

**SUPERHOUSE LIMITED**

(CIN: L24231UP1980PLC004910)

Registered Office: - 150 Feet Road, Jajmau, Kanpur-208010.

**NOTICE**

Notice is hereby given that the forty two Annual General Meeting of the members of the Company will be held on Friday the 30th September, 2022 at 10.00 A.M. at the office of the Company at 219/3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-208025, 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 March 31, 2022 and 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 March 31, 2022 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

(a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 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, 2022 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare a dividend on equity shares for the financial year ended March 31, 2022 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** a dividend at the rate of Rs. 1/- (Rs. one 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, 2022 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, 2022."

3. To appoint Mr. Zafarul Amin (DIN: 00015533), who retires by rotation and being eligible, offers himself for re-appointment as a Director 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** 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."

4. To appoint Mr. Yusuf Amin (DIN: 06863918), who retires by rotation and being eligible, offers himself for re-

appointment as a Director 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** 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."

5. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"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 Kapoor Tandon & Co., Chartered Accountants (Registration No. 000952C), be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

**Special Business:**

6. To re-appoint Mr. Mukhtarul Amin (DIN: 00012108) as Chairman and Managing Director and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

**"RESOLVED** that pursuant to recommendation of the Nomination and Remuneration Committee and Audit Committee of the company and 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 1 October, 2022 to 30 September, 2025 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 Mr. Mukhtarul Amin.

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."

7. To re-appoint Mr. Zafarul Amin (DIN: 00015533) as Wholetime Director designated as Joint Managing Director and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and Audit Committee of the company and 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. Zafarul Amin (DIN: 00015533) as Wholetime Director designated as Joint Managing Director of the Company for a period of 3 years effective from 1 October, 2022 to 30 September, 2025 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 Mr. Zafarul Amin.

FURTHER RESOLVED that approval of the Members be and is hereby also accorded for providing a rent-free furnished residential accommodation to Mr. Zafarul Amin (DIN: 00015533), Joint Managing Director the Company with effect from 1st December 2021 till the expiry of existing tenure of his appointment i.e. on 30th September 2022".

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."

8. To re-appoint Mr. Mohammad Shadab (DIN: 00098221) as Wholetime Director designated as Deputy Managing Director and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and Audit Committee of the company and 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. Mohammad Shadab (DIN: 00098221) as Wholetime Director designated as Deputy Managing Director of the Company for a period of 3 years effective from 1 October, 2022 to 30 September, 2025 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 Mr. Mohammad Shadab.

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."

By Order of the Board

Date : 30<sup>th</sup> June, 2022

Place: Kanpur

(R. K. AGRAWAL)

Company Secretary

#### NOTES :-

1. A member entitled to attend and vote at 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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. In terms of the provisions of Section 152 of the Companies Act 2013, Mr. Zafarul Amin and Mr. Yusuf Amin, Directors, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.

Mr. Zafarul Amin and Mr. Yusuf Amin are interested in the Ordinary Resolutions set out at Item No's. 3 and 4, respectively, of the Notice with regard to their reappointment. Mr. Zafarul Amin, Joint Managing Director and Mr. Yusuf Amin, Director being related to Mr. Mukhtarul Amin, Chairman and Managing Director, Mohammad Shadab Deputy Managing Director and Mrs. Shahina Mukhtar, Director may be deemed to be interested in the resolution set out at Item No. 3 and 4 of the Notice. Save and except the above, none of the Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No's. 1 to 5 of the Notice.



3. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to Regulations 36 (3) and 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

4. M/s Rajeev Prem & Associates, Chartered Accountants (Registration No. 008905C) were appointed as Auditor's of the company for a term of 5 years, which will be expired on 30th September, 2022 at the forth coming Annual General Meeting.

Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended the appointment of M/s Kapoor Tandon & Co., Chartered Accountants (Registration No. 000952C), as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2023. M/s Kapoor Tandon & Co., Chartered Accountants, have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

5. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Institutional/Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution/Power of Attorney(POA)/ Authorization Letter together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution/Power of Attorney (POA)/ Authorization Letter to attend and vote on their behalf at the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from Friday the 16th September, 2022 to Friday the 30th September, 2022 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting. The dividend on equity shares, if, declared at the Annual General Meeting as recommended by the Board of Directors, will be credited/dispatched between Saturday the 1st October, 2022 and Wednesday the 5th October, 2022 to the members.

9. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with Circular dated May 12, 2020 and 15th January, 2021, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.superhouse.in](http://www.superhouse.in), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
10. Investor Education and Protection Fund (the IEPF) related details/information/notice are provided in the “Annexure” to the notice.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- For shares held in electronic form: to their respective Depository Participants (DPs).
  - For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms. The forms are also available on the website of the company at [www.superhouse.in](http://www.superhouse.in)
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
13. Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.superhouse.in> and on the website of the Company's Registrar and Transfer Agents, Skyline Financial Services Private Limited at <https://www.skylinerta.com> It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their

holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

16. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.superhouse.in> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
17. The information regarding deduction of tax at source on dividend is provided on the company's website and can be accessed at [http://superhouse.in/pdf/Dividend\\_and\\_TDS\\_Related\\_Information.pdf](http://superhouse.in/pdf/Dividend_and_TDS_Related_Information.pdf)
18. For receiving all communication (including Annual Report) from the Company electronically:
- (a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [share@superhouse.in](mailto:share@superhouse.in) or to the Registrar at [viren@skylinert.com](mailto:viren@skylinert.com).
  - (b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
19. Non-Resident Indian members are requested to inform Skyline Financial Services Private Limited/respective DPs, immediately of:
- (c) Change in their residential status on return to India for permanent settlement.
  - (d) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

20. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The Annual Report, Notice of Annual General Meeting, Proxy Form and Attendance Slip are also available at the Company's website at [www.superhouse.in](http://www.superhouse.in)
21. All documents referred to in accompanying Notice shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 AM to 3.00 PM up to the date of conclusion of Annual General Meeting.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available for inspection by the Members during the AGM.
23. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting").
24. Information and instructions relating to e-voting are provided at the end of this notice. Details of user id and password relating to e-voting are sent herewith, separately. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

By Order of the Board

Date : 30<sup>th</sup> June, 2022

Place: Kanpur

(R. K. AGRAWAL)

Company Secretary

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

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

### ITEM NO. 6

The Board of Directors of the Company ("the Board") at its meeting held on 30th June, 2022 has, subject to approval of members by special resolution, 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. 30th September, 2022 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.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Mukhtarul Amin as a Chairman and Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Mukhtarul Amin are as under:

### POWERS AND DUTIES:-

The Chairman and Managing Director will have the substantial powers of management.

In pursuance of and subject to the Articles of Association of the company, provisions of the Companies Act, 2013 and rules made thereunder the Chairman and Managing Director will exercise all the powers as may be exercised by the Board of Directors of the Company.

The Chairman and Managing Director shall exercise his powers subject to the superintendence control and direction of the Board of Directors.

**REMUNERATION:**

The under mentioned remuneration shall be payable to Mr. Mukhtarul Amin, Chairman and Managing Director of the company:

**SECTION- I****REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS:**

The remuneration by way of salary, dearness allowance, perquisites, commission and other allowances as may be finalized by the Board of Directors in consultation with the appointee.

**SECTION-II****REMUNERATION PAYABLE WHEN THE COMPANY HAS NO PROFIT OR INADEQUATE PROFITS:-****a. SALARY:**

Rs. 9,50,000/- per month. The Board of Directors may increase the salary of Mr. Mukhtarul Amin from time to time.

**b. HOUSING:**

The company shall provide rent free furnished residential accommodation to Mr. Mukhtarul Amin, the Chairman and Managing Director of the company. In case no accommodation is provided by the company, the Chairman and Managing Director shall be entitled to house rent allowance upto a limit of 30% of his monthly salary.

