

**MINUTES OF THE THIRTY THREE ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD ON MONDAY, THE 30TH SEPTEMBER, 2013 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 150 FEET ROAD, JAJMAU, KANPUR-208 010.**

**PRESENT :-**

33 Members were personally present :-

Mr. Rajesh Paramramka, representative of the Kanppor Tandon & Co., Statutory Auditors was also present.

**CHAIRMAN :-**

Mr. Mukhtarul Amin, Chairman of the Board took the chair and welcomed the members.

**QUORUM :-**

Quorum being present, the Chairman called the meeting to order.

**REGISTER OF DIRECTORS' SHAREHOLDINGS :-**

The Chairman declared that the Register pursuant to section 307 of the Companies Act, 1956, is open and will remain accessible to the members for inspection during the continuance of the meeting.

**AUDITORS' REPORT :-**

The Auditors' Report on the Annual Accounts for the year ended 31st March, 2013 was read out at the meeting.

**ANNUAL REPORTS AND ACCOUNTS :-**

The audited accounts for the year ended 31st March, 2013 and Directors Report having been circulated earlier alongwith Notice for the Meeting, were, with the consent of the Members, taken as read. After discussion the following resolution, duly proposed by Mr. A K Agrawal, and seconded by Mr. K D Misra, Authorized Representative of M/s Amin International Limited, was passed unanimously :-

"RESOLVED that the Audited Balance Sheet as at 31st March, 2013 and Profit and Loss Account for the year ended as on aforesaid date together with the Reports of Auditors and Directors thereon be and the same are hereby approved and adopted."

**RE-APPOINTMENT OF MR. ZAFARUL AMIN AS DIRECTOR :-**

After discussion the following resolution, duly proposed by Mr. Saleem Akhtar, Authorized Representative of M/s Steven Construction Limited and seconded by Mr. A K Agarwal was passed unanimously :-

"RESOLVED that Mr. Zafarul Amin, a director retiring by rotation, be and is hereby re-appointed as Director of the Company."

**RE-APPOINTMENT OF MR. ANIL KUMAR AGARWAL AS DIRECTOR :-**

After discussion the following resolution, duly proposed by Mr. K.D Mishra, Authorized Representative of M/s Amin International Limited and seconded by Mr. Robin Majumdar, Authorized Representative M/s Rojus Enterprises Limited was passed unanimously :-

"RESOLVED that Mr. Anil Kumar Agarwal, a director retiring by rotation, be and is hereby re-appointed as Director of the Company."

**RE-APPOINTMENT OF DR. KRISHNA KUMAR AGARWAL AS DIRECTOR :-**

After discussion the following resolution, duly proposed by Mr. Salim Akhtar, Authorized Representative of M/s Steven Construction Limited and seconded by Mr. K D Mishra, Authorized Representative of M/s Amin International Limited was passed unanimously :-

"RESOLVED that Dr. Krishna Kumar Agarwal, a director retiring by rotation, be and is hereby re-appointed as Director of the Company."

**RE-APPOINTMENT OF MR. KAMAL AGARWAL AS DIRECTOR :-**

After discussion the following resolution, duly proposed by Mr. Atul Mishra, Authorized Representative of M/s Modriba Hygiene Solutions Limited and seconded by Mr. K D Mishra, Authorized Representative of M/s Amin International Limited was passed unanimously :-

"RESOLVED that Mr. Kamal Agarwal, a director retiring by rotation, be and is hereby re-appointed as Director of the Company."

**DECLARATION OF DIVIDEND :-**

After discussion the following resolution, duly proposed by Mr. Anil Kumar Agarwal and seconded by Mr. K D Mishra, Authorized Representative of M/s Amin International Limited was passed unanimously :-

"RESOLVED that a dividend at the rate of Rs. 1.50 per share be paid for the financial year 2012-2013 to the shareholders whose names appear on the Register of Members of the company as on the date of this meeting."

**APPOINTMENT OF AUDITORS :-**

After discussion the following resolution, duly proposed by Mr. Anil Kumar Agarwal and seconded by Mr. K D Mishra, Authorized Representative of M/s Amin International Limited, was passed unanimously :-

"RESOLVED that M/s Kapoor Tandon & Company, Chartered Accountants, Kanpur, the retiring Auditors of the company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting at a remuneration as may be agreed between them and Audit Committee of the Company."

**APPOINTMENT OF MR. MANU SANAN AS A LEGAL RETAINER OF THE COMPANY :-**

After discussion the following resolution, duly proposed by Mr. Atul Mishra seconded by M/s Robin Majumdar, Authorized Representative of M/s Rojus Enterprises Limited, was passed unanimously, as special resolution :-

"RESOLVED THAT pursuant to provisions of section 314(1B) of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors to appoint Mr. Manu Sanan, a relative of Mr. Vinay Sanan, Executive Director of the company, as Legal Retainer to hold office of profit under the company for a period of three years with effect from 1<sup>st</sup> October, 2012 on the gross monthly remuneration of Rs. 1,50,000/- (Rupees One Lac fifty thousand only)".

**VOTE OF THANKS :-**

There being no other matter to be discussed, the meeting concluded with a vote of thanks to the Chair.

*Sd/-*

CHAIRMAN