



**SUPERIOR INDUSTRIAL ENTERPRISES LIMITED**

Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi- 110001

**Date: 07<sup>th</sup> September, 2020**

**To  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001**

**Scrip Code: 519234**

Dear Sir,

**Sub: Notice of ensuing Annual General Meeting of the Company of Superior Industrial Enterprises Limited('the Company')**

Pursuant to Regulation 30 read with Schedule III of the SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015, we hereby submit the Notice of ensuing Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, September 29,2020 at 11:00 AM through VC/OAVM to transact the business as set out in the notice of AGM.

The Notice of the AGM is also available on our website at the link:  
<http://www.superiorindustrial.in/financials.html>

Kindly acknowledge the receipt.

**Thanking You,**

**Yours Faithfully,**

**For Superior Industrial Enterprises Limited**



**Megha Rastogi  
Company Secretary  
M. No.: 39197**

**Encl.: As above**

Notice is hereby given of the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting (AGM) of the Members of Superior Industrial Enterprises Limited to be held through Video Conferencing ("VC") / Other Audio Visual means ("OAVM") on Tuesday, 29<sup>th</sup> September, 2020 at 11:00 AM.

**ORDINARY BUSINESS:**

**1. To receive, consider and adopt the;**

- a) Audited Standalone Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and the Auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and the Auditors thereon; and

**SPECIAL BUSINESS:**

**2. Reappointment of Ms. Divya Mehrotra as an Independent Director 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 provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act') including the rules made there under read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Ms.Divya Mehrotra (DIN: 00006494), was appointed as an independent director of the Company for a term of five years up to 24<sup>th</sup> February 2020 and is eligible for being re-appointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation for the year 2019-20, be and is hereby re-appointed as an independent director of the Company for a second term of five consecutive years, effective from 25<sup>th</sup> February 2020 up to 24<sup>th</sup> February 2025.

**RESOLVED FURTHER THAT** pursuant to regulation of the Listing Regulations, approval of the members be and is hereby given for continuation of Ms.Divya Mehrotra as an independent director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149 and other applicable provisions of the Act and the rules made there under, Ms.Divya Mehrotra be paid such fees as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

**3. Reappointment 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 an Ordinary resolution:

"RESOLVED THAT in accordance with the provisions of Section 196,197 and 203 read with Schedule V and all other applicable provisions,if any, of the Companies Act,2013 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 pursuant to the Articles 172 and 173 of the Articles of Association of the Company and subject to such consents and permissions,as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr.Kamal Agarwal (DIN:02644047),as the Managing Director for a period of 5 (five) years with effect from 14th February,2020, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration,as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to take all such steps as may be necessary,proper or expedient to give effect to this resolution.

**4. To ratify the remuneration of M/s Mahesh Singh & Co., Cost Auditor of the Company for the year 2020-21**

"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, 2021, for remuneration amounting to Rs. 25,000 (Rupees Twenty Five Thousand) only and also the payment of service tax as applicable and re-imbusement 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.

**For and on behalf of Board**  
**Superior Industrial Enterprises Limited**  
Sd/-  
**Megha Rastogi**  
**Company Secretary**

Date: 04-09-2020  
Place: New Delhi

### **Important information about the AGM (NOTES)**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
3. Corporate members intending to attend the AGM through authorised 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 [bansalsheetal965@gmail.com](mailto:bansalsheetal965@gmail.com) with a copy marked to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business under item numbers 05 of the Notice is appended hereto and forms part of this Notice.
7.
  - a) The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2020 to 29<sup>th</sup> September, 2020 (both days inclusive).
  - b) The remote e-voting period commences on Saturday, September 26, 2020 (09:00 am) and ends on Monday, September 28, 2020 (05:00 pm). 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 September 22, 2020, may cast their vote by remote e-voting.
8. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the ‘Investor Education & Protection Fund ( IEPF)’ constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2010-11 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately.
9. 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 - 110 020 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 demat form members are requested to update their bank detail with their depository participant .
10. 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. Shareholders desirous of availing this facility may submit the requisite nomination form.
11. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, atleast one week before the meeting.
12. 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.
13. 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, upto the date of meeting.