**c. PROVIDENT FUND:**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

**d. GRATUITY:**

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

**e. LEAVE ENCASHMENT:**

The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.

**f. MEDICAL REIMBURSEMENT**

Expenses incurred for the Chairman and Managing Director and his family shall be reimbursed, in accordance with the rules of the Company.

**g. LEAVE TRAVEL CONCESSION:**

Mr. Mukhtarul Amin, Chairman and Managing Director of the Company shall be entitled to Leave Travel Concession, in accordance with the rules of the company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Mukhtarul Amin under Section 190 of the Act.

Details of Mr. Mukhtarul Amin are provided in the "Annexure" to the Notice pursuant to (i) Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Provisions of schedule V of the Companies Act, 2013.

Mr. Mukhtarul Amin is interested in the resolution set out at

Item No. 6 of the notice.

Mr. Zafarul Amin, Joint Managing Director, Mr. Mohammad Shadab, Deputy Managing Director, Mrs. Shahina Mukhtar and Mr. Yusuf Amin, Directors of the company, being related to Mr. Mukhtarul Amin may be deemed to be interested in the resolution. The other relatives of Mr. Mukhtarul Amin may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

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

**ITEM NO.7**

The Board of Directors of the Company ("the Board") at its meeting held on 30th June, 2022 has, subject to approval of members by special resolution, re-appointed Mr. Zafarul Amin (DIN: 00015533) as a Wholetime Director designated as Joint Managing Director deemed for a further period of 3 (three) years from the expiry of his present term i.e. 30th September, 2022 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.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Zafarul Amin as a Wholetime Director designated as Joint Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Zafarul Amin are as under:

**POWERS AND DUTIES:-**

The Joint Managing Director shall exercise such powers and duties as may be entrusted upon by the Board of Directors of the company from time to time.

The Joint Managing Director shall exercise his powers subject to the superintendence control and direction of the Board of Directors.

**REMUNERATION:-**

The under mentioned remuneration shall be payable to Mr. Zafarul Amin, Joint Managing Director of the company:-

**SECTION- I****REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-.**

The remuneration by way of salary, dearness allowance, perquisites, commission and other allowances as may be finalized by the Board of Directors in consultation with the appointee.

**SECTION-II****REMUNERATION PAYABLE WHEN THE COMPANY HAS NO PROFIT OR INADEQUATE PROFITS:-****a. SALARY:**

Rs. 4,69,697/- per month. The Board of Directors may increase the salary of Mr. Zafarul Amin from time to time.



b. HOUSING:

The company shall provide rent free furnished residential accommodation to Mr. Zafarul Amin, the Joint Managing Director of the company. In case no accommodation is provided by the company, the Joint Managing Director shall be entitled to house rent allowance upto a limit of 30% of his monthly salary.

c. PROVIDENT FUND:

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

d. GRATUITY:

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

e. LEAVE ENCASHMENT:

The encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.

f. MEDICAL REIMBURSEMENT

Expenses incurred for the Joint Managing Director and his family shall be reimbursed, in accordance with the rules of the Company.

h. LEAVE TRAVEL CONCESSION:

Mr. Zafarul Amin, Joint Managing Director of the Company shall be entitled to Leave Travel Concession, in accordance with the rules of the company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Zafarul Amin under Section 190 of the Act.

Details of Mr. Zafarul Amin are provided in the "Annexure" to the Notice pursuant to (i) Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Provisions of schedule V of the Companies Act, 2013.

The Board at its Meeting held on 13th November 2021 approved to provide a rent-free furnished residential accommodation to Mr. Zafarul Amin (DIN: 00015533), Joint Managing Director of the Company, subject to the approval of members of the company by a Special Resolution, with effect from 1st December 2021 till the expiry of existing tenure of his appointment i.e. 30th September, 2022. Hence, approval and ratification of the members are also required to provide rent-free accommodation to the Joint Managing Director with effect from 1st December, 2021.

