MINUTES OF THE MEETING HELD ON WEDNESDAY THE 24TH SEPTEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 150 FEET ROAD, JAJMAU, KANPUR UNDER SUB RULE 14 OF RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULE, 2014 FOR THE DECLARATION OF RESULTS OF POSTAL BALLOTS

PRESENT:-

1- Mr. Zafarul Amin- Chairman

2- Mr. Mohammad Shadab- Director

3- Mr. Anil Kumar Agarwal- Chief Financial Officer

4- Mr. Dilip Kumar Dheer- Independent Director

5- Mr. Gautam Kumar Banthia, Scrutinizer

The Chairman informed that at the meeting of board of directors of the company held on 1st July, 2014 it was decided to alter the Memorandum of Association of the company by way of passing special resolutions of shareholders through postal ballot and board appointed Mr. Gautam Kumar Banthia, Scrutinizer to receive, process and scrutinize the ballot papers in respect of the Special Resolutions as circulated in the Postal Ballot Notice dated August 1, 2014 pursuant to section 108 and 110 of the Companies Act, 2013 (hereinafter referred to as the Act) and Rule 22 of the Companies (Management & Administration) Rules (hereinafter referred to as the Rules).

Mr. Gautam Kumar Banthia, Company Secretary, placed scrutinizer's report dated 22nd September, 2014 before the directors present at the meeting. The directors persued the report placed by the scrutinizer and chairman declared the result of postal ballot the basis of scrutinizers' report as under :-

ALTERATION OF OBJECT CLAUSE :-

On the basis of consolidated report of electronic voting and postal ballot it was found that 99.99% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as special resolution :-

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft object clause III of the Memorandum of Association submitted to this meeting be and is hereby approved and adopted in substitution, and to the entire exclusion, of the existing object clause III of Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

OTHER ALTERATIN OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:-

On the basis of consolidated report of electronic voting and postal ballot it was found that 99.99% votes were given in favour of the resolution, hence the undermentioned resolution was declared passed by requisite majority as special resolution :-

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the following substitution, insertion and deletion be made in the Memorandum of Association of the company:-

a. The words "The Companies Act, 1956" wherever appeared in the Memorandum of Association of the company be replaced with the words "The Companies Act, 2013."

b. The liability Clause IV of the Memorandum of Association of the Company be substituted as under

'IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.'

c. The word "Authorized" be deleted from the Capital Clause V of the Memorandum of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

VOTE OF THANKS :-

There being no other matter to be discussed, the meeting concluded with a vote of thanks to the Chair.

SUPER HOUSE LTD. KANPUR

24.9.2014

CHAIRMAN