

MINUTES OF THE THIRTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD ON TUESDAY, THE 23RD SEPTEMBER, 2014 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 150 FEET ROAD, JAJMAU, KANPUR-208 010.

PRESENT :-

30 Members were personally present :-

Mr. Himanshu Kapoor, representative of the M/s Kapoor Tandon & Co. Statutory Auditors' was also present.

CHAIRMAN :-

In absence of Chairman of the Board, Mr. Zafarul Amin was unanimously voted to 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, 2013, 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, 2014 was read out at the meeting.

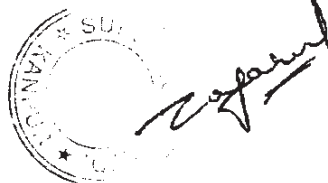
ELECTRONIC VOTING AND POLL :-

The Chairman informed that as per provisions of the Companies Act, 2013 and Listing Agreement, the company had provided the facility of e-voting to the shareholders to enable them to cast their votes electronically from 17th September, 2014 to 19th September, 2014 on the resolutions proposed in the notice of 34th Annual General Meeting. He further informed that in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by the MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the shareholders. Hence, the Chairman ordered that all the business of the 34th Annual General Meeting be conducted by means of poll.

The Chairman further informed that Mr. Gautam Kumar Banthia, Company Secretary has been appointed as Scrutinizer for Electronic voting and poll and the Scrutinizer has already submitted his report on electronic voting.

After conducting the poll the Scrutinizer submitted his report to the Chairman.

The Chairman declared the combined results of e-voting and poll as under :-



The image shows a handwritten signature in black ink, which appears to be 'Zafarul Amin', written over a circular stamp. The stamp contains the text 'SUPERHOUSE LIMITED' around the top edge and 'KANPUR' around the bottom edge, with a small star in the center.

ANNUAL REPORTS AND ACCOUNTS :-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-

"RESOLVED that the Audited Financial Statement of the Company for the financial year ended 31st March, 2014, the reports of the Board of Directors and Auditors thereon be and the same are hereby approved and adopted."

Further Resolved that Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2014 and report of Auditors thereon be and the same are hereby approved and adopted."

DECLARATION OF DIVIDEND :-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-

"RESOLVED that a dividend at the rate of Rs. 1.50 per share be paid for the financial year 2013-2014 to the shareholders whose names appear on the Register of Members of the company as on the date of this meeting."

RE-APPOINTMENT OF MR. MOHAMMAD SHADAB AS DIRECTOR :-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-

"RESOLVED that to appoint a Director in place of Mr. Mohammad Shadab (DIN:00098221), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.."

APPOINTMENT OF AUDITORS :-

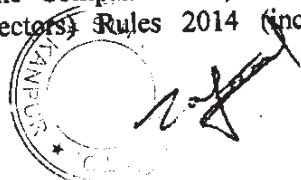
On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-

"RESOLVED that M/s Kapoor Tandon & Company, Chartered Accountants (Registration No. 000952C), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

APPOINTMENT OF MR. SYED JAVED ALI HASHMI AS AN INDEPENDENT DIRECTOR OF THE COMPANY:-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-

"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 re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Syed Javed Ali Hashmi (DIN: 00014726), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.”

APPOINTMENT OF MR. DILIP KUMAR DHEER AS AN INDEPENDENT DIRECTOR OF THE COMPANY:-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-

“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 re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Dilip Kumar Dheer (DIN: 0003341879), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.”

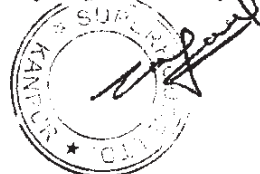
APPOINTMENT OF MR. ANIL SONI AS AN INDEPENDENT DIRECTOR OF THE COMPANY:-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-

“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 re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Anil Soni (DIN: 00023188), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.”

APPOINTMENT OF MR. NEMI CHAND JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY:-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-



“RESOLVED that pursuant to the provisions of Section 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 re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Nemi Chand Jain (DIN: 00031283), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.”

APPOINTMENT OF DR. KRISHNA KUMAR AGARWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY:-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-

“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 re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Dr. Krishna Kumar Agarwal (DIN: 00022719), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.”

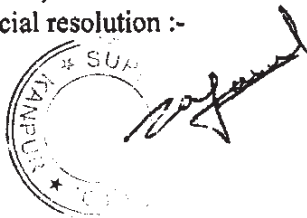
APPOINTMENT OF MR. KAMAL AGARWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY:-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as ordinary resolution :-

“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 re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Kamal Agarwal (DIN: 00022904), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.”

