

SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

Registered Office: 25, Bazar Lane, Bengali Market, Delhi- 110001

NOTICE

Notice is hereby given that the Annual General Meeting of the members of the Company will be held on Wednesday, the 30th day of September, 2009 at 11.00 a.m. at the Registered Office of the Company at 25, Bazar Lane, Bengali Market, Delhi-110001, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Balance Sheet as at 31st March, 2009 and Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To appoint director, in place of Mr. Rashmi Kant Mittal who retires by rotation and being eligible offer himself for re-appointment.
3. To consider and if deemed fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Kamal & Co., Chartered Accountants, the retiring Auditors be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

Place: Delhi

Date: June 15, 2009

**By Order of the Board of Directors
For Superior Industrial Enterprises Limited**


Sanjeev Agrawal
Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, SUCH A PROXY NEED NOT BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE SCHEDULE TIME OF THE MEETING. A PROXY FORM IS ENCLOSED.**
2. The Register of Members and Share Transfer Books will remain closed on Tuesday, September 29, 2009.
3. Only registered Members carrying attendance slips and holders of valid proxies registered with the Company will be permitted to attend the meeting.
4. The Members are requested to :
 - a) Intimate to the Company changes, if any, in their registered address at an early date.
 - b) Quote ledger folio number in all their correspondence.
 - c) Bring their copy of the Annual Report and the attendance slips with them at the Annual General Meeting.
5. Members are requested to intimate their queries, if any, relating to the accounts or any other matters at least seven days in advance of the meeting so that the information can be made readily available and furnished at the meeting.
6. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. to 1:00 p.m. upto the date of the Annual General Meeting.
7. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. With a view to serving the Members better and for administrative convenience, an attempt has been made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
9. Members can avail of the nomination facility by filing Form 2- B, as prescribed under the Companies (Central Government) General Rules & Forms, 1956, with the Company. Blank forms will be supplied on request.


10. Re-appointment of Director

In accordance with the provisions of Articles of Association of the Company, Mr. Rashmi Kant Mittal will retire by rotation at the Annual General Meeting and, being eligible, offer himself for re-election. Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, in respect of Directors seeking election, those retiring by rotation and seeking reappointment at the Annual General Meeting are furnished in the Corporate Governance Report published in this Annual Report.

Place: Delhi

Date: June 15, 2009

**By Order of the Board of Directors
For Superior Industrial Enterprises Limited**


**Sanjeev Agrawal
Director**

Directors' Report

Dear Shareowners

Your Directors have great pleasure in presenting the Annual Report together with Audited Statement of Accounts of the Company for the year ended March 31, 2009.

FINANCIAL RESULTS

Financial results of the Company for the year under review are summarized as below:
(in Rupees)

Particulars	Year ended 31.03.2009	Year ended 31.03.2008
Total Income	4,30,329.00	2,19,52,346.00
Less: Total Expenditure	(1078269.00)	(2,16,69,614.00)
Profit / (Loss) before Tax	(6,47,940.00)	2,82,732.00
Less: Provision for Income tax	-	(87000.00)
Fringe Benefit Tax	(2000.00)	(2000.00)
Arrear/ Previous year expenses	(70423.00)	(416318.00)
Add: Income tax excess provision written back	32,000.00	2,94,500.00
Profit / (Loss) after Tax	(688363.00)	71914.00
Less: Balance Brought Forward from Previous Year	(11059561.02)	(11131475.00)
Balance carried over to Balance Sheet	(11747924.02)	(11059561.00)

PERFORMANCE REVIEW

During the year under review, the Company has incurred a net loss after depreciation and tax of Rs. 688363.00/- as compared to the net profit after depreciation & tax of Rs. 71914.00/- in the previous year. Your directors expect that the initiatives undertaken will result in improvement in financial results in the coming years. The details of financial performance of the company are appearing in the Balance Sheet and Profit & Loss account for the year.

AMOUNT TRANSFERRED TO RESERVES

During the year under review, the company has not transferred any amount to the reserves of the company.

DIVIDEND

Your directors regret their inability to recommend any dividend in view of losses during the year under review.

OPERATIONS

Your Company continues to take effective steps in broad-basing its range of activities. The performance of the Company during the period under review has been satisfactory.

