



NOTICE

To,

**The Members of
Superhouse Limited**

Notice is hereby given that the thirty fifth Annual General Meeting of the members of the Company will be held on Wednesday the 23rd September, 2015 at 10.00 A.M. at the Registered Office of the Company at 150 Feet Road, Jajmau, Kanpur-208 010, to transact the following business:-

Ordinary Business

1. To consider and adopt:
 - (a) 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; and
 - (b) The audited consolidated financial statement of the Company for the financial year ended 31st March, 2015.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Vinay Sanan (DIN: 00014536), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that M/s Kapoor Tandon & Company, Chartered Accountant (Registration No. 000952C) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 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.”

Special Business :-

5. To appoint Mr. Ajai Kumar Sengar (DIN: 07238070) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **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.”
6. To appoint Mr. Yusuf Amin (DIN: 06863918) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **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.”

By Order of the Board

Place : KANPUR
Date : 30th July, 2015

(R.K. Agrawal)
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Ajai Kumar Sengar be appointed as an Independent Director of the Company. The appointment of Mr. Ajai Kumar Sengar shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member proposing the candidature of Mr. Ajai Kumar Sengar for the office of Director of the Company and deposit of requisite amount under Section 160 of the Act.

Mr. Ajai Kumar Sengar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Ajai Kumar Sengar that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Ajai Kumar Sengar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Ajai Kumar Sengar is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mr. Ajai Kumar Sengar

Mr. Ajai Kumar Sengar (DIN: 07238070) is a Science and Law graduate. He is having experience of 33 years in General Insurance. He was born on 29.10.1953. He is neither director in any other body corporate nor a member of the committee of directors. Mr. Ajai Kumar Sengar does not hold any share of the company. He is not related to any director of the company.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ajai Kumar Sengar is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Mr. Ajai Kumar Sengar as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Ajai Kumar Sengar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Yusuf Amin for the office of Director of the Company. Mr. Yusuf Amin is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief resume of Mr. Yusuf Amin

Mr. Yusuf Amin (DIN:06863918) was born on 29.04.1996. He is also director of i. M/s Rojus Enterprises Limited and ii. M/s Amin International Limited. He is not a member of any committee of directors. Mr. Mukhtarul Amin, Chairman and Managing Director, Mr. Zafarul Amin, Joint Managing Director, Mrs. Shahina Mukhtar wholetime director and Mr. Mohd. Shadab, wholetime director are relatives of Mr. Yusuf Amin.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board

Place : KANPUR
Date : 30th July, 2015

(R.K. Agrawal)
Company Secretary

**NOTES :-**

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship and memberships/chairmanships of Board Committees, shareholders and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The brief resume of directors proposed to be appointed are given in the explanatory statement.
3. The Company has notified closure of Register of Members and Share Transfer Books from Thursday the 10th September, 2015 to Wednesday the 23rd September, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
4. The Company has transferred the unpaid or unclaimed dividend declared upto financial years 2006-07 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unclaimed amounts lying with the Company as on 23rd September, 2014 (date of last Annual General Meeting) on the website of the Company (www.superhouse.in) and also on the website of the Ministry of Corporate Affairs.
5. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company, electronically.
6. The route map including prominent land mark of venue of the meeting is provided at the overleaf of the Proxy form and also at the website of the company.
7. In compliance of provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of the Listing Agreement the company has made necessary arrangements with National Securities Depository Limited to facilitate e-voting. Information and other instructions relating to e-voting are as under :-
 - (i) The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') to vote on resolutions proposed to be passed in the meeting by electronic means.
 - (ii) The facility for voting through electronic voting or ballot/polling papers shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through electronic voting or ballot/polling paper.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.
 - (v) The Board of Directors of the Company has appointed Mr. Kailash Nath Shridhar, a Practicing Company Secretary failing him Mr. Rajesh Parasramka, Chartered Accountant as Scrutinizer to scrutinize remote e-voting and ballot/polling paper in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
 - (vi) Voting rights shall be reckoned on the paidup value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 16th September, 2015.
 - (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 16th September, 2015 only shall be entitled to avail the facility of remote e-voting.
 - (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 16th September, 2015, may obtain the User ID by sending a request to evoting@nsdl.co.in or share@superhousegroup.com.



- (ix) **The remote e-voting facility will be available during the following period:** Commencement of remote e-voting : From 9.00 a.m. (IST) on 19th September, 2015; End of remote e-voting : Up to 5.00 p.m. (IST) on 22nd September, 2015.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled for voting thereafter.

- (x) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <http://superhouse.in> and on the website of NSDL at <https://www.evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 23rd September, 2015.
- (xii) Instructions and other information relating to remote e-voting:

A. **In case a member receives an e-mail from National Securities Depository Limited (NSDL)** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
- Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
- Click on "Shareholder - Login".
- Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- Select "EVEN" of Superhouse Limited. Members can cast their vote online from 19th September, 2015 (9:00 A.M.) till 22nd September, 2015 (5:00 P.M.).

Note: e-Voting shall not be allowed beyond said time.

- Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- B. In case a member receive physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company/Depository Participants(s)]:-
- User ID and initial password provided in the attendance slip of AGM.
 - Please follow all steps from Sr. No. (a) to (j) as mentioned in (A) above, to cast your vote.
8. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

By Order of the Board

Place : KANPUR
Date : 30th July, 2015

(R.K. Agrawal)
Company Secretary