14. 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.
15. 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.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 29<sup>th</sup> 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 registered your email id in following manner.

|                         |   |
|-------------------------|---|
| <b>Physical Holding</b> | Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at <a href="mailto:info@masserv.com">info@masserv.com</a> 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. |
| <b>Demat Holding</b>    | Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.   |

As per Income Tax act amendment TDS will be deducted at source if dividend amount is more then Rs. 5000/- please submit copy of pan card if you have not submitted earlier or 15G/15H

17. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.
18. **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.

#### INSTRUCTION FOR E-VOTING AND AGM THROUGH VIDEO CONFERENCING

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| <b>For Shareholders holding shares in Demat Form and Physical Form</b> |  |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in email..</li> </ul>                                 |
| Dividend Bank Details<br><br><b>OR</b><br>Date of Birth (DOB)          | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul> |

- (vii) After entering these details appropriately, click on “SUBMIT” tab.

- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES :**

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, and copy of PAN card to [info@masserv.com](mailto:info@masserv.com)
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [info@masserv.com](mailto:info@masserv.com)

**INSTRUCTIONS FOR JOINING MEETING THROUGH VC:**

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your name.

In the "last name" field - Enter your folio no. as informed in e-mail

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Event No. 166 553 1030 will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:**

1. System requirement:

✓ Windows 7, 8 or 10

✓ I3

✓ Microphone, speaker

- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:**

- ✓ Please download webex application from play store

**NOTE:IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE,TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.**

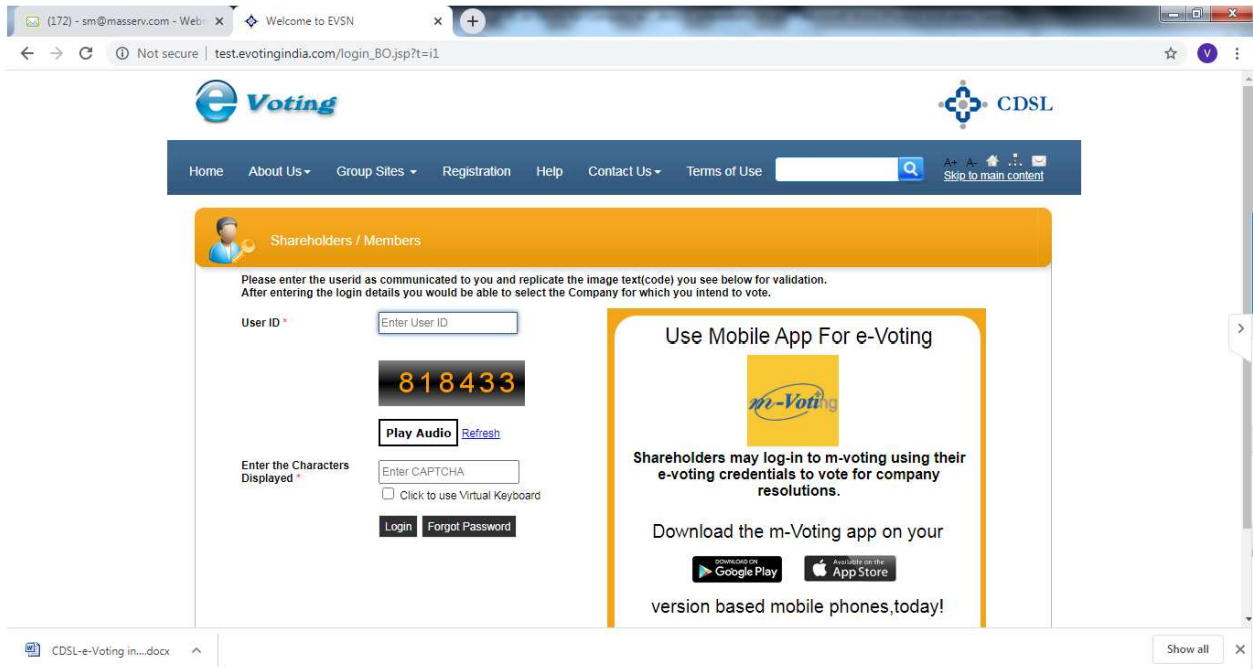
**PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC**

**(EXPLAINED USING SCREENSHOTS):**

- i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>.  
Below screen will be appear.

