

(A Government of India recognized Export Trading House)
Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)
CIN: L24231UP1980PLC004910 Tel: (0512) 2463373 Fax: (0512) 2460814
email: share@superhouse.in url: http://www.superhouse.in

Voting Results of electronic voting and poll held at the 34th Annual Geneal Meeting of Superhouse Limited held on 23rd September, 2014 at 10.00 AM at the Registered Office of the Company at 150 Feet Road, Jajmau, Kanpur as required under clause 35A of the Listing Agreement

| 1. | Dat | e of Annual General Meeting | 23.09.2014 |
|----|------|---|------------|
| 2. | Tot | al No. of shareholders as on record date | 32329 |
| 3. | Nu | mber of shareholders voted present in the | |
| | me | eting either in person or through proxy | |
| | a. | Promoters and Promoter Group | 14 |
| | b. | Public | 30 |
| | | | |
| 5. | - 1 | of shareholders attended the meeting | |
| | thre | ough video conferencing | |
| | a. | Promoters and Promoter Group | Nil |
| | b. | Public | Nil |

Details of Agenda

1- a- Ordinary resolution to adopt audited financial statement of the Company for the financial year ended 31st March, 2014, the reports

of the Board of Directors and Auditors thereon:

b- Ordinary resolution to adopt audited consolidated financial statement of the company for the financial year ended 31st March,

2014.

Resolution Required

Ordinary Resolution

Mode of voting

| Promoter/Public | No. of | No, of | % of votes polled | No. of | No. of | % of Votes in | % of Votes |
|----------------------|----------|---------|-------------------|----------|---------|-------------------|-------------------|
| | shares | votes | on outstanding | votes in | votes | favour on votes | against on votes |
| | held (1) | polled | shares | favour | against | polled | polled |
| | | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter & | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Promoter Group | | | | | | | |
| Public-institutional | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| holders | | | | | | | |
| Public-others | 4970601 | 3071 | 0.06 | 3071 | Nil | 100 | Nil |
| Total | 11025000 | 6053945 | 54.91 | 6053945 | Nil | 100 | Nil |





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Details of Agenda

: 2- Ordinary resolution to declare a dividend on equity shares.

Resolution Required

Ordinary Resolution

Mode of voting

: Electronic voting and poll

| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-------------------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|--|---|
| Promoter & Promoter Group | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Public- institutional holders | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 4970601 | 3071 | 0.06 | 3071 | Nil | 100 | 0 |
| Total | 11025000 | 6053945 | 54.91 | 6053945 | Nil | 100 | 0 |

Details of Agenda

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

Resolution Required

Ordinary Resolution

Mode of voting

| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|------------------------------|-------------------------|--|----------------------------|--------------------------|--------------------------------------|--|
| Promoter & Promoter Group | 6050874 | 6050874 | 100 | 6050874 | Nil | (6)=[(4)/(2)]*100 100 | (7)=[(5)/(2)]*100 Nil |
| Public-institutional holders | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 4970601 | 3071 | 0.06 | 2970 | 101 | 96.71 | 3.29 |
| Total | 11025000 | 6053945 | 54.91 | 6053844 | 101 | 100 | 0.00 |





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Details of Agenda

4- Ordinary resolution to appoint M/s Kapoor Tandon & Company

as Auditors and fix their remuneration.

Resolution Required

Ordinary Resolution

Mode of voting

Electronic voting and poll

| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------------|-------------------------|--|----------------------------|--------------------------|--|---|
| Promoter & Promoter Group | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Public-institutional holders | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 4970601 | 3071 | 0.06 | 2971 | 100 | 96.74 | 3.26 |
| Total | 11025000 | 6053945 | 54.91 | 6053845 | 100 | 100 | 0 |

Details of Agenda

5- Ordinary resolution to appoint Mr. Syed Javed Ali Hashmi (DIN:

00014726) as an Independent Director.

Resolution Required

Ordinary Resolution

Mode of voting

| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------------|-------------------------|--|----------------------------|--------------------------|--|---|
| Promoter & Promoter Group | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Public-institutional holders | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 4970601 | 3071 | 0.06 | 2871 | 200 | 93.48 | 6.52 |
| Total | 11025000 | 6053945 | 54.91 | 6053745 | 200 | 100 | 0 |





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n: L242310P1980PLC004910 Tel: (0512) 2463373 Fax: (0512) 246081 email: share@superhouse.in url: http:/www.superhouse.in

Details of Agenda

6- Ordinary resolution to appoint Mr. Dilip Kumar Dheer (DIN:

0003341879) as an Independent Director.

Resolution Required

Ordinary Resolution

Mode of voting

Electronic voting and poll

| Promoter/Public | No. of | No, of | % of votes polled | No. of | No. of | % of Votes in | % of Votes |
|----------------------|----------|---------|-------------------|----------|---------|-------------------|-------------------|
| | shares | votes | on outstanding | votes in | votes | favour on votes | against on votes |
| | held (1) | polled | shares | favour | against | polled | polled |
| | | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter & | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Promoter Group | | | | | | | |
| Public-institutional | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| holders | | | | | | | |
| Public-others | 4970601 | 3070 | 0.06 | 2970 | 100 | 96.74 | 3.26 |
| Total | 11025000 | 6053944 | 54.91 | 6053844 | Nil | 100 | Nil |

Details of Agenda

7- Ordinary resolution to appoint Mr. Anil Soni (DIN: 00023188) as

an Independent Director.

Resolution Required

Ordinary Resolution

Mode of voting

| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------------|-------------------------|--|----------------------------|--------------------------|--|---|
| Promoter & Promoter Group | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Public-institutional holders | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 4970601 | 3071 | 0.06 | 2971 | 100 | 96.74 | 3.26 |
| Total | 11025000 | 6053945 | 54.91 | 6053845 | 100 | 100 | Nil |





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Details of Agenda

8- Ordinary resolution to appoint Mr. Nemi Chand Jain (DIN:

00031283) as an Independent Director.

Resolution Required

Ordinary Resolution

Mode of voting

Electronic voting and poll

| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------------|-------------------------|--|----------------------------|--------------------------|--|---|
| Promoter & Promoter Group | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Public-institutional holders | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 4970601 | 3071 | 0.06 | 2971 | 100 | 96.74 | 3.26 |
| Total | 11025000 | 6053945 | 54.91 | 6053845 | 100 | 100 | Nil |

Details of Agenda

9- Ordinary resolution to appoint Dr. Krishna Kumar Agarwal (DIN:

00022719) as an Independent Director.

Resolution Required

Ordinary Resolution

Mode of voting

| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------------|-------------------------|--|----------------------------|--------------------------|--|---|
| Promoter & Promoter Group | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Public-institutional holders | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 4970601 | 3071 | 0.06 | 2971 | 100 | 96.74 | 3.26 |
| Total | 11025000 | 6053945 | 54.91 | 6053845 | 100 | 100 | Nil |





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Details of Agenda

10- Ordinary resolution to appoint Mr. Kamal Agarwal (DIN:

00022904) as an Independent Director.

