

PROCEEDINGS OF THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD ON THURSDAY THE 30TH SEPTEMBER, 2021 COMMENCED AT 10.00 A.M. AND CONCLUDED AT 10.30 A.M. AT THE OFFICE OF THE COMPANY AT 219/3 & 4 'L' BLOCK, NAVEEN NAGAR, KAKADEO, KANPUR-208025.

The following were present:

Mr. Zafarul Amin	Joint Managing Director
Mr. Mohammad Shadab	Dy. Managing Director
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. Syed Javed Ali Hashmi	Independent Director
Mr. R K Agrawal	Company Secretary

In aggregate, 34 (Thirty Four) Members including 06 (six) 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, Mr. Zafarul Amin, Joint Managing Director of the company was voted to the chair. The quorum being present the Chairman declared the meeting open and welcomed the members attending the meeting.

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

The Chairman 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 41ST Annual General Meeting
- ii. Directors' Report alongwith Annexure thereto for the financial year ended 31st March, 2021.
- iii. The Audited Financial Statements including Consolidated Financial Statement and Auditor's Report thereon for the financial year ended 31st March, 2021.
- 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, 2021 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, 2021 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 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, Corporate Social Responsibility activities and other related matters. He also apprised about the Company's plan for way forwarded in financial year 2021-22.

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 Sunday, 26th September, 2021 to Wednesday, 29th September, 2021.

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 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. Dilip Kumar Dheer, Chairman of Audit Committee answered the queries raised by the members.

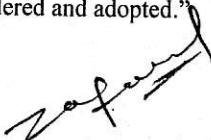
Thereafter, the chairman read out the following business items as mentioned in the 41st Annual General Meeting Notice for which approval of the members was sought through e-voting and at the Annual General Meeting.

Item No.1- Ordinary Resolution- Adoption of Audited Financial Statements and Audited Consolidated Financial Statement for the financial year 2020-21 and the Reports of the Directors' and Auditors thereon.

The Chairman informed that the Companies Act, 2013 requires adoption of 'Audited 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. Krishna Dutt Misra and seconded by Mr. Atul Misra, Members.

- (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, 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, 2021 and the report of Auditors thereon, as circulated to the members, 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 14th June, 2021 had declared Final Dividend of Rs. 1/- for every Equity Share of Re.10/-each for the financial year ended 31st March, 2021. The members were required to pass an ordinary resolution for the declaration of dividend on equity shares.

Thereafter, the following resolution was proposed by Mr. Suneel Jasnani, Authorized Representative of M/s Chowdhary Overseas Limited and seconded by Mr. Pankaj Kumar Srivastava, Members.

"RESOLVED THAT a dividend at the rate of Rs 1/- (one only) per equity share of Rs. 10/- (Rupees ten) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2021 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, 2021."

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

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 41st Annual General Meeting. The members were required to pass an ordinary resolution for the re-appointment of Mr. Mohammad Shadab as Director of the company, liable to retire by rotation.

Thereafter, the following resolution was proposed by Mr. Krishna Dutt Misra and seconded by Mr. Bans Gopal Gaur, members

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions 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- To appoint Mr. Vinay Sanan (DIN: 00014536) as a Director of the company.

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 41st Annual General Meeting. The members were required to pass an ordinary resolution for the re-appointment of Mr. Vinay Sanan as Director of the company, liable to retire by rotation.

Thereafter, the following resolution was proposed by Mr. Santosh Pandey, Authorized Representative of M/s Amin International Limited and seconded by Mr. Saleem Akhtar, members

"RESOLVED THAT in accordance with 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."

Vote of Thanks :-

A vote of thanks to the Chair, proposed by Mr. Krishna Dutt Misra, member was passed unanimously.

The Meeting was declared closed at 10.30 A.M.