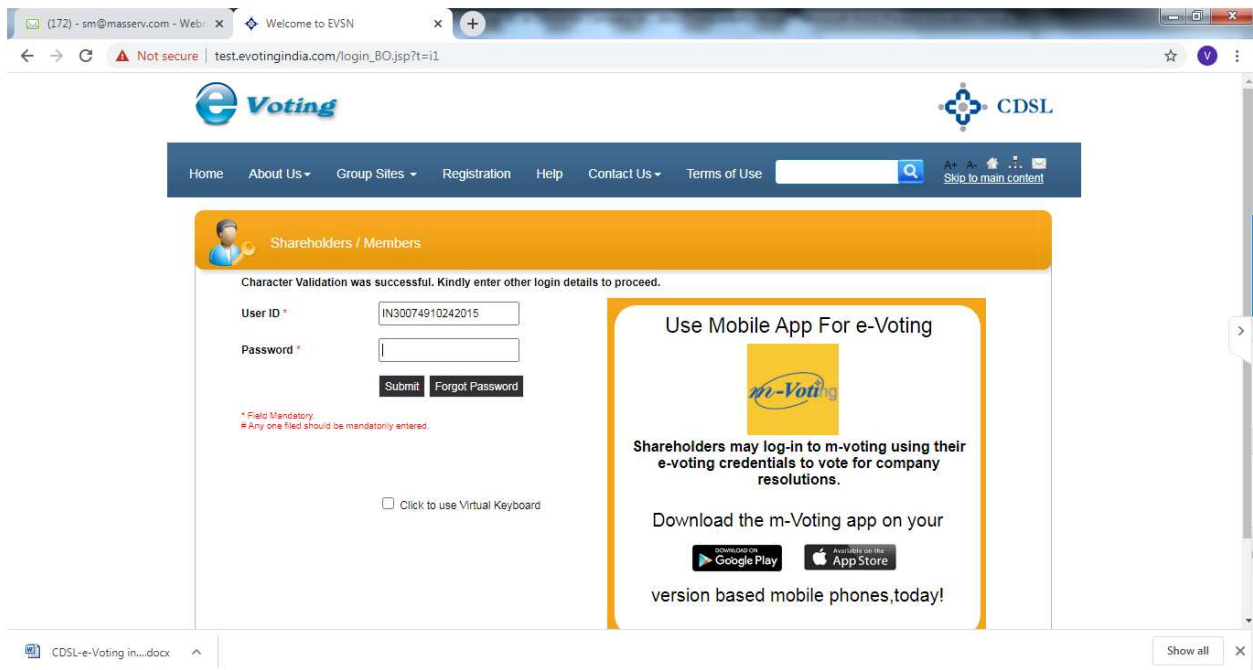


- ii. Press Shareholders/Members tab, after which the below screen will be appear.



iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.



