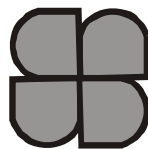


**21ST ANNUAL REPORT
2014-15**



**SUPER BAKERS
(INDIA) LIMITED**

[CIN: L74999GJ1994PLC021521]

SUPER BAKERS (INDIA) LIMITED

21ST ANNUAL REPORT 2014-15

BOARD OF DIRECTORS

Mr. Anil S. Ahuja	Managing Director
Mr. Shankar T. Ahuja	Director
Mr. Prakash B. Ahuja	Director
Mr. Sunil S. Ahuja	Director
Mr. Arvindkumar P. Thakkar	Director
Ms. Karuna Advani	Director

CFO

Mr. Thakur Dayaldas Jaswani

BANKERS

AXIS Bank Limited
HDFC Bank Ltd.

AUDITORS

M/s. T. K. Tekwani & Co.
Chartered Accountants,
Ahmedabad.

INTERNAL AUDITORS

M/s. Harish V. Gandhi & Co.
Chartered Accountants,
Ahmedabad.

SECRETARIAL AUDITORS

M/s. Kashyap R. Mehta & Associates,
Company Secretaries,
Ahmedabad.

REGISTERED OFFICE

Near Hirawadi Char Rasta,
Anil Starch Mill Road,
Naroda Road,
Ahmedabad-380 025.

REGISTRAR AND SHARE TRANSFER AGENTS

M/s. Link Intime (India) Private Limited
Unit No 303, 3rd floor Shoppers Plaza V,
Opp. Municipal Market, Behind Shoppers Plaza II,
Off. C. G. Road, Ahmedabad – 380 009.
Email: ahmedabad@linkintime.co.in



CONTENTS	PAGE NO.
Notice	1-5
Directors' Report including Corporate Governance Report & Secretarial Audit Report	6-27
Independent Auditors' Report	28-30
Balance Sheet	31
Statement of Profit and Loss	32
Cash Flow Statement	33
Notes on Accounts	34-42

NOTICE

NOTICE is hereby given that the **21ST ANNUAL GENERAL MEETING** of the Members of **SUPER BAKERS (INDIA) LIMITED** will be held as scheduled below:

Date : 19th September, 2015
Day : Saturday
Time : 1.00 p.m.
Place : At the Registered Office of the Company at:
Near Hirawadi Char Rasta,
Anil Starch Mill Road,
Naroda Road, Ahmedabad- 380 025

to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prakash B. Ahuja (DIN – 01515168), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re appointment.
3. To consider and if thought fit to pass with or without modification(s) 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 framed thereunder, M/s. T. K. Tekwani & Co., Chartered Accountants (Firm Registration No. 110851W), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this 21st Annual General Meeting (AGM) till the conclusion of the 23rd AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as shall be fixed by the Board of Directors of the Company.”

Registered Office :
Near Hirawadi Char Rasta,
Anil Starch Mill Road,
Ahmedabad-380 025.
Date : 29th July, 2015.

By Order of the Board

Anil S. Ahuja
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% 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 SHAREHOLDER.



SUPER BAKERS (INDIA) LIMITED

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Books will remain closed from **4th September, 2015 to 19th September, 2015** (both days inclusive) for the purpose of Annual General Meeting (AGM).
4. Members/Proxies are requested to bring duly filled attendance form along with their copy of Annual Report at the Meeting. Copies of Annual Report will not be distributed at the Meeting.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
6. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
7. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
8. 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 the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
9. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
10. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2014-15 and this Notice inter alia indicating the process and manner of e-voting along with Attendance Form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the Company's website, www.superbread.com and that of Central Depository Services (India) Limited ("CDSL"), www.cdslindia.com, www.evotingindia.com

12. All documents referred to in the Notice shall be available for inspection by members at the Registered Office of the Company during the business hours between 11.00 a.m. to 1.00 p.m. on all working days of the Company up to the date of the Annual General Meeting.

13. VOTING THROUGH ELECTRONIC MEANS

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Clause 35B of the Listing Agreement and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by Central Depository Services (India) Limited.
- (b) The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the AGM venue.
- (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences at **9.00 a.m. on Wednesday, 16th September, 2015 and ends at 5:00 p.m. on Friday, 18th September, 2015**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 12th September, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

The procedure and instructions for remote e-voting are, as follows:

- (i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- (ii) Now click on "Shareholders" to cast your votes.
- (iii) Now, fill up the following details in the appropriate boxes:
- User ID a. For CDSL : 16 digits Beneficiary ID
 b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (iv) Next, enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are holding shares in demat form and has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



SUPER BAKERS (INDIA) LIMITED

(vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use the Sequence No. printed on Address Slip / email to the members pertaining to the Notice of this AGM.
DOB#	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

#Please enter the DOB or Dividend Bank Details in order to login.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Now, select the Electronic Voting Sequence Number (“EVSN”) of “SUPER BAKERS (INDIA) LIMITED” from the drop down menu and click on “SUBMIT”.

(xii) On the voting page, you will see ‘Resolution Description’ and against the same, the option ‘YES/NO’ for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the ‘RESOLUTIONS FILE LINK’ if you wish to view the entire Resolution details.

(xiv) After selecting the Resolution, you have decided to vote on, click on ‘SUBMIT’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘OK’, else to change your vote, click on ‘CANCEL’ and accordingly modify your vote.

(xv) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on ‘Click here to print’ option on the Voting page.

(xvii) Note for Non – Individual Members and Custodians:

Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (f) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (g) **Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (h) 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. **E-voting facility will not be made available at the AGM venue.**
- (i) The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days from the conclusion of meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- (j) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.superbread.com and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

Registered Office :
Near Hirawadi Char Rasta,
Anil Starch Mill Road,
Ahmedabad-380 025.
Date : 29th July, 2015.

By Order of the Board

Anil S. Ahuja
Managing Director



DIRECTORS' REPORT

Dear Shareholders,

Your Directors present the 21ST ANNUAL REPORT together with the Audited Financial Statements for the Financial Year 2014-15 ended 31ST March, 2015.

1. FINANCIAL RESULTS :

(` in Lacs)

Particulars	2014-15	2013-14
Profit before Interest and Depreciation	7.47	24.84
Less : Interest	7.07	6.98
Profit before Depreciation	0.40	17.87
Less : Depreciation	13.74	14.06
Profit / (Loss) before Tax	(13.34)	3.81
Less : Provision for Taxation	-	1.71
Less: Deferred Tax Assets / Liabilities	6.10	0.09
Less : Short Provision for the earlier years	0.32	3.06
(Loss) after Tax	(19.76)	(1.05)
Add : Opening (debit) balance of Profit & Loss Account	(19.49)	(18.44)
Less: IT Block Assessment written off	34.33	-
(Debit) Balance carried to Balance Sheet	(73.58)	(19.49)

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1st April, 2015 and date of this report.

2. DIVIDEND:

In view of the insufficient profit during the year as well as accumulated losses, the Board of Directors are unable to recommend any dividend on the Equity Shares for the year under review.

3. PRODUCTION, SALES AND WORKING RESULTS:

The production of Wheat Flour during the year under review was 7234 M.T. compared to 8542 M.T. during 2013-14. The Company has leased out its Plastic Packaging Unit. The Sales during the year under review stood at ` 1404 lacs compared to ` 1547 lacs during 2013-14.

The Company has suspended its operations of Wheat Grinding w.e.f. 1st February, 2015.

Your Company has achieved during the year, Profit before Interest and Depreciation of ` 7.47 lacs as compared to ` 24.84 lacs during 2013-14. After charging for finance cost and Depreciation, the Company has incurred loss before tax of ` 13.34 lacs as compared to profit of ` 3.81 lacs during 2013-14. Tax in respect of earlier years of ` 0.32 Lacs and deferred tax liabilities of ` 6.10 lacs, the loss after tax stood at ` 19.76 lacs compared to loss of ` 1.05 lacs during 2013-14. After bringing forward debit balance of Profit and Loss accounts of ` 19.49 lacs and adjustment for IT Block Assessment written off of ` 34.33 lacs, the debit balance of ` 73.58 lacs has been transferred to Balance Sheet.

4. LISTING:

The Equity Shares of the Company are listed on Ahmedabad Stock Exchange Limited, BSE Limited, and Vadodara Stock Exchange Limited. The Company is generally regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2015-16 to Ahmedabad Stock Exchange Limited and BSE Limited.

