

MINUTES OF THE 44TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUPERHOUSE LIMITED HELD ON MONDAY THE 30TH SEPTEMBER, 2024 COMMENCED 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. Mukhtarul Amin	:	Chairman and Managing Director
Mr. Zafarul Amin	:	Joint Managing Director
Mr. Mohammad Shadab	:	Deputy Managing Director
Mr. Yusuf Amin	:	Director
Mr. R K Agrawal	:	Company Secretary

In aggregate, 40 (forty) Members including 06 (six) corporate representatives were present personally, at the Annual General Meeting.

Mr. Rajesh Parasramka Partner of M/s Kapoor Tandon & Co., Statutory Auditors of the Company, Mr. Gautam Kumar Banthia, Secretarial Auditors and Mr. Krishna Dutt Misra, Chief Financial Officer of the Company were present by invitation.

In accordance with the Articles of Association, Mr. Mukhtarul Amin, Chairman and Managing Director of the company occupied the chair. The quorum being present the Chairman declared the meeting open and welcomed the Members attending the meeting.

The Chairman further, welcomed Mr. Rajesh Parasramka, Partner of M/s Kapoor Tandon & Co., Chartered Accountant, alternate scrutinizer and Statutory Auditors, Mr. Gautam Kumar Banthia from M/s Banthia & Company, the Secretarial Auditors and Scrutinizers of the Company.

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 44th Annual General Meeting.
- ii. Directors' Report alongwith Annexures thereto for the financial year ended 31st March, 2024.
- iii. The Audited Financial Statements including Consolidated Financial Statement and Auditor's Report thereon for the financial year ended 31st March, 2024.
- 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, 2024 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, 2024 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, Corporate Social Responsibility activities and other related matters. He also apprised about the Company's plan for way forwarded in financial year 2024-25.

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 Thursday, 26th September, 2024 to Sunday, 29th September, 2024.

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. Zafarul, Joint Managing Director of the company answered the queries raised by the Members.

Thereafter, the chairman read out the following business items as mentioned in the 44th 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 Statement for the financial year 2023-24 and the Reports of the Directors' and Auditors thereon.

The Chairman informed that the Companies Act, 2013 requires adoption of Audited Financial Statements 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.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

Item No.2- Ordinary Resolution- Adoption of Audited Consolidated Financial Statement for the financial year 2023-24 and the Reports of the Directors' and Auditors thereon.

The Chairman informed that the Companies Act, 2013 requires adoption of 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. Atul Misra and seconded by Mr. Ram Nath, Members.

“RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

Item No. 3- 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, 2024 had declared Final Dividend of Rs. 0.80/- for every Equity Share of Rs.10/- each for the financial year ended 31st March, 2024. 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. Saleem Akhtar and seconded by Mr. Atul Misra, Members.

“RESOLVED THAT a dividend at the rate of Rs. 0.80 (Rs. Eighty Paise only) per equity share of Rs. 10/- (Rupees ten only) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2024 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, 2024.”

Item No.4- Ordinary Resolution- Appointment of Mr. Zafarul Amin (DIN: 00015533) as a Director of the company.

The Chairman informed that as per the provisions of the Companies Act, 2013, Mr. Zafarul Amin (DIN: 00015533) retires by rotation and being eligible offered himself for re-appointment. Accordingly, the proposal relating to re-appointment of Mr. Zafarul Amin was included in the Notice of 44th Annual General Meeting. The Members were required to pass an ordinary resolution for the re-appointment of Mr. Zafarul Amin as Director of the company, liable to retire by rotation.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Anubhav Pandey, Members

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Zafarul Amin (DIN: 00015533), 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 Mr. Yusuf Amin (DIN: 06863918) as a Director of the company.

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 44th Annual General Meeting. The Members were required to pass an ordinary resolution for the re-appointment of Mr. Yusuf Amin as Director of the company, liable to retire by rotation.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Ram Nath, Members.

“RESOLVED THAT in accordance with 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.06- Ordinary Resolution- Re-appointment of Mrs. Shahina Mukhtar (DIN: 00015442) as Director of the company.

The Chairman informed that the Board of Directors of the company (“the Board”) at its meeting held on 22nd June, 2024 has, subject to the approval of the members by ordinary resolution, re-appointed Mrs. Shahina Mukhtar (DIN: 00015442) as a Director, for a period of 5 years (five) with effect from 1st October ,2024. The members were required to pass an ordinary resolution for the re-appointment of Mrs. Shahina Mukhtar as Director of the company.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Santosh Pandey, Members.

“Resolved that pursuant to provisions of Regulation 17 (1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or amendments or re-enactment (s) thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to re-appoint Mrs. Shahina Mukhtar (DIN: 00015442) as Director of the Company, for a period of 5 (five) years, with effect from 1st October 2024.”

Item No.07- Special Resolution- Appointment of Mr. Vinay Sanan (DIN: 00014536) as an Independent Director of the company.