FUTURE OUTLOOK

In the current year, your directors are putting up efforts and it is hoped that the company will do better and will be in a position to earn profit and later on try to declare dividends.

DIRECTORS

Mr. Rashmi Kant Mittal retires by rotation at the forthcoming Annual General Meeting and being eligible offer himself for re-appointment.

He has vast experience of Management and operations. He has served our board with his valuable knowledge.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended March 31, 2009, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- c) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the directors had prepared the annual accounts for the financial year ended March 31, 2009 on going concern basis.

CORPORATE GOVERNANCE

The Company has generally complied with the mandatory provisions of the Corporate Governance as prescribed in the Clause 49 of the Listing Agreement with the stock Exchanges. A detailed report on the Corporate Governance is given in a separate section in this Annual Report.

AUDIT COMMITTEE

Presently, the Audit Committee of the Board of Directors comprises of 3 directors namely Mr. Sanjeev Agrawal, Mr. Ashok Saxena and Mr. Rashmi Kant Mittal. The committee oversees the company's financial information, review the quarterly/ half yearly/annual financial statements before they are submitted to the Board of Directors and performs such other function as are to it by the terms of its reference.

AUDITORS

M/s. Kamal & Co., Chartered Accountants, retire as auditors of the company at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office of the Auditors, if re-appointed.

AUDITORS' REPORT

The observations in the Auditors' Report are dealt with in the notes forming part of accounts at appropriate places and the same being self explanatory, no further comment is considered necessary.

ADDITIONAL INFORMATION-BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Information pursuant to the Department of Company Affairs notification dated May 15, 1995 relating to the Balance Sheet Abstract and Company's general business profile is provided in the Annual Report for your information.

DEPOSITS

Your Company has not accepted any deposits from public. There are no unclaimed or unpaid deposits as on March 31, 2009.

PARTICULARS OF EMPLOYEES

None of the employee drew remuneration of Rs.24,00,000/- or more per annum or Rs.2,00,000 /- per month during the financial year 2008-2009. This information is furnished with respect to Section 217(2A) of the Companies Act, 1956 and the Companies (Particulars of the Employees) Rules, 1975 forming part of the Directors' Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

CONSERVATION OF ENERGY

Particulars with respect to conservation of energy as per Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are as follows

The company has been making all possible attempts to reduce energy consumption.

TECHNOLOGY ABSORPTION

The Company has made full use of information technology in its operations.

FOREIGN EXCHANGE EARNINGS / OUTGO

There are no foreign exchange earnings and outgo in the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion & Analysis Report is attached herewith.

MATERIAL CHANGES

There are no material changes and commitments, affecting the financial position of the Company between the end of the financial year of your Company and the date of the Directors' Report.

SECRETARIAL COMPLIANCE CERTIFICATE

The Board of Directors has obtained a Secretarial Compliance Certificate from a practicing Company Secretary, which is attached as an annexure.

ACKNOWLEDGEMENT

The Board acknowledges with gratitude the co-operation and assistance provided by the company's bankers, financiers, government and non-government agencies. The relationship with the employees remained cordial and your director's wish to place on record their appreciation of the contribution made by the employees at all levels. The directors also thank the shareholders for their continued support.

Place: Delhi

Date: June 15, 2009

**For and on behalf of the Board of Directors
For Superior Industrial Enterprises Limited**


Mukesh Aggarwal
Director


Sanjeev Agrawal
Director



VLA & ASSOCIATES COMPANY SECRETARIES

Ref. No. :

Dated :

COMPLIANCE CERTIFICATE

CIN of the Company	L15142DL1991PLC046469
Authorized Capital as on March 31, 2009	Rs. 5,00,00,000/-
Paid up Capital as on March 31, 2009	Rs. 4,35,00,000/-

To,
The Members
Superior Industrial Enterprises Limited
25, Bazar Lane, Bengali Market,
Delhi- 110001

I have examined the registers, records, books and papers of M/s. **Superior Industrial Enterprises Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **March 31, 2009** (financial year). In my opinion and to the best of my information, knowledge and belief and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in *Annexure 'A'* to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in *Annexure 'B'* to this certificate, with the Registrar of Companies, within the time / additional time prescribed under the Act and the rules made there under.
3. The Company, being a Public Limited Company, comments are not required with respect to number of member.