Resolution Required

Ordinary Resolution

Mode of voting

Electronic voting and poll

| Promoter/Public | No. of | No, of | % of votes polled | No. of | No. of | % of Votes in | % of Votes |
|----------------------|----------|---------|-------------------|----------|---------|-------------------|-------------------|
| | shares | votes | on outstanding | votes in | votes | favour on votes | against on votes |
| | held (1) | polled | shares | favour | against | polled | polled |
| | | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter & | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Promoter Group | | | | | | | |
| Public-institutional | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| holders | | | | | | | |
| Public-others | 4970601 | 2971 | 0.06 | 2871 | 100 | 96.63 | 3.37 |
| Total | 11025000 | 6053845 | 54.91 | 6053745 | 100 | 100 | 0 |

Details of Agenda

11- Special resolution to re-appoint Mr. Mukhtarul Amin (DIN:

00012108) as Chairman and Managing Director for a period of 2 years and 1 month effective from 1st March, 2015 and fix his

remuneration.

Resolution Required

Special Resolution

Mode of voting

| Promoter/Public | No. of | No, of | % of votes polled | No. of | No. of | % of Votes in | % of Votes |
|----------------------|----------|---------|-------------------|----------|---------|-------------------|-------------------|
| | shares | votes | on outstanding | votes in | votes | favour on votes | against on votes |
| | held (1) | polled | shares | favour | against | polled | polled |
| | | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter & | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Promoter Group | | | | | | | |
| Public-institutional | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| holders | | | | | | | |
| Public-others | 4970601 | 3071 | 0.06 | 2670 | 401 | 86.94 | 13.06 |
| Total | 11025000 | 6053945 | 54.91 | 6053544 | 401 | 99.99 | 0.01 |





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Details of Agenda

12- Special resolution to re-appoint Mr. Zafarul Amin (DIN: 00015533) as Wholetime Director designated as Joint Managing Director for a period of 2 (two) years effective from 1st April, 2015 and fix his remuneration.

Resolution Required

Special Resolution

Mode of voting

Electronic voting and poll

| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------------|-------------------------|--|----------------------------|--------------------------|--|---|
| Promoter & Promoter Group | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Public-institutional holders | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 4970601 | 3070 | 0.06 | 2970 | 100 | 96.74 | 3.26 |
| Total | 11025000 | 6053944 | 54.91 | 6053844 | Nil | 100 | 0 |

Details of Agenda

13- Special resolution to re-appoint Mrs. Shahina Mukhtar (DIN:

00015442) as Wholetime Director for a period of 2 (two) years

effective from 1st April, 2015 and fix her remuneration.

Resolution Required

Special Resolution

Mode of voting

| Promoter/Public | No. of shares held (1) | No, of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|----------------------|------------------------|---------------------|---|------------------------|----------------------|--------------------------------------|--|
| | | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter & | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Promoter Group | | | | | | | |
| Public-institutional | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| holders | | | | | | | |
| Public-others | 4970601 | 3071 | 0.06 | 2870 | 201 | 93.45 | 6.55 |
| Total | 11025000 | 6053945 | 54.91 | 6053744 | 201 | 100 | 0 |





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email: share@superhouse.in url: http://www.superhouse.in

Details of Agenda

14- Special resolution to re-appoint Mr. Vinay Sanan (DIN: 00014536) as Wholetime Director designated as Executive Director for a period of 2 years 8 months effective from 1st August, 2014 and

Resolution Required

Special Resolution

fix his remuneration.

Mode of voting

Electronic voting and poll

| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|----------------------|------------------------------|-------------------------|--|----------------------------|--------------------------|--|---|
| Promoter & | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Promoter Group | | | | | | | |
| Public-institutional | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| holders | | | | | | | |
| Public-others | 4970601 | 3071 | 0.06 | 2970 | 101 | 96.71 | 3.29 |
| Total | 11025000 | 6053945 | 54.91 | 6053844 | 101 | 100 | Nil |

Details of Agenda

15- Special resolution to re-appoint Mr. Mohammad Shadab (DIN:

00098221) as Wholetime Director for a period of 2 (two) years

effective from 1st April, 2015 and fix his remuneration.

Resolution Required

Special Resolution

Mode of voting

| Promoter/Public | No. of | No, of | % of votes polled | No. of | No. of | % of Votes in | % of Votes |
|----------------------|----------|---------|-------------------|----------|---------|-------------------|-------------------|
| | shares | votes | on outstanding | votes in | votes | favour on votes | against on votes |
| | held (1) | polled | shares | favour | against | polled | polled |
| | | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter & | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Promoter Group | | | | | | | |
| Public-institutional | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| holders | | | | | | | |
| Public-others | 4970601 | 3071 | 0.06 | 2971 | 100 | 96.74 | 3.26 |
| Total | 11025000 | 6053945 | 54.91 | 6053845 | 100 | 100 | Nil |





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Details of Agenda

16- Special resolution to re-appoint Mr. Anil Kumar Agarwal (DIN: 00014645) as Wholetime Director designated as Chief Financial Officer for a period of 2 (two) years effective from 1st April, 2015 and fix his

remuneration.

Resolution Required

Special Resolution

Mode of voting

Electronic voting and poll

| • | Licenomic | voting and pon | | | | |
|----------|--|---|---|--|--|--|
| No. of | No, of | % of votes polled | No. of | No. of | % of Votes in | % of Votes |
| shares | votes | on outstanding | votes in | votes | favour on votes | against on votes |
| held (1) | polled | shares | favour | against | polled | polled |
| (-) | i * | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| | | | | | | |
| 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| | | | | | | |
| 4970601 | 3071 | 0.06 | 2971 | 100 | 96.74 | 3.26 |
| 11025000 | 6053945 | 54.91 | 6053845 | 100 | 100 | 0 |
| | shares held (1) 6050874 3525 4970601 | No. of shares votes held (1) polled (2) 6050874 6050874 3525 Nil 4970601 3071 | shares held (1) votes polled (2) on outstanding shares (3)=[(2)/(1)]*100 6050874 6050874 100 3525 Nil Nil 4970601 3071 0.06 | No. of shares No, of votes % of votes polled on outstanding shares No. of votes in favour (2) (3)=[(2)/(1)]*100 No. of votes in favour (4) 6050874 6050874 100 6050874 3525 Nil Nil Nil 4970601 3071 0.06 2971 | No. of shares No, of votes % of votes polled on outstanding shares No. of votes in favour against (2) No. of votes in favour against (5) 6050874 6050874 100 6050874 Nil 3525 Nil Nil Nil Nil 4970601 3071 0.06 2971 100 | No. of shares No, of yotes % of votes polled on outstanding shares No. of votes in favour on votes polled (2) No. of yotes in favour on votes polled (3)=[(2)/(1)]*100 No. of yotes in favour on votes polled (5) % of Votes in favour on votes polled (6)=[(4)/(2)]*100 6050874 6050874 100 6050874 Nil 100 3525 Nil Nil Nil Nil Nil 4970601 3071 0.06 2971 100 96.74 |

Details of Agenda

17- Special resolution to substitute and replace existing Articles of

Association of the company with new set of Articles of Association

of the company.