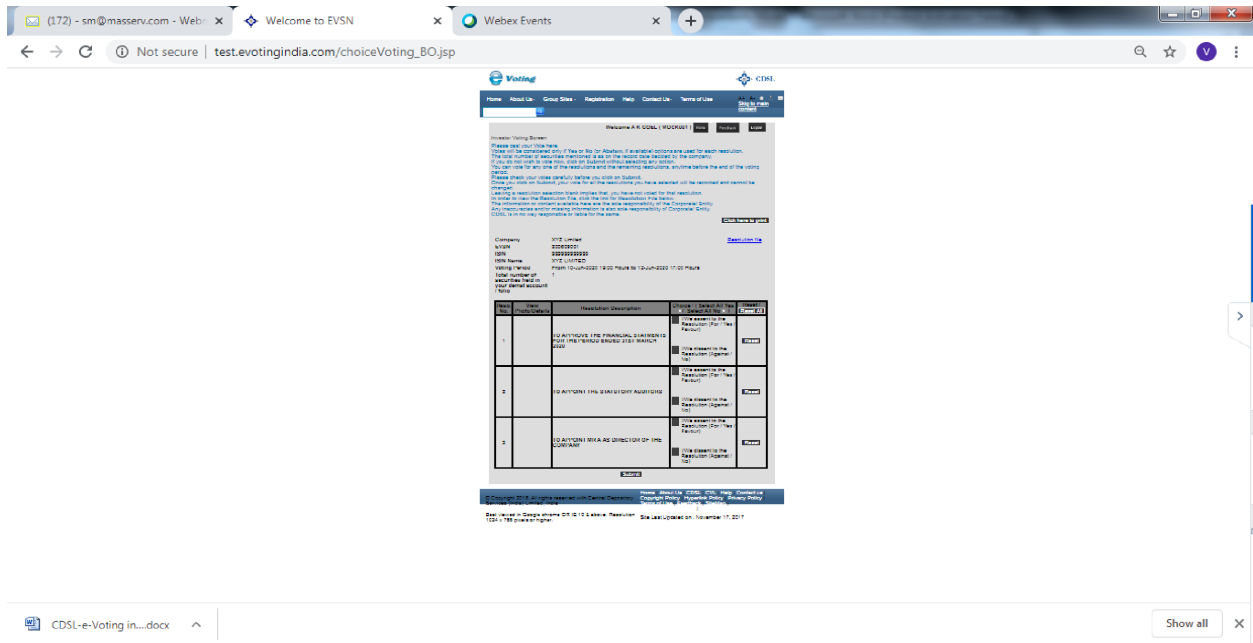
- v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

| Voting Type | Live Streaming                                  | EVSN      | EVSN Type     | Company                     | Start Date<br>End Date                         |
|-------------|---|-----------|---------------|-----------------------------|--|
| Venue       | <a href="#">Click here</a><br>10-Jun-2020 10:00 | 170410003 | Postal Ballot | CDSL e-Voting Demo System55 | 07-Jun-2019 09:00 Hrs<br>09-Jun-2020 17:00 Hrs |

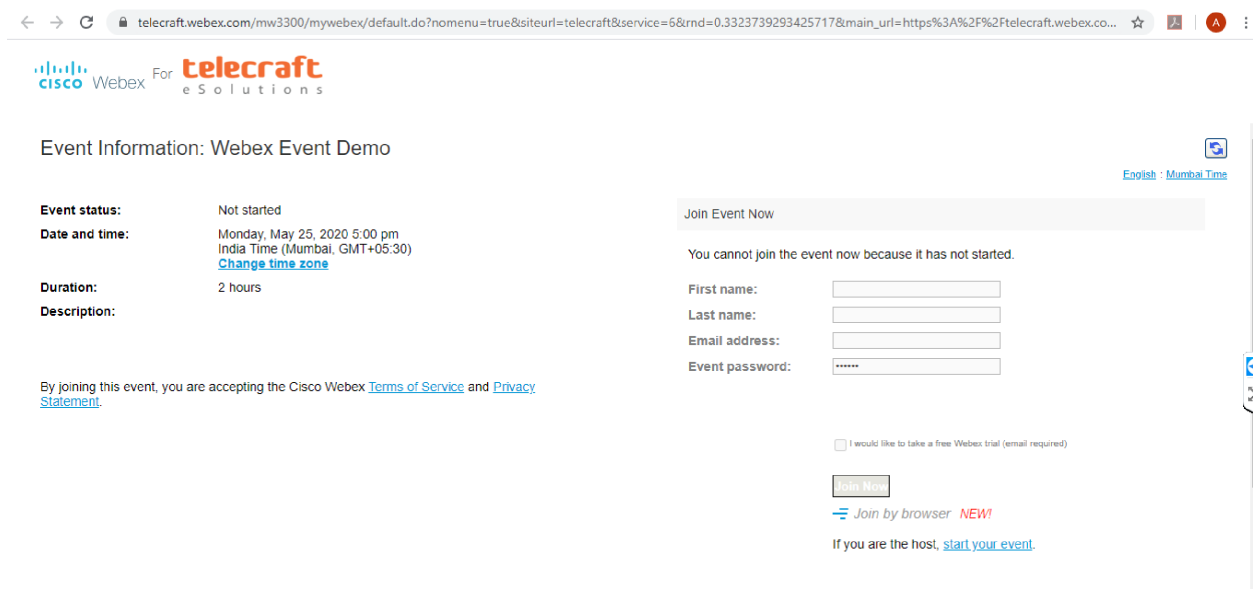
- vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on “Click here” tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.