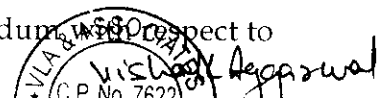


Aggarwal

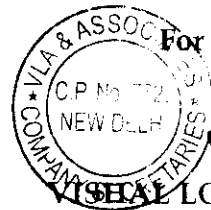
4. The Board of Directors duly met **nine** times respectively on **April 04, 2008; April 12, 2008; July 11, 2008; August 01, 2008; August 10, 2008; October 17, 2008; January 27, 2009; March 23, 2009 and March 31, 2009** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members, and/or Debenture holders from **September 27, 2008 to September 29, 2008** and *necessary compliance of section 154 of the Act has not been made.*
6. The Annual General Meeting for the financial year ended on **March 31, 2008** was held on **September 30, 2008** after giving due notice to the members of the Company and other concerned and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. One Extra - ordinary general meeting was held during the financial year after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. In relation to the Company:
 - (i) The company has delivered all the certificates on allotment of securities and on lodgement thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act, if any;
 - (ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year;
 - (iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year;
 - (iv) The company was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained

unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.

- (v) The Company has duly complied with the requirements of Section 217 of the Act, except disclosure on material changes and commitments.
14. The Board of Directors of the Company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
 15. The Company has not appointed any Managing Director/ Whole-time Director/Manager during the financial year.
 16. The Company has not appointed any sole-selling agents during the financial year.
 17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/ or such authorities as may be prescribed under the various provisions of the Act during the financial year.
 18. The Directors have disclosed their interest in other firms/companies to the Board of directors pursuant to the provisions of the Act and the rules made there under.
 19. The Company has not issued any shares/ debentures/ other securities during the financial year.
 20. The Company has not bought back any shares during the financial year.
 21. There was no redemption of preference shares or debentures during the financial year.
 22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited/accepted any deposits falling within the purview of Section 58A during the financial year.
 24. The company has not made any borrowings during the financial year ended March 31, 2009.
 25. The Company has made loans and investments, or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose, *except giving guarantees*.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
 27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.



28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. As informed by the company, there was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.



For VLA & ASSOCIATES
Company Secretaries
Nishal Aggarwal
LOCHAN AGGARWAL
(Proprietor)
C.P. No. 7622

Place : New Delhi
Dated : 15/06/2009

Annexure A

Registers as maintained by the Company

1. Register of Members u/s 150;
2. Index of Members u/s 151;
3. Register of Directors, Managing Director, Manager u/s 303 ;
4. Register of Director's Shareholding u/s 307;
5. Minutes Book of Board Meeting u/s 193;
6. Minutes Book of General Meeting u/s 193;
7. Books of Account u/s 209;
8. Register of Contracts u/s 301;
9. Register of Charges u/s 143;
10. Register of Investments or Loans made, Guarantee Given or Security Provided u/s 372A and
11. Register of Share Transfer



For VLA & ASSOCIATES
Company Secretaries

Nishal Aggarwal

NISHAL LOCHAN AGGARWAL

(Proprietor)

C.P. No. 7622

Place : New Delhi

Dated : 15/06/2009

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, during and for the financial year ending on **March 31, 2009**:

S. No.	Form No./ Return	Filed under section	For	Date of filing	Whether filed within prescribed time Yes/ No	If delay in filing whether requisite additional fee paid Yes/ No
1.	Form 32	303(2)	Appointment of a director	July 13, 2009	No	Yes
2.	Form 8	135	Particulars for modification of charges	May 23, 2009	No	Yes
3.	Form 8	135	Particulars for modification of charges	May 21, 2008	No	Yes
4.	Form 8	135	Particulars for modification of charges	May 21, 2008	No	Yes

Annual filing forms (Form 23AC & ACA (u/s 220 for filing of balance sheet and other documents) and Form 20B (u/s 159 for filing of Annual Return) for the financial year ending on March 31, 2008 has not been filed.



For VLA & ASSOCIATES
Company Secretaries

Vishal Aggarwal
VISHAL LOCHAN AGGARWAL
(Proprietor)
C.P. No. 7622

Place : New Delhi
Dated : 15/06/2009

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

Your company which is in the business of edible oils is also under the pressure of recessionary phase going in the world. There is some decline seen in the consumer spending on necessities which is also impacting the company with decline in sales. There is a huge decline in the topline figure which we expect to slowly ramp in the times to come as and when the cycle of economy will slowly move out of the current economic crisis.