Resolution Required

Special Resolution

Mode of voting

Electronic voting and poll

| · · | | | | | | | |
|------------------------------|------------------------------|----------------------------------|--|----------------------------|--------------------------|--|---|
| Promoter/Public | No. of shares held (1) | No, of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | 6050874 | 6050874 | 100 | 6050874 | Nil | 100 | Nil |
| Public-institutional holders | 3525 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-others | 4970601 | 3071 | 0.06 | 2971 | 100 | 96.74 | 3.26 |
| Total | 11025000 | 6053945 | 54.91 | 6053845 | 100 | 100 | Nil |

For Banthia and Company

(Gautam KumarBanthia) Scrutinizer

Date: 24th September, 2014

Place: Kanpur

For Superhouse Limited

Chairman

COMPANY SECRETARIES

G. K. BANTHIA

| Ref. No: | Ref. | No: | | | |
|----------|------|-----|--|--|--|
|----------|------|-----|--|--|--|

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

| Date | : | | | | | | | | | | | | | | | | | | | | | | | | | |
|------|---|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
|------|---|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

FORM No. MGT-13

Report of Scrutinizer

To.

The Chairman, Superhouse Limited 150 Feet Road, Jajmau, Kanpur-208010

34th Annual General Meeting of the Equity Shareholders of M/s Superhouse Limited held on Tuesday the 23rd September, 2014 at 10.00 AM at the Registered Office of the Company at 150 Feet Road, jajmau, Kanpue-208010.

Dear Sir,

1 Gautam Kumar Banthia, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity shareholders of M/s Superhouse Limited, held on Tuesday the 23rd September, 2014 at 10.00 AM at the Registered Office of the company at 150 Feet Road, jajmau, Kanpur-208010, submit my report as under on all the 17 items mentioned in the Notice of the said Annual General Meeting:

- After the time fixed for closing of the poll by the chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- II. The locked ballot boxes was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
- III. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

-GATY

COMPANY SECRETARIES

| G. K. BANTHIA | S. | n. | DA | ΝL | 1 | П | 124 |
|---------------|----|----|----|----|---|---|-----|
|---------------|----|----|----|----|---|---|-----|

IV. The result of the Poll is as under:

Item No. 1- Resolution :-

Adoption of Audited Financial Statement And Consolidated Financial Statement For the Year 2013-14 and the Reports of the Board of Directors thereon

Ordinary Resolution

(1) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | 20 | 100% |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| Nil | Nil | 0% |

(III) Invalid votes:

| Total number of members | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy) | |
| Whose votes were declared invalid | |
| Nil | Nil |
| | |



261, Z-1, Barra-II, Kanpur - 208 027

Fax (P.P.) 2305993

COMPANY SECRETARIES

| G. | K. | BA | N. | Tŀ | AIF |
|----|----|----|----|----|-----|
|----|----|----|----|----|-----|

Item No.2- Resolution :-

Declaration of Dividend on Equity Shares :-

Ordinary Resolution

(I) Voted in favour of the resolution:

| Number of members Prese and voting (in person or b | | % of total Number of Valid votes cast |
|---|----|---------------------------------------|
| proxy) | 20 | 100% |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| Nil | Nil | 0% |

(III) Invalid votes:

| | Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|---|------------------------------------|
| - | Nil | Nil |



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Item No.3 - Resolution :-

Appointment of Director in place of Mr. Mohd. Shadab retiring by rotation :-

Ordinary Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | 20 | 100 |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) Nil | Nil | 0% |

(III) Invalid votes:

| | Total number of members | Total number of votes cast by them |
|---|-----------------------------------|------------------------------------|
| | (in person or by proxy) | |
| ŀ | Whose votes were declared invalid | ALL |
| | Nil | Nil |



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Item No.4- Resolution :-

Appointment of Auditors and fix their remuneration_:-

Ordinary Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | 100% |
| 20 | 20 | 100/6 |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) Nil | Nil | 0% |

(III) Invalid votes:

| | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| Total number of members | Total number of votes east by them |
| (in person or by proxy) | |
| Whose votes were declared invalid | |
| Nil | Nil |
| | |



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Item No.5- Resolution :-

Appointment of Mr. Syed Javed Ali Hashmi as an Independent Director:-

Ordinary Resolution

Voted in favour of the resolution:

| Number of members Preser and voting (in person or by | | % of total Number of Valid votes cast |
|---|----|---------------------------------------|
| 20 | 20 | 100% |

(I) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| Nil | Nil | 0% |

(II) Invalid votes:

| Total number of members | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy) | |
| Whose votes were declared invalid | |
| Nil | Nil |



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Item No.6- Resolution :-

Appointment of Mr. Dilip Kumar Dheer as an Independent Director:-

Ordinary Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | 20 | 100 |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| Nil | Nil | 0% |

(III) Invalid votes:

| Total number of members | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy) | |
| Whose votes were declared invalid | |
| Nil | Nil |



COMPANY SECRETARIES

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Item No.7- Resolution :-

Appointment of Mr. Anil Soni as an Independent Director:-

Ordinary Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | 20 | 100% |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | 00/ |
| Nil | Nil | 0% |

(III) Invalid votes:

| | 6 |
|-----------------------------------|------------------------------------|
| Total number of members | Total number of votes cast by them |
| (in person or by proxy) | |
| Whose votes were declared invalid | |
| Nil | Nil |



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Item No.8- Resolution :-

Appointment of Mr. Nemi Chand Jain as an Independent Director:-

Ordinary Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| 20 | 20 | 100 |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| Nil | Nil | 0% |

(III) Invalid votes:

| Total number of members (in person or by proxy) | Total number of votes cast by them |
|---|------------------------------------|
| Whose votes were declared invalid | |
| Nil | Nil |



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Item No.9- Resolution :-

Appointment of Dr. Krishna Kumar Agarwal as an Independent Director:-

Ordinary Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| 20 | 20 | 100 |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| Nil | Nil | 0% |

(III) Invalid votes:

| Total number of members | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy) | · |
| Whose votes were declared invalid | |
| Nil | Nil |



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Item No.10- Resolution :-

Appointment of Mr. Kamal Agarwal as an Independent Director:-

Ordinary Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by proxy) | Number of votes cast by them | % of total Number of Valid votes cast |
|--|------------------------------|---------------------------------------|
| 20 | 20 | 100 |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by proxy) | Number of votes cast by them | % of total Number of Valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | 0% |

(III) Invalid votes:

| Total number of members | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy) | |
| Whose votes were declared invalid | |
| Nil | Nil |



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| Ref. No: | Date: |
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Item No.11- Resolution :-

Re-appointment of Mr. Mukhtarul Amin as Chairman and Managing Director:-

Special resolution to re-appoint Mr. Mukhtarul Amin (DIN: 00012108) as Chairman and Managing Director for a period of 2 years and 1 month effective from 1st March, 2015 and fix his remuneration.

