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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7th October,2017

CIN:L24231UP1980PLC004910

STOCK CODE: BSE 523283

Bombay Stock Exchange,
Corporate Relationship Department
,2nd Floor, New Trading Wing,
Motunga Building, P.J.Towers,
Dalal Street,
MUMBAI–400001

Sub: Minutes of the 37th Annual General Meeting

Dear Sir,

We are pleased to enclose herewith copy of the Minutes of the proceedings of the 37th Annual General meeting held on 29th September, 2017.

We shall request you to kindly take it on records..

Thanking you.

Yours faithfully,
For SUPERHOUSE LIMITED

R K AGRAWAL
SECRETARY

MINUTES OF THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD FRIDAY THE 29TH SEPTEMBER, 2017 COMENCED 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-208010.

The following were present:

Mr.Mukhtarul Amin	Chairman and Managing Director of the Company. Also, as the Chairman of the Corporate Social Responsibility Committee and Risk Management Committee of the Company.
Mr.Zafarul Amin	Joint Managing Director
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, 34 (Thirty Four) Members including 2 (two) corporate representatives were present at the Annual General Meeting.

Mr.Rajesh Parasramka, Partner of M/s. Kapoor Tandon & Co, Statutory Auditors of the Company and Mr.G K Banthia, Secretarial Auditors of the Company were present by invitation.

In accordance with Article 24 of the Articles of Association, Mr. Mukhtarul Amin, Chairman of the Board of Directors, presided and the quorum being present, declared the meeting open and welcomed the members attending the meeting.

The Chairman further, welcomed Mr. G K Banthia from M/s. G K Banthia & Company, the Secretarial Auditors of the Company and Mr. Rajesh Parasramka, Partner of M/s. Kapoor Tandon & Co, Statutory Auditors, who were present at the meeting.

The Chairman introduced the Directors 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. The notice convening the 37th Annual General Meeting
ii. Directors' Report along with Annexure thereto for the financial year ended 31st March, 2017.
iii. The Audited Financial Statements and Auditor's Report thereon for the financial year ended 31st March, 2017.
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, 2017 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, 2017 and did not contain any qualifications, observations or comments on financial transactions or matters, which had an 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 Auditors 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 appraised about the Company's plan for Way forwarded in financial year 2017-18.

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. The Chairman then requested Mr. R K Agrawal, Company Secretary to brief the Members about the e-voting procedure 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 Monday, 25th September, 2017 to Thursday, 28th September, 2017.

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. G K Banthia, Practicing Company Secretary was appointed as the 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.

The Chairman Mr. Mukhtarul Amin, Chairman and Managing Director and Mr. Anil Kumar Agarwal, Director Finance and Chief Financial Officer answered the queries raised by the members.

Thereafter, the chairman read out the following business items as mentioned in the 37th Annual General Meeting Notice for which approval of the members was sought through e-voting and at the Annual General Meeting.

ItemNo.1- Ordinary Resolution- Adoption of Standalone Audited Financial Statements and Audited Consolidated Financial Statement for the financial year 2016-17 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, 2017 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, 2017 and the report of the 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, 2017 had declared Final Dividend of Rs.1/- for every Equity Share of Re.10/- each for the financial year ended 31st March, 2017. 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. Atul Mishra and seconded by Mr. Robin Majumdar, 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, 2017 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, 2017."

Item No.3- Ordinary Resolution- Appointment of Mr. Mohammad Shadab (DIN: 00098221) as a Director.

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Mohammad Shadab (DIN: 00098221) retires by rotation and being eligible offered himself for re-appointment. Accordingly, the proposal relating to re-appointment of Mr. Mohammad Shadab was included in the Notice of 37th Annual General Meeting. The members were required to pass an ordinary resolution for re-appointment of Mr. Mohammad

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mohammad Shadab (DIN: 00098221), 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. Yusuf Amin (DIN: 06863918) as a Director.

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Yusuf Amin (DIN: 06863918) retires by rotation and being eligible offered himself for re-appointment. Accordingly, the proposal relating to re-appointment of Mr. Yusuf Amin was included in the Notice of 37th Annual General Meeting. The members were required to pass an ordinary resolution for re-appointment of Mr. Yusuf Amin as Director retiring by rotation.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Yusuf Amin (DIN: 06863918), 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- Appointment of Auditors and fix their remuneration.

The Chairman informed that the in view of the mandatory requirement for rotation of auditors upon completion of ten (10) years of association with a company, in terms of Section 139 of the Companies Act, 2013, M/s Kapoor Tandon & Co. were set to retire as the Company's Auditors at the conclusion of the thirty seventh Annual General Meeting. As recommended by the Audit Committee and the Board, the proposal relating to appointment of M/s Rajeev Prem & Associates, Chartered Accountant as Statutory Auditors of the Company for a period of five continuous years i.e. from the conclusion of the Thirty Seventh Annual general meeting till the conclusion of Forty Two Annual General Meeting of the Company, was included in the Notice of 37th Annual General Meeting for appointment by the Members by passing an ordinary resolution.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Rajeev Prem & Associates, Chartered Accountants

Being interested, Mr. Mukhtarul Amin, the Chairman entrusted the conduct of the [redacted] Mr. Dilip Kumar Dhoar, the Independent Director with

Item No.6- Special Resolution- Re-appointment of Mr. Mukhtarul Amin, Chairman and Managing Director.