5. DIRECTORS:

- 5.1 Mr. Ishwarlal B. Dewani resigned and Mr. Arvindkumar P. Thakkar has been appointed as Director of the Company w.e.f. 29th July, 2014.
- 5.2 Mr. Prakash B. Ahuja retires by rotation in terms of the Articles of Association of the Company. However, being eligible offers himself for reappointment.
- 5.3 The Board of Directors duly met 5 times during the financial year under review.
- 5.4 The Board has made necessary evaluation of its own performance and that of its commitments and of individual Directors.
- 5.5 The performance evaluation of the Executive and Non-Executive Directors was carried out by at the meeting of the Independent Directors held on 13th February, 2015.

5.6 DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 of the Companies Act, 2013, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2015 being end of the financial year 2014-15 and of the Loss of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.
- (v) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. MANAGERIAL REMUNERATION:

6.1 REMUNERATION OF DIRECTORS:

There has been no increase in remuneration payable to Managing Director.

Sr. No.	Name of the Director & Designation	Remuneration for the year	% increase over last year	Commission received from Holding/ Subsidiary
1.	Anil S. Ahuja – Managing Director	540000	NIL	NIL



SUPER BAKERS (INDIA) LIMITED

The Board of Directors has framed a Remuneration Policy that assures the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management to enhance the quality required to run the Company successfully. The Relationship of remuneration to performance is clear and meets appropriate performance benchmarks. All the Board Members and Senior Management personnel have affirmed time to time implementation of the said Remuneration policy.

6.2 MARKET CAPITALISATION:

Sr. No.	Particulars	As on 31-03-2014	As on 31-03-2015
1.	No. of Shares	3021600	3021600
2.	Market price	3.14	7.30
3.	Market Capitalisation (` In lacs)	94.88	220.58
4.	EPS	-	-
5.	P/E Ratio	-	-

7. KEY MANAGERIAL PERSONNEL:

7.1 % INCREASE IN REMUNERATION OF DIRECTORS AND KMP:

There is no increase in remuneration payable to Mr. Anil S. Ahuja, Managing Director. Mr. Thakur D. Jaswani, CFO was appointed during the end of the year 2014-15 hence, there is no increase in remuneration.

7.2 COMPARISON BETWEEN REMUNERATION OF KMP & PERFORMANCE OF THE COMPANY:

As per the Remuneration Policy and based on the Recommendation of Nomination & Remuneration Committee the Relationship of remuneration to KMP & performance of Company is clear and meets appropriate performance benchmarks.

8. PERSONNEL AND H. R. D.:

8.1 INDUSTRIAL RELATIONS

The industrial relations continued to remain cordial and peaceful and your Company continued to give ever increasing importance to training at all levels and other aspects of H. R. D.

As the operations of the Company have been suspended, there is no material information to be provided. The relationship between average increase in remuneration and Company's performance is as per the appropriate performance benchmarks and reflects short and long term performance objectives appropriate to the working of the Company and its goals.

8.2 PARTICULARS OF EMPLOYEES:

There is no Employee drawing remuneration requiring disclosure under Rule 5(2) of Companies Appointment & Remuneration of Managerial personnel) Rules, 2014.

9. RELATED PARTY TRANSACTION AND DETAILS OF LOANS, GUARANTEES, INVESTMENT & SECURITIES PROVIDED:

Details of Related Party Transactions and Details of Loans, Guarantees and Investments covered under the provisions of Section 188 and 186 of the Companies Act, 2013 respectively are given in the notes to the Financial Statements attached to the Directors' Report.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information required under Section 134(3)(m) of the Companies Act, 2013 and rule 8(3) of Companies (Accounts) Rules, 2014, relating to the conservation of Energy and Technology Absorption forms part of this report and is given by way of **Annexure- A**.

11. CORPORATE GOVERNANCE AND MDA:

As per Clause 49 of the Listing Agreement and the Companies Act, 2013, Report on Corporate Governance and Management Discussion and Analysis (MDA) form part of this Annual Report. A certificate regarding compliance with the conditions of Corporate Governance as stipulated in clause 49 of the listing agreement is also appended to the Annual Report as **Annexure - B**.

12. SECRETARIAL AUDIT REPORT:

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad. The said Report is attached with this Report as **Annexure – C**. As regards the observation of the Auditors, the Company is in the process of identifying and appointing Whole-time Company Secretary and also updating website of the Company.

13. EXTRACT OF ANNUAL RETURN:

The extract of Annual return in Form – MGT-9 has been attached herewith as **Annexure – D**.

14. AUDIT COMMITTEE/ NOMINATION AND REMUNERATION COMMITTEE/ STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The details of various committees and their functions are part of Corporate Governance Report.

15. GENERAL:

15.1. AUDITORS:

The present Auditors of the Company M/s. T. K. Tekwani & Co., Chartered Accountants, Ahmedabad, will retire at the ensuing 21st Annual General Meeting. The Company has obtained from them consent to the effect that their reappointment as Auditors of the Company for period of 2 years commencing from the Financial Year 2015-16 to 2016-17, if made, will be in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013. The remarks of Auditor are self explanatory and have been explained in Notes on Accounts.

15.2 INSURANCE:

The movable and immovable properties of the Company including plant and Machinery and stocks wherever necessary and to the extent required have been adequately insured against the risks of fire, riot, strike, malicious damage etc. as per the consistent policy of the Company.

15.3 DEPOSITS:

The Company has not accepted during the year under review any Deposits and there were no overdue deposits.

15.4 RISKS MANAGEMENT POLICY:

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant



SUPER BAKERS (INDIA) LIMITED

parameters for protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines defined by the Company.

15.5 SUBSIDIARIES/ ASSOCIATES/ JVS:

The Company does not have any Subsidiaries/ Associates Companies / JVs.

15.6 CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

15.7 SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There has been no significant and material order passed by any regulators or courts or tribunals, impacting the going concern status of the Company and its future operations.

15.8 INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

16. DEMATERIALISATION OF EQUITY SHARES:

Shareholders have an option to dematerialise their shares with either of the depositories viz NSDL and CDSL. The ISIN No. allotted is INE897A01011.

17. FINANCE:

17.1 The Company's Income-tax Assessment has been completed up to the Assessment Year 2010-11 and Sales tax Assessment is completed up to the Financial Year 2009-10.

17.2 The Company has not availed any Working Capital Facilities. The Company is regular in payment of EMI to Axis Bank Limited and HDFC Bank Limited for Car loan.

18. ACKNOWLEDGMENT:

Your Directors express their sincere thanks and appreciation to Promoters and Shareholders for their constant support and co operation. Your Directors also place on record their grateful appreciation and co operation received from Bankers, Financial Institutions, Government Agencies and employees of the Company.

for and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2015

Anil S. Ahuja
Managing Director

Shankar T. Ahuja
Director

FORM - A

Disclosure of particulars with respect to Conservation of Energy

Particulars	2014-15	2013-14
A. Power and fuel consumption :		
1. Electricity		
a) Purchased Power (Units)	559444	616040
Total Amount (` in Lacs)	39.55	43.98
Rate (Unit)	7.07	7.14
b) Own generation :		
Through Diesel Generator	N.A.	N.A.
2. Coal	N.A.	N.A.
3. Furnace oil	N.A.	N.A.
4. LSHS	N.A.	N.A.
3(a) Diesel		
B. Consumption of Electricity units per ton of Production :		
Products		
Wheat Flour	77.33	72.12

(B) TECHNOLOGY ABSORPTION:

The laboratory of the Company is fully equipped with equipments like oven, furnace and other ancillary equipments. The Quality Control Department is primarily responsible for moisture, gluten, protein and ash control in the final products.

(C) FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company has not earned or spent any amount in foreign exchange during the year under review.

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2015

Anil S. Ahuja
Managing Director

Shankar T. Ahuja
Director



REPORT ON CORPORATE GOVERNANCE

INTRODUCTION:

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability. The Company has implemented the mandatory requirements of the 'Code of Governance' as mentioned in Clause 49 of the Listing Agreement. The Compliance Report of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS:

a) Composition and Category of Directors as on 31st March, 2015 and also on the date of this report:

Name of Directors	Category of Directorship	No. of other Director-ships@	No. of Committee Membership/ Chairmanship in other Companies	No. of Board Meetings attended during 2014-15	Attendance at the AGM held on 29 th September, 2014 Yes(Y)/No(N)
Shankar T. Ahuja	Non-executive	1	—	5	Y
Anil S. Ahuja Managing Director	Executive	2	—	5	Y
Sunil S. Ahuja	Non-executive	2	—	5	Y
Prakash B. Ahuja	Non-Executive	—	—	5	Y
Arvindkumar P. Thakkar	Independent Non- Executive	1	—	4	Y
Karuna Advani	Independent	—	—	5	N

@ Private Companies Excluded.

b) Details of the Directors seeking Appointment/Re-appointment in forthcoming Annual General Meeting:

Name of Director	Prakash B. Ahuja
Date of Birth	14-08-1962
Date of Appointment	11-03-1994
Qualifications	B. Com.
Expertise in specific functional areas	Management & Marketing
List of Public Limited Companies in which Directorships held	-
List of Private Limited Companies in which Directorships held	Sidral Food Private Limited
Chairman/Member of the Committees of the Board of Directors of the Company	-
Chairman/Member of the Committees of Directors of other Companies	-
Shareholding in the Company	29400 Equity Shares

c) Board Procedures:

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/Managing Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors for a period from 1st April, 2014 to 31st March, 2015 were held on 30-05-2014; 29-07-2014; 13-08-2014; 13-11-2014 and 13-02-2015.