Screen for login into Video Conferencing is shown below:



Fill the details as:

In the "Name" field - Put your name.

In the "last name" field - Enter your folio no. as informed in e-mail

In the "Email ID" field - Put your email ID

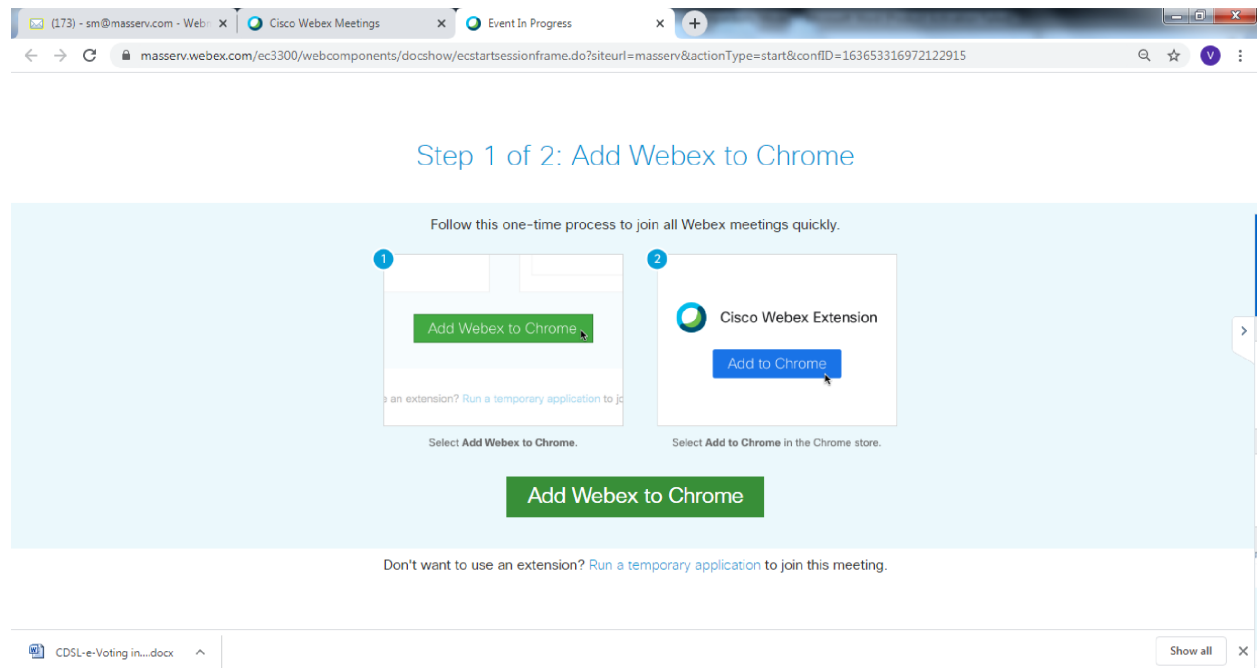
In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Event No. 166 553 1030 will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on 'Join now' tab, the following screen will be appear :



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

### ***EXPLANATORY STATEMENTS***

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the Annual General Meeting is annexed hereto.

### **Resolution No.: 2**

In accordance with Section 149 of the Act, which came into effect from 1st April 2014, requires every listed company to have one-third of the total number of directors as independent directors. Accordingly, on the recommendations of Nomination and Remuneration Committee, the Board of Directors, appointed Ms. Divya Mehrotra as an Independent Director of the Company for a first term of five consecutive years from February 25, 2015 up to February 24, 2020. The appointment was also approved by the members at Annual General Meeting of the Company held in the year 2015.

Since the first term of the Independent Directors was due for expiry, based on the recommendation of the Nomination and Remuneration Committee, considering the skills, experience, knowledge they possess and the report of performance evaluation of these independent directors for the year 2019-20, the Board, at its meeting held on 25<sup>th</sup> February, 2020, recommended for the approval of the members, re-appointment of Ms. Divya Mehrotra for a second term of five consecutive years with effect from February 25, 2020 up to February 24, 2025 in terms of section 149 read with Schedule IV to the Act and the Listing Regulations including any amendment thereto or modification thereof. In accordance with section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company.