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | 20 | 100% |

(ii) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | Nil | 0% |
| Nil | 1411 | |

(III) Invalid votes:

| Total number of members | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy) | · |
| Whose votes were declared invalid | |
| Nil | Nil |



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Item No.12- Resolution :-

Re-appointment of Mr. Zafarul Amin as Wholetime Director designated as Joint Managing Director:-

Special Resolution

(i) voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| 20 | 20 | 100 |

(ii) Voted against the resolution:

| Number of members Present | Number of votes cast by | % of total Number of Valid |
|-----------------------------|-------------------------|----------------------------|
| and voting (in person or by | them | votes cast |
| proxy) | | |
| Nil | Nil | 0% |

(iii) Invalid votes:

| Total number of members | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy) | |
| Whose votes were declared invalid | |
| Nil | Nil |



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Item No.13- Resolution :-

Re-appointment of Mrs. Shahina Mukhtar as Wholetime Director :-

Special Resolution

(I) Voted in favour of the resolution:

| er of members Present oting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | 20 | 100% |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | NI: | 0% |
| Nil | Nil | 070 |

(III) Invalid votes:

| Total number of members | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy) | |
| Whose votes were declared invalid | |
| Nil | Nil |



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Item No.14- Resolution :-

Re-appointment of Mr. Vinay Sanan as Wholetime Director designated as Executive Director:-

Special Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | 20 | 100% |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | |
| Nil | Nil | 0% |

(III) Invalid votes:

| Total number of members | Total number of votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy) | |
| Whose votes were declared invalid | |
| Nil | Nil |



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|------|----|--|--|--|--|--|-----|--|--|--|--|--|--|--|--|--|--|--|--|--|

Item No.15- Resolution :-

Re-appointment of Mr. Mohammad Shadab as Wholetime Director:-

Special Resolution

Voted in favour of the resolution: (1)

| Number of members Present and voting (in person or by proxy) | Number of votes cast by them | % of total Number of Valid votes cast |
|--|------------------------------|---------------------------------------|
| 20 | 20 | 100% |

(II)Voted against the resolution:

| Number of members Present and voting (in person or by proxy) | Number of votes cast by them | % of total Number of Valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil Invalid votes: | Nil | 0% |

(HI)

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |



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Item No.16- Resolution :-

Re-appointment of Mr. Anil Kumar Agarwal as Wholetime Director:-Special Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) 20 | 20 | 100% |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) Nil | Nil | 0% |

(III) Invalid votes:

| | - 1 C star east by them | |
|-----------------------------------|------------------------------------|---|
| Total number of members | Total number of votes cast by them | |
| (in person or by proxy) | | |
| Whose votes were declared invalid | ALL | 1 |
| Nil | NII | 1 |



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|------|---|--|--|--|--|--|--|--|--|---|--|--|---|--|--|--|---|--|--|--|--|--|--|--|---|---|

Item No.17- Resolution :-

Amendment in the Articles of Association of the Company:-

Special Resolution

(I) Voted in favour of the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | 20 | 100% |

(II) Voted against the resolution:

| Number of members Present and voting (in person or by | Number of votes cast by them | % of total Number of Valid votes cast |
|---|------------------------------|---------------------------------------|
| proxy) | | 0% |
| Nil | Nil | 078 |

(III) Invalid votes:

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |

V. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



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VI. The poll papers and all other relevant records were sealed and handed over the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Company Secretaries
G. K. BANTHIA (Proprietor)
261, Z-1, Barra-II
KANPUR-208027
C. P. No. 1405

Place: Kanpur

Dated: 24th September, 2014

Yours faithfully,
For Banthia and Company

(GAUTAM KUMAR BANTHIA)
Scrutinizer

COMPANY SECRETARIES

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Report of Scrutinizer

The Chairman

September 22 2014

Super House Ltd.

150 Feet Road

Jajmau

Kanpur 208010.

Dear Sir,

I, G K Banthia Practicing Company Secretary CP No.1405,appointed as the Scrutinizer as per Board of Directors Resolution of July 1 2014 for the purpose of voting by electronic means in terms of Clause 35 B of the Listing Agreement and section 108 of the Companies Act 2013 read with Rule 20 (ix) of Companies (Management And Administration)Rules 2014 in respect of the 17 items (resolutions) referred to in the subsequent paragraphs to be passed at the 34th Annual General Meeting of the Company to be held on September 23 2104 as per Notice dt. August 1 2014 at 150 feet Road Jajmau Kanpur 208010, submit my report as under:

- 1. The Notices of the thirty fourth Annual General Meeting were dispatched on August 20 2014 partly by courier partly by registered post and partly by email.
- 2. The members were given an option to vote electronically on e-voting platform, provided by the NSDL with the company had made necessary arrangement.



COMPANY SECRETARIES

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3. The public advertisement with respect to dispatch of Notice of the Annual General Meeting and conducting of voting through electronic means was published in "Financial Express" English News Paper and "Aaj" Hindi News Paper on August 29 2014.

- 4.The e voting period commenced on 10 AM September 17 2014 and closed on September 19 2014 at 6.00 p.m..
- 5 The electronic votes cast accordingly were taken into account and at the end of the said voting period on September 19 2014 at 6.00 p.m. the NSDL portal was blocked.
- 6. The votes cast were unblocked on September 19 2014 after 6.00 p.m.
- 7. A register has been maintained electronically to record the assent and dissent votes cast in the respect of the resolutions the particulars.
- 8.Based on the results downloaded as per data provided by NSDL 24 members have cast their r votes by e voting and have annexed the details and analysis of the e voting results for each of the 17 resolutions contained in the Notice referred above.
- 9.A list of shareholders who have voted "FOR" the resolutions has been marked as "Assent" and those voted "Against" the resolutions have been marked as "Dissent" and the same is enclosed in the Annexure.

10.All the related papers and the data sheet relating to e-voting in sealed envelope have been handed over to the Company Secretary for safe keeping.

Thanking You

Yours Faithfully

For Banthia And Company

(G K Banthia)

Company Secretary

BANTHIA & COMPANY

Company Secretaries
G. K. BANTHIA (Proprietor)
261, Z-1, Barra-II
KANPUR-208027
C. P. No. 1405

COMPANY SECRETARIES

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Annexure

item No.1: Ordinary Business(Ordinary Resolution)

Adoption of Audited Financial Statement And Consolidated Financial Statement For The Year 2013-14 And the Reports of the Board of Directors Thereon

Summary of Result: Resolution No.1

| Total Number of shareholder | | 32329 |
|--|----------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 24 | No. of Shares Voted 6053925 % of total valid vote cast = 100% |
| With Dissent | No. of shareholders NIL | No. of Shares Voted Nil % of total valid vote cast =00.00% |

Thus the ordinary resolution No.1 is passed with requisite majority.