3. AUDIT COMMITTEE:

The Audit Committee consists of the following Directors as on date of the Report:

Name of the Directors	Expertise	Functions of the Committee	Attendance
Ms. Karuna Advani Chairperson	All members are Non-Executive. Chairman is Independent Director and majority are independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Agreement with Stock Exchange(s), which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	All the members and Internal Auditors were present at the meeting held on 30-05-2014, 13-08-2014, 13-11-2014 & 13-02-2015.
Arvindkumar P. Thakkar			
Shankar T. Ahuja			

The Board of Directors has laid down a policy on Vigil Mechanism for Directors and Employees to report their genuine concerns or grievances to the Company for Company's effective and smooth functioning. All the Board Members and Senior Management personnel have affirmed compliance with the policy of Vigil Mechanism.



4. NOMINATION & REMUNERATION COMMITTEE:

Name of the Directors	Functions of the Committee	Attendance
Ms. Karuna Advani Chairperson	All members are Non executive. The Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.	All members were present at the meeting held on 29-07-2014 & 13-02-2015.
Mr. Arvindkumar P. Thakkar		
Mr. Shankar T. Ahuja		

The Committee identifies and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

The Committee fixes remuneration of the Directors on the basis of their performance and also practice in the industry. The terms of reference of the Nomination & Remuneration Committee include review and recommendation to the Board of Directors of the remuneration paid to the Directors. The Committee meets as and when required to consider remuneration of Directors.

Details of remuneration paid:

1. Mr. Anil S. Ahuja, Managing Director was paid Rs. 5,40,000/- as managerial remuneration during the financial year 2014-15.
2. No Sitting Fees, Commission or Stock Option has been offered to the Directors.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constitutes a Stakeholders' Relationship Committee for the purpose of effective Redressal of the complaints and concerns of the shareholders and other stakeholders of the Company.

The Committee comprises the following Directors as members as on the date of the Report:

1. Mr. Shankar T. Ahuja Chairman
2. Ms. Karuna Advani Member

The Company has received four complaints during the year which have been duly resolved. There was no valid request for transfer of shares pending as on 31st March, 2015.

Mr. Hargovind H. Parmar, Secretarial Executive is the Compliance Officer for the above purpose.

6. TRAINING OF INDEPENDENT DIRECTORS:

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

7. INDEPENDENT DIRECTORS' MEETING:

A meeting of the Independent Directors of the Company was held on 13th February, 2015, in conformity with the provisions of the Schedule IV of the Companies Act, 2013 & the Listing Agreement.

8. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2011-12	22-09-2012	1.00 p.m.	Regd.Office at Near Hirawadi Char Rasta, Anil Starch Mill Road, Naroda Road, Ahmedabad -380 025 No Special Resolution was passed.
2012-13	23-09-2013	1.00 p.m.	Regd.Office at Near Hirawadi Char Rasta, Anil Starch Mill Road, Naroda Road, Ahmedabad -380 025 No Special Resolution was passed.
2013-14	27-09-2014	1.00 p.m.	Regd.Office at Near Hirawadi Char Rasta, Anil Starch Mill Road, Naroda Road,Ahmedabad-380 025 Special Resolution: 1. Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013 2. Creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013

Pursuant to the relevant provisions of the Companies Act, 1956/ 2013, there was no matter required to be dealt by the Company to be passed through postal ballot during 2014-15.

9. DISCLOSURES:

- a) The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- b) There has neither been any non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- c) The Company has established the Vigil Mechanism, by formulating Whistle Blower Policy (WBP), for Directors and Employees of the Company to report their genuine concerns or grievances to the Company. All the Board Members and Senior Management personnel have affirmed compliance with the policy of Vigil Mechanism.
- d) Code of Conduct:
The Board of Directors has adopted the Code of Conduct for Directors and Senior Management and the same has been placed on the Company's website. All Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.
- e) Prohibition of Insider Trading:
In Compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct to avoid any insider trading and it is applicable to all the Directors, Officers and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company.
- f) The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement.



10. MEANS OF COMMUNICATIONS:

In compliance with the requirements of the Listing Agreement, the Company regularly intimates Unaudited/ Audited Financial Results to the Stock Exchanges immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati).

Results are also displayed on Company's website www.superbread.com.

During the year ended on 31st March, 2015, no presentations were made to Institutional Investors or analyst or any other enterprise.

11. MANAGEMENT DISCUSSION AND ANALYSIS:

a. Industry Structure and Developments:

The Flour Mill industry is passing through a difficult phase, but with the hope of revival of economy in general and expectation of good monsoon, the management is hopeful of better future of the industry.

b. Opportunities and Threats:

The Flour Mill industry is subject to competition among various manufactures within the country. The liking towards ready made food and increase in demand of fast food will provide opportunity to company to increase its sales and capture more market share.

c. Segment wise Performance:

The Company has only one segment.

d. Recent Trend and Future Outlook:

The Management is confident of improvement in the demand of wheat flour in the near future with fast changing food habits of the people. The management is also hopeful of increasing export demand.

e. Risks and Concerns:

Like any other industry, Flour Mill industry is also exposed to risk of competition, government policies, natural factor etc. As the Company is neither importing nor exporting raw materials/ finished product, the Company has no risk on account of Exchange Rate fluctuations. The Company has taken necessary measures to safeguard its assets/interests etc.

f. Internal Control Systems and their Adequacy:

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information. The Company has appointed an external firm of Chartered Accountants to supplement efficient Internal Audit.

g. Financial Performance with respect to Operational Performance:

The financial performance of the Company for the year 2014-15 is described in the Directors' Report under the head 'Production, Sales and Working Results'.

h. Material Developments in Human Resources and Industrial Relations Front:

The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock out etc.

i. Cautionary Statement:

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

12. SHAREHOLDERS' INFORMATION:

- a) Registered Office : Near Hirawadi Char Rasta,
Anil Starch Mill Road, Naroda Road,
Ahmedabad - 380 025.
- b) Annual General Meeting : Day : Saturday
Date : 19th September, 2015
Time : 1.00 p.m.
Venue: Registered Office at Nr. Hirawadi Char
Rasta, Anil Starch Mill Road, Naroda
Road, Ahmedabad – 380 025.
- c) Financial Calendar
1st Quarter Results : Mid August, 2015.
Half-yearly Results : Mid November, 2015.
3rd Quarter Results : Mid February, 2016.
Audited yearly Results : End-May, 2016.
- d) Book Closure Dates : **From** : Friday, the 4th September, 2015
To : Saturday, the 19th September, 2015
(Both days inclusive).
- e) Dividend Payment Date : N.A.
- f) Listing of Shares on Stock Exchanges : **BSE Limited**
P. J. Towers, Dalal Street, Mumbai – 400001.
Ahmedabad Stock Exchange Limited,
Kamdhenu Complex, 1st Floor, Ambawadi,
Ahmedabad 15.
Vadodara Stock Exchange Ltd,
Fortune Tower, Sayaji Gunj,
Vadodara - 390 005
The Company has paid the annual listing fees
for the financial year 2015-16 to the Stock
Exchanges where its securities are listed.
- g) Stock Exchange Code :

<u>Stock Exchange</u>	<u>Code</u>
BSE	530735
ASE	57473
VSE	399
- h) Registrar and Share Transfer Agents :
Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity
Shares of the Company:
M/s. Link Intime (India) Private Limited.
Unit No 303, 3rd Floor, Shoppers Plaza V,
Opp. Municipal Market, Behind Shoppers Plaza II,
off C. G. Road, Ahmedabad – 380 009
Tele. No. : (079) 2646 5179
Fax No. : (079) 2646 5179
e-mail Address: ahmedabad@linkintime.co.in
- i) Share Transfer System:
The transfer of shares in physical form is processed and completed by M/s. Link Intime (India)
Private Limited within a period of 15 days from the date of receipt thereof.

