



# Superhouse Limited

(A Government of India recognized Export Trading House)  
Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)  
CIN: L24231UP1980PLC004910 Tel: 9935142048  
email: share@superhouse.in url: http://www.superhouse.in

SHL/SHR/2020/

Dated : 30<sup>th</sup> September, 2020

The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI – 400 001

National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East)  
MUMBAI-400051

**Scrip Code: 523283**

**Scrip Code: SUPERHOUSE**

**Sub:- Proceedings of the 40<sup>th</sup> Annual General Meeting of Superhouse Limited held on 30<sup>th</sup> September, 2020.**

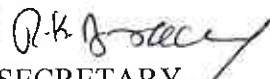
Dear Sir,

Pursuant to the Regulation 30 read with Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, please find enclosed Proceedings of the 40<sup>th</sup> Annual General Meeting of the company held on 30<sup>th</sup> September, 2020 at 10.00 A.M. at Registered Office of the company at 150 Feet Road, Jajmau, Kanpur-208010.

You are requested to please take the aforesaid on your record.

Thanking you,

Yours faithfully,  
For SUPERHOUSE LIMITED

  
**SECRETARY.**  
Encl As above



**PROCEEDINGS OF THE 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD ON WEDNESDAY THE 30<sup>TH</sup> SEPTEMBER, 2020 COMMENCED AT 10.00 A.M. AND CONCLUDED AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 150 FEET ROAD, JAJMAU, KANPUR-208010.**

**The following were present:**

Mr. Zafarul Amin

Joint Managing Director

Mr. Dilip Kumar Dheer

Independent Director of the Company

Also as the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and also member of Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Mr. R K Agrawal

Company Secretary

In aggregate, 33 ( Thirty Three ) Members including 06 (six) corporate representatives were present at the Annual General Meeting.

Mr. Rajeev Kapoor, Partner of M/s. Rajeev Prem & Associates, Statutory Auditors of the Company and Mr. Gautam Kumar Banthia, Secretarial Auditors of the Company were present by invitation.

In accordance with the Articles of Association, Mr. Zafarul Amin, Joint Managing Director of the company was voted to the chair. The quorum being present the Chairman declared the meeting open and welcomed the members attending the meeting.

The Chairman further, welcomed Mr. Gautam Kumar Banthia from M/s. Banthia & Company, the Secretarial Auditors of the company and Scrutinizer, Mr. Rajesh Parasramka, Partner of M/s. Kapoor Tandon & Co, Chartered Accountants, alternate scrutinizer and Mr. Rajiv Kapoor, Partner of M/s Rajiv Prem & Associates, Statutory Auditors, who were present at the meeting.

The Chairman introduced the Directors and other officials of the company and invitees, who were present at the meeting.

The Chairmen informed that the following documents and Registers have been laid on the table and the same would be available to the members for inspection during the meeting:-

- i. Notice convening the 40<sup>th</sup> Annual General Meeting
- ii. Directors' Report alongwith Annexure thereto for the financial year ended 31<sup>st</sup> March, 2020.
- iii. The Audited Financial Statements including Consolidated Financial Statement and Auditor's Report thereon for the financial year ended 31<sup>st</sup> March, 2020.
- iv. Secretarial Audit Report.
- v. The Register of Directors and Key Managerial Personnel and their shareholdings.
- vi. The Register of Contracts or arrangements in which the Directors were interested.
- vii. Minutes Book of the Shareholders.

The Chairman further informed that no proxy was received for attending the meeting.

Thereafter the Chairman commenced the formal agenda of the Annual General Meeting and with the consent of the Members present, the Notice convening the meeting, the Directors' Report along with annexure thereto and the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2020 were taken as read.

The Chairman informed the shareholders that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2020 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which have any adverse effect on the functioning of the Company, were required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read.

The Chairman informed the shareholders that the Secretarial Auditor's Report did not contain any qualifications, observations or comments or other remarks, which have any material adverse effect on the functioning of the Company.

The Chairman briefed the members about the operations of the Company financial results new initiatives, recognitions/achievements, Corporate Social Responsibility activities and other related matters. He also apprised about the Company's plan for way forwarded in financial year 2020-21.

The Chairman informed that the Company had provided the facility of remote e-voting to its Shareholders to exercise their right to vote on the Resolutions proposed to be passed at the AGM.

Mr. R K Agrawal, Company Secretary informed the shareholders that as per the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically. The remote e-voting was open from Saturday, 26<sup>th</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020.

Mr. R K Agrawal, Company Secretary further stated that the shareholders, who had not cast their vote through remote e-voting process, were provided with facility of voting through ballot/polling papers to cast their vote. He further informed that Mr. Gautam Kumar Banthia, Practicing Company Secretary was appointed as the Scrutinizer and Mr. Rajesh Parasramka, Chartered Accountant alternate Scrutinizer for the remote e-voting process and for voting through ballot/polling papers.

Thereafter the Chairman invited the members to raise their queries on the business to be transacted at the AGM and also informed them that post question and answer session, all resolutions set out in the Notice of Annual General Meeting shall be put for voting and the members who have not voted through e-voting may cast their votes through the ballot form given to members.

Mr. Dilip Kumar Dheer, Chairman of Audit Committee answered the queries raised by the members.

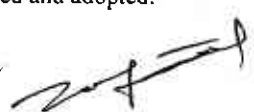
Thereafter, the chairman read out the following business items as mentioned in the 40<sup>th</sup> Annual General Meeting Notice for which approval of the members was sought through e-voting and at the Annual General Meeting.