Mr. Zafarul Amin is interested in the resolution set out at Item No. 7 of the notice.

Mr. Mukhtarul Amin, Chairman and Managing Director, Mr. Mohammad Shadab, Deputy Managing Director, Mrs. Shahina Mukhtar and Mr. Yusuf Amin, Directors of the company, being related to Mr. Zafarul Amin may be deemed to be interested in the resolution. The other relatives of Mr. Zafarul Amin may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in

any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

## ITEM NO.8

The Board of Directors of the Company ("the Board") at its meeting held on 30th June, 2022 has, subject to approval of members by special resolution, re-appointed Mr. Mohammad Shadab (DIN: 00098221) as a Wholtime Director designated as Deputy Managing Director deemed for a further period of 3 (three) years from the expiry of his present term i.e. 30th September, 2022 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.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Mohammad Shadab as a Wholtime Director designated as Deputy Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Mohammad Shadab are as under :-

## DUTIES:

Mr. Mohammad Shadab, Deputy Managing Director of the company will be responsible for day to day affairs of the company and for any other responsibility/work assigned to him by the Chairman and Managing Director of the company.

## REMUNERATION:

The under mentioned remuneration shall be payable to Mr. Mohammad Shadab, Deputy Managing Director of the company:-

### SECTION- I

#### REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-.

The remuneration by way of salary, dearness allowance, perquisites, commission and other allowances as may be finalized by the Board of Directors in consultation with the appointee.

### SECTION-II

#### REMUNERATION PAYABLE WHEN THE COMPANY HAS NO PROFIT OR INADEQUATE PROFITS:-

a. BASIC SALARY:

Rs. 2,95,969/- per month. Further the board of directors may increase the remuneration from time to time.

b. PERQUISITES:

Mr. Mohammad Shadab, Deputy Managing Director of the company shall be entitled to undermentioned perquisites:

i. HOUSING

The company shall provide rent free furnished residential accommodation to Mr. Mohammad Shadab, the Deputy Managing Director of the company. In case



no accommodation is provided by the company, the Deputy Managing Director shall be entitled to house rent allowance upto a limit of 30% of his basic salary.

ii. CONVEYANCE REIMBURSEMENT

Mr. Mohammad Shadab, Deputy Managing Director shall be entitled for conveyance reimbursement allowance upto 30% of the basic salary.

iii. PROVIDENT FUND

Mr. Mohammad Shadab, Deputy Managing Director, of the company shall be entitled for contribution to the Provident Fund, in accordance with the rule of the company.

iv. GRATUITY

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

v. LEAVE ENCASHMENT

The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.

vi. MEDICAL REIMBURSEMENT :

Expenses incurred for the Dy. Managing Director and his family shall be reimbursed, in accordance with the rules of the Company.

vii. LEAVE TRAVEL CONCESSION:

Mr. Mohammad Shadab, Dy. Managing Director of the Company shall be entitled to Leave Travel Concession in accordance with the rules of the company.

viii. Ex-GRATIA:

Mr. Mohammad Shadab, Dy. Managing Director of the Company shall be entitled to Ex-gratia as per rules of the company.

ix. CAR AND TELEPHONE:

The company shall provide a car and a telephone at residence to the Dy. Managing Director of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Mohammad Shadab under Section 190 of the Act.

Details of Mr. Mohammad Shadab are provided in the "Annexure" to the Notice pursuant to (i) Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Provisions of schedule V of the Companies Act, 2013.

Mr. Mohammad Shadab is interested in the resolution set out

at Item No. 8 of the notice.

Mr. Mukhtarul Amin, Chairman and Managing Director, Mr. Zafarul Amin, Joint Managing Director, Mrs. Shahina Mukhtar and Mr. Yusuf Amin, Directors, being related to Mr. Mohammad Shadab may be deemed to be interested in the resolution. The other relatives of Mr. Mohammad Shadab may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the members.