The Chairman informed that the Board of Directors of the company (“the Board”) at its meeting held on 22nd June 2024, on the recommendation of Nomination and Remuneration Committee (the NR` Committee’) and subject to the approval of the members by Special Resolution recommended the appointment of Mr. Vinay Sanan (DIN: 00014536) director of the company, as an Independent Director, for a period of 5 years (five) with effect from 30th September,2024 till 29th Setpember,2029. The members were required to pass a special resolution for the appointment of Mr. Vinay Sanan as an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. Santosh Pandey and seconded by Mr. Ram Nath, Members.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Vinay Sanan (DIN: 00014536), a director of the company, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 30th September, 2024 till 29th September, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.08- Special Resolution- Appointment of Mr. Rajendra Krishan Shukla (DIN: 09494922) as an Independent Director of the company.

The Chairman informed that the Board of Directors of the company (“the Board”) at its meeting held on 22nd June 2024, on the recommendation of Nomination and Remuneration Committee (the NR` Committee’) and subject to the approval of the members by Special Resolution recommended the appointment of Mr. Rajendra Krishan Shukla (DIN: 09494922), as an Independent Director, for a period of 5 years (five) with effect from 30th September,2024 till 29th Setpember,2029. The members were required to pass a special resolution for the appointment of Mr. Rajendra Krishan Shukla (DIN: 09494922) an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. Atul Misra and seconded by Mr. Anand Balduva, Members.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Rajendra Krishan Shukla (DIN: 09494922), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 30th September, 2024 till 29th September, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.09- Special Resolution- Appointment of Chaudhary Usman Ahmad (DIN: 010712019) as an Independent Director of the company.

The Chairman informed that the Board of Directors of the company (“the Board”) at its meeting held on 22nd June 2024, on the recommendation of Nomination and Remuneration Committee (the NR` Committee’) and subject to the approval of the members by Special Resolution recommended the appointment of Chaudhary Usman Ahmad (DIN: 010712019), as an Independent Director, for a period of 5 years (five) with effect from 30th September,2024 till 29th Setpember,2029. The members were required to pass a special resolution for the appointment of Chaudhary Usman Ahmad (DIN: 010712019)an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. Krishan Dutt Misra and seconded by Mr. Ram Nath, Members.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Chaudhary Usman Ahmad (DIN: 10712019), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 30th September, 2024 till 29th September, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.10- Special Resolution- Appointment of Mr. Krishna Kumar Ram Tiwari (DIN: 08172956) as an Independent Director of the company.

The Chairman informed that the Board of Directors of the company (“the Board”) at its meeting held on 22nd June 2024, on the recommendation of Nomination and Remuneration Committee (the NR` Committee’) and subject to the approval of the members by Special Resolution recommended the appointment of Krishna Kumar Ram Tiwari (DIN: 08172956), as an Independent Director, for a period of 5 years (five) with effect from 30th September,2024 till 29th Setpember,2029. The members were required to pass a special resolution for the appointment of Krishna Kumar Ram Tiwari (DIN: 08172956)an Independent Director of the company.

Thereafter, the following resolution was proposed by Mr. Atul Misra and seconded by Mr. Harmander Singh, Members.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Krishna Kumar Ram Tiwari (DIN: 08172956), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 30th September, 2024 till 29th September, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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 11.00 A.M.

Sd/-

Date of Entry: 30-09-2024

Place : Kanpur

(MUKHTARUL AMIN)
CHAIRMAN AND MANAGING DIRECTOR

COMBINED RESULTS OF E-VOTING AND POLL :-

The Consolidated Results as per the Scrutinizers' Report dated 30th September, 2024 are as follows:

Resolution No.	Particulars	% Votes in Favour	% Votes in Against	% Votes invalid
1.	Ordinary resolution to receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.	99.99	0.01	Nil
2.	Ordinary resolution to receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon.	99.99	0.01	Nil
3.	Ordinary resolution to declare a dividend of Rs. 0.80/- per equity share for the year 2023-2024	99.99	0.01	Nil
4.	Ordinary resolution to re-appoint Mr. Zafarul Amin (DIN: 00015533) as director of the company, who retires by rotation and being eligible, offers himself for re-appointment.	98.70	1.30	Nil
5.	Ordinary resolution to re-appoint Mr. Yusuf Amin (DIN: 06863918) as director of the company, who retires by rotation and being eligible, offers himself for re-appointment.	98.70	1.30	Nil
6.	Ordinary resolution to appoint Mrs. Shahina Mukhtar (DIN: 00015442) as a Director of the company for a period of 5 (five) years.	98.70	1.30	Nil
7.	Special resolution to appoint Mr. Vinay Sanan (DIN: 00014536) as an Independent Director of the company for a period of 5 (five) years.	98.70	1.30	Nil
8.	Special resolution to appoint Mr. Rajendra Krishan Shukla (DIN: 09494922) as an Independent Director of the company for a period of 5 (five) years.	99.99	0.01	Nil
9.	Special resolution to appoint Chaudhary Usman Ahmad (DIN: 10712019) as an Independent Director of the company for a period of 5 (five) years	99.99	0.01	Nil
10.	Special resolution to appoint Mr. Krishna Kumar Ram Tiwari (DIN: 08172956) as an Independent Director of the company for a period of 5 (five) years.	99.99	0.01	Nil

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 44th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Date of Entry 30-09-2024
Place: Kanpur

Sd/-
(MUKHTARUL AMIN)
CHAIRMAN AND MANAGING DIRECTOR