RE-APPOINTMENT OF MR. MUKHTARUL AMIN AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY :

On the basis of consolidated report of electronic voting and poll it was found that 99.99% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as special resolution :-



"RESOLVED that 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 2 years and 1 month effective from 1st March, 2015 on the terms and conditions including remuneration as specified below, 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, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

POWERS AND DUTIES:-

The Chairman and Managing Director will have the substantial powers of management.

In pursuance of and subject to the Articles of Association of the company, provisions of the Companies Act, 2013 and rules made thereunder the Chairman and Managing Director will exercise all the powers as may be exercised by the Board of Directors of the Company.

The Chairman and Managing Director shall exercise his powers subject to the superintendence control and direction of the Board of Directors.

REMUNERATION:-

The under mentioned remuneration shall be payable to Mr. Mukhtarul Amin, Chairman and Managing Director of the company:-

SECTION- I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-.

The Remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and Other Allowances as may be finalized by the Board of Directors in consultation with the appointee, which shall not exceed five percent of net profit of the company.

SECTION-II

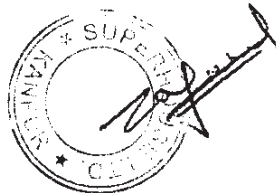
REMUNERATION PAYABLE WHEN THE COMPANY HAS NO PROFIT OR INADEQUATE PROFITS:-.

a. SALARY :

Rs. 400000.00 per month. The board of directors may increase the salary of Mr. Mukhtarul Amin from time to time up to a maximum limit permitted under schedule V of the Companies Act, 2013.

b. PROVIDENT FUND:

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.



c. GRATUITY:

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

d. LEAVE ENCASHMENT:

The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.”

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.”

RE-APPOINTMENT OF MR. ZAFARUL AMIN AS WHOLETIME DIRECTOR DESIGNATED AS JOINT MANAGING DIRECTOR OF THE COMPANY :

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as special resolution :-

“RESOLVED that 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 2 (two) years effective from 1st April, 2015 on the terms and conditions including remuneration as specified below, 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, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

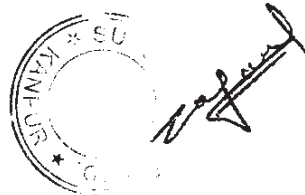
POWERS AND DUTIES:-

The Joint Managing Director shall exercise such powers and duties as may be entrusted upon by the Board of Directors of the company from time to time.

The Joint Managing Director shall exercise his powers subject to the superintendence control and direction of the Board of Directors.

REMUNERATION:-

The under mentioned remuneration shall be payable to Mr. Zafarul Amin, Joint Managing Director of the company:-



SECTION- I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS:-.

The Remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and Other Allowances as may be finalized by the Board of Directors in consultation with the appointee, which shall not exceed 2.50 percent of net profit of the company.

SECTION-II

REMUNERATION PAYABLE WHEN THE COMPANY HAS NO PROFIT OR INADEQUATE PROFITS:-.

a) SALARY:

Rs. 244643.00 per month. The board of directors may increase the salary of Mr. Zafarul Amin from time to time upto a maximum limit permitted under schedule V of the Companies Act, 2013.

b) PROVIDENT FUND:

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

GRATUITY:

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

c) LEAVE ENCASHMENT:

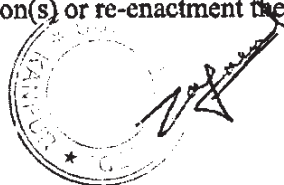
The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company."

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."

RE-APPOINTMENT OF MRS. SHAHINA MUKHTAR AS WHOLETEIME DIRECTOR OF THE COMPANY :

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as special resolution :-

"RESOLVED that 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 Mrs. Shahina Mukhtar (DIN: 00015442) as Wholetime Director of the Company for a period of 2 (two) years effective from 1st April, 2015 on the terms and conditions including remuneration as specified below, 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 Mrs. Shahina Mukhtar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof :-



POWERS AND DUTIES :-

The Whole-time Director shall exercise such powers and duties as may be entrusted upon by the Board of Directors of the company from time to time.

The Whole-time Director shall exercise her powers subject to the superintendence control and direction of the Board of Directors.

REMUNERATION :-

The under mentioned remuneration shall be payable to Mrs. Shahina Mukhtar, Wholetime Director of the company :-

SECTION- I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-.

The Remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and Other Allowances as may be finalized by the Board of Directors in consultation with the appointee, which shall not exceed 2.50 percent of net profit of the company.

SECTION-II

REMUNERATION PAYABLE WHEN THE COMPANY HAS NO PROFIT OR INADEQUATE PROFITS :-.

a) SALARY :

Rs.150000.00 per month. The board of directors may increase the salary of Mrs. Shahina Mukhtar from time to time up to a maximum limit permitted under schedule V of the Companies Act,2013.

b) PROVIDENT FUND :

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

c) GRATUITY :

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

d) LEAVE ENCASHMENT :

The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.”

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.”



RE-APPOINTMENT OF MR. VINAY SANAN AS WHOLETIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY :

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as special resolution :-

"RESOLVED that 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. Vinay Sanan (DIN: 00014536) as Wholetime Director designated as Executive Director of the Company for a period of 2 years 8 months effective from 1st August, 2014 on the terms and conditions including remuneration as specified below, 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. Vinay Sanan, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof :-

DUTIES:-

Mr. Vinay Sanan Executive Director of the company will be responsible for day to day affairs of the company and for any other responsibility/work assigned to him by the Chairman and Managing Director of the company.

REMUNERATION :-

a) SALARY :

Rs. 135000.00 per month. Further the Board of Directors may increase the remuneratof Mr Vinay Sanan up to a maximum limit specified under Schedule V of the Companies Act, 2013.

b) PERQUISITES :

Mr. Vinay Sanan, Executive Director of the company will be entitled to under mentioned perquisites :-

i- HOUSE RENT ALLOWANCE :

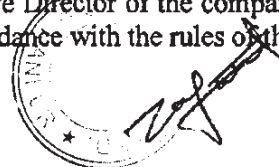
The Executive Director shall be entitled to House Rent Allowance of 30% of the basic salary.

ii. CONVEYANCE REIMBURSEMENT:-

The Executive Director shall be entitled for Conveyance Reimbursement Allowance up to 30% of the basic salary.

iii- PROVIDENT FUND :-

Mr. Vinay Sanan, Executive Director of the company shall be entitled for Contribution to Provident Fund in accordance with the rules of the company.



POWERS AND DUTIES :-

The Whole-time Director shall exercise such powers and duties as may be entrusted upon by the Board of Directors of the company from time to time.

The Whole-time Director shall exercise her powers subject to the superintendence control and direction of the Board of Directors.

REMUNERATION :-

The under mentioned remuneration shall be payable to Mrs. Shahina Mukhtar, Wholetime Director of the company :-

SECTION- I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-.

The Remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and Other Allowances as may be finalized by the Board of Directors in consultation with the appointee, which shall not exceed 2.50 percent of net profit of the company.

SECTION-II

REMUNERATION PAYABLE WHEN THE COMPANY HAS NO PROFIT OR INADEQUATE PROFITS :-.

a) SALARY :

Rs.150000.00 per month. The board of directors may increase the salary of Mrs. Shahina Mukhtar from time to time up to a maximum limit permitted under schedule V of the Companies Act,2013.

b) PROVIDENT FUND :

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

c) GRATUITY :

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

d) LEAVE ENCASHMENT :

The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.”

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.”



iv- MEDICAL REIMBURSEMENT :-

Expenses incurred for the Executive Director and his family, subject to a ceiling of half month's salary in a year in accordance with the rules of the Company.

v- EX-GRATIA :-

The Executive Director of the company will be entitled to Ex-gratia as per rules of the company.

vi- CAR AND TELEPHONE :-

The Company shall provide a car and a telephone at residence to the Executive Director of the company.”

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.”

RE-APPOINTMENT OF MR. MOHD. SHADAB AS WHOLETIME DIRECTOR OF THE COMPANY :

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as special resolution :-

“RESOLVED that 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 of the Company for a period of 2 (two) years effective from 1st April, 2015 on the terms and conditions including remuneration as specified below, 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, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

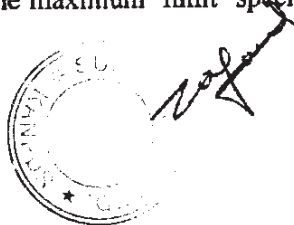
DUTIES :-

Mr Mohammad Shadab, Wholetime Director of the company will be responsible for day to day affairs of the company and for any other responsibility/work assigned to him by the Chairman and Managing Director of the company.