## ANNEXURE TO THE NOTICE DATED 30th JUNE, 2022

### I. The additional information with respect to the Company and the Appointees are as under:-

#### A. GENERAL INFORMATION :

- (i) **Nature of Industry :** Leather ,Leather Goods and Textile Garments.
- (ii) **Date or expected date of Commencement of Commercial Production. :** The Company commenced commercial production during 1985-86.
- (iii) **In case of new Companies, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. :** Not Applicable.
- (iv) **Financial performance based on the given indicators.:** The financial performance of the company for last three years are as under:-

(Rs. In lacs)

Year	Sales	Profit after Tax
2019-20	49825.25	2430.23
2020-21	43728.67	1963.69
2021-22	52932.27	2671.49

- (v) **Export performance and net foreign exchange earnings:** The company has achieved export turnover of Rs. 38779.72 lacs during 2021-22 in comparison to Rs. 31884.24 lacs during 2020-21 on FOB basis.

- (vi) **Foreign investment or collaboration, if any. :** The company has made foreign investment of Rs 3874.00 lacs as at 31.03.2022 in the subsidiary companies, by way of subscription of shares.

**B. INFORMATION ABOUT THE APPOINTEES/DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

Name	Background Details	Past Remuneration	Recognition/Awards/Experience	Brief resume/Job profile and his Suitability	Proposed Remuneration	Comparative Remuneration	Pecuniary Relationship between Directors	Other Directorship in listed Companies/ Membership/ Chairmanship of Committees of the Board as on 31 <sup>st</sup> March, 2022
Mr. Mukhtarul Amin	Aged about 70 years, having rich experience of 49 years in the Leather Industry	Rs. 170.70 lacs (for remuneration details including perquisite value, please refer Annexure II to the Directors' Report).	BSc; under the prudent directorship of the appointee, the Company is continuously winning export awards since the last many decades.	He is a science graduate and joined the Board of the Company on 02.09.1984. He is one of the Promoter Director of the Company having rich experience of 49 years in the Leather Industry. He was born on 17.02.1952. He established many units specializing in manufacturing and export of Leather, Leather Products and Textile Garments. He was appointed as Managing Director of the Company on 01.11.1990. With regard to his qualification and experience, it is proposed to re-appoint him as Chairman and Managing Director of the Company.	As given in the Special Resolution at Item No.6	The Remuneration Committee has considered the comparative remuneration profile with respect to industry, size of the Company and profile of the position and the person at the time of approving the remuneration package.	In addition to receiving remuneration, the appointee has no pecuniary relationship with the Company, except two flats of the appointee taken on rent of Rs 42.60 lacs per annum by the Company. He is relative of Mr. Zafarul Amin, Joint Managing Director, Mrs. Shahina Mukhtar, Director, Mr. Mohd. Shadab, Dy. Managing Director and Mr. Yusuf Amin, Non-Independent Director of the Company.	<b>A. Other Directorship:</b> He is not having directorship in any other listed company. <b>B. Chairmanship of Committee of the Board:</b> (i) Risk Management Committee of the Company. (ii) Corporate Social Responsibility Committee of the Company.
Mr. Zafarul Amin	Aged about 39 years, having rich experience of 20 years in the Leather Industry.	Rs. 93.13 lacs (for remuneration details including perquisite value, please refer Annexure II to the Directors' Report).	BSc (Hons) in Leather Technology from the University College Northampton, United Kingdom. During his tenure, the Company is winning export awards continuously since the last many decades.	He is a Leather Technologist and joined the Board of the Company on 30.01.2002. He is one of the Promoter Director of the Company having rich experience of 20 years in tanning, export marketing and administration. He was born on 27.01.1983. He was appointed as Wholetime Director on 29.07.2002. Having regard to his qualification and experience, it is proposed to re-appoint him as Wholetime Director designated as Joint Managing Director of the Company.	As given in Special Resolution at Item No. 7	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the company and profile of the position and the person at the time of approving the remuneration package.	In addition to receiving remuneration, the appointee has no pecuniary relationship with the Company, except that he is relative of Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar, Director, Mr. Mohammad Shadab, Dy. Managing Director and Mr. Yusuf Amin, Non-Independent Director of the Company.	Nil