Outlook, Risk and Concern

Management of risks to the business with the overall recessionary phase in the world economy is a continuous challenge for any organization growing in size and enhancing its purpose. The traditional risk factors like client risks, industry segment risks and economic risks are well understood and the means to handle them are also fairly established.

To counter all these risks, your company conducting its risk identification, assessment and management activities through a dedicated risks and audit department. Your company has also established a separate Department in the company to assess the impact of potential and economical risk factors to the business and provide guidance on how to handle them so as to minimize the impact on the business.

Adequate management control is in place to ensure quick action on early warnings, and to proactively monitor and mitigate all potential risks. A comprehensive risk management strategy developed by the risk and Audit Department forms the framework for all de-risking and risk mitigation activities undertaken by your company with the fullest involvement of top management professionals.

Opportunities and Threats

The company is optimistic about its future plans and it is banking on the increase in the rural spending. Your company is planning to establish its brand presence in the semi urban and rural market and is planning to tap the niche rural sector. But we expect as the economy will move out of recession, the company expects to improve its performance. The company is facing price war from its peers which is leading to decrease in the operating profit margin of the company. The company is planning to adopt for cost minimization and cost rationalization techniques in its production to protect its margins which will benefit the company not in this current economic crisis but in the future period.

As the economy is slowly and slowly recovering from its bottoms, company is also seeing the spurt in demand and the company is seeing the ray of hope for the times to come.

Adequacy of Internal Control System

The Company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of laws and regulations. The Company regularly monitors that all regulatory guidelines are complied with at all levels.

The Audit Committee constituted by the Board reviews the adequacy of internal control system.

Segment Wise Performance

The Company operates only in one segment.

Discussion of Financial Performance

The financial statements are prepared in compliance with the requirements of the Companies Act and the Accounting Standards prescribed by the Institute of Chartered Accountants of India and Generally Accepted Accounting Principles in India.

Cautionary Forward Looking Statements

The company has made forward- looking statements in this document that are subject to risks and uncertainties. Forward- looking statements may be identified by their use of words like 'expects', 'believes', 'estimates' or similar expressions. All statements that address expectations or projections about the future, including, but not limited to, statements about Company's strategy for growth, product development, market position, market expenditures, and financial results are forward looking statements.

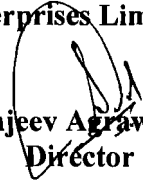
For those statements the Company cautions that numerous important factors could affect the Company's actual results and could cause its results to differ materially from those expressed in any such forward looking statements.

Place: Delhi

Date: June 15, 2009

**For and on behalf of the Board of Directors
For Superior Industrial Enterprises Limited**


**Mukesh Aggarwal
Director**


**Sanjeev Agrawal
Director**

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The philosophy can be described as the business practices with the ultimate aim of enhancing long term shareholder's value and remaining committed to high standards of business ethics. Your company and its employees have a commitment to its customers, competitors, local communities, shareholders and the nation to conduct the business in an ethical and legal manner.

BOARD OF DIRECTORS

Composition of Board

During the year, the Board consisted of four directors and has a proper mix of executive and non- executive directors.

Sl. No.	Compositi on of directors	Category of directors	Date of appointme nt	Date of Cessat ion	No. of Board Meeti ngs held	No. of Board Meetings attended	Last AGM attend ed
1.	Mr. Mukesh Aggarwal	Non Executive and Non Independent	05.09.93	N.A.	9	9	Yes
2.	Mr. Sanjeev Agrawal	Promote r	01.08.08	N.A.	9	9	Yes
3.	Mr. Ashok Saxena	Non Executive and Independent	25.08.06	N.A.	9	9	Yes
4.	Mr. Rashmi Kant Mittal	Non Executive and Independent	01.07.04	N.A.	9	9	Yes

Non Executive directors' compensation

No fees or compensation is paid to any non- executive director during the financial year ended on March 31, 2009. The non- executive directors have no pecuniary relationship or transactions with the company.