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Item No.2: Ordinary Business(Ordinary Resolution)

Subject: To declare dividend on equity shares

Summary of Result : Resolution No.2

| Total Number of shareholder | · | 32329 |
|--|----------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 24 | No. of Shares Voted 6053925 % of total valid vote cast = 100% |
| With Dissent | No. of shareholders NIL | No. of Shares Voted Nil % of total valid vote cast =00.00% |

Thus the ordinary resolution No.2 is passed with requisite majority.



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Item No.3: Ordinary Business(Ordinary Resolution)

Appointment of Director in place of Mr. Mohd. Shadab retiring by rotation :-

Summary of Result : Resolution No.3

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 22 | No. of Shares Voted 6053824 % of total valid vote cast = 99.999% |
| With Dissent | No. of shareholders 02 | No. of Shares Voted 101 % of total valid vote cast =00.001% |

Thus the ordinary resolution No.3 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

| Ref. No: | Date: |
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Item No.4: Ordinary Business(Ordinary Resolution)

Subject :Appointment of Auditors and to fix their remuneration

Summary of Result: Resolution No.4

| Total Number of shareholder | | 32329 |
|--------------------------------|---------------------------|--|
| Total number of shares | · | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders | 24 | |
| voted e-voting With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 99.999% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.001% |

Thus the ordinary resolution No.4 is passed with requisite majority.



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COMPANY SECRETARIES

G. K. BANTHIA

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Item No.5: Special Business (Ordinary Resolution)

Subject: Appointment of Mr. Syed Javed Ali Hashmi as Independent Director

Summary of Result: Resolution No.5

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 22 | No. of Shares Voted 6053725 % of total valid vote cast = 99.997% |
| With Dissent | No. of shareholders 02 | No. of Shares Voted 200 % of total valid vote cast =00.003% |

Thus the ordinary resolution No.5 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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item No.6: Special Business (Ordinary Resolution)

Subject: Appointment of Mr.Dilip Kumar Dheer as Independent Director

Summary of Result: Resolution No.6

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053924 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053924 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 23 | |
| With Assent | No. of shareholders 22 | No. of Shares Voted 6053824 % of total valid vote cast = 99.999% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.001% |

Thus the ordinary resolution No.6 is passed with requisite majority.



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Item No.7: Special Business (Ordinary Resolution)

Subject: Appointment of Mr.Anil Soni as Independent Director

Summary of Result: Resolution No.7

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Tess invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 99.999% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.001% |

Thus the ordinary resolution No.7 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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tem No.8: Special Business (Ordinary Resolution)

Subject: Appointment of Mr.Nemi Chand Jain as Independent Director

Summary of Result: Resolution No.8

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 99.999% |
| With Dissent | No.of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.001% |

Thus the ordinary resolution No.8 is passed with requisite majority.



COMPANY SECRETARIES

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Item No.9: Special Business (Ordinary Resolution)

Subject: Appointment Dr. Krishna Kumar Agarwal as Independent Director

Summary of Result: Resolution No.9

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 99.999% |
| With Dissent | No.of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.001% |

Thus the ordinary resolution No.9 is passed with requisite majority.



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Item No.10: Special Business (Ordinary Resolution)

Subject: Appointment Mr.Kamal Agarwal as Independent Director

Summary of Result: Resolution No.10

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053825 |
| tess invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053825 |
| % of total number of vote cast | | 54.90 % |
| Total numbers of shareholders voted e-voting | 23 | |
| With Assent | No. of shareholders 22 | No. of Shares Voted 6053725 % of total valid vote cast = 99.999% |
| With Dissent | No.of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.001% |

Thus the ordinary resolution No.10 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

| Ref. No: | Date: |
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Item No.11: Special Business (Special Resolution)

Subject: Re-appointment Mr.Mukhatarul Amin as Chairman and Managing Director

Summary of Result: Resolution No.11

| Total Number of shareholder | | 32329 |
|--|---------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | <u>'</u> |
| With Assent | | No. of Shares Voted |
| | 21 | 6053524 % of total valid vote cast = 99.993% |
| With Dissent | No. of shareholders | No. of Shares Voted |
| | 03 | 401 |
| | | % of total valid vote cast |
| | | =00.007% |

Thus the special resolution No.11 is passed with requisite majority.



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Item No.12: Special Business (Special Resolution)

Subject: Re-Appointment of Mr.Zafarul Amin Wholetime Director designated as Joint Managing Director

Summary of Result : Resolution No.12

| total Number of shareholder | | 32329 |
|--|---------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053924 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 23 | |
| With Assent | No. of shareholders | No. of Shares Voted 6053824 |
| | | % of total valid vote cast = 99.999% |
| With Dissent | No. of shareholders | No. of Shares Voted 100 |
| | | % of total valid vote cast =00.001% |

Thus the special resolution No.12 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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Item No.13: Special Business (Special Resolution)

Subject: Re appointment of Mrs Shahina Mukhtar as Whole Time Director

Summary of Result: Resolution No.13

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| lotal votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 21 | No. of Shares Voted 6053724 % of total valid vote cast = 99.997% |
| With Dissent | No. of shareholders 03 | No. of Shares Voted 201 % of total valid vote cast =00.003% |

Thus the special resolution No.13 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

| Ref. No: | Date: |
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Item No.14: Special Business (Special Resolution)

Subject: Re appointment of Mr Vinay Sanan as Whole Time Director designated as Executive Director

Summary of Result: Resolution No.14

| Total Number of shareholder | · | 32329 |
|--|---------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 22 | No. of Shares Voted 6053824 |
| | 22 | % of total valid vote cast = 99.999% |
| With Dissent | | No. of Shares Voted |
| | 02 | % of total valid vote cast =00.001% |

Thus the special resolution No.14 is passed with requisite majority.



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Item No.15 Special Business (Special Resolution)

Subject: Re appointment of Mr Mohammad Shadab as Whole Time Director

Summary of Result: Resolution No.15

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| iess invalid votes | В | Nii |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 99.999% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.001% |

Thus the special resolution No.15 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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Item No.16 Special Business (Special Resolution)

Subject: Re appointment of Mr Anil Kumar Agarwal as Whole Time Director

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 99.999% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.001% |

Thus the special resolution No.16 is passed with requisite majority



COMPANY SECRETARIES

G. K. BANTHIA

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tem No.17 Special Business (Special Resolution)

Subject: To adopt new Articles of Association of the Company

Summary of Result: Resolution No.17

| Total Number of shareholder | | 32329 |
|--|---------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053925 |
| Less invalid votes | В | Nil |
| Total valid vote cast (A-B) | | 6053925 |
| % of total number of vote cast | | 54.91 % |
| total numbers of shareholders world e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 99.999% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.001% |

Thus the special resolution No.17 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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Report of Scrutinizer

(Consolidated Report of Votes Polled through E Voting And Ballot Paper At the AGM)

The Chairman

September 24 2014

Super House Ltd.