Mr. Mohammad Shadab	Aged about 45 years, having rich experience of 24 years in the Leather Industry.	Rs. 63.25 lacs (for remuneration details including perquisite value, please refer Annexure II to the Directors' Report).	Graduate. During his tenure the Company is winning export awards continuously since the last many decades.	He is a footwear technologist graduate from Leicester College, UK and joined the Board of the Company on 22.08.1998. He is having experience in management and export marketing. He is running fashion shoe units of the Company. He was born on 16.01.1977. He was appointed as Wholtime Director on 22.08.1998. Having regard to his qualification and experience it is proposed to re-appoint him as Wholtime Director designated as Dy. Managing Director of the Company.	As given in the Special Resolution at Item No. 8	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the Company and profile of the position and the person at the time of approving the remuneration package.	In addition to receiving remuneration the appointee has no pecuniary relationship with the company, except that he is relative of Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar, Director, Mr. Zafarul Amin, Jt. Managing Director and Mr. Yusuf Amin, Non-Independent Director of the Company.	Nil
Mr. Yusuf Amin	Aged about 26 years, having rich experience of 7 years in domestic marketing.	Sitting fee of Rs. 10,000/-	Graduate	He was born on 29.04.1996 and joined the Board of the Company on 23.09.2015 as Non-Executive Director. He is looking after domestic marketing of the Company. Proposed to be re-appointed as Director of the company.	Sitting fee	N.A.	Appointee has no pecuniary relationship with the Company, except that he is relative of Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar, Director, Mr. Zafarul Amin, Joint Managing Director and Mr. Mohd. Shadab, Deputy Managing Director.	Nil

**OTHER INFORMATION**

The company is continuously making profit as mentioned in the financial performance. The Managerial team is making continuous efforts to improve the working of the Company. It is expected that past period performance will be improved.

All the service contracts with the Company may be terminated by either party by providing one month notice to the other party, as per service rules of the Company. No severance fee is payable.

Place : KANPUR  
Date : 30-06-2022

By Order of the Board  
(R. K. AGRAWAL)  
Company Secretary

## II Investor Education and Protection Fund (the IEPF) related details/ information/notice:-

- The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2013-14 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Details of dividend so far transferred to the Investor Education and Protection Fund Authority (the IEPF) are available the website of IEPF Authority and the same can be accessed the link: [www.iepf.gov.in](http://www.iepf.gov.in) 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 30th September, 2021 (date of last Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.superhouse.in/invest-dividend.asp?links=links14> and also on the website of the Ministry of Corporate Affairs ([www.iepf.gov.in](http://www.iepf.gov.in)).
- Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2021-22, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.superhouse.in/invest-dividend.asp?links=links14>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in>.

The details of Equity shares transferred to IEPF till date and resultant benefits arising out of shares already transferred to the IEPF are as follows:

Years	Number of Equity shares transferred	Amount of dividend transferred in respect of shares transferred to IEPF
2017-18	7,98,616	NA
2018-19	1,00,947	7,98,616
2019-20	168	8,99,295
2020-21	39,951	7,17,293.40
<b>2021-22</b>	<b>58,827</b>	<b>9,33,918</b>

Except dividend as mentioned above, no other benefit such as bonus, stock split, consolidation or fractional entitlement are accrued on the shares transferred to the IEPF.

- Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned member/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF-refund.html> or contact Skyline Financial Services Private Limited for lodging claim for refund of shares and/or dividend from the IEPF Authority.

- During the year, the company transferred Rs. 19,74,813.00 to the Investor Education and Protection Fund (The IEPF) for the financial year ended 31st March, 2014. The unclaimed and unpaid dividends declared for 2014-15 and thereafter will be transferred to the Investor Education and Protection Fund (The IEPF) as detailed below, if not claimed by the shareholders before last date for claiming unpaid dividend Members who have not encashed/claimed the dividend so far are requested to claim at the earliest.