Date of Entry: 30-09-2021
Place : Kanpur


(ZAFARUL AMIN)
CHAIRMAN OF THE MEETING

COMBINED RESULTS OF E-VOTING AND POLL :-

The Consolidated Results as per the Scrutinizers' Report dated 30th September, 2021 are as follows:

Resolution No.	Particulars	% Votes in Favour	% Votes in Against	% Votes invalid
1.	a. Ordinary resolution to approve audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon. b. Ordinary resolution to approve audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon.	99.96	0.04	0
2.	Ordinary resolution to declare a dividend on equity shares.	99.96	0.04	0
3.	Ordinary resolution to re-appoint Mr. Mohammad Shadab (DIN: 00098221), who retires by rotation and being eligible, offers himself for re-appointment.	97.87	2.13	0
4.	Ordinary resolution to re-appoint Mr. Vinay Sanan (DIN: 00014536), who retires by rotation and being eligible, offers himself for re-appointment.	99.13	0.87	0

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 41st Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date of Entry 30-09-2021
Place: Kanpur


(ZAFARUL AMIN)
CHAIRMAN OF THE MEETING

Report of Scrutinizer

The Chairman (AGM)

September 30, 2021

Superhouse Limited

150 Feet Road, Jajmau

Kanpur 208010.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted as per section 108 of the Companies Act 2013 read with Rule 20 of the Companies(Management And Administration)Rules 2014 as amended by the Companies(Management And Administration)Rules, 2015 and voting by Ballot at the Annual General Meeting of the Company held on Thursday, the 30th day of September 2020.

1. I, G K Banthia Practicing Company Secretary CP No.1405, appointed the Scrutinizer as per Board of Directors Resolution of 25th June 2021, for the purpose of voting by electronic means in terms of section 108 of the Companies Act 2013 read with Rule 20 & 21 of Companies (Management And Administration)Rules 2015, in respect of the 4 items (resolutions)referred to in the subsequent paragraphs, for the purpose of scrutinizing in fair and transparent manner the remote e voting process, ballot forms as may be received from shareholders at the 41st Annual General Meeting of the Company held on September 30, 2021 as per Notice dated 14.08.2021.
2. The Management is responsible to ensure the compliance with the requirements of the Companies Act 2013, and applicable Rules for conducting voting by electronic means and ballot papers at the annual general meeting on the resolutions contained in the Notice of the Annual General Meeting of the Company. My responsibility as scrutinizer for e-voting and ballot papers is restricted to make a scrutinizer's report on the vote cast whether in favour or against the resolutions as per **Annexure**, based on reports generated from the e-voting system provided by NSDL, to provided e-voting facilities, engaged by the Company and of the voting through ballot papers at the AGM.
3. The Notices of the Forty One Annual General Meeting were dispatched on 28th August 2021 by E-mail and sent to BSE / Posted on Company's web site on 28th August 2021, as per Company's BSE filings.
4. The public advertisement with respect to dispatch of Notice of the Annual General Meeting and conducting of voting through electronic means was published in and "Dainik Aaj" Hindi News Paper on and "Financial Express" English News Paper on September 01.09.2021.



G. K. BANTHIA

Ref. No:.....

Date:.....

5. The members were given an option to vote electronically on e-voting platform, provided by the NSDL with which the company had made necessary arrangement as well as by Ballot to those who had not cast their earlier through remote e voting facility.
6. The Shareholders holding the shares on "cut off" date i.e. September 23,2021, were eligible to cast vote on the proposed resolutions No.1 to 4 as mentioned in the Notice dated August 14, 2021.
7. The e- voting period commenced on 9.00 a.m. September 26, 2021 and closed on September 29, 2021 at 5.00 p.m.
8. The electronic votes cast accordingly were taken into account and at the end of the said voting period on September 29, 2021 after 6.00 p.m. and the NSDL portal was blocked thereafter.
9. The votes cast by e-voting were unblocked on September 30,2021 after 10:30 am .my presence keeping in view the position of social distancing under impact of COVID-19 pandemic
10. A register has been maintained electronically to record the assent and dissent votes cast in the respect of the resolutions.
11. Based on the results downloaded as per data provided by NSDL which have been scrutinized by me 62 members have cast their votes by e-voting, and have annexed the details and analysis of the e-voting results for each of the 04 resolutions contained in the Notice referred above.
12. 26 votes were cast through the Ballot Forms at the AGM held at 10.00 a.m. after announcement of poll by ballot by those members who have not cast their votes by e-voting.
13. My consolidated report of the votes cast by the shareholders through remote e voting and physical Ballot at the AGM in respect of the below mentioned 04 resolutions may accordingly be declared by the Chairman of the meeting.
14. 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
C.P. No.- 1405


BANTHIA & COMPANY
Company Secretaries
G.K.BANTHIA (PROP)
261, Z1, Barra-II
KANPUR-208027
C.P. No.1405

Annexure to report

The consolidated result of the votes cast by remote e- voting and by Ballot at the AGM of Superhouse Limited held on September 30, 2021 is as under:

Ordinary Business:**Item No. 1-**

Ordinary Resolution: a. To adopt the Audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon.

b. To adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of the auditors thereon laid before this meeting, be and are hereby considered and adopted.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	53	62,42,670	99.96
Polling	26	26	0.00
Combined	79	62,42,696	99.96

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	9	2,356	0.04
Polling	-	-	-
Combined	9	2,356	0.04



G. K. BANTHIA

Ref. No:.....

