



# Superhouse Limited

(A Government of India recognized Export Trading House)  
Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)  
CIN: L24231UP1980PLC004910 Tel: 9956040004  
email: share@superhouse.in url: http://www.superhouse.in

SHL/SHR/2022/

Dated : 30<sup>th</sup> September, 2022

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 42<sup>nd</sup> Annual General Meeting of Superhouse Limited held on 30<sup>th</sup> September, 2022.**

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 42<sup>nd</sup> Annual General Meeting of the company held on 30<sup>th</sup> September, 2022 at 10.00 A.M. at the Office of the company at 219/3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-208025.

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

Thanking you,

Yours faithfully,  
For SUPERHOUSE LIMITED

**SECRETARY.**  
Encl As above

**PROCEEDING OF THE 42<sup>nd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD ON FRIDAY THE 30<sup>TH</sup> SEPTEMBER, 2022 COMMENCED AT 10.00 A.M. AND CONCLUDED AT 10.30 A.M. AT THE OFFICE OF THE COMPANY AT 219/3 & 4 'L' BLOCK, NAVEEN NAGAR, KAKADEO, KANPUR-208025.**

**The following were present:**

Mr. Mohammad Shadab Chairman

Mr. Dilip Kumar Dheer Independent Director

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. Syed Javed Ali Hashmi Independent Director

Mr. R K Agrawal Company Secretary

In aggregate, 34 (Thirty Four) Members including 06 (six) corporate representatives were present at the Annual General Meeting.

Mr. Gautam Kumar Banthia, Secretarial Auditors of the Company were present by invitation.

In accordance with the Articles of Association, Mr. Mohammad Shadab, Deputy 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 introduced the Directors and other officials of the company and invitees, who were present at the meeting.

The Chairman 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 42<sup>ND</sup> Annual General Meeting
- ii. Directors' Report alongwith Annexure thereto for the financial year ended 31<sup>st</sup> March, 2022.
- iii. The Audited Financial Statements including Consolidated Financial Statement and Auditor's Report thereon for the financial year ended 31<sup>st</sup> March, 2022.
- 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, 2022 were taken as read.

*Shadab*

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, 2022 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 Auditor's 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, Corporate Social Responsibility activities and other related matters. He also apprised about the Company's plan for way forwarded in financial year 2022-23.

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 Monday, 26th September, 2022 to Thursday, 29<sup>th</sup> September, 2022.

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 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 42<sup>nd</sup> Annual General Meeting Notice for which approval of the members was sought through e-voting and at the Annual General Meeting.

**Item No.1- Ordinary Resolution- Adoption of Audited Financial Statements and Audited Consolidated Financial Statement for the financial year 2021-22 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, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

*Shadab*

- (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the members, 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> May, 2022 had declared Final Dividend of Rs. 1/- for every Equity Share of Rs.10/-each for the financial year ended 31<sup>st</sup> March, 2022. 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. Krishna Dutt Misra and seconded by Mr. Amit Bajpai, Members.

**“RESOLVED THAT** a dividend at the rate of Rs 1/- ( one only) per equity share of Rs. 10/- (Rupees ten only ) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2022 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, 2022.”

**Item No.3- Ordinary Resolution- Appointment of Mr. Zafarul Amin (DIN: 00015533) as a Director of the company.**

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Zafarul Amin (DIN: 00015533) retires by rotation and being eligible offered himself for re-appointment . Accordingly, the proposal relating to re-appointment of Mr. Zafarul Amin was included in the Notice of 42<sup>nd</sup> Annual General Meeting. The members were required to pass an ordinary resolution for the re-appointment of Mr. Zafarul Amin as Director of the company, liable to retire by rotation.

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

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Zafarul Amin (DIN: 00015533), 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.4- Ordinary Resolution- Appointment of Mr. Yusuf Amin (DIN: 06863918) as a Director of the company.**

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 42<sup>nd</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. Krishna Dutt Misra and seconded by Mr. Ram Nath Gupta, member.

**“RESOLVED THAT** in accordance with 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- Ordinary Resolution- Appointment of Auditors of the company and fix their remuneration.**

The Chairman informed that the in view of the mandatory requirement for rotation of auditors, in terms of Section 139 of the Companies Act, 2013, M/s Rajeev Prem & Associates, set to retire as the Company's Auditors at the conclusion of the forty two Annual General Meeting. As recommended by the Audit Committee and the Board, the proposal relating to appointment of M/s Kapoor Tandon & Co, Chartered Accountant as Statutory Auditors of the Company for a period of five continuous years i.e. from the conclusion of the forty two Annual General Meeting till the conclusion of forty Seven Annual General Meeting of the Company, was included in the Notice of 42<sup>nd</sup> Annual General Meeting for appointment by the Members by passing an ordinary resolution.

*S. K. Dutt*

The following resolution was proposed by Mr. Mohamad Shadab, member and seconded by Mr. Krishna Dutt Misra, member.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Kapoor Tandon & Co., Chartered Accountants (Registration No. 000952C), be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

**Item No.06- Special Resolution- Re-appointment of Mr. Mukhtarul Amin (DIN: 00012108) as Chairman and Managing Director of the company.**

The Chairman informed that the Board of Directors of the company (“the Board) at its meeting held on 30<sup>th</sup> June, 2022 has, subject to the approval of the members by special resolution, re-appointed Mr. Mukhtarul Amin (DIN: 00012108) as a Chairman and Managing Director, for a further period of 3 years (three) from the expiry of his present term i.e. 30<sup>th</sup> September, 2022, on terms and conditions including remuneration as recommended by the, Nomination and Remuneration Committee (the NR’ Committee’) and Audit Committee of the company and approved by the Board. The members were required to pass a special resolution for the re-appointment of Mr. Mukhtarul Amin as Chairman and Managing Director of the company.