150 Feet Road

Jajmau

Kanpur 208010.

Dear Sir,

I, G K Banthia Practicing Company Secretary CP No.1405, appointed as the Scrutinizer for E-Voting in respect of the resolution s mentioned in the Notice Dt. August 1 2014 to be passed at the Annual General Meeting of the Company held on September 23 2014 and also for the purpose of Poll conducted on the said Resolution at the Annual General Meeting referred above.

The members of the company were given the option to vote electronically by E-Voting, provided by National Security Depository Ltd.(NSDL), from September 17, 2014 to September 19, 2014. The e-voting results were unblocked on September 19, 2014, after close of the voting period. My Scrutinizer Report dt. September 22, 2104 is annexed herewith.

At the Annual General Meeting, the company also facilitated the members who were present at the meeting but could not exercise their votes electronically by E-Voting referred above, to vote through Poll process. My Scrutinizer Report dt. September 23 2014 in from MGT 13 on the Poll held at the Annual General Meeting on September 23, 2104 is attached herewith.



COMPANY SECRETARIES

G. K. BANTHIA

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Accordingly a consolidated report on details of the voting done by both the process as mentioned above on all the Resolutions is attached herewith.

All the related papers and the data sheet relating to e-voting in sealed envelope have been handed over to the Company Secretary for safe keeping.

For BANTHIA AND COMPANY

(G K BANTHIA) SCRUTINIZER G. K. BANTHIA & CUMPANI
Company Secretaries
G. K. BANTHIA (Proprietor)
261, Z-1, Barra-II
KANPUR-208027
C. P. No. 1405

COMPANY SECRETARIES

G. K. BANTHIA

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Summary of Consolidated Result On Resolution No.1(E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|---------------------|-----------------------------|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | <u> </u> | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders | No. of Shares Voted |
| | 24 | 6053925 |
| | | % of total valid vote cast |
| | | = 100% |
| With Dissent | No. of shareholders | No. of Shares Voted |
| • | NIL | Nil |
| | | % of total valid vote cast |
| | | =00.00% |
| Total number of shareholders voted by poll | 20 | |
| With Assent | No. of shareholders | No.of Shares Voted 20 |
| | 20 | % of valid votes cast =100% |
| With Dissent | No.of shareholders | No.of Shares Voted Nil |
| | Nil | % of total valid vote cast |
| | | =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44 persons | No of shares 6053945 |
| Total votes Assent | 6053945 | 100% of total valid votes |

Thus the ordinary resolution No.1 is passed with requisite majority.



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Summary of Consolidated Result On Resolution No.2 (E Voting and Poll)

| • | | |
|---------------------------------------|----------------------------|---|
| Total Number of shareholder | · | 32329 |
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders | 24 | |
| woted e-voting With Assent | No. of shareholders 24 | No. of Shares Voted 6053925 % of total valid vote cast = 100% |
| With Dissent | No. of shareholders NIL | No. of Shares Voted Nil % of total valid vote cast =00.00% |
| Total number of shareholders voted by | 20 | |
| with Assent | No. of shareholders | No. of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No. of shareholder Nil | No. of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44 persons | No of shares 6053945 |
| Total votes Assent | 6053945 | 100% of total valid votes |

Thus the ordinary resolution No.2 is passed with requisite majority.



COMPANY SECRETARIES

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Summary of Consolidated Result On Resolution No.3 (E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|----------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | А | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders | 24 | |
| voted e-voting With Assent | No. of shareholders 22 | No. of Shares Voted 6053824 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders 02 | No. of Shares Voted 101 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | |
| With Assent | No. of shareholders 20 | No. of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No. of shareholders Nil | No. of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44 persons | No of shares 6053945 |
| Total votes Assent | 6053844 | 100.00 % of total valid votes |
| Total Votes Dissent | 101 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the ordinary resolution No.3is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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| Ph. (O/R) 2612511, 2612434 |
| Fax (P.P.) 2305993 |

| Date | :. | | • | | | - | | | ٠. | | • | | | • | • | • | • | | | • | | |
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Summary of Consolidated Result On Resolution No.4 (E Voting and Poll)

| otal Number of shareholder | | 32329 |
|---------------------------------------|---------------------|-------------------------------|
| | | 11025000 |
| otal number of shares | | |
| otal votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders | 24 | |
| voted e-voting | At -f shareholders | No. of Shares Voted |
| With Assent | No. of shareholders | 6053825 |
| | 25 | % of total valid vote cast |
| | | = 100% |
| · | No of chareholders | No. of Shares Voted |
| With Dissent | 01 | 100 |
| | 01 | % of total valid vote cast |
| | | =00.00% |
| Total number of shareholders voted by | 20 | |
| | | |
| poli | No. of shareholder | No. of Shares Voted 20 |
| With Assent | 20 | % of valid votes cast =100% |
| | No. of shareholder | s No. of Shares Voted Nil |
| With Dissent | Nil | % of total valid vote cast |
| | 1 | =00.00% |
| - Limited votos | | Nil |
| Less total invalid votes | | No of shares 6053945 |
| Total valid vote cast (A+B-C)= | 44 persons | |
| Total votes Assent | 6053845 | 100.00 % of total valid votes |
| Total Votes Dissent | 100 | 00.00% Of total valid votes |
| Total | _ | 100% |

Thus the ordinary resolution No.4 is passed with requisite majority.



COMPANY SECRETARIES

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| Fax (P.P.) 2305993 | |

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Summary of Consolidated Result On Resolution No.5 (E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|----------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 22 | No. of Shares Voted 6053725 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders 02 | No. of Shares Voted 200 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | 0010070 |
| With Assent | No. of shareholders 20 | No. of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No. of shareholders Nil | No. of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44 persons | No of shares 6053945 |
| Total votes Assent | 6053745 | 100.00% of total valid votes |
| Total Votes Dissent | 200 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the ordinary resolution No.5 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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| 261, 2 | Z-1, Barra-II, | |
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| Kanp | ur - 208 027 | |
| Ph. (0 | D/R) 2612511, 2 | 612434 |
| - | P.P.) 2305993 | |

| Date: |
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Summary of Consolidated Result On Resolution No.6 (E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|----------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053924 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053944 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 23 | |
| With Assent | No. of shareholders 22 | No. of Shares Voted 6053824 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | 00.00% |
| With Assent | No. of shareholders 20 | No. of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No .of shareholders Nil | No. of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 43 persons | No of shares 6053945 |
| Total votes Assent | 6053844 | 100.00% of total valid votes |
| Total Votes Dissent | 100 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the ordinary resolution No.6 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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| Fax (P.P.) 2305993 | |

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Summary of Consolidated Result On Resolution No.7(E Voting and Poli)

| Total Number of shareholder | | 32329 |
|--|----------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | А | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | 00.007/ |
| With Assent | No. of shareholders 20 | No. of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No. of shareholders Nil | No. of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44 persons | No of shares 6053945 |
| Total votes Assent | 6053845 | 100.00% of total valid votes |
| Total Votes Dissent | 100 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the ordinary resolution No.7 is passed with requisite majority.



