



NOTICE OF AGM

NOTICE IS HEREBY GIVEN THAT THE THIRTY-FOURTH (34th) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF SUPERIOR INDUSTRIAL ENTERPRISES LIMITED ("THE COMPANY") WILL BE HELD ON SUNDAY, 28TH SEPTEMBER, 2025 AT 12.30 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS AND DEEMED TO BE HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 25 BAZAR LANE, BENGALI MARKET, NEW DELHI- 110 001.

ORDINARY BUSINESS

ITEM NO. 1 –

ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended **31st March, 2025**, including the Audited Standalone Balance Sheet as at 31st March, 2025, and the Standalone Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended **31st March, 2025**, including the Audited Consolidated Balance Sheet as at 31st March, 2025, and the Consolidated Statement of Profit and Loss for the year ended on that date, together with the Report of the Auditors thereon.

ITEM NO. 2 –

TO APPOINT A DIRECTOR IN PLACE OF MR. KRISHNA KUMAR AGARWAL (DIN: 06713077)

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Krishna Kumar Agarwal (DIN: 06713077), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

ITEM NO. 3 –

REGULARIZATION AND APPOINTMENT OF M/S RSH AND ASSOCIATES AS SECRETARIAL AUDITORS OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and based on the recommendation of the Audit Committee and approval of the Board of Directors, M/S RSH AND ASSOCIATES, a Peer Reviewed Company Secretaries firm (Peer Review Certificate No. 5475/2024) be and is hereby appointed as the Secretarial Auditors of the Company for a term of five (5) years, commencing from the financial year 2025-2026 to financial year 2029-2030 and to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of 39th Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any duly authorized Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable to implement this resolution and settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 4 –

RE-APPOINTMENT OF MR. ARUN NEVATIA AS THE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Arun Nevatia (DIN: 00021590), who was appointed as an Independent Director of the Company w.e.f. 16th October, 2020 and who holds office till 15th October, 2025, be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years commencing from 16th October, 2025 up to 15th October, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors/ Company Secretary for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for this purpose and to file necessary e- form with the Registrar of Companies and to intimate/ communicate to Stock Exchange(s), Regulatory Authority (ies) & others and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

ITEM NO. 5 –

REGULARISATION AND APPOINTMENT OF MR. GAURAV KUMAR GUPTA AS THE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections Section 149, 150, 152, 161(1), and Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members is hereby given for the appointment of Mr. Gaurav Kumar Gupta (DIN No.: 07224531) as a Non-Executive Director, designated as an Independent Director on the Board of the Company for a term of consecutive five (5) years and he will not be liable to retire by rotation.

“RESOLVED FURTHER THAT any of the Directors/ Company Secretary for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for this purpose and to file necessary e- form with the Registrar of Companies and to intimate/ communicate to Stock Exchange(s), Regulatory Authority (ies) & others and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

ITEM NO. 6 –

RE- APPOINTMENT OF MR. KAMAL AGARWAL AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of such authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Kamal Agarwal (DIN: 02644047) as the Managing Director of the Company, for a period of 5 (five) years, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration so as not to exceed the limits specified under the Act or any statutory modification(s) or re-enactment thereof.

“RESOLVED FURTHER THAT any of the Directors/ Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies. To intimate/ communicate to Stock Exchange(s), Regulatory Authority (ies) & others and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

ITEM NO. 7 –

APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to:

- give loans to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

up to an aggregate amount not exceeding ₹10,00,00,000/- (Rupees Ten Crores only), notwithstanding that such investments/loans/guarantees/securities together with the Company's existing loans, guarantees, securities and investments may exceed the limits prescribed under Section 186(2) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize and execute with the concerned parties all agreements, deeds, writings and other documents and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection therewith and incidental thereto in the best interest of the Company.”

ITEM NO. 8 –

APPROVAL OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to enter into contracts/arrangements/transactions with Babri Polypet Private Limited, being a related party, for the sale, purchase or supply of goods or materials, availing or rendering of services, leasing of property, or such other transactions as may be specified, for a period of five years, up to an aggregate value not exceeding ₹20,00,00,000/- (Rupees Twenty Crores only), notwithstanding that the value of such transactions, individually and/or taken together with previous transactions during a financial year, may exceed the limits prescribed under Section 188 of the Act and the Rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize and execute all such deeds, documents, contracts, agreements, and writings as may be necessary and to do all such acts, deeds, matters and things as may be necessary, desirable, or expedient for giving effect to this resolution.”

