



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/2023

Dated : 30^h September, 2023

The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers
Dalal Street,
MUMBAI-400001

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

Company Code: 523283

Scrip Code: SUPERHOUSE

Sub. : **Sub:- Proceedings of the 43rd Annual General Meeting of Superhouse Limited held on 30th September, 2023.**

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 43rd Annual General Meeting of the company held on 30th September, 2023 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 43rd ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD ON SATURDAY THE 30TH SEPTEMBER, 2023 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. Mukhtarul Amin Chairman and Managing Director

Mr. Zafarul Amin Joint Managing Director

Mr. Mohammad Shadab Deputy Managing Director

Mr. Yusuf Amin Director

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, 38 (Thirty Eight) Members including 06 (six) corporate representatives were present personally, at the Annual General Meeting.

Mr. Rajesh Parasramka Partner of M/s Kapoor Tandon & Co., Statutory Auditors of the Company, Mr. Gautam Kumar Banthia, Secretarial Auditors and Mr. Krishna Dutt Misra, Chief Financial Officer of the Company were present by invitation.

In accordance with the Articles of Association, Mr. Mukhtarul Amin, Chairman and 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. Rajesh Parasramka, Partner of M/s Kapoor Tandon & Co., Chartered Accountant, alternate scrutinizer and Statutory Auditors, Mr. Gautam Kumar Banthia from M/s Banthia & Company, the Secretarial Auditors and Scrutinizers of the Company.

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 43rd Annual General Meeting
- ii. Directors' Report alongwith Annexure thereto for the financial year ended 31st March, 2023.
- iii. The Audited Financial Statements including Consolidated Financial Statement and Auditor's Report thereon for the financial year ended 31st March, 2023.
- 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 31st March, 2023 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 31st March, 2023 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, Corporate Social Responsibility activities and other related matters. He also apprised about the Company's plan for way forward in financial year 2023-24.

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 Tuesday, 26th September, 2023 to Friday, 29th September, 2023.

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 43rd 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 2022-23 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. Ram Nath, Members.

- (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, 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, 2023 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 30th May, 2023 had declared Final Dividend of Rs. 1/- for every Equity Share of Rs.10/-each for the financial year ended 31st March, 2023. 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. Saleem Akhtar and seconded by Mr. Krishna Dutt Misra, 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, 2023 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, 2023.”

Item No.3- Ordinary Resolution- Appointment of Mr. Mohammad Shadab (DIN: 00098221) as a Director of the company.

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Mohammad Shadab (DIN: 00098221) retires by rotation and being eligible offered himself for re-appointment . Accordingly, the proposal relating to re-appointment of Mr. Mohammad Shadab was included in the Notice of 43rd Annual General Meeting. The Members were required to pass an ordinary resolution for the re-appointment of Mr. Mohammad Shadab as Director of the company, liable to retire by rotation.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Anubhav Pandey, Members

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Mohammad Shadab (DIN: 00098221), 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. Vinay Sanan (DIN: 00014536) as a Director of the company.

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Vinay Sanan (DIN: 00014536) retires by rotation and being eligible offered himself for re-appointment . Accordingly, the proposal relating to re-appointment of Mr. Vinay Sanan was included in the Notice of 43rd Annual General Meeting. The Members were required to pass an ordinary resolution for the re-appointment of Mr. Vinay Sanan as Director of the company, liable to retire by rotation.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Raj Kumar Singh, Members.

“RESOLVED THAT in accordance with 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.”

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 11.00 A.M.

Date of Entry: 30-09-2023
Place : Kanpur


(MUKHTARUL AMIN)
CHAIRMAN AND MANAGING DIRECTOR

COMBINED RESULTS OF E-VOTING AND POLL :-

The Consolidated Results as per the Scrutinizers' Report dated 30th September, 2023 are as follows:

Resol- ution No.	Particulars	% Votes in Favour	% Votes in Against	% Votes invalid
1.	<p>a. Ordinary resolution to approve audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted..</p> <p>b. Ordinary resolution to approve audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.</p>	99.96	00.04	0
2.	Ordinary resolution to declare a dividend on equity shares	99.96	00.04	0
3.	Ordinary Resolution to re-appoint Mr. Mohammad Shadab (DIN: 00098221), who retires by rotation and being eligible, offers himself for reappointment.	98.67	01.33	0
4.	Ordinary resolution to re-appoint Mr. Vinay Sanan (DIN: 00014536), who retires by rotation and being eligible, offers himself for reappointment.	98.67	01.33	0

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date of Entry 30-09-2023
Place: Kanpur


(MUKHTARUL AMIN)
CHAIRMAN AND MANAGING DIRECTOR