Date and number of board meetings held

There were total 9 board meetings held during the year ending on March 31, 2009 on the following dates:-

April 04, 2008	August 01, 2008	January 27, 2009
April 12, 2008	August 10, 2008	March 23, 2009
July 11, 2008	October 17, 2008	March 31, 2009

Code of Conduct

The company has laid down a code of conduct for all the Board Members and Senior Management Personnel. All Board Members and Senior Management Personnel have confirmed compliance with the said code of conduct for the financial year ended March 31, 2009. The declaration to this effect signed by Mr. Sanjeev Agrawal, Director, forms part of the report.

AUDIT COMMITTEE

The Company has an Audit Committee of Directors. The Committee has the powers similar to those stated in the listing Agreement and exercises most of the functions as per terms of reference of the Audit Committee.

Composition of Audit Committee

The Audit Committee of the Board of your Company comprises of three members. All members of audit committee are financially literate. Mr. Sanjeev Agrawal has accounting and related financial management expertise. The chairman of the committee is independent director.

Name of Members	Designation
Mr. Ashok Saxena	Chairman
Mr. Sanjeev Agrawal	Member
Mr. Rashmi Kant Mittal	Member

No. of meeting and attendance at meetings

During the year 2008-09, four meetings of Audit Committee were held on 30th June, 2008; 30th September, 2008; 31st December, 2008 and 31st March, 2009.

The Attendance of the Committee members at the above meeting is as follows:

Members	Committee Meetings	
	Held	Attended
Mr. Ashok Saxena	4	4
Mr. Sanjeev Agrawal	4	4
Mr. Rashmi Kant Mittal	4	4

Statutory Auditors are permanent invitees to the Audit Committee.

Powers and role of audit committee and review of information by it

The powers and terms of reference of the Audit Committee are as mentioned in the Clause 49 II(C)(D)&(E) of the Listing Agreement and section 292A of the Companies Act, 1956 including overseeing financial reporting processes, fixation of Audit fees, reviewing with the management, the financial statements, accounting policies and practices, adequacy of internal audit functions and discussion with internal auditors on any significant findings, financial and risk management policies.

SUBSIDIARY COMPANIES

The provisions relating to the subsidiary companies are not applicable to the company as the company does not have any subsidiary company.

REMUNERATION COMMITTEE

During the year no remuneration committee was constituted by the Company, as no director in the company is drawing remuneration from the company.

SHAREHOLDERS' GRIEVANCE/SHARE TRANSFERS COMMITTEE

The Company has a Shareholders' Grievance/Share transfer Committee to redress the complaints of shareholders in respect of the matters pertaining to transfer/transmission of shares, issue of duplicate shares and non receipt of annual report etc.

The meeting of this committee is held frequently to ensure completion of work allotted to committee.

The Committee comprises of three Directors namely Mr. Ashok Saxena (Chairman), Mr. Sanjeev Agrawal and Mr. Rashmi Kant Mittal.

There was no complaint received / pending as on 31.03.2009.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management discussion and Analysis Report is a part of the Director Report.

RE-APPOINTMENT OF DIRECTORS

Mr. Rashmi Kant Mittal retires by rotation at the forth coming Annual General Meeting and being eligible offer himself for re-appointment.

He has vast experience of Management and operations. With his rich business experience and extensive contacts in business circles, Mr. Rashmi Kant Mittal has contributed immensely to the growth of the company.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of conduct for prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading Regulations). Mr. Ashok Saxena, Director of the company is appointed as the Compliance Officer for the implementation of and overseeing compliance with the regulations and the Code across the Company.

CEO/CFO CERTIFICATION

As required by the clause 49(V) of the Listing Agreement, Mr. Sanjeev Agrawal, Director, certify the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial year ending on 31.03.2009 and is hereby enclosed.

COMPLIANCE OFFICER

As per the requirement of the Listing Agreement with the Stock Exchange, Mr. Ashok Saxena, director of the company, acts as the Compliance officer of the Company and he is available at the Registered Office of the Company.

During the year under the review the Company has not received any complaint from Shareholders. There are no pending complaints as on 31st March, 2009.