COMPANY SECRETARIES

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Summary of Consolidated Result On Resolution No.8(E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|----------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | -00.0078 |
| With Assent | No. of shareholders 20 | No. of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No. of shareholders Nil | No. of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44 persons | No of shares 6053945 |
| Total votes Assent | 6053845 | 100.00% of total valid votes |
| Total Votes Dissent | 100 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the ordinary resolution No.8 s passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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| Date: | | |
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Summary of Consolidated Result On Resolution No.9(E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|----------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | -00.00% |
| With Assent | No. of shareholders 20 | No. of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No. of shareholders Nil | No. of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | C | Nil |
| Total valid vote cast (A+B-C)= | 44 persons | No of shares 6053945 |
| Total votes Assent | 6053845 | 100.00% of total valid votes |
| Total Votes Dissent | 100 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the ordinary resolution No.9 is passed with requisite majority.



COMPANY SECRETARIES

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Summary of Consolidated Result On Resolution No.10(E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|----------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | A | 6053825 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053845 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 23 | 34.91 % |
| With Assent | No. of shareholder 22 | No. of Shares Voted 6053725 % of total valid vote cast |
| With Dissent | No. of shareholders | 100 % of total valid vote cast |
| Total number of shareholders voted by poll | 20 | =00.00% |
| With Assent | No. of shareholders 20 | No. of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No. of shareholders Nil | No. of Shares Voted Nil % of total valid vote cast =00.00% |
| ess total invalid votes | С | Nil |
| otal valid vote cast (A+B-C)= | 43 persons | No of shares 6053945 |
| otal votes Assent | 6053745 | 100.00% of total valid votes |
| otal Votes Dissent | 100 | 00.00% Of total valid votes |
| otal | | 100% |

Thus the ordinary resolution No.10 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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| Date | :. | | | | • | | | | | | | | | | | | | | | | | | | |
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Summary of Consolidated Result On Resolution No.11(E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|---------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 21 | No. of Shares Voted 6053524 % of total valid vote cast = 99.99 |
| With Dissent | No. of shareholders 03 | |
| Total number of shareholders voted by poll | 20 | -00.0278 |
| With Assent | No. of shareholders 20 | No.of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No.of shareholders Nil | No.of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44 persons | No of shares 6053945 |
| Total votes Assent | 6053544 | 99.99% of total valid votes |
| Total Votes Dissent | 401 | 00.01% Of total valid votes |
| Total | | 100% |

Thus the special resolution No.11 is passed with requisite majority.



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Summary of Consolidated Result On Resolution No.12(E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|---------------------------|--|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | А | 6053924 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053944 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 23 | |
| With Assent | No. of shareholders 22 | No. of Shares Voted 6053824 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders | No. of Shares Voted |
| | 01 | 100 |
| | | % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | 00.007.8 |
| With Assent | No. of shareholders | No.of Shares Voted 20 |
| | 20 | % of valid votes cast =100% |
| With Dissent | No.of shareholders Nil | No.of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 43persons | No of shares 6053945 |
| Total votes Assent | 6053844 | 100.00% of total valid votes |
| Total Votes Dissent | 100 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the special resolution No.12 is passed with requisite majority.



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| Fax (P.P.) 2305993 |

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Summary of Consolidated Result On Resolution No.13(E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|---------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 21 | No. of Shares Voted 6053724 % of total valid vote cast =100.00% |
| With Dissent | No. of shareholders 03 | No. of Shares Voted 201 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | 33.00 |
| With Assent | No. of shareholders 20 | No.of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No.of shareholders Nil | No.of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44persons | No of shares 6053945 |
| Total votes Assent | 6053744 | 100.00% of total valid votes |
| Total Votes Dissent | 201 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the special resolution No.13 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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| Ref. No: | | Date: |
| | Paralution No. 14(F Voting and Poll) | |

Summary of Consolidated Result On Resolution No.14(E Voting and Poll)

| immary of Consolidated Result Of Nos | | 32329 |
|--|--------------------|--------------------------------|
| otal Number of shareholder | | |
| | | 11025000 |
| otal number of shares | | 6053925 |
| Total votes Cast e-voting | | |
| Total votes cast by Poll | В | 20 |
| | | 6053945 |
| Total votes cast(A+B) % of total number of vote cast | | 54.91 % |
| % of total numbers of shareholders | 24 | |
| voted e-voting | | at af Charac Voted |
| With Assent | | No. of Shares Voted 6053824 |
| MAITH Waseur | 22 | % of total valid vote cast |
| | | = 100.00% |
| | | No. of Shares Voted |
| With Dissent | 1 | 101 |
| Will Discount | 02 | % of total valid vote cast |
| | | =00.00% |
| | | |
| Total number of shareholders voted by | 20 | |
| poll | f sharoholder | s No. of Shares Voted 20 |
| With Assent | No. of shareholder | % of valid votes cast =100% |
| | | L ACL |
| With Dissent | No.of shareholder | % of total valid vote cast |
| VVIII DIE | Nil | =00.00% |
| | | |
| Lid votos | С | Nil |
| Less total invalid votes | Advarcans | No of shares 6053945 |
| Total valid vote cast (A+B-C)= | 44persons | 100.00% of total valid votes |
| Total votes Assent | 6053844 | 00.00% Of total valid votes |
| Total Votes Dissent | 101 | |
| Total | | 100% |

Thus the special resolution No.14 is passed with requisite majority.



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COMPANY SECRETARIES

G. K. BANTHIA

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Summary of Consolidated Result On Resolution No.15 (E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|---------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | -00.00% |
| With Assent | No. of shareholders 20 | No.of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No.of shareholders Nil | No.of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44persons | No of shares 6053945 |
| Total votes Assent | 6053845 | 100.00% of total valid votes |
| Total Votes Dissent | 100 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the special resolution No.15 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

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| Ph. (O/R) 2612511, 261243 |
| Fax (P.P.) 2305993 |

| Date: | |
|-------|--|
|-------|--|

Summary of Consolidated Result On Resolution No.16(E Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|---------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | |
| With Assent | No. of shareholders 20 | No.of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No.of shareholders Nil | No.of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44persons | No of shares 6053945 |
| Total votes Assent | 6053845 | 100.00% of total valid votes |
| Total Votes Dissent | 100 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the special resolution No.16 is passed with requisite majority.



