

January 14, 2016

To  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
**Scrip Code: 519234**

Dear Sir, —

**Sub: Corporate Governance Report in Annexure I  
for the Quarter ended 31<sup>st</sup> December 2015**

Please find enclosed herewith the revised Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the quarter ended on December 31<sup>st</sup>, 2015.

Kindly take the same on record.

Thanking You,  
Yours faithfully,

**For Superior Industrial Enterprises Limited**

  
**Neha Sarpal**  
Company Secretary

**Encl.: As above**

## ANNEXURE I

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity: Superior Industrial Enterprises Limited
2. Quarter Ending: 31<sup>st</sup> December, 2015

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/Independent/No minee	Date of Appointment in the current Term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Divya Mehrotra	PAN: AAXPM5343D DIN: 00006494	Non Executive & Independent Director	25.02.2015	5Years	1 (One)	Audit Committee- 3(Three) Stakeholder Relation Committee: 1(One)	NIL
Mr.	Vijay Kumar Gupta	PAN: ACBPG9512G DIN: 00022885	Non Executive & Independent Director	06.11.2014	5Years	1 (One)	Audit Committee: 4(Four) Stakeholder Relation Committee: 1(One)	Audit Committee:4(Four) Stakeholder Relation Committee:1(One)
Mr.	Krishna Kumar Agarwal	PAN: AALPA8414H DIN: 06713077	Non Executive & Non-Independent Director	30.09.2014	NA	1 (One)	Audit Committee- 2 (Two) Stakeholder Relation Committee: 1(One)	NIL

Mr.	Kamal Agarwal	PAN: AARPA6333P  DIN: 02644047	Executive	05.08.2014	5 Years	NIL	NIL	NIL
-----	---------------	---	-----------	------------	---------	-----	-----	-----

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	1. Vijay Kumar Gupta 2. Divya Mehrotra 3. Krishna Kumar Agarwal	Chairman, Non Executive & Independent Director Non Executive & Independent Director Non Executive & Non Independent Director
2. Nomination & Remuneration Committee	1. Vijay Kumar Gupta 2. Divya Mehrotra 3. Krishna Kumar Agarwal	Chairman, Non Executive & Independent Director Non Executive & Independent Director Non Executive & Non Independent Director
3. Risk Management Committee(if applicable)	1. Vijay Kumar Gupta 2. Divya Mehrotra 3. Krishna Kumar Agarwal	Chairman, Non Executive & Independent Director Non Executive & Independent Director Non Executive & Non Independent Director
4. Stakeholders Relationship Committee'	1. Vijay Kumar Gupta 2. Divya Mehrotra 3. Krishna Kumar Agarwal 4. Neha Sarpal	Chairman, Non Executive & Independent Director Non Executive & Independent Director Non Executive & Non Independent Director Compliance Officer

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
26 <sup>th</sup> May, 2015 10 <sup>th</sup> August, 2015	3 <sup>rd</sup> November, 2015 9 <sup>th</sup> November, 2015	90 days approx.

## IV. Meeting of Committees- Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
9 <sup>th</sup> November, 2015	Yes - All three members were present	26 <sup>th</sup> May, 2015 10 <sup>th</sup> August, 2015	90 days approx.

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes

Whether shareholder approval obtained for material RPT	No requirement as transactions is repetitive in nature and at arm length price.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:



**Neha Sarpal**  
**Company Secretary & Compliance Officer**

**Note:**  
 Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.