



RSH AND ASSOCIATES

COMPANY SECRETARIES



CONSOLIDATED SCRUTINIZER'S REPORT

[pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rule, 2014]

Date: 29/09/2025

TO,
THE CHAIRMAN
SUPERIOR INDUSTRIAL ENTERPRISES LIMITED
CIN: L15142DL1991PLC046469
25 BAZAR LANE BENGALI MARKET, NEW DELHI, DELHI, INDIA, 110001

Subject: Consolidated Scrutinizer's Report on remote e-voting and e- voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 34th Annual General Meeting of "SUPERIOR INDUSTRIAL ENTERPRISES LIMITED" held on Sunday, September 28th, 2025 at 12:30 P.M. ("IST") through video conferencing ("VC") / other audio visual means ("OAVM")

Dear Sir,

I, **Loveneet Handa**, Practicing Company Secretary, Partner of **RSH and Associates** a peer Reviewed Practicing Company Secretary Firm bearing certificate No. **5475/2024**, Unique Identification Number: **P2016DE057700**, holding Membership No. **F9055**, COP No. **10753**, the firm was appointed as the **Scrutinizer** by the Board of Directors of **SUPERIOR INDUSTRIAL ENTERPRISES LIMITED** (CIN:L15142DL1991PLC046469) ("the Company") in a duly convened board meeting held on **September 4th, 2025**, for the purpose to scrutinize the process of

34th Annual General Meeting (“AGM”) was duly convened on **Sunday, September 28th, 2025 at 12:30 P.M. (“IST”)** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)**, and the facility of Remote e-voting and e-voting at the Venue of AGM provided in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, in respect of the resolutions proposed at 34th Annual General Meeting of the Company.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder, the MCA and the SEBI Circulars; and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of the resolutions contained in the notice of Annual General Meeting and also for ensuring a secured framework for e-voting.
2. My responsibility as a scrutinizer is restricted to report the votes cast in **“FAVOUR”** or **“AGAINST”** the resolutions proposed before members of the Company, based on the reports generated from e-voting systems of **National Securities Depository Limited (“NSDL”)** an agency appointed by the Company.
3. The Company has availed the facility of **“Remote e-voting facility and e-voting”** provided by National Securities Depository Limited (**“NSDL”**) for enabling the members to cast their votes between the **Thursday, the September 25th, 2025 (09:00 A.M.) (“IST”)** to **Saturday, the September 27th, 2025 (5.00 P.M) (“IST”)**.
4. The members of the Company as on the **“Cut off”** date i.e. **Sunday 21th, 2025** were entitled to avail the facility of remote e-voting as well as e-voting at the Annual General Meeting on the proposed resolutions as set out in 34th Annual General Meeting Notice. The voting rights of members were in proportion to their share held.
5. The Company has also extended the e-voting facility through the depositories/Registrar and Transfer Agents (RTA) to members who attended the 34th Annual General Meeting (**“AGM”**)

via Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), but had not casted their votes during the Remote e-voting period.

6. I have unblocked the votes casted through remote e- voting and e- voting at 34th Annual General Meeting on NSDL e-voting portal on Sunday, September 28th, 2025 at approx. 01:26 P.M. ("IST") in presence of two witnesses who are not in employment of the Company. They have signed below, in confirmation of votes unblocked in their presence:

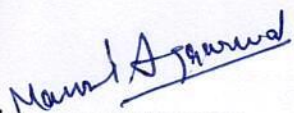
i. Name Jyoti

Signature: 

Father Name: Raghuveer Singh

A-23 Sanwal Nagar New Delhi -110049

ii. Name Mansi Aggarwal

Signature: 

Father Name: Gaurav Gupta

Radheyshyam tel vale near bazaar vali police

chowki Khekra baghpat 250101

7. I have meticulously scrutinized the e-voting process in a fair and transparent manner, based on the data downloaded from the NSDL e-voting portal. The information has been diligently reviewed and verified, and further reconciled with the details maintained by the Registrar and Transfer Agent (RTA) named Mas Services Limited.

The consolidated summary of results for Remote e-voting and e-voting at Venue of 34th Annual General Meeting are as under:

RESOLUTION NO.: 1:

- a) **ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025, INCLUDING THE AUDITED BALANCE SHEET AS OF MARCH 31, 2025, THE STATEMENT OF PROFIT AND LOSS AND THE CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON. (ORDINARY RESOLUTION)**

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour : 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than the votes casted against the resolution by members**, I report that the **Ordinary Resolution** has been passed with **REQUISITE MAJORITY**.