In case of Shares in electronic form, the transfers are processed by NSDL/ CDSL through the
respective Depository Participants.

**SUPER BAKERS (INDIA) LIMITED**

- j) Stock Price Data : The shares of the Company were traded on the BSE Limited. The information on stock price data are as under:

Month	BSE		
	High (₹)	Low (₹)	Shares Traded (No.)
April, 2014	-	-	-
May, 2014	3.45	3.29	200
June, 2014	5.56	3.62	6956
July, 2014	6.11	5.82	1083
August, 2014	-	-	-
September, 2014	6.60	6.00	1787
October, 2014	8.80	6.93	12460
November, 2014	9.72	8.35	8694
December, 2014	12.36	8.43	36254
January, 2015	8.40	7.60	10886
February, 2015	7.98	6.31	3785
March, 2015	7.87	6.75	9218

- k) Distribution of Shareholding as on 31st March, 2015:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	1890	76.90	392853	13.00
501 to 1000	271	11.03	233255	7.72
1001 to 2000	137	5.57	213916	7.08
2001 to 3000	45	1.83	115608	3.83
3001 to 4000	26	1.06	93644	3.10
4001 to 5000	28	1.14	135374	4.48
5001 to 10000	23	0.94	184565	6.11
10001 & Above	38	1.53	1652385	54.68
Grand Total	2458	100.00	3021600	100.00

- l) Category of Shareholders as on 31st March, 2015:

Category	No. of Shares held	% of Shareholding
Promoters (Directors & Relatives)	687229	22.74
Financial Institutions/ Banks	—	—
Mutual Fund	—	—
Domestic Companies	210120	6.95
Indian Public	2086819	69.06
NRI & CM	37432	1.25
Foreign Corporate	—	—
Grand Total	3021600	100.00

m) Shareholding of Non- Executive Directors as on 31st March, 2015:

Name of the Non- Executive Director	No. of Shares held	% of Shareholding
Sunil S. Ahuja	94500	3.13
Prakash B. Ahuja	29400	0.97
Shankar T. Ahuja	226942	7.51
Total	350842	11.61

n) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:

The Company has not issued any GDRs/ADRs.

o) Dematerialisation of Shares. :

The Company's Equity Shares are traded compulsorily in dematerialised form.

Approximately 85 % of the Equity Shares have been dematerialised. ISIN number for dematerialisation of the Equity Shares of the Company is INE897A01011.

13. CEO/CFO Certification:

The requisite certification from the Managing Director and Chief Financial Officer required to be given under clause 49 (IX) was placed before the Board of Directors of the Company.

14. PLANT LOCATIONS:

The Company's Plant is located :

Flour Mill Unit : Plot 1 & 2, Ambica Industrial Estate,
Post:Iyava, Taluka:Sanand, Dist:Ahmedabad - 382 110.

15. ADDRESS FOR CORRESPONDENCE:

For both Physical and Electronic Form and any assistance regarding correspondence dematerialisation of shares, share transfers, transactions, change of address, non receipt of dividend or any other query relating to shares, Shareholders' correspondence should be addressed to the Company's Registrar and Share Transfer Agent at:

M/s. Link Intime India Private Limited.
Unit No 303, 3rd Floor, Shoppers Plaza V,
Opp. Municipal Market, Behind Shoppers Plaza II,
Off C G Road, Ahmedabad – 380 009
Tele. No. : (079) 2646 5179 Fax No. : (079) 2646 5179
e-mail Address:ahmedabad@linkintime.co.in
Compliance Officer : Hargovind H. Parmar

16. DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct for the year ended on 31st March, 2015.

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2015

Anil S. Ahuja
Managing Director

Shankar T. Ahuja
Director



SUPER BAKERS (INDIA) LIMITED

CERTIFICATE

**To
The Members of
Super Bakers (India) Limited, Ahmedabad**

We have examined the compliance of conditions of Corporate Governance by M/s. Super Bakers (India) Limited, for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India. We have conducted over review on the basis of relevant records and documents maintained by the Company for the year ended 31st March, 2015 and furnished to us for the purpose of the review and the information and explanation given to us by the Company during the course of review.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all materials respects with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

We state that no investor grievances are pending for period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affair of the Company.

For KASHYAP R. MEHTA & ASSOCIATES
Company Secretaries

Place : Ahmedabad
Date : 29th July, 2015

KASHYAP R. MEHTA
Proprietor
FCS: 1821
C.O.P. No. 2052
FRN: S2011GJ16650

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Super Bakers (India) Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Super Bakers (India) Limited** [CIN: L74999GJ1994PLC021521] ('hereinafter called the Company') having Registered Office at Nr. Hirawadi Char Rasta, Anil Starch Road, Naroda Road, Ahmedabad – 380 025. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and



SUPER BAKERS (INDIA) LIMITED

- (vi) Various common laws applicable to the manufacturing and other activities of the Company such as Labour Laws, Pollution Control Laws, Land Laws etc. for which we have relied on Certificates/ Reports/ Declarations/Consents/Confirmations obtained by the Company from the experts of the relevant field such as Advocate, Labour Law Consultants, Engineers, Occupier of the Factories, Registered Valuers, Chartered Engineers, Factory Manager, Chief Technology Officer of the Company, Local Authorities, Effluent Treatment Adviser etc.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (on voluntary basis).
(ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The following are our observations during the Audit:

1. *The Company does not have a whole time Company Secretary pursuant to Section 203 of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
2. *The Company maintains a functional website containing basic information of the Company but Information pursuant to Clause 54 of the Listing Agreement is not regularly updated .*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has:

- a. Duly passed Special Resolution under Section 180(1)(c) at the 20th Annual General Meeting held on 27th September, 2014 and have complied with the relevant provisions of the Companies Act, 2013 and rules made there under
- b. Duly passed Special Resolution under Section 180(1)(a) at the 20th Annual General Meeting held on 27th September, 2014 and have complied with the relevant provisions of the Companies Act, 2013 and rules made there under

For KASHYAP R. MEHTA & ASSOCIATES
Company Secretaries

Place : Ahmedabad
Date : 29th July, 2015

KASHYAP R. MEHTA
Proprietor
FCS: 1821
C.O.P. No. 2052
FRN: S2011GJ16650

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2015

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

I. REGISTRATION AND OTHER DETAILS:

(1)	CIN	L74999GJ1994PLC021521
(2)	Registration Date	11-03-1994
(3)	Name of the Company	Super Bakers Limited
(4)	Category / Sub-Category of the Company	Public Company Limited by Shares
(5)	Address of the registered Office and Contact Details	Near Hirawadi Char Rasta, Anil Starch Mill Road, Ahmedabad – 380 025
(6)	Whether Listed Company	Yes
(7)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Link Intime (India) Private Limited, Unit No 303, 3rd floor Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C. G. Road, Ahmedabad 380 009 Tel no : (079) 2646 5179 Fax : (079) 2646 5179 Email Address :ahmedabad@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover
1	Wheat Flour Milling	10611	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company has no Holding/ Subsidiary/ Associate Company.

IV. SHARE HOLDING PATTERN:

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held as on 1 st April, 2014				No. of Shares held as on 31 st March, 2015				% Change during 2014-15	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/ HUF	555493	-	555493	18.38	555493	-	555493	18.38	-	
b) Central Govt.	-	-	-	-	-	-	-	-	-	
c) State Govt.(s)	-	-	-	-	-	-	-	-	-	
d) Bodies Corp	131736	-	131736	4.36	131736	-	131736	4.36	-	
e) Banks / FI	-	-	-	-	-	-	-	-	-	
f) Any other	-	-	-	-	-	-	-	-	-	
Total shareholding of Promoter (A)	687229	-	687229	22.74	687229	-	687229	22.74	-	


SUPER BAKERS (INDIA) LIMITED

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) VCF	-	-	-	-	-	-	-	-	-
f) Ins. Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign VCF	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	180215	6100	186315	6.17	204020	6100	210120	6.95	0.78
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individuals holding <= ` 1,00,000	896868	416630	1313498	43.47	853664	412230	1265894	41.89	(1.58)
ii) Individuals holding > ` 1,00,000	784886	10600	795486	26.33	810325	10600	820925	27.17	0.84
c) Others (specify)									
NRIs	19272	17200	36472	1.21	17832	17200	35032	1.16	(0.05)
OCB	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	2600	-	2600	0.09	2400	-	2400	0.08	(0.01)
Trusts	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	1883841	450530	2334371	77.26	1888241	446130	2334371	77.26	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1883841	450530	2334371	77.26	1888241	446130	2334371	77.26	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2571070	450530	3021600	100	2575470	446130	3021600	100	-

ii) Shareholding of Promoters:

SN	Shareholder's Name	Shareholding as on 01-04-2014			Share holding as on 31-03-2015			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shankarlal Tekchand Ahuja	226942	7.51	-	226942	7.51	-	-
2	Superfin Impex Limited	131736	4.36	-	131736	4.36	-	-
3	Sunil Shankarlal Ahuja	94500	3.13	-	94500	3.13	-	-
4	Anil Shankarlal Ahuja	92600	3.06	-	92600	3.06	-	-
5	Manisha Shankarlal Ahuja	34781	1.15	-	34781	1.15	-	-
6	Jaya Prakash Ahuja	32100	1.06	-	32100	1.06	-	-
7	Prakash Bhagwandas Ahuja	29400	0.97	-	29400	0.97	-	-
8	Sonia Prakash Ahuja	12900	0.43	-	12900	0.43	-	-
9	Bhavna Manoj Ahuja	10000	0.33	-	10000	0.33	-	-
10	Pooja Ahuja	9000	0.30	-	9000	0.30	-	-
11	Hargovind H. Parmar	8270	0.27	-	8270	0.27	-	-
12	Kiranben Nansharamani	4900	0.16	-	4900	0.16	-	-
13	Kashyap Rajendra Mehta	100	0.00	-	100	0.00	-	-
	Total	687229	22.74	-	687229	22.74	-	-

iii) Change in Promoters' Shareholding:

There is no change in the Promoters' Shareholding during the year 2014-15.

iv) Shareholding Pattern of top ten Shareholders:

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 01-04-2014		Changes (no. of shares) during the Year (increase due to transfer)	Shareholding as on 31-03-2015	
		No. of shares	% of total shares		No. of shares	% of total shares
	As on 01-04-2014					
1	JMKD Broking Private Limited	124425	4.12	379	124804	4.13
2	Agrawal Sunil Jagdishbhai	71000	2.35	-	71000	2.35
3	Amit Makkhanlal Agrawal	63800	2.11	6079	69879	2.31
4	Kaushalkumar Hazarilal Agrawal	60507	2.00	-	60507	2.00
5	Mukeshbhai Jagdishprasad Agrawal	60000	1.99	-	60000	1.99
6	Anil Makkhanlal Agrawal	52200	1.73	-	52200	1.73
7	Shital Anil Agrawal	48400	1.60	-	48400	1.60
8	Sumit Jagdish Agrawal	44046	1.46	-	44046	1.46
9	Gayatri Kaushal Agrawal	32900	1.09	-	32900	1.09
10	Bhavik Khemchandbhai Shah	32831	1.09	-	32831	1.09

**SUPER BAKERS (INDIA) LIMITED****v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholding, if any, of each Directors and each Key Managerial Personnel	Shareholding as on 01-04-2014		Changes during the Year	Shareholding as on 31-03-2015	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1.	Shankarlal Tekchand Ahuja	226942	7.51	-	226942	7.51
2.	Sunil Shankarlal Ahuja	94500	3.13	-	94500	3.13
3.	Anil shankarlal Ahuja	92600	3.06	-	92600	3.06
4.	Prakash Bhagwandas Ahuja	29400	0.97	-	29400	0.97
	Total	443442	14.67	-	443442	14.67

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

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A.	Indebtedness as on 01-04-2014				
	i) Principal Amount	1796370	400000	-	2196370
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	1796370	400000	-	2196370
B.	Change in Indebtedness during 2014-15				
	* Addition	2500000	-	-	2500000
	* Reduction	1249643	400000	-	1649643
	Net Change	1250357	(400000)	-	850357
C.	Indebtedness as on 31-03-2015				
	i) Principal Amount	3046727	-	-	3046727
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	3046727	-	-	3046727

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manger
		Mr. Anil S. Ahuja
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2)Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	₹ 5,40,000/- - -
2.	Stock Option	NIL
3.	Sweat Equity	NIL
4.	Commission	NIL
5.	Others, Please specify	NIL
	Total (A)	₹ 5,40,000/-
	Ceiling as per the Companies Act	NIL

B. Remuneration to other Directors:

As no other Director is drawing any remuneration from the Company, there is no disclosure required.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

No Disclosure is required as there is no remuneration paid.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There are no such Penalties/ Punishment/ Compounding of Offences as on the date of report.



INDEPENDENT AUDITORS' REPORT

To,
The Members of
SUPER BAKERS (INDIA) LIMITED
Ahmedabad.

Report on the Financial Statements

We have audited the accompanying financial statements of **SUPER BAKERS (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a Summary of the Significant Accounting Policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- i. In the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March, 2015;
- ii. In the case of the Statement of Profit & Loss, of the Loss for the year ended on that date; and
- iii. In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For T. K. TEKWANI & CO.,
Chartered Accountants
[FRN : 110851W]
(TULSIRAM TEKWANI)
Proprietor
M. No. 33551

Place : Ahmedabad
Date : 20th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members of Super Bakers (India) Ltd. for the year ended on 31.03.2015. We report that:

- 1. Fixed Assets**
 - a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
 - b) We are informed that certain assets have been physically verified by the Management. As explained to us the Company has a policy to carry out a physical verification of all Fixed Assets at reasonable intervals, which in our opinion, is reasonable having regard to the size of the Company and nature of its assets. We are informed by the management that no material discrepancies were noticed on such verification.
- 2. Inventory**
 - a) As explained to us, we are informed that inventories have been physically verified by the management at reasonable intervals during the year.
 - b) In our opinion and according to information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion and according to information and explanation given to us, the company has maintained proper records of its inventory and no material discrepancies were noticed on physical verification.



3. Loans and Advances

The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act.

4. Internal Control

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.

5. Acceptance of Deposits

According to information and explanation given to us the company has not accepted any deposit from public. Hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under in this respect are not applicable.

6. Cost Records

We have broadly reviewed the Cost Records maintained by the Company as specified by the Central Government under sub section 1 of section 148 of the Companies Act and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records.

7. Statutory Dues

a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, and other material statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, service tax, sales tax, were in arrears, as at 31st March, 2015 for a period of more than six months from the date they became payable

b) According to the information and explanation given to us, there were no dues of sales tax and income tax that have not been deposited on account of any dispute,

c) According to the information and explanation given to us, there was no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

8. Accumulated Loss

The Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth and it has not incurred cash losses in the current financial year as well as in the immediately preceding financial year.

9. Default in Repayment of Dues

Based on our audit procedures and on the information and explanations given by the Management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.

10. Guarantees

According to the information and explanations given to us, the company has not given any guarantee for the loans taken by others from banks or financial institutions.

11. Application of Loans

In our opinion, term loans were applied for the purpose for which the loans were obtained.

12. Frauds

According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For T. K. TEKWANI & CO.,
Chartered Accountants
[FRN : 110851W]

(TULSIRAM TEKWANI)
Proprietor
M. No. 33551

Place: Ahmedabad
Date : 20th May, 2015

BALANCE SHEET AS ON 31ST MARCH, 2015

Particulars	NOTE No.	As at	As at
		31st March 2015 (in ₹)	31st March 2014 (in ₹)
I EQUITY AND LIABILITIES:			
1 Share Holders' Fund			
(a) Share Capital	1	30216000	30216000
(b) Reserves & Surplus	2	(2258231)	3150882
		27957769	33366882
2 Non Current Liabilities			
(a) Long Term Borrowings	3	3046727	2196370
(b) Long Term Provisions	4	-	259797
		3046727	2456167
3 Current Liabilities			
(a) Trade Payables	5	432729	6973070
(b) Other Current Liabilities	6	254317	650369
(c) Short Term Provisions	7	-	236000
		687046	7859439
Total		31691542	43682488
II ASSETS			
1 Non Current Assets			
(a) Fixed Assets			
Tangible Assets	8	7871812	9715057
(b) Non Current Investments	9	5725	103125
(c) Deferred Tax Assets (Net)	10	-	610380
(d) Long Term Loans and Advances	11	1058500	1058500
(e) Other Non Current Assets	12	181909	4931379
		9117946	16418441
2 Current Assets			
(a) Inventories	13	2406961	18194896
(c) Trade Receivables	14	16038738	5872007
(d) Cash and Cash Equivalents	15	4062442	2467742
(e) Short Term Loans and Advances	16	-	660260
(f) Other Current Assets	17	65455	69142
		22573596	27264047
Total		31691542	43682488