ITEM NO. 9 –

AUTHORISATION UNDER SECTION 185 UNDER COMPANIES ACT 2013

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to advance any loan (including any loan represented by a book debt) or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested, subject to the condition that such loans/guarantees/securities shall be utilized by the borrowing entity for its principal business activities only, up to an aggregate limit not exceeding ₹10,00,00,000/- (Rupees Ten Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate, finalize and vary the terms and conditions, execute all necessary agreements, deeds, documents, writings and do all such acts, deeds, matters and things as may be deemed necessary, desirable and expedient to give effect to this resolution.”

ITEM NO. 10 –

TO RATIFY THE REMUNERATION OF M/S. MAHESH SINGH & CO., COST AUDITOR OF THE COMPANY FOR THE YEAR 2025-26

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rule 14 of Companies (Audit And Auditors) Rules, 2014, the remuneration payable to M/s. Mahesh Singh & Co, Cost Accountants (Firm Registration No. 100441), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, for remuneration amounting to INR 20,000/- (Indian Rupees Twenty Thousand only) and also the payment of tax as applicable and re- imbursement of out of pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board be and is hereby ratified and confirmed.”

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

Muskaan


**Muskaan Suahg
Company Secretary & Compliance Officer**

**Date: 04-09-2025
Place: New Delhi**

Important information about the AGM (NOTES)

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act'), Secretarial Standard-2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') setting out material facts relating to the proposed resolution is annexed hereto.
2. Pursuant to the Ministry of Corporate Affairs ('MCA') Circular Nos. April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India (SEBI) Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (collectively referred to as 'SEBI Circulars') the physical attendance of Members at the Annual General Meeting ('AGM') venue is dispensed with. Accordingly, the AGM shall be held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') in compliance with the applicable provisions of the Companies Act, 2013, the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 9th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the Annual General Meeting of the Company is being held through VC/OAVM at 12:30 P.M. (IST). The deemed venue for the AGM will be the Registered Office of the Company i.e 25 Bazar Lanebengali Market, New Delhi, Delhi, India, 110001.
4. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cshanda.associates@gmail.com with a copy marked to evoting@nsdl.co.in
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
7. a) The Register of Members and Share Transfer Books of the Company will remain closed from Monday 22nd September, 2025 to Sunday 28th September, 2025 (both days inclusive). The remote e-voting period commences on Thursday 25th day, September, 2025 (9:00 AM) and ends on Sunday 28th day, September, 2025 (5:00 PM).

b) No e-voting shall be allowed beyond the said date and time. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Sunday 21st September, 2025 may cast their vote by remote e-voting.

8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) Details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case share are in de-mat form members are requested to update their bank detail with their depository participant.

9. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. The Shareholders desirous of availing this facility may submit the requisite nomination form.
10. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to Mr. Raushan Kumar Sharma, CFO of the Company, at least one week before the meeting on info@superiorindustrial.in
11. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
12. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, up to the date of meeting.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
14. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio in case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cutoff date will be entitled to vote at the AGM.
15. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020 read with January 5, 2023, the Annual Report including audited financial statements for the financial year 2024 including notice of 34th AGM is being sent only through electronic mode to those Members who have not registered their e- mail address so far are requested to register their e- mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may register your email id in following manner;

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
De- mat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

INSTRUCTIONS FOR ATTENDING THE AGM

1. Circular Nos. 14/2020, 20/2020 and 02/2021, 19/2021, 21/2021 , 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, 25th September 2023 and 19th September 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as ‘MCA Circulars’) and the Securities and Exchange Board of India (SEBI) Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (collectively referred to as ‘SEBI Circulars’), the physical attendance of Members at the Annual General Meeting (‘AGM’) venue is dispensed with. Accordingly, the AGM shall be held through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’) in compliance with the applicable provisions of the Companies Act, 2013, the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic

means, as the authorized agency. The facility of casting votes by a member using remote e- Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.superiorindustrial.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e- voting period begins on 25th September, 2025 at 9:00 a.m. and ends on 27th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e., 21st September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid- up equity share capital of the Company as on the cut-off date, being 21st September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online</p>

	<p>for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication.</p> <p>The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com and click on login on new system Myeasi tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

Helpdesk for Individual Shareholders holding securities in de-mat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in de-mat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 0224887000.
Individual Shareholders holding securities in de-mat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 18002109911.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use you existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(1) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to loveneet.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon

five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 0224887000 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to info@masserv.com.
2. In case shares are held in de-mat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in de-mat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their de-mat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or I.AN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name de-mat account number/folio number, email id, mobile number at cs@superiorindustrial.in. The same will be replied by the company suitably.