The Chairman informed that the Board of Directors of the Company at its meeting held on 29th July, 2017 has, subject to approval of members, re-appointed Mr. Mukhtarul Amin (DIN: 00012108) as a Chairman and Managing Director, for a further period of 3 (three) years from the expiry of his present term i.e. 31st March, 2017, on terms and conditions, including remuneration as recommended by the Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

Thereafter, the following resolution was proposed by Mr.Atul Mishra and seconded by Mr. Saleem Akhtar, members .

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re- appointment of Mr. Mukhtarul Amin (DIN: 00012108) as Chairman and Managing Director of the Company for a period of 3 years effective from 1st April, 2017 on the terms and conditions, including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the

RESOLVED FURTHER, that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.8- Special Resolution- Re-appointment of Mrs. Shahina Mukhtar, Wholetime Director.

The Chairman informed that the Board of Directors of the Company at its meeting held on 29th July, 2017 has, subject to approval of members, re-appointed Mrs. Shahina Mukhtar (DIN: 00015442) as a Wholetime Director, for a further period of 3 (three) years from the expiry of her present term, i.e. 31st March, 2017, on terms and conditions, including remuneration as recommended by the Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

Thereafter, the following resolution was proposed by Mr. Mufeed Alam and seconded by Mr. Saleem Akhtar, members

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mrs. Shahina Mukhtar (DIN: 00015442) as Wholetime Director of the Company for a period of 3 (three) years effective from 1st April, 2017 on the terms and conditions, including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mrs. Shahina Mukhtar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any

RESOLVED FURTHER, that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.9- Special Resolution- Re-appointment of Mr. Mahe

Mr. Mukhtarul Amin resumed the chair for remaining items.

Item No.10- Special Resolution- Re-appointment of Mr. Vinay Sanan, Executive Director.

The The Chairman informed that the Board of Directors of the Company at its meeting held on 29th July, 2017 has, subject to approval of members, re-appointed Mr. Vinay Sanan (DIN: 00014536) as a Wholetime Director designated as Executive Director, for a further period of 3 (three) years from the expiry of his present term, i.e. 31st March, 2017, on terms and conditions, including remuneration as recommended by the Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

Thereafter, the following resolution was proposed by Mr. Saleem Akhtar and seconded by Mr. Robin Majumdar, members

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable (three) provisions of the Companies Act, 2013 and the

RESOLVED FURTHER, that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

[redacted] requested the members to drop their ballot forms in the ballot box.

Thereafter, the Chairman invited Mr. G K 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, Director Finance proposed a vote of thanks.

Date of Entry: 3rd October, 2017
Place: Kanpur.

7/10/17

(MUKHTARUL AMIN)
CHAIRMAN

COMBINED RESULTS OF E-VOTING AND POLL :-

The Consolidated Results as per the Scrutinizers 'Report dated 29th September,2017 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, 2017 and the reports of the Board of Directors and Auditors thereon. And b. Ordinary resolution to adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the auditors thereon.	100	0	0
2.	Ordinary resolution to declare a dividend on equity shares.	100	0	0
3.	Ordinary resolution to appoint Mr. Mohammad Shadab (DIN:00098221), who retires by rotation and being eligible, offers himself for re-appointment	99.99	.01	0
4.	Ordinary resolution to appoint Mr. Yusuf Amin, who retires(DIN:06863918) by rotation and being eligible, offers himself for re-appointment	99.99	.01	0
5.	Ordinary resolution to appoint M/s Rajeev Prem & Associates as Auditors and fix their remuneration	99.99	.01	0
6.	Special Resolution for the re-appointment of Mr. Mukhtarul Amin (DIN:00012108) as Chairman and Managing Director for a period of 3 years with effect from 1st April, 2017 and fix his remuneration	99.99	.01	0
7.	Special Resolution for the re-appointment of Mr. Zafarul Amin (DIN:00015533) Wholetime Director designated as Joint Managing Director for a period of 3 years with effect from 1st April, 2017 and fix his remuneration	99.99	.01	0
8.	Special Resolution for the re-appointment of Mrs. Shahina Mukhtar (DIN: 00015442) as Wholetime Director for a period of 3 years with effect from 1st [redacted] 2017 and fix her remuneration	99.99	.01	0

Reso-lution No.	Particulars	% Votes in Favour	% Votes in Against	% Votes Abstained
10.	Special Resolution for the re-appointment of Mr. Vinay Sanan (DIN:00014536) Wholetime Director designated as Executive Director for a period of 3 years with effect from 1st April, 2017 and fix his remuneration	99.99	.01	0
11.	Special Resolution for the re-appointment of Mr. Anil Kumar Agarwal (DIN : 00014645), Wholetime Director designated as Chief Financial Officer for a period of 3 years with effect from 1st April, 2017 and fix his remuneration	99.99	.01	0

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 37th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date:3rd October,2017
Place: Kanpur

(MUKHTARUL AMIN)
CHAIRMAN