

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

Name of the Company: SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

Quarter ending on: December 31, 2012

| Particulars   | Clause of Listing Agreement | Compliance Status Yes/No | Remarks  |
|---|-----------------------------|--------------------------|--|
| <b>I Board of Directors</b>                             | 49 I                        |                          |  |
| (A) Composition of Board                                | 49(IA)                      | Yes                      | -  |
| (B) Non-executive Directors' Compensation & Disclosures | 49 (IB)                     | N.A.                     | The company does not pay any fees/compensation to its Non Executive Directors  |
| (C) Other Provisions as to Board and Committees         | 49 (IC)                     | Yes                      | -  |
| D) Code of Conduct                                      | (49 (ID)                    | Yes                      | -  |
| <b>II. Audit Committee</b>                              | 49 (II)                     |                          |  |
| (A) Qualified & Independent Audit Committee             | 49 (IIA)                    | Yes                      | -  |
| (B) Meeting of Audit Committee                          | 49 (IIB)                    | Yes                      | -  |
| (C) Powers of Audit Committee                           | 49 (IIC)                    | Yes                      | -  |
| (D) Role of Audit Committee                             | 49 II(D)                    | Yes                      | -  |
| (E) Review of Information by Audit Committee            | 49 (IIE)                    | Yes                      | -  |
| <b>III. Subsidiary Companies</b>                        | 49 (III)                    | N.A.                     | The Company has no Subsidiary Company  |
| <b>IV. Disclosures</b>                                  | 49 (IV)                     |                          |  |
| (A) Basis of Related Party Transactions                 | 49 (IV A)                   | Yes                      | Transactions with related parties are disclosed elsewhere in the Balance Sheet forming part of the Annual Report for the Year 2011-12 and will be disclosed in the next Annual |



|  |           |      |   |
|--|-----------|------|---|
|  |           |      | Report for the FY 2012-13.  |
| (B) Disclosure of Accounting Treatment                                   | 49 (IV B) | N.A. | The Company has not adopted any separate Accounting treatment which is different from Accounting Standards.         |
| (C) Board Disclosures  | 49 (IV C) | Yes  | -   |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | N.A. | The company has raised Rs. 132,080,000* through preferential issues etc, in the quarter ended on December 31, 2012. |
| (E) Remuneration of Directors  | 49 (IV E) | N.A. | The Company does not pay any remuneration to its Directors.   |
| (F) Management   | 49 (IV F) | Yes  | Will be Complied in the next Annual Report for the FY 2012-13.  |
| (G) Shareholders   | 49 (IV G) | Yes  | -   |
| V.CEO/CFO Certification  | 49 (V)    | Yes  | Will be Complied in the next Annual Report for the FY 2012-13.  |
| VI. Report on Corporate Governance                                       | 49 (VI)   | Yes  | Will be Complied in the next Annual Report for the FY 2012-13.  |
| VII. Compliance  | 49 (VII)  | Yes  | Will be Complied in the next Annual Report for the FY 2012-13.  |

\*the Company has issued 10,000,000 Equity Shares of Rs. 10 each to be issued at Rs. 31 (including premium of Rs. 21) on a preferential basis and for which the Company has received in-principal approval from BSE vide letter no. DCS/PREF/AK/PRE/684/2012-13 date December 26, 2012.

**Note:**

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the



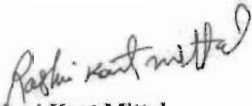
Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).

- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

Date: January 14, 2013

Place: Delhi

For Superior Industrial Enterprises Limited



Rashmi Kant Mittal  
Director cum Compliance Officer