General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. **CS Lovneet Handa (RSH & Associates, Company Secretaries) Membership No. 9055; COP No. 10753**, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC/ OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://superiorindustrial.in> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 2

DIRECTOR SEEKING RE- APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards

Name of Director	Mr. Krishna Kumar Agarwal
DIN	06713077
Date of Birth	01.06.1965
Date of Appointment	22-11-2013
Qualification	B.Com, CA, LL.B.
Brief resume and expertise in Specific Functional Area and Experience	Mr. Krishna Kumar Agarwal is B.Com, LL.B. and CA and has varied experience in Accounts, Finance and Taxation. He is the member of Audit Committee, Nomination Committee and Stakeholder Committee.
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	The Terms and Conditions for appointment will remain the same. (No Remuneration)
Directorship in other Companies (excluding Foreign and Section 8 companies)	1. Superior Fabrics Private Limited 2. Versatile Datamatics Private Limited 3. Prince IT Solutions Private Limited
Membership of Committees in other Public Limited Companies	Refer to Director's Report and Corporate Governance Report forming part of this Annual Report.
No. of Shares held in the Company as on 31.03.2025 (Face Value INR 10/- per share)	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA

ITEM NO. 3 – APPOINTMENT OF M/S RSH AND ASSOCIATES AS SECRETARIAL AUDITORS

On December 12, 2024, Securities and Exchange Board of India (SEBI) has amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by which, the Company is required to appoint a Secretarial Auditor of the Company for a period of five consecutive years, with effect from April 1, 2025.

The Board of Directors at its meeting held on September 4, 2025 considered the above amendment and read with Section 204 of the Companies Act, 2013, considered, approved and recommended to the

Members of the Company, the appointment of **M/s RSH and Associates**, Company Secretaries (Membership No.: F9055 and COP. No.: 10753) as Secretarial Auditors of the Company for the term of 5(five) Consecutive years commencing from financial year 2025-26 to financial year 2029-2030.

M/s RSH and Associates, Company Secretaries in Practice, rendering comprehensive professional services which include Company Law, Secretarial and Legal for all types and sizes of companies, banks and other financial institutions and professionals. The office is fully computerized and can effectively deal with client's needs promptly. The firm's clientele includes private, public and listed companies. It guides them for matters pertaining to compliances under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that the firm possesses the requisite experience and competence to act as Secretarial Auditors of the Company and recommends their appointment for approval of the Members.

None of the Directors, Key Managerial Personnel, or their relatives of the Company is, in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4 – RE-APPOINTMENT OF MR. ARUN NEVATIA AS INDEPENDENT DIRECTOR

Mr. Arun Nevatia (DIN: 00021590) was appointed as an Independent Director of the Company on 16th October, 2020, and his current term is set to expire on 15th October, 2025. He has expressed his willingness to be re-appointed for a second term of five (5) consecutive years, commencing from 16th October, 2025, in accordance with the provisions of Section 149, 152, Schedule IV of the Companies Act, 2013, and Regulations 16 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee and the Board of Directors, after evaluating his performance and contributions during his current tenure, are satisfied with his expertise, strategic guidance, and professional conduct. Accordingly, they recommend his re-appointment as an Independent Director, who shall not be liable to retire by rotation.

The Company has received a declaration from Mr. Nevatia confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, the re-appointment of Mr. Arun Nevatia will be in the best interests of the Company and its stakeholders, given his extensive knowledge, judgment, and experience in guiding the Company's strategic decisions.

