



Superhouse Limited

(A Government of India recognized Export Trading House)
Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)
CIN: L24231UP1980PLC004910 Tel: (0512) 2462124, 2465995 Fax: 0515-2829325
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SHL/SHR/2018/

Dated : 1st October, 2018

The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

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

Script Code: 523283

Script Code: SUPERHOUSE

Sub:- Minutes of the 38th Annual general Meeting.

Dear Sir,

We are pleased to enclose herewith copy of the Minutes of the proceedings of the 38th Annual general Meeting held on 29th September, 2018.

Thanking you,

Yours faithfully,
For SUPERHOUSE LIMITED

SECRETARY.

Encl As above

MINUTES OF THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD SATURDAY THE 29TH SEPTEMBER, 2018 COMENCED AT 10.00 A.M. AND CONCLUDED AT 11.00 A.M. AT THE OFFICE OF THE COMPANY AT 219/3 & 4 'L' BLOCK, NAVEEN NAGAR, KAKADEO, KANPUR-208025.

The following were present:

Mr. Anil Kumar Agarwal

Director Finance and Chief Financial Officer.

Also, as the Members of the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company

Mr. Dilip Kumar Dheer

Independent Director of the Company

Also, as the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and also member of Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Mr. R K Agrawal

Company Secretary

In aggregate, 33 (Thirty Three) Members including 02 (two) corporate representatives were present at the Annual General Meeting.

Mr. Rajeev Kapoor, Partner of M/s. Rajeev Prem & Associates, Statutory Auditors of the Company and Mr. Gautam Kumar Banthia, Secretarial Auditors of the Company were present by invitation.

In accordance with the Articles of Association, in absence of Chairman of the Board, Mr. Anil Kumar Agarwal, Director Finance and member of the company voted to the chair. The quorum being present the chairman declared the meeting open and welcomed the members attending the meeting.

The Chairman further, welcomed Mr. Gautam Kumar Banthia from M/s. Banthia & Company, the Secretarial Auditors of the company and Scrutinizer, Mr. Rajesh Parasramka, Partner of M/s. Kapoor Tandon & Co, Chartered Accountants, alternate scrutinizer and Mr. Rajiv Kapoor, Partner of M/s Rajiv Prem & Associates, Statutory Auditors, who were present at the meeting.

The Chairman introduced the Director other officials of the company and invitees, who were present at the meeting.

The Chairmen informed that the following documents and Registers have been laid on the table and the same would be available to the members for inspection during the meeting :-



- i. Notice convening the 38th Annual General Meeting
- ii. Directors' Report alongwith Annexure thereto for the financial year ended 31st March, 2018.
- iii. The Audited Financial Statements including Consolidated Financial Statement and Auditor's Report thereon for the financial year ended 31st March, 2018.
- iv. Secretarial Audit Report.
- v. The Register of Directors and Key Managerial Personnel and their shareholdings.
- vi. The Register of Contracts or arrangements in which the Directors were interested.
- vii. Minutes Book of the Shareholders.

The Chairman further informed that no proxy was received for attending the meeting.

Thereafter the Chairman commenced the formal agenda of the Annual General Meeting and with the consent of the Members present, the Notice convening the meeting, the Directors' Report along with annexure thereto and the Annual Accounts for the financial year ended 31st March, 2018 were taken as read.

The Chairman informed the shareholders that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31st March, 2018 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which have any adverse effect on the functioning of the Company, were required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditor's Report was not required to be read.

The Chairman informed the shareholders that the Secretarial Auditor's Report did not contain any qualifications, observations or comments or other remarks, which have any material adverse effect on the functioning of the Company.

The Chairman briefed the members about the operations of the Company financial results new initiatives, recognitions/achievements, Corporate Social Responsibility activities and other related matters. He also apprised about the Company's plan for way forward in financial year 2018-19.

The Chairman informed that the Company had provided the facility of remote e-voting to its Shareholders to exercise their right to vote on the Resolutions proposed to be passed at the AGM.

Mr. R K Agrawal, Company Secretary informed the shareholders that as per the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically. The remote e-voting was open from Tuesday, 25th September, 2018 to Friday, 28th September, 2018.

Mr. R K Agrawal, Company Secretary further stated that the shareholders, who had not cast their vote through remote e-voting process, were provided with facility of voting through ballot/polling papers to cast their vote. He further informed that Mr. Gautam Kumar Banthia, Practicing Company Secretary was appointed as the Scrutinizer and Mr. Rajesh Parasramka, Chartered Accountant alternate Scrutinizer for the remote e-voting process and for voting through ballot/polling papers.

Thereafter the Chairman invited the members to raise their queries on the business to be transacted at the AGM and also informed them that post question and answer session, all resolutions set out in the Notice of Annual General Meeting shall be put for voting and the members who have not voted through e-voting may cast their votes through the ballot form given to members.



Mr. Anil Kumar Agarwal, Director Finance and Chief Financial Officer and Mr. Dilip Kumar Dheer, Director answered the queries raised by the members.

Thereafter, the chairman read out the following business items as mentioned in the 38th Annual General Meeting Notice for which approval of the members was sought through e-voting and at the Annual General Meeting.

Item No.1- Ordinary Resolution- Adoption of Standalone Audited Financial Statements and Audited Consolidated Financial Statement for the financial year 2017-18 and the Reports of the Directors' and Auditors thereon.