REMUNERATION :-

a) SALARY :

Rs. 116353.00 per month. Further the Board of Directors may increase the remuneration at any time, subject to the maximum limit specified under Schedule V of the Companies Act, 2013.



b) PERQUISITES :

Mr. Mohammad Shadab ,Wholetime Director of the company will be entitled to undermentioned perquisites :-

i- HOUSE RENT ALLOWANCE :-

The Wholetime Director shall be entitled to House Rent Allowance of 30% of the basic salary.

ii- CONVEYANCE REIMBURSEMENT :-

The Wholetime Director shall be entitled for Conveyance Reimbursement Allowance up to 30% of the basic salary.

iii- PROVIDENT FUND :-

Mr. Mohammad Shadab, Wholetime Director of the company shall be entitled for contribution to the Provident Fund, in accordance with the rule of the company.

iv- GRATUITY :-

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

v- LEAVE ENCASHMENT :-

The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.

vi- MEDICAL REIMBURSEMENT :

Expenses incurred for the Wholetime Director and his family, subject to a ceiling of half month's salary in a year in accordance with the rules of the Company.

vii- LEAVE TRAVEL CONCESSION :-

The Wholetime Director of the Company shall be entitled to Leave Travel Concession in accordance with the Rules of the Company.

viii- SPECIAL ALLOWANCE :-

Rs. 2826/- will be paid to the Wholetime Director as Special Allowance

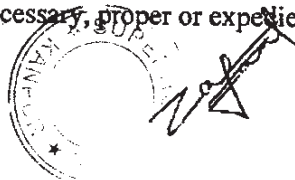
ix- EX-GRATIA :-

Mr. Mohammad Shadab, Wholetime Director of the company will be entitled to Ex-gratia as per rules of the company.

x- CAR AND TELEPHONE :-

The Company shall provide a car and a telephone at residence to the Wholetime Director of the company."

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."



RE-APPOINTMENT OF MR. ANIL KUMAR AGARWAL AS WHOLETIME DIRECTOR DESIGNATED AS CHIEF FINANCIAL OFFICER OF THE COMPANY :

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as special resolution :-

“RESOLVED that 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. Anil Kumar Agarwal (DIN: 00014645) as Wholetime Director designated as Chief Financial Officer of the Company for a period of 2 (two) years effective from 1st April, 2015 on the terms and conditions including remuneration as specified below, 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. Anil Kumar Agarwal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

DUTIES :-

Mr. Anil Kumar Agrawal shall be primarily responsible for the compliance of various provisions relating to ‘Accounts’ and ‘Audit’ given in the Companies Act 2013 and Accounting Standards or any amendment and/or replacement thereof, financial Functions and for any other responsibility/work assigned to him by the Chairman and Managing Director of the Company.

REMUNERATION :-

a) SALARY

Rs. 73125.00 per month. Further, the board of directors may increase the remuneration at any time, subject to the maximum limit specified under Schedule V of the Companies Act,2013.

b) PERQUISITES :

Mr. Anil Kumar Agarwal Chief Financial Officer of the company will be entitled to undermentioned perquisites:-

i- HOUSE RENT ALLOWANCE :

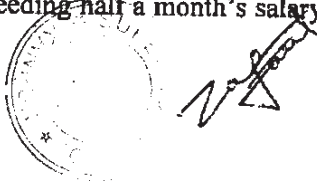
The Chief Financial Officer shall be entitled to House Rent Allowance of 30 % of the basic salary.

ii- PROVIDENT FUND :-

Mr. Anil Kumar Agarwal, Chief Financial Officer of the company shall be entitled for Contribution to Provident Fund, in accordance with the rules of the company.

iii- GRATUITY :-

Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.



iv- LEAVE ENCASHMENT :-

The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.

v- MEDICAL REIMBURSEMENT :-

Expenses incurred for the Chief Financial Officer and his family, subject to a ceiling of half month's salary in a year in accordance with the rules of the Company.

vi- LEAVE TRAVEL CONCESSION:-

Mr. Anil Kumar Agarwal, Chief Financial Officer of the company shall be entitled to Leave Travel Concession in accordance with the Rules of the Company.

vii- EX-GRATIA :-

The Ex-gratia will be paid to the Chief Financial Officer in accordance with the rules of the Company.

viii- CAR AND TELEPHONE :-

The Company shall provide a car and a telephone at residence to the Chief Financial Officer of the company”.

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.”

ALTERATION OF ARTICLES OF ASSOCIATION :-

On the basis of consolidated report of electronic voting and poll it was found that 100% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as special resolution :-

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulation contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company 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 :-

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



[Signature]
24.9.2011
CHAIRMAN