

## 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, 2013

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	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 Compliance Officer to the effect that all the Board Members and Senior Management personnel have affirmed compliance with the Code has been published in the Annual Report 2012-13.
<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 2012-13 and will be disclosed in the next Annual Report for the FY 2013-14.
(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 not raised any money through public issues, right issues, preferential issues, etc. during the quarter ended December 31, 2013;
(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	Complied in the Annual Report for the Year 2012-13 and will be disclosed in the next Annual Report for the FY 2013-14.
(G) Shareholders	49 (IV G)	Yes	-
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Complied in the Annual Report for the Year 2012-13 and will be disclosed in the next Annual Report for the FY 2013-14.

VI. Report on Corporate Governance	49 (VI)	Yes	Complied in the Annual Report for the Year 2012-13 and will be disclosed in the next Annual Report for the FY 2013-14.
VII. Compliance	49 (VII)	Yes	Complied in the Annual Report for the Year 2012-13 and will be disclosed in the next Annual Report for the FY 2013-14.

**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 13, 2014

Place: Delhi

For Superior Industrial Enterprises Limited

  
  
 Rashmi Kant Mittal  
 Director cum Compliance Officer