

SUPERHOUSE LIMITED

(CIN: L24231UP1980PLC004910)

Registered Office: - 150 Feet Road, Jajmau, Kanpur-208010.

NOTICE

Notice is hereby given that the thirty eighth Annual General Meeting of the members of the Company will be held on Saturday the 29th September, 2018 at 10.00 A.M. at the Office of the Company at 219/ 3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-208 025, to transact the following business:-

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:

(a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To declare a dividend on equity shares for the financial year ended March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of Rs. 1/- (one rupee only) per equity share of Rs. 10/- (ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 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, 2018.”

3. To appoint Mr. Vinay Sanan, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vinay Sanan (DIN: 00014536), 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.”

4. To appoint Mr. Anil Kumar Agarwal, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“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.”

Special Business:

5. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, the Board of Directors be and are hereby authorized to decide a fee, not exceeding Rs 100/-(Rs One Hundred), in addition to estimated actual expenses to be incurred by the Company, to be charged for delivery of any document through a particular mode to a member.

That the request for delivery of any document through a particular mode along with requisite fees and estimated actual expenses should be duly received by the Company before 10 days but not before 90 days of dispatch of documents by the Company to the shareholders.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion, deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of actual fee and estimated charges for delivery of the document to be paid in advance.”

By Order of the Board

Place : KANPUR

Date : 9th July, 2018

Place: Kanpur.

(R. K. AGRAWAL)
Company Secretary

NOTES :-

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. In terms of Section 152 of the Act, Mr. Vinay Sanan and Mr. Anil Kumar Agarwal, Directors, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Human Resources, Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company commend their respective re-appointments. Details of Directors retiring by rotation/ seeking re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice.
4. The Company has notified closure of Register of Members and Share Transfer Books from Thursday the 13th September, 2018 to Saturday the 29th September, 2018 (both days inclusive) for

determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting. The dividend on equity shares, if, declared at the Annual General Meeting as recommended by the Board of Directors, will be credited/dispatched between Monday the 1st October, 2018 and Friday the 5th October, 2018 to the members.

5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May, 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 29th September, 2017.
6. The Company has transferred the unpaid or unclaimed dividend declared upto financial years 2009-10 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unclaimed amounts lying with the Company as on 29th September, 2017 (date of last Annual General Meeting) on the website of the Company and the same can be accessed through the link <http://www.superhouse.in/invest-dividend.asp?links=links14> and also on the website of the Ministry of Corporate Affairs (www.iepf.gov.in).
7. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18 , transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. October, 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link <http://www.superhouse.in/invest-dividend.asp?links=links14>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in>
8. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned member/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPFA/refund.html> or contact Skyline Financial Services Private Limited for lodging claim for refund of shares and/or dividend from the IEPF Authority.
9. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
10. The unclaimed and unpaid dividends declared for 2010-11 and thereafter will be transferred to the Investor Education and Protection Fund (The IEPF) as detailed below, if not claimed by the shareholders before last date for claiming unpaid dividend. During the year, the company transferred Rs. 14,46,688.00 to the Investor Education and Protection Fund (The IEPF). Members who have not encashed/claimed the dividend so far are requested to claim at the earliest.

| Financial Year Ended | Date of Declaration of Dividend | Due Date |
|----------------------|---------------------------------|------------|
| 31.03.2011 | 30.09.2011 | 04.11.2018 |
| 31.03.2012 | 29.09.2012 | 31.10.2019 |
| 31.03.2013 | 30.09.2013 | 04.11.2020 |
| 31.03.2014 | 23.09.2014 | 24.10.2021 |
| 31.03.2015 | 23.09.2015 | 26.10.2022 |
| 31.03.2016 | 30.09.2016 | 31.10.2023 |
| 31.03.2017 | 29.09.2017 | 01.11.2024 |

11. 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 Reports, Notices, Circulars, etc. from the Company, electronically.

12. Members holding shares in physical mode:
- (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/Skyline Financial Services Private Limited, if not registered with the Company as mandated by SEBI.
 - (b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link <http://www.superhouse.in/pdf/Nominations.pdf>
13. Members holding shares in electronic mode:
- (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts
 - (b) are advised to contact their respective DPs for registering the nomination.
14. Non-Resident Indian members are requested to inform Skyline Financial Services Private Limited/respective DPs, immediately of:
- (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. <http://www.superhouse.in/>
16. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 AM to 3.00 PM up to the date of conclusion of Annual General Meeting.
17. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**

Date : 9th July, 2018
Place: Kanpur.

By Order of the Board
(R. K. AGRAWAL)
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 5

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

The Directors accordingly commend the Ordinary Resolution at item no. 5 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.5 of the accompanying Notice.