Financial Year Ended	Date of Declaration of Dividend	Due Date	Unclaimed Dividend Rs. in Lacs (as on 31.03.2022)
31.03.2015	23.09.2015	26.10.2022	20.20
31.03.2016	30.09.2016	31.10.2023	21.14
31.03.2017	29.09.2017	01.11.2024	14.18
31.03.2018	29.09.2018	30.10.2025	6.58
31.03.2019	30.09.2019	02.11.2026	5.57
31.03.2020	30.09.2020	03.11.2027	5.95
31.03.2021	30.09.2021	03.11.2028	7.60
<b>Total</b>			<b>81.22</b>

## III. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The instructions for members for remote e-voting are as under:

The remote e-voting period begins on 26th September, 2022 at 09:00 A.M. and ends on 29th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 23rd September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


#### Step 1: Access to NSDL e-Voting system

#### A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

## B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your

'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically on NSDL e-Voting system.

#### How to cast your vote electronically on NSDL e-Voting system?

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [banthiaandcom@yahoo.com](mailto:banthiaandcom@yahoo.com); with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional



shareholders (i.e., other than individual, HUF, NRI etc.) can also upload their Board Resolution/ Power of attorney/ Authority/ letter etc. by clicking on "upload Board Resolution/ Authority letter displayed under "e voting" tab in their login.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
  - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [share@superhouse.in](mailto:share@superhouse.in)
  - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [share@superhouse.in](mailto:share@superhouse.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining Virtual Meeting for Individual shareholders holding securities in demat mode.**
  - Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  - In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### Route Map to the AGM Venue





**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

**Form No. MGT-11 PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name(s)	AWB No.
Address	Folio No/ Client Id
	DP ID
	No of Shares
Email Id	

I/we, being the member(s) of the above named company, hereby appoint:-

	Proxy 1 or failing him	Proxy 2 or failing him	Proxy 3
Name			
Address			
E-mail Id			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the forty two Annual General Meeting of the company, to be held on the Friday the 30th September, 2022 at 10.00 A.M. at Office of the company at 219/3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-208025 (U.P) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. All/

Signed this.....day of September, 2022

Signature of shareholder

Name and Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the forty second Annual General Meeting (AGM) of M/s Superhouse Limited being held on Friday the 30th September, 2022 at 10.00 A.M. at the Office of the company at 219/3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-208025 (U.P).

Shareholder Name

.....

Proxy Name

.....

Signature

Shareholder/Proxy/Auth. Representative Signature

Notes: 1. Please fill this Attendance Slip and hand it over at the Registration Counter. 2. Shareholder/Proxy Holder/Authorized Representatives are requested to show their Photo ID proof for attending the meeting. 3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour. 4. This Attendance Slip is valid only in case shares are held as on the cut-off date. 5. The e-voting will commence on 26th September, 2022 (from 9.00 AM) and will close on 29th September, 2022 (5:00 pm). The voting module shall be disabled by National Securities Depository Limited for voting after 5.00 PM on 29th September, 2022. 6. Valid Identity proof should be accompanied with this attendance slip.

## NOTES

## NOTES

### **Safe harbour**

The Report contains statements that relate to Superhouse Limited's future operations and performance. These statements can be identified by the usage of words such as 'believes', 'estimates', 'anticipates', 'expects', 'intends', 'may', 'will', 'plans', 'outlook' and other words of similar meaning in connection with a discussion of future operating or financial performance. These forward-looking statements are contingent on assumptions, data or methods that may be inaccurate or imprecise and hence are not guarantees of future operating, financial and other results. They constitute our current expectations based on reasonable assumptions. The Company's actual results could materially differ from those projected in any forward-looking statements due to various future events, risks and uncertainties some of which are beyond our control. The Company does not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



LEGACY OF EXCELLENCE

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