

MINUTES OF THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD ON WEDNESDAY, THE 23RD SEPTEMBER, 2015 COMMENCED AT 10.00 A.M. AND CONCLUDED AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 150 FEET ROAD, JAJMAU, KANPUR-208 010.

PRESENT :-

35 Members were personally present.

The following persons were also present at the meeting :-

1. Mr. Zafarul Amin, Joint Managing Director.
2. Mr. Syed Javed Ali Hashmi, Chairman of Audit Committee and Director.
3. Mr. Kailash Nath Shridhar, Practicing Company Secretary and Scrutinizer.
4. Mr. R K Agrawal, Company Secretary.
5. Mr. Himanshu Kapoor, representative of the M/s Kapoor Tandon & Co. Statutory Auditors.

CHAIRMAN :-

In absence of Chairman of the Board, Mr. Zafarul Amin was unanimously voted to the chair and he welcomed the members.

QUORUM :-

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

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDINGS :-

The Chairman declared that the Register pursuant to section 171 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, 2015 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 19th September, 2015 to 22nd September, 2015 on the resolutions proposed in the notice of 35th 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 35th Annual General Meeting be conducted by means of poll.

The Chairman further informed that Mr. Kailash Nath Shridhar, Company Secretary has been appointed as Scrutinizer for Electronic voting and poll.

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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 :-

ANNUAL REPORTS AND ACCOUNTS :-

The undermentioned resolution was proposed by Mr. K D Mishra, Authorized Representative of M/s Steven Construction Limited and seconded by Mr. Atul Mishra, Authorized Representative of M/s Amin International Limited.

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, 2015, 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, 2015 and report of Auditors thereon be and the same are hereby approved and adopted."

DECLARATION OF DIVIDEND :-

The undermentioned resolution was proposed by Mr. G P Singh, Authorized Representative of M/s Modriba Hygiene Solutions Limited and seconded by Mr. Anand Balduva, Authorized Representative of M/s Chowdhary Overseas Limited.

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 2014-2015 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. VINAY SANAN AS DIRECTOR :-

The undermentioned resolution was proposed by Mr. Robin Majumdar, Authorized Representative of M/s Rojus Enterprises Limited and seconded by Mr. Atul Mishra, Authorized Representative of M/s Amin International Limited.

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. Vinay Sanan (DIN: 00014536), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment."

APPOINTMENT OF AUDITORS :-

The undermentioned resolution was proposed by Mr. Anand Balduva, Authorized Representative of M/s Chowdhary Overseas Limited and seconded by Mr. K D Mishra, Authorized Representative of M/s Steven Construction Limited.

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On the basis of consolidated report of electronic voting and poll it was found that 99.9959% 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, on the recommendation of Audit Committee of the Company."

APPOINTMENT OF MR. AJAI KUMAR SENGAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:-

The undermentioned resolution was proposed by Mr. Atul Mishra, Authorized Representative of M/s Amin International Limited and seconded by Mr. Robin Majumdar, Authorized Representative of M/s Rojus Enterprises Limited.

On the basis of consolidated report of electronic voting and poll it was found that 99.9959% 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ajai Kumar Sengar (DIN:07238070), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 2020."

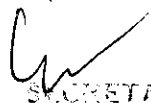
APPOINTMENT OF MR. YUSUF AMIN AS A DIRECTOR OF THE COMPANY:-

The undermentioned resolution was proposed by Mr. Anand Balduva, Authorized Representative of M/s Chowdhary Overseas Limited and seconded by Mr. G P Singh, Authorized Representative of M/s Modriba Hygiene Solutions Limited.

On the basis of consolidated report of electronic voting and poll it was found that 99.9959% 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Yusuf Amin (DIN: 06863918), who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term of office will be liable to be determined by retirement of Directors by rotation."

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VOTE OF THANKS :-

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

Sd/-
CHAIRMAN

Date of Entry : 24.09.2015

Date :24.09.2015

Place: Kanpur