COMPANY SECRETARIES

G. K. BANTHIA

| Pof | No: | | |
|-------|-----|------|--|
| 1101. | INO | | |

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

| Date | : | | | | | _ | | | | | | | | | | | | • | | | |
|------|---|--|--|--|--|---|--|--|--|--|--|--|--|--|--|--|--|---|--|--|--|
|------|---|--|--|--|--|---|--|--|--|--|--|--|--|--|--|--|--|---|--|--|--|

Summary of Consolidated Result On Resolution No.17(Voting and Poll)

| Total Number of shareholder | | 32329 |
|--|---------------------------|---|
| Total number of shares | | 11025000 |
| Total votes Cast e-voting | Α | 6053925 |
| Total votes cast by Poll | В | 20 |
| Total votes cast(A+B) | | 6053945 |
| % of total number of vote cast | | 54.91 % |
| Total numbers of shareholders voted e-voting | 24 | |
| With Assent | No. of shareholders 23 | No. of Shares Voted 6053825 % of total valid vote cast = 100.00% |
| With Dissent | No. of shareholders 01 | No. of Shares Voted 100 % of total valid vote cast =00.00% |
| Total number of shareholders voted by poll | 20 | |
| With Assent | No. of shareholders 20 | No.of Shares Voted 20 % of valid votes cast =100% |
| With Dissent | No.of shareholders Nil | No.of Shares Voted Nil % of total valid vote cast =00.00% |
| Less total invalid votes | С | Nil |
| Total valid vote cast (A+B-C)= | 44persons | No of shares 6053945 |
| Total votes Assent | 6053845 | 100.00% of total valid votes |
| Total Votes Dissent | 100 | 00.00% Of total valid votes |
| Total | | 100% |

Thus the special resolution No.17 is passed with requisite majority.





Superhouse Limited

(A Government of India recognized Export Trading House)
Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)
CIN: L24231UP1980PLC004910 Tel: (0512) 2463373 Fax: (0512) 2460814
email: share@superhouse.in url: http://www.superhouse.in

34th Annual General Meeting of the Superhouse Limited held on 23rd September, 2014 at 10.00 AM at the registered Office of the Company at 150 Feet Road, Jajmau, Kanpur.

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 34th Annual General Meeting (AGM). The e-voting was open from the 17.09.2014 to 19.09.2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the shareholders. There, at the 34th Annual General Meeting was conducted by means of poll.

The Board of Directors has appointed Mr. Gautam Kumar Banthia, Company Secretary as the Scrutinizer and Mr. Rajesh Parashramka as alternate scrutinizer for e-voting and poll. The Scrutinizer Mr. Gautam Kumar Banthia has carried out the scrutiny of all the electronic votes received up to the close of working hours on 19th September, 2014 and poll received till the conclusion of the meeting and submitted their Report on 24.09.2014.

The Consolidated Results as per Scrutinizers' Report dated 24.09.2014. are as follows:-

| Particulars | % Votes in favour | % Votes against |
|--|-------------------|-----------------|
| Resolution No. 1: a. Ordinary resolution to adopt audited financial statement of the Company for the financial year ended 31 st March, 2014, the reports of the Board of Directors and Auditors thereon: b. rdinary resolution to adopt audited consolidated financial statement of the Company for the financial year ended 31 st March, 2014. | 100 | 0 |
| Resolution No. 2: Ordinary resolution to declare a dividend on equity shares. | 100 | 0 |

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| | (0012) 2400814 |
|----------------------------|----------------------------------|
| email: share@superhouse.in | url: http://www.superhouse.in |
| · | and the property was a permouse. |

| Particulars | % Votes in | % Votes |
|--|---------------|--------------|
| Resolution No. 3: Ordinary resolution to appoint a Director in place of Mr. Mohammad Shadab (DIN: 00098221), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment. | favour 100 | against 0 |
| Resolution No. 4: Ordinary resolution to appoint M/s Kapoor Tandon & Company as Auditors and fix their remuneration | 100 | 0 |
| Resolution No. 5: Ordinary resolution to appoint Mr. Syed Javed Ali Hashmi (DIN: 00014726) as an Independent Director. | 100 | 0 |
| Resolution No. 6: Ordinary resolution to appoint Mr. Dilip Kumar Dheer (DIN: 0003341879) as an Independent Director. | 100 | 0 |
| Resolution No. 7: Ordinary resolution to appoint Mr. Anil Soni (DIN: 00023188) as an Independent Director. | 100 | 0 |
| Resolution No. 8: Ordinary resolution to appoint Mr. Nemi Chand Jain (DIN: 00031283) as an Independent Director. | 100 | 0 |
| Resolution No. 9: Ordinary resolution to appoint Dr. Krishna Kumar Agarwal (DIN: 00022719) as an Independent Director. | 100 | 0 |
| Resolution No. 10: Ordinary resolution to appoint Mr. Kamal Agarwal (DIN: 00022904) as an Independent Director. | 100 | 0 |
| Resolution No. 11: Special resolution to re-appoint Mr. Mukhtarul Amin (DIN: 00012108) as Chairman and Managing Director for a period of 2 years and 1 month effective from 1 st March, 2015 and fix his remuneration. | 99.99 | 0.01 |
| Resolution No. 12: Special resolution to re-appoint Mr. Zafarul Amin (DIN: 00015533) as Wholetime Director designated as Joint Managing Directo for a period of 2 (two) years effective from 1 st April, 2015 and fix his remuneration. | 100 | 0 |



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email: share@superhouse.in url: http://www.superhouse.in

| Particulars | % Votes in favour | % Votes against |
|--|-------------------|-----------------|
| Resolution No. 13 : Special resolution to re-appoint Mrs. Shahina Mukhtar (DIN: 00015442) as Wholetime Director for a period of 2 (two) years effective from 1 st April, 2015 and fix her remuneration. | 100 | 0 |
| Resolution No. 14: Special resolution to re-appoint Mr. Vinay Sanan (DIN: 00014536) as Wholetime Director designated as Executive Director for a period of 2 years 8 months effective from 1 st August, 2014 and fix his remuneration. | 100 | 0 |
| Resolution No. 15 : Special resolution to re-appoint Mr. Mohammad Shadab (DIN: 00098221) as Wholetime Director for a period of 2 (two) years effective from 1 st April, 2015 and fix his remuneration. | 100 | 0 |
| Resolution No. 16 : Special resolution to re-appoint Mr. Anil Kumar Agarwal (DIN: 00014645) as Wholetime Director designated as Chief Financial Officer for a period of 2 (two) years effective from 1 st April, 2015 and fix his remuneration. | 100 | 0 |
| Resolution No. 17: Special resolution to substitute and replace existing Articles of Association of the company with new set of Articles of Association of the company | 100 | 0 |

Based on the consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 34th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Superhouse Lingited

Chairman

Date: 24th September, 2014

Place: Kanpur