GENERAL BODY MEETINGS

(I)The last three Annual General Meetings were held as under:

Financial Year	Location	Date	Time
2007-2008	Superior Farms, Village Kangan Heri, Najafgarh, New Delhi	30.09.2008	11.00 A.M.
2006-2007	Superior Farms, Village Kangan Heri, Najafgarh, New Delhi	29.09.2007	11.00 A.M
2005-2006	Superior Farms, Village Kangan Heri, Najafgarh, New Delhi	30.09.2006	11.00 A.M

No Special resolution was put through Postal Ballot during last year. No special resolution is passed in the previous 3 Annual General Meetings.

DISCLOSURES

(1) There was no transaction of the company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc. and related party transactions that may have potential conflict with the interest of the company at large.

(2) There were no instances of receiving any notice with regard to non – compliances by the Company and imposing of penalties and strictures on the company by stock exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

(3) There has been a whistle blower policy and no personnel have been denied access to the audit committee.

(4) The company has generally complied with the mandatory requirements of the clause 49 of the Listing Agreement and not adopted any non mandatory requirements of this clause.

(5) In the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has not been followed.

(6) The company has lay down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that board controls risk through means of a properly defined framework.

(7) No proceeds has been received through public issue, right issue and preferential issue, etc. during the financial year ending on March 31, 2009.

(8) The directors of the company are not receiving any remuneration from the company.

MEANS OF COMMUNICATION

The quarterly and yearly financial results of the Company are approved in the board meeting within one month of the end of the quarter. These are not published in the prescribed Performa within 48 hrs of the conclusion of the meeting of the Board in which they are considered.

The quarterly financial results during the financial year 2008-09 were approved in the Board meetings as detailed below:

QUARTERS	DATE OF BOARD MEETING
April– June 2008	July 11, 2008
July–September 2008	October 17, 2008
October-December 2008	January 27, 2009
January-March 2009	April 15, 2009
(Un-Audited)	

GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting

Date and Time : 30th September, 2009 at 11:00 a.m.

Venue : 25, Bazar Lane, Bengali Market, New Delhi- 110001

Financial Calendar : 1st April, 2009 to 31st March, 2010

First quarterly results	July 2009
Second quarterly results	October, 2009
Third quarterly results	January, 2010
Fourth quarterly results	April, 2010
Annual results for the year ending on 31.03.2009	June, 2010
Annual General Meeting for the year 31/03/2009	September, 2010

Book Closure:

29th September, 2009

Listing on stock exchanges

Your Company's Shares are listed on the following Stock exchanges:

a) The Delhi Stock Exchanges Association Ltd.

DSE House, 3/1, Asaf Ali Road

New Delhi -110002.

b) The Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers, Dalal Street

Mumbai- 400001

Stock Code

BSE Code: - 519234

DSE Code: - 6288

Dividend payment date

Not applicable as the company is not paying any dividend.

Investors' Service

The Company has a system of attending and redressing all investors' grievances and no complaints/grievances has been received during the year ended on March 31, 2009.

Market Price Data

There was no trading in the Company's Equity Shares in Stock Exchange during the period April 2008 to March 2009.

Performance in comparison to broad- based indices such as BSE Sensex, CRISIL index etc.

There was no trading in the Company's Equity Shares in Stock Exchange during the period April 2008 to March 2009. Thus, disclosure of performance in comparison to broad- based indices such as BSE Sensex, CRISIL index etc. are not applicable on the company.

Registrar and Transfer Agent

The Company's Shares were not traded on any stock exchanges for last several years. Further the Company has not received any request for transfer of shares for last several years. At present the share transfer department is run by In house team

However, in contemplation of SEBI regulations and in the expectation of revival of trading of securities of the company in both the stock exchanges, your company is in discussions with SEBI registered Registrar & Share Transfer Agents to handle the share transfer work and other related work.

Share Transfer System

All the valid share transfers are registered and duly transferred. Share certificates are dispatched within a period of 30 days from the date of receipt. The Company has not received any request for transfer of shares for last several years.

Dematerialization of shares and liquidity

Not applicable as the company's shares are not in demat form.

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity are not applicable on the company.

Plant locations

Not Applicable

Investors' Correspondence may be addressed to:

Mr. Sanjeev Agrawal

Superior Industrial Enterprises Ltd.

25, Bazar Lane, Bengali Market, Delhi- 110001

Non- mandatory requirement

The Company has not adopted any of the non- mandatory requirements specified in Annexure-ID of clause 49 of the Listing Agreement.