The aforementioned directors fulfil the requirements of an Independent Director as laid down under section 149(6) of the Act and regulation 16 of the Listing Regulations. In respect of the appointments of the aforesaid directors, notice in writing in the prescribed manner as required by section 160 of the Act and rules made there under, has been received by the Company, regarding candidature of each of these directors for the office of the director. The aforementioned directors have accorded their consent to act as directors and have also submitted the declaration of independence, stating that they meet the criteria of independence as provided in section 149(6) of the Act and regulation 16 of Listing Regulations and are not disqualified from being appointed as a director in terms of section 164 of the Act. The terms and conditions of appointment of Independent Director shall be open for inspection at the registered office of the Company by any member from Monday to Friday during 10.00 a.m. to 12.30 p.m., except holidays, and the

same shall also be available on the Company's website. The Board is of the opinion that these directors possess requisite skills, experience and knowledge relevant to the Company's business.

Brief resume as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Ms. Divya Mehrotra, (DIN: 00006494) nature of their expertise in specific functional areas and other details, is annexed to this Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 3 of the Notice for approval by the shareholders.

**INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING APPOINTED/ RE-APPOINTED AT THE MEETING**

|   |  |
|---|--|
| <b>Name of Director</b>   | Ms.Divya Mehrotra  |
| <b>Date of Birth</b>  | 05/05/1973   |
| <b>DIN</b>  | 00006494   |
| <b>Date of Appointment</b>  | At ensuing AGM   |
| <b>Expertise in specific Functional Area</b>                          | Exposure of working as Executive- Merchant Banking and customer relation Department in a NBFC  |
| <b>Qualifications</b>   | B. Com, Delhi University. Graduation in Hospital Management from Apollo Hospital, Hyderabad.   |
| <b>Terms and conditions of appointment or reappointment</b>           | Re-appointment in the category of Independent Director of the Company for a term of five years subject to approval of shareholders' of the company |
| <b>Remuneration sought to be paid and the remuneration last drawn</b> | NIL  |
| <b>Date of first appointment at the board</b>                         | 25/02/2015   |
| <b>Directorships held in listed companies</b>                         | NIL  |
| <b>Chairmanship of Committees in other listed Companies</b>           | NIL  |
| <b>Number of shares held in the Company</b>                           | NIL  |
| <b>Disclosure of relationships between directors inter-se</b>         | N.A  |

**Resolution No 3**

Mr.Kamal Agarwal, (DIN: 02644047) was appointed as the Managing Director of the Company held on 05<sup>th</sup> August, 2014,as his term of five years has expired, it is being recommended to re-appoint him .The Board had based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members, taken the decision to re-appoint him.

Mr.Kamal Agarwal is not being disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act,2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the Company.He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-1of Schedule V thereof and hence,is eligible for re-appointment.

A brief profile of Mr.Kamal Agarwal is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and(ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Mr.Kamal Agarwal are as under:

Broad particulars of the terms of re-appointment of and remuneration payable to Mr.Kamal Agarwal are as under:

**(a) Salary**

Salary @ Rs 300000/- per annum

(b) The total remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together, as laid down under section 197 and 198 of the Companies Act, 2013.

(c) Mr.Kamal Agarwal will not be entitled to sitting fee for attending meetings of the Board or Committee(s) thereof

The Board of the Company on recommendation made by the Nomination and Remuneration Committee has approved the appointment and remuneration, subject to the approval of the members.

Your Directors recommend the resolution for approval by the members of the Company.

Mr.Kamal Agarwal is interested or concerned in the proposed resolution. None of the other Directors and/or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The members are requested to consider and approve the above resolution as Special Resolution.

**Resolution 4:**

To approve the remuneration of Cost Auditors of the Company: 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, 2021. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with rule 14 (a)(ii) 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.

The Board recommends the ordinary resolution set out at item no. 4 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. 4 for the approval of members.

**Date: 04-09-2020**  
**Place: New Delhi**

For and on behalf of Board  
**Superior Industrial Enterprises Limited**  
Sd/-  
**Megha Rastogi**  
**Company Secretary**