The Chairman informed that the Companies Act, 2013 requires adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statement and the Reports of Directors and Auditors thereon for every financial year by the members by passing an ordinary resolution.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Mishra and seconded by Mr. Atul Mishra, Members.

- (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No.2- Ordinary Resolution- Declaration of dividend on equity shares.

The Chairman informed the Shareholders that the Board of Directors at their meeting held on 30th May, 2018 had declared Final Dividend of Rs.1/- for every Equity Share of Re.10/- each for the financial year ended 31st March, 2018. With the consent of the Members present, the Ordinary Resolution for Item No.2 of the Notice pertaining to the declaration of dividend was taken as read.

Thereafter, the following resolution was proposed by Mr. Robin Majumdar and seconded by Mr. Atul Mishra, Members.

“RESOLVED THAT a dividend at the rate of Rs. 1/- (one rupee only) per equity share of Rs. 10/- (ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018.”

Item No.3- Ordinary Resolution- Appointment of Mr. Vinay Sanan (DIN: 00014536) as a Director.

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Vinay Sanan (DIN: 00014536) retires by rotation and being eligible offered himself for re-appointment. Accordingly, the proposal relating to re-appointment of Mr. Vinay Sanan was included in the Notice of 38th Annual General Meeting. The members were required to pass an ordinary resolution for re-appointment of Mr. Vinay Sanan as Director retiring by rotation.

Thereafter, the following resolution was proposed by Mr. Bans Gopal Gaur and seconded by Mr. G P Singh, members

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vinay Sanan (DIN: 00014536), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No.4- Ordinary Resolution- Appointment of Mr. Anil Kumar Agarwal (DIN: 00014645) as a Director.

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Anil Kumar Agarwal (DIN: 00014645) retires by rotation and being eligible offered himself for re-appointment . Accordingly, the proposal relating to re-appointment of Mr. Anil Kumar Agarwal was included in the Notice of 38th Annual General Meeting. The members were required to pass an ordinary resolution for re-appointment of Mr. Anil Kumar Agarwal as Director retiring by rotation.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Atul Mishra, members

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Anil Kumar Agarwal (DIN: 00014645), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No.5- Ordinary Resolution- Delivery of documents through a particular mode.

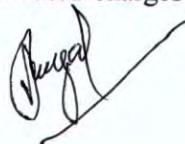
The Chairman informed that as per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, the members were required to pass an ordinary resolution to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Thereafter, the following resolution was proposed by Mr. Robin Majumdar and seconded by Mr. G P Singh, members

“RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, the Board of Directors be and are hereby authorized to decide a fee, not exceeding Rs 100/- (Rs One Hundred), in addition to estimated actual expenses to be incurred by the Company, to be charged for delivery of any document through a particular mode to a member.

That the request for delivery of any document through a particular mode along with requisite fees and estimated actual expenses should be duly received by the Company before 10 days but not before 90 days of dispatch of documents by the Company to the shareholders.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion, deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of actual fee and estimated charges for delivery of the document to be paid in advance.”

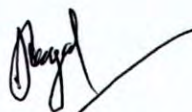


Thereafter, the Chairman requested the members to drop their ballot forms in the ballot box.

Thereafter, the Chairman invited Mr. Gautam Kumar Banthia, Scrutinizer to take control of the physical ballot proceedings and requested him to submit his report after the conclusion of the voting at the Annual general meeting. He further informed that the combined results of remote e-voting and voting at Annual General Meeting would be displayed on the websites of the Company and its Registrar and Transfer Agents in next 48 hours. Further, the voting results would be sent to the stock exchanges, on which the shares of the Company are listed, requesting them to display the same on their websites for the information of the investors.

The Meeting was declared closed on completion of the voting process. Mr. Anil Kumar Agarwal, Chairman of the meeting proposed a vote of thanks.

Date of Entry 1st October, 2018
Place Kanpur



(ANIL KUMAR AGARWAL)
CHAIRMAN OF THE MEETING

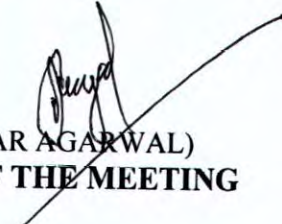
COMBINED RESULTS OF E-VOTING AND POLL :-

The Consolidated Results as per the Scrutinizers 'Report dated 29th September,2018 are as follows:

Reso- lution No.	Particulars	% Votes in Favour	% Votes in Against	% Votes invalid
1.	a. Ordinary resolution to adopt the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted. b. Ordinary resolution to adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.	100 100	0 0	0 0
2.	Ordinary resolution to declare a dividend on equity shares.	100	0	0
3.	Ordinary resolution to appoint Mr. Vinay Sanan (DIN:00014536), who retires by rotation and being eligible, offers himself for re-appointment as a Director.	100	0	0
4.	Ordinary resolution to appoint Mr. Anil Kumar Agarwal (DIN: 00014645), who retires by rotation and being eligible, offers himself for re-appointment as a Director.	100	0	0
5.	Ordinary resolution to authorize for charging fee and actual expenses for the delivery of any documents through a particular mode.	100	0	0

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 38th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date of Entry 1st October, 2018
Place Kanpur


(ANIL KUMAR AGARWAL)
CHAIRMAN OF THE MEETING