

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

Name of the Company: SUPERIOR INDUSTRIAL ENTERPRISES LIMITED
Quarter ending on: March 31, 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	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 CMD 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 2011-12. Compliance for FY 2012-13 will be complied in next Annual Report.
II. Audit Committee	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	-
III. Subsidiary Companies	49 (III)	N.A.	The Company has no Subsidiary Company

IV. Disclosures	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. 162,420,000 through preferential issues etc, in the quarter ended on March 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	Management Discussion & Analysis Report provided in Annual report 2011-12. For FY 2012-13 will be Complied in the next Annual Report.
(G) Shareholders	49 (IV G)	Yes	Complied for 2011-12. For FY 2012-13 will be complied in the next Annual report.
V.CEO/CFO Certification	49 (V)	Yes	Certificate received for FY 2011-12. For FY 2012-13 will be Complied in the next Annual Report.
VI. Report on Corporate Governance	49 (VI)	Yes	Detailed compliance report provided in Annual report of 2011-12. For FY 2012-13 will be Complied in the next Annual Report.
VII. Compliance	49 (VII)	Yes	Certificate annexed with Annual Report of 2011-12. For FY 2012-13 will be

			Complied in the next Annual Report.
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*the Company has issued 9,500,000 Equity Shares of Rs. 10 each 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 and Listing Approval from BSE vide letter no. DCS/PREF/PS/FIP/932/2012-13 on March 15, 2013.

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: April 12, 2013

Place: Delhi

For Superior Industrial Enterprises Limited



Rashmi Kant Mittal
Director cum Compliance Officer