Place: Delhi

Date: June 15, 2009

**For and on behalf of the Board of Directors
For Superior Industrial Enterprises Limited**


Mukesh Aggarwal
Director


Sanjeev Agrawal
Director

Declaration by Mr. Sanjeev Aggarwal, Director, under clause 49 of the Listing Agreement regarding compliance with code of Conduct

In accordance with Clause 49 ID of the Listing Agreement, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with code of Conduct, as applicable to them, for the Financial Year ended on March 31, 2009.

Place: Delhi

Date: June 15, 2009


Sanjeev Agrawal
Director

Certification by Mr. Sanjeev Agrawal, Director, pursuant to Clause 49 of the Listing Agreement regarding financial statements

I, **Sanjeev Agrawal**, certify that:

- a) I have reviewed the financial statements and the cash flow of Superior Industrial Enterprises Ltd (“the company”) for the year ended March 31, 2009 and to the best of my knowledge and belief:
 - 1) These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violative of the Company’s code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. There are no deficiencies in the design or operation of internal control.
- d) I have indicated to the Auditors and the Audit Committee that there are no
 - 1) Significant changes in the internal control over financial reporting during the year;
 - 2) Significant changes in accounting policies during the year;
 - 3) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

Place: Delhi

Date: June 15, 2009


Sanjeev Agrawal
Director

Certificate from Practicing Company Secretary regarding compliance of conditions of corporate governance

To the members of Superior Industrial Enterprises Ltd,

We have examined the compliance of conditions of Corporate Governance by Superior Industrial Enterprises Ltd, for the year ended 31st March 2009 as stipulated in clause 49 of listing agreement of the said company with the stock exchange (s).


The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of the procedures and implementation thereof adopted by the company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

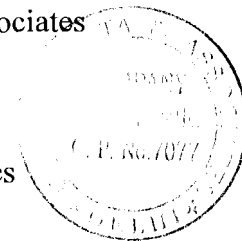
In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the company has generally complied with the conditions of Corporate Governance as stipulated in the clause 49 of the above-mentioned Listing Agreement.

On the basis of the records maintained by the Shareholder's/Invertors Grievance Committee of the company, we state that, no investor grievances were received during the year.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

For Chetan Gupta & Associates


Chetan Gupta
Company Secretaries
M.No. : 19744
CP No.: 7077



Date: June 15, 2009
Place: Delhi

SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

Registered Office: 25, Bazar Lane, Bengali Market, Delhi- 110001

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy or as Authorised Representatives are requested to complete this attendance slip and hand it over at the entrance of the Meeting hall. Joint shareholders may obtain additional Attendance Slip at the venue of the meeting.

I hereby record my presence at the **EIGHTEENTH ANNUAL GENERAL MEETING** of **SUPERIOR INDUSTRIAL ENTERPRISES LIMITED** at 25, Bazar Lane, Bengali Market, Delhi- 110001 (address), at 11:00 a.m. on Wednesday, September 30, 2009.

Full name of the Shareholder (in capital letters) _____

Address _____

Signature _____

Folio No. _____

Full name of Proxy/Authorised Representative (in capital letters) _____

Signature of Proxy /Authorised Representative _____

Note: Shareholder/Proxy holder/Authorised Representative desiring to attend the Meeting should bring his copy of the Annual Report to the Meeting.

SUPERIOR INDUSTRIAL ENTERPRISES LIMITED

Registered Office: 25, Bazar Lane, Bengali Market, Delhi- 110001

FORM OF PROXY

Regd. Folio No.....

I/We _____ of _____ being a Member(s) of SUPERIOR INDUSTRIAL ENTERPRISES LIMITED hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/ us on my/ our behalf at the _____ Annual General Meeting of the Company, to be held on the _____ day of _____ and at _____ a.m./p.m. and at any adjournment thereof.

Signed this _____ day of _____ 20 _____.

Affix Revenue Stamp

Notes:

1. The Proxy, to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
2. A Proxy need not be a Member of the Company.
3. In the case of joint holders, the vote of the senior who tenders the vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holder(s). Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The submission by a Member of this Proxy form will not preclude such Member from attending in person and voting at the Meeting.