



Superior Industrial Enterprises Limited



25, Bazar Lane, Bengali Market, Connaught Place, New Delhi-110001 • Tel : 23731233, 23731230
Website: www.superiorindustrial.in

October 8, 2015

To
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Scrip Code: 519234

Dear Sir,

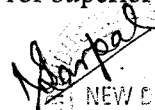
**Sub. Corporate Governance Report
for the Quarter ended 30th September 2015**

Please find enclosed herewith the Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement for the quarter ended on 30th September 2015.

Kindly take the same on record.

Thanking You,
Yours faithfully,

For Superior Industrial Enterprises Limited


NEW DELHI
Neha Sarpal
Company Secretary

Encl.: As above

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Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

Quarter ending on September 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	The Company has optimum combination of executive & non-executive Directors in conformity with Clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013. Total strength of Board is - 4 No. of Independent Directors - 2 No. of Non-Independent Directors - 2 No. of Executive Directors-1
(B) Independent Directors	49 (IIB)	Yes	All the requirements related to Independent Directors have been complied with. The Company has 2 Independent Directors out of total strength of 4 directors.
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	The Company is paying sitting fees to the Non-Executive Independent Directors of the Company for each Board Meeting and its committees thereof taken together which is within the limits prescribed under Companies Act, 2013.
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	All the requirements are being complied with.
(E) Code of Conduct	49 (IIE)	Yes	The Code of Conduct duly approved by the Board, has been made applicable to the Board of Directors and the Senior Management. A declaration by the Managing

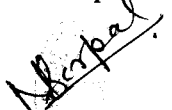
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			Director/Compliance Officer to the effect that all the Board Members and Senior Management personnel have affirmed compliance with the Code has been disclosed in the Annual Report for the Year 2014-15 and will be disclosed in the next Annual Report 2015-16.
(F) Whistle Blower Policy	49 (IIF)	Yes	The Company has established vigil mechanism for Directors and employees and drafted a Whistle Blower Policy and the same has been disclosed by the company on its website.
III. Audit Committee	49 (III)		Total Strength of the Committee is - 3 of which 2 are Independent Director including Chairman
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	All members of the Audit Committee are financially literate and have management expertise
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Committee met once in quarter subject to requirement from time to time
(C) Powers of Audit Committee	49 (IIIC)	Yes	The Committee has adequate powers to investigate, seek information, obtain outside legal and professional advice and secure attendance of outsiders with relevant expertise
(D) Role of Audit Committee	49 (IIID)	Yes	In line with the stipulation mentioned
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Audit Committee review all the information as per guidelines.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The Company has duly constituted Nomination and Remuneration Committee. Total Strength of the Committee is - 3 of which 2 are Independent Directors including Chairman
V. Subsidiary Companies	49 (V)	N.A.	The Company has no Subsidiary Company.
VI. Risk Management	49 (VI)	Yes	The Company has duly constituted Risk Management Committee
VII. Related Party Transactions	49 (VII)	No	The Company has duly formulated a policy on materiality and dealing with related party transactions.
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	Yes	Summarized statement of transactions with Related Parties are submitted on quarterly basis to the Audit Committee and the transactions have been disclosed in the Annual Report for the

As per

			Year 2014-15 and will be disclosed in the next Annual Report 2015-16
Disclosure of Accounting Treatment	49 (VIII B)	N.A.	The Company has not adopted any separate Accounting treatment which is different from Accounting Standards.
(C) Remuneration of Directors	49 (VIII C)	N.A.	Apart from receiving sitting fee to Non-Executive Independent Directors, the Company does not pay any remuneration to its Non-executive Directors.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis Report is a part of Director's Report which is Annually published in Annual Report and will be disclosed in the next Annual Report 2015-16
(E) Shareholders	49 (VIII E)	Yes	The Company has duly formed Stakeholders Relationship Committee. All necessary informations are uploaded in the Company's Website as required.
(I) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII I)	N.A.	No such proceeds are generated during this quarter ended 30.09.2015.
IX.CEO/CFO Certification	49 (IX)	Yes	Disclosed in the Annual Report for the Year 2014-15 and will be disclosed in the next Annual Report 2015-16.
X. Report on Corporate Governance	49 (X)	Yes	Disclosed in the Annual Report for the Year 2014-15 and will be disclosed in the next Annual Report 2015-16.
XI. Compliance	49 (XI)	Yes	Disclosed in the Annual Report for the Year 2014-15 and will be disclosed in the next Annual Report 2015-16.

For Superior Industrial Enterprises Limited



Neha Sarpal
Company Secretary And Compliance Officer

Date: October 8, 2015
Place: New Delhi