

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, 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
(B) Independent Directors	49 (IIB)	Yes	The Company has 3 independent directors out of total strength of 5 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.
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	-
(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 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 2013-14 and will be disclosed in the next Annual Report 2014-15.
(F) Whistle Blower Policy	49 (IIF)	Yes	The Company has established vigil mechanism for directors and employees and drafted a Whistle Blower Policy
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-



(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The Company has duly constituted Nomination and Remuneration Committee
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)	Yes	The Board has already discussed the policy but its implementation has been deferred due to expected changes in the provisions of Related Party Transactions.
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	Disclosed in the Annual Report for the Year 2013-14 and will be disclosed in the next Annual Report 2014-15.
(B) 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.	The Company does not pay any remuneration to its Directors.
(D) Management	49 (VIII D)	Yes	Disclosed in the Annual Report for the Year 2013-14 and will be disclosed in the next Annual Report 2014-15.
(E) Shareholders	49 (VIII E)	Yes	-
(I) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII I)	N.A.	The company has not raised any money through public issues, right issues, preferential issues, etc. during the quarter ended March 31, 2015;
IX. CEO/CFO Certification	49 (IX)	Yes	Disclosed in the Annual Report for the Year 2013-14 and will be disclosed in the next Annual Report 2014-15.
X. Report on Corporate Governance	49 (X)	Yes	Disclosed in the Annual Report for the Year 2013-14 and will be disclosed in the next Annual Report 2014-15.



X. Report on Corporate Governance	49 (X)	Yes	Disclosed in the Annual Report for the Year 2013-14 and will be disclosed in the next Annual Report 2014-15.
XI. Compliance	49 (XI)	Yes	Disclosed in the Annual Report for the Year 2013-14 and will be disclosed in the next Annual Report 2014-15.

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 (VII).
- 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.

For Superior Industrial Enterprises Limited

Neha Sarpal
Neha Sarpal
Company Secretary



Date: April 10, 2015

Place: Delhi