The notes form an integral part of these financial statements

As per our Report of even date attached

For **T. K. TEKWANI & CO.**

Chartered Accountants

(T. K. TEKWANI)

Proprietor

(Membership No. 33551)

[FRN No. : 110851W]

Place: Ahmedabad

Date : 20th May, 2015

For & On Behalf of Board of Directors

SHANKAR T. AHUJA

Director

ANIL S. AHUJA

Managing Director

THAKUR D. JASWANI

(CFO)

Place: Ahmedabad

Date : 20th May, 2015

**SUPER BAKERS (INDIA) LIMITED****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Note No.	Year Ended 31st March 2015 (₹)	Year Ended 31st March 2014 (`)
INCOME			
I Revenue from Operations	18	140350888	154691316
Other Income	19	202560	644127
Change in Inventories	20	(8165175)	3773079
Total Revenue		<u>132388273</u>	<u>159108522</u>
II EXPENDITURE			
(a) Cost of Materials Consumed	21	113354654	136878554
(b) Purchases & Manufacturing Exps	22	10415776	11267682
(c) Employee Benefits Expense	23	928246	858090
(d) Finance Costs	24	707193	697664
(e) Depreciation and amortization exp	08	1374183	1405516
(f) Other expenses	25	6942224	7619770
Total Expenses		<u>133722276</u>	<u>158727276</u>
III Profit before Tax		(1334003)	381246
IV Tax Expense			
(i) Current tax		-	171000
(ii) Deferred tax		610380	9211
(iii) Tax in respect of earlier years		31505	305899
Net Tax Expenses		<u>641885</u>	<u>486110</u>
V Profit for the year		(1975888)	(104864)
VIII Earnings per Share:			
(i) Basic		-0.65	-0.03
(ii) Diluted		-0.65	-0.03

The notes form an integral part of these financial statements

As per our Report of even date attached
For **T. K. TEKWANI & CO.**
Chartered Accountants
(T. K. TEKWANI)
Proprietor
(Membership No. 33551)
[FRN No. : 110851W]
Place: Ahmedabad
Date : 20th May, 2015

For & On Behalf of Board of Directors

SHANKAR T. AHUJA
Director

ANIL S. AHUJA
Managing Director

THAKUR D. JASWANI
(CFO)

Place: Ahmedabad
Date : 20th May, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

	Year Ended 31st March 2015 (₹)	Year Ended 31st March 2014 (₹)
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	(1334003)	381246
Adjustments for :		
Depreciation	1374183	1405516
Interest paid	707193	697664
Shares written off	—	1000
Loss on Sale of Assets	165722	125499
Profit on Sale of Assets	(202560)	—
Operating profit before Working Capital Changes	710535	2610925
Adjustments for :		
Trade and Other Receivables	(8284494)	6646908
Inventories	15787935	(4880228)
Trade Payable & Other Liabilities	(7261190)	(1318316)
Cash Generated from Operations	952786	3059289
Income tax paid	(104550)	(407195)
Net Cash from Operating Activities (A)	848236	2652094
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed assets	(65000)	(3107832)
Sale of Fixed assets	570900	811000
Sale of Investments	97400	—
Net Cash From Investing Activities (B)	603300	(2296832)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Interest Paid	(707193)	(697664)
Accept/(Repayment) of Secured borrowings	1250357	664192
Accept/(Repayment) in Unsecured borrowings	(400000)	—
Net Cash From Financing Activities (C)	143164	(33472)
Net Increase in Cash and Cash Equivalents	1594700	321790
Opening Cash and Cash Equivalents	2467742	2145952
Closing Cash and Cash Equivalents	4062442	2467742

1. The Cash Flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard -3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
2. The previous year's figures have been regrouped and reclassified, wherever necessary.

As per our Report of even date attached

For & On Behalf of Board of Directors

For **T. K. TEKWANI & CO.**

Chartered Accountants

(T. K. TEKWANI)

Proprietor

(Membership No. 33551)

[FRN No. : 110851W]

Place : Ahmedabad

Date : 20th May, 2015**SHANKAR T. AHUJA**

Director

ANIL S. AHUJA

Managing Director

THAKUR D. JASWANI

(CFO)

Place : Ahmedabad

Date : 20th May, 2015

**SUPER BAKERS (INDIA) LIMITED****NOTES TO THE FINANCIAL STATEMENTS**

Particulars	As at 31st March 2015 (in ₹)	As at 31st March 2014 (in `)
-------------	------------------------------------	------------------------------------

NOTE : 1 : SHARE CAPITAL**Authorised Capital**

4000000 Equity Shares of ` 10/- each	<u>4000000</u>	<u>4000000</u>
--------------------------------------	----------------	----------------

Issued Capital

3021600 Equity Shares of ` 10/- each fully paid up	<u>30216000</u>	30216000
--	-----------------	----------

Subscribed and Fully Paid Up Capital

3021600 Equity Shares of ` 10/- each fully paid up	<u>30216000</u>	<u>30216000</u>
--	-----------------	-----------------

Total :

	<u>30216000</u>	<u>30216000</u>
--	-----------------	-----------------

- a) The Company has only one class of equity shares having a par value of ` 10 per share. Each Shareholder is eligible for one vote per share, without restrictions and are entitled to dividend, as and when declared. In the event of liquidation, all the equity shareholders rank equally and are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts.
- b) The Company has not allotted any share pursuant to Contract(s) without payment being received in cash during the period of 5 years immediately preceding the Balance Sheet date.
- c) The Company has not issued Bonus Shares during the period of 5 years immediately preceding the year

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of the Shareholder	As at 31st March 2015 & 14	
	No. of shares	% of Holding held
Shankarlal Ahuja	<u>222242</u>	<u>7.36%</u>

NOTE : 2 : RESERVES AND SURPLUS**Securities Premium**

Opening Balance	5100000	5100000
-----------------	---------	---------

Profit and Loss Ac (Debit Balance)

Opening Balance	<u>(1949118)</u>	<u>(1844254)</u>
-----------------	------------------	------------------

Less : IT Block Assessment written off (Refer Note No. 33)	<u>(3433225)</u>	—
--	------------------	---

Less : Loss of the year	<u>(1975888)</u>	<u>(104864)</u>
-------------------------	------------------	-----------------

Closing Balance	<u>(7358231)</u>	<u>(1949118)</u>
-----------------	------------------	------------------

Total :

	<u>(2258231)</u>	<u>3150882</u>
--	------------------	----------------

NOTE : 3 : LONG TERM BORROWINGS**Secured Loans**

From Bank	3046727	1796370
-----------	---------	---------

Unsecured Loans

From Directors & Shareholders	—	<u>400000</u>
-------------------------------	---	---------------

Total :

	<u>3046727</u>	<u>2196370</u>
--	----------------	----------------

Terms of repayment for Long Term secured borrowings:

Term loan from bank amounting to ` 20,68,001 is secured by exclusive and specific charge on the BMW car

Repayable in 35 installments of ` 84,500 commencing from October 2014. Last installment is due in August 2017. Rate of interest is approx. 14%.

ANNUAL REPORT 2014-15

Term loan from bank amounting to ₹ 9,78,726 is secured by exclusive and specific charge on the Volvo car

Repayable in 36 installments of ₹ 79,575 commencing from May 2013. Last installment due in April 2016. Rate of interest is approx. 9%.

Terms of repayment for Long Term unsecured borrowings:

Term loan from Shareholders & Directors

Repayable after a period of 12 months. No interest is provided on the said loan.