**ItemNo.1- Ordinary Resolution- Adoption of Audited Financial Statements and Audited Consolidated Financial Statement for the financial year 2019-20 and the Reports of the Directors' and Auditors thereon.**

The Chairman informed that the Companies Act, 2013 requires adoption of Audited Financial Statements and Audited Consolidated Financial Statement and the Reports of Directors and Auditors thereon for every financial year by the members by passing an ordinary resolution.

Thereafter, the following resolution was proposed by Mr. Krishna Dutt Misra and seconded by Mr. Atul Misra, Members.

- (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

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- (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**Item No.2- Ordinary Resolution- Declaration of dividend on equity shares.**

The Chairman informed the Shareholders that the Board of Directors at their meeting held on 30<sup>th</sup> June, 2020 had declared Final Dividend of Re. 0.80/- for every Equity Share of Re.10/-each for the financial year ended 31<sup>st</sup> March, 2020. The members were required to pass an ordinary resolution for the declaration of dividend on equity shares.

Thereafter, the following resolution was proposed by Mr. Aamir Hasan and seconded by Mr. Saleem Akhtar, Members,

**“RESOLVED THAT** a dividend at the rate of Rs 0.80 (Eighty paisa only) per equity share of Rs. 10/- (Rupees ten ) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2020 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2020.

**Item No.3- Ordinary Resolution- Appointment of Mr. Anil Kumar Agarwal (DIN: 00014645) as a Director.**

The following resolution was proposed by Mr. Atul Misra and seconded by Mr. Shyam Sharma, members:-

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Anil Kumar Agarwal (DIN: 00014645), who retires by rotation at this 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.”

The Chairman informed that Mr. Anil Kumar Agarwal (DIN: 00014645), expired on 21<sup>st</sup> August, 2020, hence the present resolution of appointment of Mr. Anil Kumar Agarwal as director of the company has no effect.

**Item No.4- Ordinary Resolution- Appointment of Mr. Yusuf Amin (DIN: 06863918) as a Director.**

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Yusuf Amin (DIN: 06863918) retires by rotation and being eligible offered himself for re-appointment . Accordingly, the proposal relating to re-appointment of Mr. Yusuf Amin was included in the Notice of 40<sup>th</sup> Annual General Meeting. The members were required to pass an ordinary resolution for the re-appointment of Mr. Yusuf Amin as Director of the company, liable to retire by rotation.

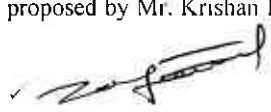
Thereafter, the following resolution was proposed by Mr. Atul Misra and seconded by Mr. Shyam Sharma, members

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Yusuf Amin (DIN: 06863918), who retires by rotation at this 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.”

**Item No.5- Special Resolution- To appoint Mr. Ajai Kumar Sengar (DIN: 07238070) as an Independent Director of the company.**

The Chairman informed that as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, the members were required to pass a special resolution for the re-appointment of Mr. Ajai Kumar Sengar as an Independent Director of the company for the period of five consecutive years commence from 23<sup>rd</sup> September, 2020 to 22<sup>nd</sup> September, 2025.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Saleem Akhtar, members.



“RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Ajai Kumar Sengar (DIN: 07238070), who was appointed as an Independent Director at the thirty fifth Annual General Meeting of the Company and who holds office as an Independent Director up to 22<sup>nd</sup> September, 2020 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 23<sup>rd</sup> September, 2020 up to 22<sup>nd</sup> September, 2025.”

**Vote of Thanks :-**

The Meeting was declared closed at 11.00 A.M. on completion of the voting process.

A vote of thanks to the Chair, proposed by Mr. Krishna Dutt Misra, member was passed unanimously.

Date of Entry: 30-09-2020  
Place : Kanpur

  
(ZAFARUL AMIN)  
CHAIRMAN OF THE MEETING




**COMBINED RESULTS OF E-VOTING AND POLL :-**

The Consolidated Results as per the Scrutinizers' Report dated 30<sup>th</sup> September, 2020 are as follows:

Resolution No.	Particulars	% Votes in Favour	% Votes in Against	% Votes invalid
1.	a. Ordinary resolution to approve audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon. b. Ordinary resolution to approve audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon.	99.9994	0.0006	0
2.	Ordinary resolution to declare a dividend on equity shares.	99.9994	0.0006	0
3.	Ordinary resolution to re-appoint Mr. Anil Kumar Agarwal (DIN: 00014645), who retires by rotation and being eligible, offers himself for re-appointment. However, Mr. Anil Kumar Agarwal expired on 21 <sup>st</sup> August, 2020, hence this resolution has no effect.	99.9994	0.0006	0
4.	Ordinary resolution to re-appoint Mr. Yusuf Amin (DIN: 06863918), who retires by rotation and being eligible, offers himself for re-appointment.	99.9994	0.0006	0
5.	Special resolution to re-appoint Mr. Ajai Kumar Sengar (DIN: 07238070) as Independent Director for a period of 5 consecutive years commencing from 23 <sup>rd</sup> September, 2020 upto 22 <sup>nd</sup> September, 2025.	99.9978	0.0022	0

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 40th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date of Entry 30-09-2020  
Place: Kanpur

  
(ZAFARUL AMIN)  
CHAIRMAN OF THE MEETING