Date:.....

(iii) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	-	-	-
Polling	-	-	-
Combined	-	-	-

Item No. 2 :

Ordinary Resolution:- To declare dividend on equity shares

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	54	62,42,820	99.96
Polling	26	26	0.00
Combined	80	62,42,846	99.96

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	8	2,206	0.04
Polling	-	-	-
Combined	8	2,206	0.04



G. K. BANTHIA

Ref. No:.....

Date:.....

(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	-	-	-
Polling	-	-	-
Combined	-	-	-

Item No. 3 :

Ordinary Resolution:-To-re-appoint Mr. Mohammad Shadab(DIN00098221), who retires by rotation and being eligible, offers himself for re-appointment .

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	47	61,12,161	97.87
Polling	26	26	0.00
Combined	73	61,12,187	97.87

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	15	1,32,865	2.13
Polling	-	-	-
Combined	15	1,32,865	2.13



(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	-	-	-
Polling	-	-	-
Combined	-	-	-

Item No. 4 :

Ordinary Resolution:-To re-appoint Mr. Vinay Sanan (DIN: 00014536),who retires by rotation and being eligible, offers himself for re-appointment.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	51	61,90,737	99.13
Polling	26	26	0.00
Combined	51	61,90,763	99.13

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	11	54,289	0.87
Polling	-	-	-
Combined	11	54,289	0.87



BANTHIA & COMPANY

COMPANY SECRETARIES

G. K. BANTHIA

Ref. No:.....

261, Z-1, Barra-II,

Kanpur - 208 027

Mo:-9839978855

Date:.....

(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	-	-	-
Polling	-	-	-
Combined	-	-	-

Note: All the 04 resolutions are accordingly passed with requisite majority.

For Banthia And Company

(G K Banthia)

Company Secretary

C.P. No. - 1405


BANTHIA & COMPANY

Company Secretaries

G.K.BANTHIA (PROP.)

261, Z1, Barra-II

KANPUR-208027

C.P. No.1405



Superhouse Limited

(A Government of India recognized Export Trading House)
Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)
CIN: L24231UP1980PLC004910 Tel: 9956040004
email: share@superhouse.in url: http://www.superhouse.in

41st Annual General Meeting of the Superhouse Limited held on 30th September, 2021 at 10.00 AM at the Office of the Company at 219/3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-208025.

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 and the Listing Regulation, 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 41st Annual General Meeting (AGM). The e-voting was open from the 26.09.2021 to 29.09.2021.

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. Therefore, at the 41st Annual General Meeting was conducted by means of poll.

The Board of Directors has appointed Mr. Gautam Kumar Banthia, Company Secretary as the 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 29th September, 2021 and poll received till the conclusion of the meeting and submitted their Report on 30.09.2021.

The Consolidated Results as per Scrutinizers' Report dated 30.09.2021 are as follows :-

Particulars	% Votes in favour	% Votes against
Resolution No. 1: a. Ordinary resolution to approve audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon.	99.96	0.04
Resolution No. 1 b. Ordinary resolution to approve audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon.		
Resolution No. 2: Ordinary resolution to declare a dividend on equity shares.	99.96	0.04



Superhouse Limited

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

Particulars	% Votes in favour	% Votes against
Resolution No. 3: Ordinary resolution to re-appoint Mr. Mohammad Shadab (DIN: 00098221), who retires by rotation and being eligible, offers himself for re-appointment..	97.87	2.13
Resolution No. 4: Ordinary resolution to re-appoint Mr. Vinay Sanan (DIN: 00014536), who retires by rotation and being eligible, offers himself for re-appointment.	99.13	0.87

Based on the consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 41st Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Superhouse Limited

(Zafarul Amin)

Chairman of the meeting

Date: 30th September, 2021

Place: Kanpur