- b) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025, INCLUDING THE AUDITED BALANCE SHEET AS OF MARCH 31ST, 2025, THE STATEMENT OF PROFIT AND LOSS AND THE CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON (ORDINARY RESOLUTION)**

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-

E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than the votes casted against the resolution by members**, I report that the **Ordinary Resolution** has been passed with **REQUISITE MAJORITY**.

RESOLUTION NO.: 2: APPOINTMENT OF A DIRECTOR IN PLACE OF MR. KRISHNA KUMAR AGARWAL (DIN:06713077) (ORDINARY RESOLUTION):

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes cast voted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than the votes casted against the resolution by members**, I report that the **Ordinary Resolution** has been passed with requisite majority.

RESOLUTION NO.: 3: REGULARIZATION AND APPOINTMENT OF M/S RSH AND ASSOCIATES AS SECRETARIAL AUDITORS OF THE COMPANY (ORDINARY RESOLUTION):

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at AGM	-	-	-
Total	-	-	-

Total Cast voted in favor: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than the votes casted against the resolution by members**, I report that the **Ordinary Resolution** has been passed with **REQUISITE MAJORITY**.

RESOLUTION NO.: 4: RE-APPOINTMENT OF MR. ARUN NEVATIA AS THE INDEPENDENT DIRECTOR OF THE COMPANY. (SPECIAL RESOLUTION)

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%

E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than three times than the vote casted against the resolution by members**, I report that the **SPECIAL RESOLUTION** has been passed with **REQUISITE MAJORITY**.

RESOLUTION NO. 5: REGULARISATION AND APPOINTMENT OF MR. GAURAV KUMAR GUPTA AS THE INDEPENDENT DIRECTOR OF THE COMPANY. (SPECIAL RESOLUTION)

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than three times than the vote casted against the resolution by members**, I report that the **SPECIAL RESOLUTION** has been passed with **REQUISITE MAJORITY**.

RESOLUTION NO.: 6: RE-APPOINTMENT OF MR. KAMAL AGARWAL AS MANAGING DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes cast voted	% of total number of valid votes cast
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than three times than the vote casted against the resolution by members**, I report that the **SPECIAL RESOLUTION** has been passed with **REQUISITE MAJORITY**.

RESOLUTION NO.: 7: APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013. (SPECIAL RESOLUTION):

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than three times**, than the vote casted against the resolution by members, I report that the **SPECIAL RESOLUTION** has been passed with **REQUISITE MAJORITY**

RESOLUTION NO.: 8: APPROVAL OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013. (SPECIAL RESOLUTION)

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than three times than the vote casted against the resolution by members**, I report that the **SPECIAL RESOLUTION** has been passed with **REQUISITE MAJORITY**.

RESOLUTION NO.: 9: AUTHORISATION UNDER SECTION 185 UNDER COMPANIES ACT 2013. (SPECIAL RESOLUTION)

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than three times than the vote casted against the resolution by members**, I report that the **SPECIAL RESOLUTION** has been passed with **REQUISITE MAJORITY**.

RESOLUTION NO.: 10: TO RATIFY THE REMUNERATION OF M/S. MAHESH SINGH & CO., COST AUDITOR OF THE COMPANY FOR THE YEAR 2025-26. (ORDINARY RESOLUTION)

i. Voted in favour of resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	96	5765876	99.99%
E-Voting at Venue ("AGM")	13	13	0.01%
Total	109	5765889	100

ii. Voted against the resolution

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

iii. Abstained Votes

Mode	Number of members voted	Number of shares for which votes casted	% of total number of valid votes casted
Remote E-voting	-	-	-
E-Voting at Venue ("AGM")	-	-	-
Total	-	-	-

Total Cast voted in favour: 109

Total cast voted in against: Nil

Total Abstained from Voting: Nil

Accordingly, as the number of votes casted in favour of the resolution is **more than the votes casted against the resolution by members**, I report that the **ORDINARY RESOLUTION** has been passed with **requisite majority**.

The electronic data and all other relevant records relating to remote e-voting and e-voting of the 34th Annual General Meeting handed over to Company Secretary and Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant Rules.

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL, thus this report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability of use of this report for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You

Yours truly

FOR RSH & ASSOCIATES

PEER REVIEWED COMPANY SECRETARIES FIRM

LOVENEET HANDA

(PARTNER)

(MEMBERSHIP NO.: F9055, COP NO: 10753)

UDIN: F009055G001379501

PEER REVIEW CERTIFICATE NO.: 5475/2024

UNIQUE IDENTIFICATION NUMBER: P2016DE057700

DATE: 29.09.2025

PLACE: Delhi

Countersigned by:

Muskaan Suhag

Company Secretary & Compliance officer

Membership No: A75927

Date: 29.09.2025

Place: Delhi