Date : 9th July, 2018
Place: Kanpur.

By Order of the Board
(R. K. AGRAWAL)
Company Secretary

Annexure to the Notice dated July, 9, 2018

Details of Directors retiring by rotation/seeking re-appointment at the Meeting.

| Name | Age | Qualifications | Experience(including expertise in specific functional area)/Brief Resume | Terms & Conditions of Re-appointment | Remuneratio n last drawn (including sitting fees, if any) | Remuneratio n proposed to be paid | Date of first appointment on the Board | Shareholding in the Company as on March, 31,2018 | Relationship with the other Directors/Key Managerial Personnel | No. of Meeting of the Board attended during the financial year (2017-18) | Directorship of other Board as on March, 31, 2018 | Membership/Chairmanship of Committees of other Boards as on March, 31, 2018 |
|------------------------|----------------|----------------------|--|--|---|--|--|--|--|--|--|---|
| Mr. Vinay Sanan | About 62 years | Graduate | Having experience in Managemnt, and export marketing. | He was re-appointed as a wholetime director at the Annual General Meeting held on 29 th September, 2017 is liable to retire by rotation at the Meeting. | Rs. 30.23 lacs (for remuneration details including perquisite value, please refer Attachment 'H' of Annexure IV to the Directors' Report). | As per existing approved terms & Conditions. | 2 nd January, 1996 | 1382 equity shares of Rs. 10/- each | Not related to any Director/Key Managerial Personnel | 02 | Knowledgeh ouse Limited | Other Board: NIL Membership/Chairman-ship of Committee of the Board : NIL |
| Mr. Anil Kumar Agarwal | About 63 years | Chartered Accountant | He is Chartered Accountant . He is overall responsibility for Accounts and Financial activities of the company | He was re-appointed as a wholetime director at the Annual General Meeting held on 29 th September, 2017 is liable to retire by rotation at the Meeting. | Rs.15.20 lacs (for remuneration details including perquisite value, please refer Attachment 'H' of Annexure IV to the Directors' Report). | As per existing approved terms & Conditions. | 15 th October, 1996. | 26 equity shares of Rs. 10/- each | Not related to any Director/Key Managerial Personnel | 05 | 1. Knowledgeh ouse Limited 2. Creemos International Limited. 3. Superhouse Educational Foundation | Other Board: NIL Membership of Committee of the Board : (i) Audit Committee of the company.(ii)Stakeholder Relationship Committee of the company.(iii)Risk Management Committee of the company. (iv). Corporate Social Responsibility Committee of the company. |

BANTHIA & COMPANY

COMPANY SECRETARIES

G. K. BANTHIA

261, Z-1, Barra-II,
Kanpur - 208 027
Ph. (O/R) 2612511, 2612434
Fax (P.P.) 2305993

Ref. No:.....

Date:.....

Company Secretary
Superhouse Ltd.
150 Feet Road
Jajmau
Kanpur.

05.10.2018

Dear Sir,

Subject: Scrutinizer Report on Item No.6 of Superhouse Ltd AGM held on 29.09.2018.

Item No. 6 of AGM Resolution was not Special but Ordinary Resolution. Accordingly item no. 6 of Scrutinizer's Report is revised as under:

(E) Item No. 6 (Special Business):

Ordinary Resolution:-To authorize for charging fee and actual expenses for the delivery of any documents through a particular mode.

(I) Voted in favour of the resolution:

| Method of Voting | Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| Postal Ballot | - | - | - |
| E-voting | 22 | 60,52,074 | 100 |
| Polling | 29 | 528 | 100 |
| Combined | 51 | 60,52,602 | 100 |



BANTHIA & COMPANY

COMPANY SECRETARIES

G. K. BANTHIA

261, Z-1, Barra-II,
Kanpur - 208 027
Ph. (O/R) 2612511, 2612434
Fax (P.P.) 2305993

Ref. No:.....

Date:.....

(II) Voted against the resolution:

| Method of Voting | Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| Postal Ballot | - | - | - |
| E-voting | Nil | Nil | Nil |
| Polling | Nil | Nil | Nil |
| Combined | 0 | 0 | 0.00 |

(III) Invalid votes:

| Method of Voting | Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------|--|------------------------------|---------------------------------------|
| Postal Ballot | - | - | - |
| E-voting | Nil | Nil | Nil |
| Polling | 2 | 924 | - |
| Combined | 2 | 924 | - |

Note: All the 06 resolutions are accordingly passed with requisite majority.

For Banthia And Company


(G K Banthia)

Company Secretary
C.P. No. - 1405


BANTHIA & COMPANY
Company Secretaries
G.K. BANTHIA PROPRIETOR
261, Z-1, Barra-II
KANPUR-208 027
C.P. No 1405