Particulars	As at 31st March 2015 (in ₹)	As at 31st March 2014 (in ₹)
-------------	------------------------------------	------------------------------------

NOTE : 4 : LONG TERM PROVISIONS

Provision for Gratuity	—	259797
Total :	—	259797

NOTE : 5 : TRADE PAYABLES

For Goods	—	776245
For Expenses	432729	6196825
Total :	432729	6973070

NOTE : 6 : OTHER CURRENT LIABILITIES

Provident Fund	100	8401
TDS Payable	29069	98385
Advances from Customers	—	21636
Deposits from Agents	—	10608
Outstanding Liabilities	225148	511339
Total :	254317	650369

NOTE : 7 : SHORT TERM PROVISIONS

Bonus	—	50000
Leave Encashment	—	15000
Income Tax Provision for current year	—	171000
Total :	—	236000

NOTE : 8 : TANGIBLE ASSETS :

Particulars of Assets	Gross Block				Depreciation			Net Block		
	As on 01.04.14	Add/ded. during the year	As on 31.03.15	As on 01.04.14	Provided during the year	Reversed during the year	As on 31.03.15	As on 31.03.15	As on 31.03.14	
A. Land & Building	5732575	—	5732575	2713179	172221	—	2885400	2847175	3019396	
B. Furniture & Fixtures	1824835	—	1824835	1223950	120177	—	1344127	480708	600885	
C. Vehicles	11694250	(567615)	11126635	6302104	1064250	555694	6810660	4315975	5392146	
D. Plant & Machinery										
Plant & Machinerics	14180852	(13931934)	248918	13935363	17535	13931934	20964	227954	245489	
Other Machinerics	115574	(115574)	—	98305	—	98305	—	—	17269	
Office Equipments	1987753	(1987753)	—	1547881	—	1547881	—	—	439872	
TOTAL	35535839	(16602876)	18932963	25820782	1374183	16133814	11061151	7871812	9715057	

**SUPER BAKERS (INDIA) LIMITED**

Particulars	As at 31st March 2015 (in ₹)	As at 31st March 2014 (in ₹)
NOTE : 9 : NON CURRENT INVESTMENTS		
Non Trade Investments		
Quoted :	-	-
Unquoted : F.V. ₹ 10/-		
100 Equity Shares of Sardar Sahakari Udyog Nagar	1000	1000
48700 Equity Shares of Parikshit Foods Products Ltd	-	97400
National Savings Certificate	4725	4725
Total :	5725	103125
NOTE : 10 : DEFERRED TAX ASSETS (NET)		
Opening Balance DTA	610380	619591
Add: Creation of DTA		
Related to Fixed Assets	-	1896
Less : Reversal of DTA		
Disallowances under the Income Tax Act, 1961	-	11107
Reversal of DTA	610380	
Total :	-	610380
NOTE : 11 : LONG TERM LOANS AND ADVANCES (unsecured and considered good)		
Advances recoverable in cash or kind	1058500	1058500
Total :	1058500	1058500
NOTE : 12 : OTHER NON CURRENT ASSETS		
Deposits and Other Advances	181909	1400199
TDS & Advance Tax & FBT Receivable	-	82955
Income Tax for Block Assessment	-	3448225
Total :	181909	4931379
NOTE : 13 : INVENTORIES		
Raw Materials	-	7654405
Packing Materials	1329489	1326629
Spare Parts & Consumable Stores	1077472	1048687
Finished Goods	-	8165175
Total :	2406961	18194896
Details of Inventories		
Raw Materials		
Wheat	-	7654405
Finished Goods		
Maida	-	2061839
Sooji	-	58444
Atta	-	1710284
Bran	-	4334608
	-	8165175

ANNUAL REPORT 2014-15

Particulars	As at 31st March 2015 (in ₹)	As at 31st March 2014 (in `)
NOTE : 14 : TRADE RECIEVABLES		
Unsecured, considered good		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	1964122	2181724
Trade receivables outstanding for a period less than six months from the date they are due for payment	14074616	3690283
Total :	<u><u>16038738</u></u>	<u><u>5872007</u></u>
NOTE : 15 : CASH AND CASH EQUIVALENTS		
Balance with Scheduled Bank in Current A/cs	227854	1250496
Cash on Hand	3834588	1217246
Total :	<u><u>4062442</u></u>	<u><u>2467742</u></u>
NOTE : 16 : SHORT TERM LOANS AND ADVANCES		
Staff Loans	-	397359
Supplier Advances	-	262901
Total :	<u><u>-</u></u>	<u><u>660260</u></u>
NOTE : 17 : OTHER CURRENT ASSETS		
Pre-paid Expenses	65455	69142
Total :	<u><u>65455</u></u>	<u><u>69142</u></u>
Particulars	2014-15 (in ₹)	2013-14 (in `)
NOTE : 18 : REVENUE FROM OPERATIONS		
Sale of Products		
Manufactured Products	140350888	154691316
Total :	<u><u>140350888</u></u>	<u><u>154691316</u></u>
Details of Sales of Products		
Maida	140350888	154691316
Sooji		
Atta		
Bran		
NOTE : 19 : OTHER INCOME		
Lease Rent Income	-	480000
Reversal of Excess Provision of Gratuity	-	35946
Interest Income	-	128181
Profit on Sale of Assets	202560	-
Total :	<u><u>202560</u></u>	<u><u>644127</u></u>

**SUPER BAKERS (INDIA) LIMITED**

Particulars	2014-15 (in ₹)	on 2013-14 (in ₹)
NOTE : 20 : CHANGES IN INVENTORIES		
Opening Stock of Finished Goods	8165175	4392096
Less: Closing Stock of Finished Goods	-	8165175
Total :	-8165175	3773079
NOTE : 21 : COST OF MATERIALS CONSUMED		
Raw Material	112301469	135772672
Packing Material	844645	970612
Machinery Spares	208540	135270
Total :	113354654	136878554
Details of Material Consumed		
Raw Material Consumption		
Opening Stock	7654405	6849360
+ Purchase	104647064	136577717
- Closing Stock	-	7654405
Consumption	112301469	135772672
Imported and Indigenous Raw Materials Consumed		
Imported	0%	-
Indigenous	100%	112301469
		135772672
Raw Material Consumed		
Wheat	112301469	135772672
Imported and Indigenous Machinery Spares Consumed		
Imported	0%	-
Indigenous	100%	208540
		135270
NOTE : 22 : PURCHASES & MANUFACTURING EXPS.		
Frieght & Octroi	12850	31265
Production Expenses	1705012	2558045
Power Consumption	4210723	4397555
Other Purchases & Manufacturing Expenses	173396	613310
Delivery Expenses	4313795	3667507
Total :	10415776	11267682
NOTE : 23 : EMPLOYEE BENEFITS EXPENSE		
Bonus	59364	82050
E.S.I.C.	16133	-
Exgratia Payments	28581	-
Gratuity	102243	-
Leave Encashment Paid	42773	84655
P.F. Contribution	30310	30568
Pension Fund	46609	47977
Salary	278230	254180
Wages	324003	358660
Total :	928246	858090

ANNUAL REPORT 2014-15

Particulars	2014-15 (in ₹)	on 2013-14 (in `)
NOTE : 24 : FINANCE COSTS		
Bank Charges / Interest	3261	6262
Car Loan Financial Charges	302996	226481
Interest to Others	400936	464921
Total :	707193	697664
NOTE : 25 : OTHER EXPENSES		
Advertisement & Sales Promotion Expenses	32545	29989
Auditors Remuneration	105057	102012
Brokerage	71125	218027
Building Repairing & Maintenance Expenses	839839	353232
Directors Remuneration	540000	540000
Donation	1500	55502
Electric Expenses	136479	230125
Insurance Premium	133721	111664
Lease Rent	361088	702657
Legal and Professional Exps	344639	469716
Loss on Sale of Assets	165722	125499
Office Expenses	236600	404301
Others Misc Expenses	467000	579010
Petrol Expenses	84905	203754
Plant & Machinery, Furniture Repairing & Maint Exps	226943	275264
Postage & Telephone Expenses	240005	234858
Printing & Stationery Expenses	36446	101982
Professional Tax	2420	2427
Rebate & Discounts	2509533	2368765
Rent Rates & Taxes	32224	29381
Shares written off	-	1000
Subscription & Membership Fees	163517	73991
Travelling & Conveyance Expenses	210916	406614
Total :	6942224	7619770
Details of Payment to Auditors		
Audit Fees	60000	60000
For Other Matters	45057	42012
Total :	105057	102012

NOTES TO THE FINANCIAL STATEMENTS

26. During the year, the company has suspended its operations of Wheat Grinding w.e.f. 01.02.2015
27. The Balances of Sundry Debtors and Creditors are subject to confirmation and reconciliation. In the opinion of the Board of Directors, the Current Assets are approximately of the value stated, if realized in the ordinary course of business.
28. The company has Lease arrangements which are in respect of Operating leases mainly for the factory premises (including office & godown). Generally, these lease arrangements are for a period less than a year and are renewable by mutual consent, on mutually agreeable / predetermined terms. The aggregate Lease rentals are charged as "Lease Rent" in Note 25 to the Statement of Profit and Loss Account. The company has terminated the Lease Agreement during the year as it has suspended its operations of Wheat Grinding.



SUPER BAKERS (INDIA) LIMITED

The Lease Rental Expenses have been pro rata paid during the year.