Except Mr. Arun Nevatia, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the Members.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards

Name of Director	Mr. Arun Nevatia
DIN	00021590
Date of Birth	22-11-1956
Date of Appointment	16-10-2020
Qualification	Chartered Accountant
Brief resume and expertise in Specific Functional Area and Experience	He is a qualified Chartered Accountant with rich experience in Indian and Overseas operations and expertise in Strategic Financial Management. Presently, he is working as Private Consultant for financial matters. He has 37 years of vast Professional experience and he has served in various companies of Modi Group, earlier as Vice President -Corporate Finance- Rossell Industries Limited for 10 years and as Chief Commercial Officer in Great Eastern Energy Corporation Limited for 15 years.
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	The Terms and Conditions for appointment will remain the same. (No Remuneration)
Directorship in other Companies (excluding Foreign and Section 8 companies)	NA
Membership of Committees in other Public Limited Companies	Refer to Director's Report and Corporate Governance Report forming part of this Annual Report.
No. of Shares held in the Company as on 31.03.2025 (Face Value INR 10/- per share)	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA

ITEM NO. 5 – REGULARIZATION AND APPOINTMENT OF MR. GAURAV KUMAR GUPTA AS INDEPENDENT DIRECTOR

Mr. Gaurav Kumar Gupta (DIN: 07224531) has been proposed for appointment as an Independent Director of the Company for a term of five (5) consecutive years, in accordance with the provisions of Section 149, 150, 152, 161(1), and Schedule IV of the Companies Act, 2013, and Regulations 16 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He shall not be liable to retire by rotation.

The Nomination and Remuneration Committee and the Board of Directors, having reviewed his qualifications, professional background, and experience, are of the opinion that Mr. Gupta possesses the requisite expertise, knowledge, and integrity to contribute effectively to the Board. Accordingly, they recommend his appointment as an Independent Director of the Company.

The Company has received a declaration from Mr. Gupta confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, the appointment of Mr. Gaurav Kumar Gupta will be in the best interests of the Company and its stakeholders, given his experience, judgment, and professional competence.

Except Mr. Gaurav Kumar Gupta, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards

Name of Director	Mr. Gaurav Kumar Gupta
DIN	07224531
Date of Birth	15.04.1985
Date of Appointment	13.08.2025
Qualification	FCMA, MBA(F), LL.B., GST Practitioner, Independent Director, B.Com
Brief resume and expertise in Specific Functional Area and Experience	Mr. Gaurav Kumar Gupta is a Fellow Member of the Institute of Cost Accountants of India and holds a Master's degree in Business Administration (Finance). He has rich professional experience in the fields of taxation, finance, and cost management, with a strong focus on strategic financial planning, compliance, and regulatory matters. Over the course of his career, he has been actively involved in handling direct and indirect taxation, financial reporting, and advisory functions. He is currently engaged in providing expertise in taxation and finance, contributing to the formulation and execution of effective financial strategies.
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	The Terms and Conditions for appointment will remain the same. (No Remuneration)
Directorship in other Companies (excluding Foreign and Section 8 companies)	NA
Membership of Committees in other Public Limited Companies	Refer to Director's Report and Corporate Governance Report forming part of this Annual Report.
No. of Shares held in the Company as on 31.03.2025 (Face Value INR 10/- per share)	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA

ITEM NO. 6 – RE-APPOINTMENT OF MR. KAMAL AGARWAL AS MANAGING DIRECTOR

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors is of the opinion that the continued leadership of Mr. Kamal Agarwal is in the best interests of the Company and its stakeholders. Accordingly, the Board proposes his re-appointment as Managing Director for a further term of five (5) years, subject to the approval of the Members.

The terms and conditions of his re-appointment, including remuneration, powers, and duties, are set out in the explanatory statement annexed to the Notice convening this Meeting. The Board may, at its discretion, alter or vary the terms of appointment and remuneration within the limits prescribed under Sections 196, 197, and Schedule V of the Companies Act, 2013.

