and voting at the venue of the meeting would be announced and displayed on the website of the Company, on the website of Indus Portfolio Pvt. Ltd. Registrar and hare Transfer Agent and also on the website of the Stock Exchanges.

The meeting concluded at 12:30 P.M. when the last vote was cast. The Chairperson thanked the members for the smooth conduct of the meeting.

The results of the e-voting (attached in Annexure-1) was declared on 29<sup>th</sup> September, 2017 based on the report of the scrutinizers dated 29<sup>th</sup> September, 2017.

Entered in the Minutes book on 07<sup>th</sup> October, 2017.

*Rekha Gupta*  
(Rekha Gupta)  
Chairperson

**Date: 07.10.2017**

**Place: New Delhi**

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**33<sup>RD</sup> ANNUAL GENERAL MEETING HELD ON 28<sup>TH</sup> SEPTEMBER, 2017****Declaration of Results of Remote E-Voting and voting at the meeting**

As per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided the facility of remote e-voting and voting at the meeting of the Shareholders to enable them to cast their votes electronically on the Resolutions proposed in the notice of 33<sup>rd</sup> Annual General Meeting (AGM). The remote e-voting was open from 25<sup>th</sup> September, 2017 to 27<sup>th</sup> September, 2017.

The Board of Directors has appointed Mr. Suman Kumar, Practicing Company Secretaries as Scrutinizers for the remote e-voting and voting at the meeting. The scrutinizer has carried out the security of all the electronic votes received up to the close of remote e-voting period on 27<sup>th</sup> September, 2017 and the e-voting received till the conclusion of the meeting and submitted his report on 29<sup>th</sup> September, 2017.


The Combined Results as per the Scrutinizer's Report dated 29<sup>th</sup> September, 2017 are as follows:

<b>Resolution No.</b>	<b>Particulars</b>	<b>% Votes in Favor</b>	<b>% Votes in against</b>	<b>% Votes abstained</b>
1	Adoption the Audited Balance Sheet of the Company as at 31st March, 2017, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the report of the Auditors' and Directors' thereon.	100	-	-
2	Re-appointment of Smt. Rekha Gupta (DIN 00054073) as a Director, Liable to Retire by Rotation	100	-	-
3	Appointment of Auditor	100	-	-
4	Appointment of Mr. Pankaj Jain (DIN-01524647) as an Independent director of the Company	100	-	-

5	Regularization of Additional Director Mr. Arpan Chauhan	100	-	-
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Based on the report of the Scrutinizers all the resolution as set out in the notice of 33rd Annual General Meeting has been duly approved by the Shareholders with requisite majority.

Date 29.09.2017

A handwritten signature in black ink is written over a circular purple stamp. The stamp contains the word "Commercial" at the top and "2017" at the bottom. There is a small 'x' mark to the left of the stamp.