Thereafter, the following resolution was proposed by Mr. Mohammad Shadab, member and seconded by Mr. Saleem Akhtar, member.

“RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and Audit Committee of the company and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions 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), approval of the Company be and is hereby accorded to the re-appointment of Mr. Mukhtarul Amin (DIN: 00012108) as Chairman and Managing Director of the Company for a period of 3 years effective from 1 October, 2022 to 30 September, 2025 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mukhtarul Amin.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.07- Special Resolution- Re-appointment of Mr. Zafarul Amin (DIN: 00015533) as Joint Managing Director of the company.**

The Chairman informed that the Board of Directors of the company (“the Board) at its meeting held on 30<sup>th</sup> June, 2022 has, subject to the approval of the members by special resolution, re-appointed Mr. Zafarul Amin (DIN: 00015533) as a Joint Managing Director, for a further period of 3 years (three) from the expiry of his present term i.e. 30<sup>th</sup> September, 2022, on terms and conditions including remuneration as recommended by the, Nomination and Remuneration Committee (the NR’ Committee’) and Audit Committee of the company and approved by the Board. The members were required to pass a special resolution for the re-appointment of Mr. Zafarul Amin as Wholetime Director designated as Joint Managing Director of the company.

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

“RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and Audit Committee of the company and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions 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), approval of the Company be and is hereby accorded to the re-appointment of Mr. Zafarul Amin (DIN: 00015533) as Wholetime Director designated as Joint Managing Director of the Company for a period of 3 years effective from 1 October, 2022 to 30 September, 2025 on the terms and conditions including

*S. Shadab*

remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Zafarul Amin.

FURTHER RESOLVED that approval of the Members be and is hereby also accorded for providing a rent-free furnished residential accommodation to Mr. Zafarul Amin (DIN: 00015533), Joint Managing Director the Company with effect from 1st December 2021 till the expiry of existing tenure of his appointment i.e. on 30th September 2022"

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No.08- Special Resolution- Re-appointment of Mr. Mohammad Shadab (DIN: 00098221) as Deputy Managing Director of the company.**

The Chairman informed that the Board of Directors of the company ("the Board) at its meeting held on 30<sup>th</sup> June, 2022 has, subject to the approval of the members by special resolution, re-appointed Mr. Mohammad Shadab (DIN: 00098221) as a Deputy Managing Director, for a further period of 3 years (three) from the expiry of his present term i.e. 30<sup>th</sup> September, 2022, on terms and conditions including remuneration as recommended by the, Nomination and Remuneration Committee (the NR' Committee') and Audit Committee of the company and approved by the Board. The members were required to pass a special resolution for the re-appointment of Mr. Mohammad Shadab as Deputy Managing Director of the company.

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

"RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and Audit Committee of the company and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions 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), approval of the Company be and is hereby accorded to the re-appointment of Mr. Mohammad Shadab (DIN: 00098221) as Wholetime Director designated as Deputy Managing Director of the Company for a period of 3 years effective from 1 October, 2022 to 30 September, 2025 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mohammad Shadab.


RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**VOTE OF THANKS :-**

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

The Meeting was declared closed at 10.30 A.M.

Date of Entry: 30-09-2022  
Place : Kanpur

  
(MOHAMMAD SHADAB)  
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, 2022 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, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.  b. Ordinary resolution to approve audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.	99.94	0.06	0
2.	Ordinary resolution to declare a dividend on equity shares	99.94	0.06	0
3.	Ordinary Resolution to re-appoint Mr. Zafarul Amin (DIN: 00015533), who retires by rotation and being eligible, offers himself for reappointment.	98.60	1.40	0
4.	Ordinary resolution to re-appoint Mr. Yusuf Amin (DIN: 06863918), who retires by rotation and being eligible, offers himself for reappointment.	98.60	1.40	0
5	Ordinary resolution to appoint M/s Kapoor Tandon & Co. Auditors and fix their remuneration.	99.94	0.06	0
6.	Special resolution to re-appoint Mr. Mukhtarul Amin (DIN:00012108) as Chairman and Managing Director for a period of 3 years effective from 1 <sup>st</sup> October, 2022 to 30 <sup>th</sup> September, 2025 and fix his remuneration.	98.60	1.40	0
7.	Special resolution to re-appoint Mr. Zafarul Amin (DIN:00015533) as Joint Managing Director for a period of 3 years effective from 1 <sup>st</sup> October, 2022 to 30 <sup>th</sup> September, 2025 and fix his remuneration.	98.60	1.40	0
8.	Special resolution to re-appoint Mr. Mohammad Shadab (DIN:00098221) as Deputy Managing Director for a period of 3 years effective from 1 <sup>st</sup> October, 2022 to 30 <sup>th</sup> September, 2025 and fix his remuneration.	98.60	1.40	0

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 42<sup>nd</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date of Entry 30-09-2022  
Place: Kanpur

  
(MOHAMMAD SHADAB)  
CHAIRMAN OF THE MEETING