Except Mr. Kamal Agarwal, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards

Name of Director	Mr. Kamal Agarwal
DIN	02644047
Date of Birth	05.02.1960
Date of Appointment	05-08-2014
Qualification	Graduate in Commerce
Brief resume and expertise in Specific Functional Area and Experience	He is the Managing Director of the Company. He is a Commerce graduate and possesses rich knowledge and experience in managing business operations. Under his leadership, the Company continues to progress towards its strategic goals and overall growth.
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	The Terms and Conditions for appointment will remain the same. (No Remuneration)
Directorship in other Companies (excluding Foreign and Section 8 companies)	NA
Membership of Committees in other Public Limited Companies	Refer to Director's Report and Corporate Governance Report forming part of this Annual Report.
No. of Shares held in the Company as on 31.03.2025 (Face Value INR 10/- per share)	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA

ITEM NO. 7 – APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 186 of the Companies Act, 2013, the Company requires the prior approval of its Members to:

- Give loans to any person or body corporate;
- Provide guarantees or securities in connection with loans to any other person or body corporate; and
- Acquire by way of subscription, purchase, or otherwise, the securities of any other body corporate,

where the aggregate amount of such loans, guarantees, securities, or investments exceeds the limits prescribed under Section 186(2) of the Companies Act, 2013.

The Board of Directors of the Company believes that obtaining this approval will provide the Company with the flexibility to pursue business opportunities and make strategic investments in the ordinary course of business. Accordingly, the Board seeks the consent of the Members to authorize the Board to undertake such transactions up to an aggregate amount of ₹10,00,00,000/- (Rupees Ten Crores only), notwithstanding that such transactions together with the Company's existing loans, guarantees, securities, and investments may exceed the limits prescribed under Section 186(2) of the Act.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

ITEM NO. 8 – APPROVAL OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013

The Company, in the ordinary course of its business, enters into transactions relating to the sale, purchase or supply of goods, availing or rendering of services, leasing of property and other related arrangements with Babri Polypet Private Limited, which is a related party within the meaning of Section 2(76) of the Companies Act, 2013.

Considering the scale of operations and business requirements of the Company, it is proposed to enter into such contracts/arrangements/transactions with Babri Polypet Private Limited for a period of five years, up to an aggregate value not exceeding ₹20,00,00,000/- (Rupees Twenty Crores only). The proposed transactions may, individually or together with earlier transactions in any financial year, exceed the limits prescribed under Section 188 of the Companies Act, 2013 read with the applicable Rules. Hence, approval of the Members is required by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding or interest in Babri Polypet Private Limited, if any, are concerned or interested in the resolution set out at Item No. 8 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

ITEM NO. 9 – AUTHORISATION UNDER SECTION 185 OF THE COMPANIES ACT, 2013

Pursuant to Section 185 of the Companies Act, 2013, a company is prohibited from advancing any loan (including any loan represented by a book debt) or providing any guarantee or security in connection with a loan taken by any person in whom any of the Directors of the Company is interested, except in accordance with the conditions laid down under the said section.

The Board of Directors, in the ordinary course of business and in the best interest of the Company, proposes to obtain approval of the Members to:

- Advance loans;
- Provide guarantees; or
- Provide securities in connection with loans taken by any person in whom any of the Directors of the Company is interested,

subject to the condition that such loans, guarantees, or securities are utilized by the borrowing entity for its principal business activities only, and the aggregate amount does not exceed ₹10,00,00,000 (Rupees Ten Crores only).

The Board is of the opinion that the proposed authorisation will enable the Company to support its related business entities while complying with the statutory requirements.

None of the Directors, Key Managerial Personnel, or their relatives, except to the extent of their interest in the borrowing entity, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

ITEM NO. 10

TO APPROVE THE REMUNERATION OF COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26:

The Board of Directors of the Company, on the recommendation of Audit Committee, approved the appointment and remuneration of M/s. Mahesh Singh & Company, Cost Accountants, to conduct the audit of Cost Records of the Company for the financial year ending 31st March, 2026. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

Accordingly, for the resolution contained in Item No. 10 of the Notice, the Board of Directors seek the approval of the members for ratification of remuneration payable to the Cost Auditors of the Company for the financial year 2025-26.

The Board recommends the ordinary resolution set out at item no. 10 for the approval of members.

None of the directors or Key Managerial Personnel and their relative, is concerned or interested in this resolution. The Board recommends the ordinary resolution set out at item no. 10 for the approval of members.

By order of the Board of Directors
For Superior Industrial Enterprises Limited



Muskaan Suhag
Company Secretary and Compliance Officer

Date: 04-09-2025
Place: New Delhi