Account Details	March 31, 2015	March 31, 2014
Lease Rental Expenses	₹ 3,06,000/-	6,12,000/-

29. In respect of the Plastic unit, the company has Lease arrangements which are in respect of Operating leases mainly for the factory premises (including office & godown). Generally, these lease arrangements are for a period less than a year and are renewable by mutual consent, on mutually agreeable / predetermined terms. The aggregate Lease rentals are credited as "Lease Rent Income" in Note 19 to the Statement of Profit and Loss Account.

The company has terminated the Lease Agreement during the year and consequently there is no Lease Rental Income during the year.

Details	March 31, 2015	March 31, 2014
Lease Rental Income	NIL	4,80,000/-

30. The Revenue Expenses incurred which are wholly and exclusively for the purpose of the business of the Company have been charged to Profit and Loss Account, though in certain cases like electricity etc., the bills are not in the name of the Company.

31. BUSINESS SEGMENT AND OPERATIONS:

In the context of Accounting Standard - 17 on "Segment Reporting", management considers its operations to constitute primary segments namely "MANUFACTURING OF DIFFERENT TYPES OF FLOURS". The Plastic Unit of the Company was leased out and business of plastic unit had been discontinued.

32. There are no Micro and Small Enterprise to whom company owes dues, which are outstanding for more than 45 days as on 31st March, 2015. The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of suppliers under the MSME.
33. The demand which was raised against the Block Assessment Order passed U/s. 158BC of the Income-tax Act was disputed by the company and in that said matter the Income Tax Appellate Tribunal has passed the order. The tax as per the order of the ITAT had been paid in earlier years. The Taxes paid against the income tax liability were shown under the head in Note 12 "Other Non Current Assets" as Income Tax for Block Assessment. During the year the company has transferred the same to the Reserve and Surplus by debiting the Opening Balance of Profit and Loss Account. Accordingly the carrying amount of Income Tax for Block Assessment in Other Non - Current Assets is NIL.

34. RELATED PARTY DISCLOSURES :

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

- A) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr.No.	Name of the Related Parties	Nature of relationship with the Company
01.	M/s. SUPER BAKERS (INDIA), POLY UNIT BARODA	ASSOCIATES
02.	M/s. PARIKSIT FOOD PRODUCTS LTD.	ASSOCIATES
03.	MR. ANIL S. AHUJA	KEY MANAGERIAL PERSON
04.	MR. SHANKARLAL T. AHUJA	KEY MANAGERIAL PERSON

B) Transactions during the year with related parties : (In `)

Sr. No.	Nature of Transaction	F.Y. 2014-15		F. Y. 2013-14	
		Associate	Key Managerial Personnel	Associate	Key Managerial Personnel
01.	Lease Rent	306000	-	612000	-
02.	Lease Rent Income	-	-	480000	-
03.	Remuneration	-	540000	-	540000
04.	Loan Repaid	-	400000	-	-

35. Value of imports on CIF Basis ` Nil (Previous Year ` Nil). Foreign Exchange Expenditure ` Nil (Previous Year ` Nil).
36. During the year the company has suspended its operations of Wheat Grinding and also certain Fixed Assets have been disposed off. The timing differences between taxable income and accounting are not expected to be reversed in coming years. Accordingly the outstanding balance of Deferred Tax Asset as on 01.04.2014 has been reversed. Moreover, no provision for DTA / DTL has been made in the current year.
37. Figures of previous year have been regrouped /rearranged wherever necessary so as to make them comparable with those of current year

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

1. BASIS OF ACCOUNTING PREPARATION:

These financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis (unless otherwise stated hereinafter) in conformity with accounting principles generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013, of India. The accounting policies applied by the company are consistent with those used in previous year.

2. USE OF ESTIMATES:

The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. FIXED ASSETS:TANGIBLE ASSETS

Own Fixed Assets

Fixed Assets are stated at historical cost of acquisition less accumulated depreciation. Cost includes related expenditure incurred for bringing the asset to its working condition for its intended use.

Leased Fixed Assets

Leased Fixed Assets: Operating Leases: Rentals are expensed with reference to lease terms and other considerations.

4. DEPRICIATION

Depreciation on fixed assets has been provided on Straight Line Method based on life assigned to each asset in accordance with Schedule II of The Companies Act, 2013. Depreciation on assets acquired and put to use during the year is provided on pro-rata basis. Depreciation on assets sold during the year has not been provided for in the books of accounts.



SUPER BAKERS (INDIA) LIMITED

5. INVENTORIES:

- a. Raw materials are stated at cost or net realizable value whichever is lower. Cost includes expenses for procuring the same and is computed on First In First Out basis.
- b. Stock of finished goods and materials in process have been valued at cost or net realizable value whichever is lower. The cost includes direct cost and attributable overheads.
- c. Packing materials, stores and spares are stated at cost or net realizable value whichever is lower. Cost is computed on First in first out basis.

6. INVESTMENTS:

Long term investments are stated at cost less provision for other than temporary diminution in value.

7. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE:

Events occurring after the Balance sheet date have been considered in the preparation of financial statements.

8. REVENUE RECOGNITION:

Sales are recorded net of returns, trade discounts, rebates and sales taxes. Lease Rent Income is recognized on the basis of terms of agreement.

9. RETIREMENT BENEFITS:

- i. The Company makes the contributions to Provident Fund at the prescribed rates and accounts the same on basis of actual liability. .
- ii. The Present value of the defined benefit obligation and the related current service cost were measured for Gratuity with actuarial valuation being carried out at the year end.
- iii. Leave encashment are not ascertained actuarially but provided for at the gross undiscounted amount payable, the effect of which on accounts is not material.

10. TAXATION:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. The Company provides for Income Tax on estimated taxable income and based on expected outcome of assessments/appeals, in accordance with the provisions of the Income Tax Act, 1961 and rules framed there under. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

As per our Report of even date attached

For **T. K. TEKWANI & CO.**

Chartered Accountants

(T. K. TEKWANI)

Proprietor

(Membership No. 33551)

[FRN No. : 110851W]

Place: Ahmedabad

Date : 20th May, 2015

For & On Behalf of Board of Directors

SHANKAR T. AHUJA

Director

ANIL S. AHUJA

Managing Director

THAKUR D. JASWANI

(CFO)

Place: Ahmedabad

Date : 20th May, 2015

SUPER BAKERS (INDIA) LIMITED
[CIN: L74999GJ1994PLC021521]

Registered Office:
 Near Hirawadi Char Rasta, Anil Starch Mill Road, Naroda Road, Ahmedabad - 380 025

FORM MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and
 Rule 19(3) of the Companies (Management and Administration) Rules, 2014]]

Name of the member (s):	
Registered Address:	
Email Id:	
Folio No./ DPID-Client ID:	

I/We, being the member (s) of Shares of the above named Company, hereby appoint:

1. Name:.....
 Address:.....

 Email Id: Signature: or failing him

2. Name:.....
 Address:.....

 Email Id: Signature:

as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the 21st Annual General Meeting of the Company, to be held on Saturday, the 19th September, 2015 at 1.00p.m. at the Registered Office of the Company at Nr. Hirawadi Char Rasta, Anil Starch Mill Road, Naroda Road, Ahmedabad – 380 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.
2	Re-Appointment of Mr. Prakash B. Ahuja, liable to retire by rotation and being eligible, offers himself for re-appointment
3	Appointment of Statutory Auditors of the Company

Signed this day of 2015

Signature of Shareholder



Note: 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.

SUPER BAKERS (INDIA) LIMITED
[CIN: L74999GJ1994PLC021521]

Registered Office:

Near Hirawadi Char Rasta, Anil Starch Mill Road, Naroda Road, Ahmedabad - 380 025

FORM MGT-12

ATTENDANCE FORM/ BALLOT FORM

**(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING
AND HAVE NOT OPTED FOR E-VOTING)**

1	Name and address of the Sole/ First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our attendance at the meeting and vote(s) in respect of the resolutions set out in the Notice of 21 st Annual General Meeting (AGM) of the Company to be held on Saturday, 19 th September, 2015, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
Ordinary Business				
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2015, the reports of the Board of Directors and Auditors thereon.			
2	Re-Appointment of Mr. Prakash B. Ahuja, liable to retire by rotation and being eligible, offers himself for re-appointment.			
3	Appointment of Statutory Auditors of the Company.			

Place :

Date :

(Signature of the Shareholder/Proxy)

Note:

This Form is to be used for exercising attendance/ voting at the time of 21st Annual General Meeting to be held on Saturday, the 19th September, 2015 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.

If undelivered, please return to :

SUPER BAKERS (INDIA) LIMITED

Regd. Office : Near Hirawadi Char Rasta,
Anil Starch Mill Road, Naroda Road,
Ahmedabad - 380 025.