



Superhouse Limited

(A Government of India recognized Export Trading House)
Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)
CIN: L24231UP1980PLC004910 Tel: (0512) 2463373 Fax: (0512) 2460814
email: share@superhouse.in url: http://www.superhouse.in

Declaration of Results of Postal Ballot

Pursuant to Section 13 read with Section 110 of the Companies Act, 2013 (the Act') and the Companies (Management and Administration) Rules, 2014, the consent of the shareholders of the company was seekd to make alterations in the Memorandum of Association of the Company.

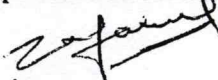
The Board of Directors has appointed Mr. Gautam Kumar Banthia, Company Secretary as the Scrutinizer and Mr. Rajesh Parashramka as alternate scrutinizer for Postal Ballot both for physical and e-voting. The Scrutinizer Mr. Gautam Kumar Banthia has carried out the scrutiny of all the electronic votes and physical ballots received up to the close of working hours on 19th September, 2014 and submitted their Report on 22.09.2014.

The Consolidated Results for physical postal ballot and e-voting as per Scrutinizers' Report dated 22.09.2014 are as follows :-

Particulars	% Votes in favour	% Votes against
Special Resolution under section 13 of the Companies Act, 2013 for alteration of object clause of Memorandum of Association of the Company.	99.99	0.01
Special Resolution under section 13 of the Companies Act, 2013 for making small alterations to keep the Memorandum of Association in consonance with Table-A of Chapter-I of the Companies Act, 2013.	99.99	0.01

Based on the Report of the Scrutinizer, all the Resolutions as set out in the Postal Ballot notice have been duly approved by the Shareholders with requisite majority.

For Superhouse Limited


Chairman

Date: 24th September, 2014
Place: Kanpur

BANTHIA & COMPANY

COMPANY SECRETARIES

G. K. BANTHIA

261, Z-1, Barra-II,
Kanpur - 208 027
Ph. (O/R) 2612511, 2612434
Fax (P.P.) 2305993

Ref. No:.....

Date:.....

The Chairman,
Super House Ltd.
150 Feet Road
Jajmau
Kanpur 208010.

Date September 22, 2014

Dear Sir,

Sub: Passing Of Resolutions Through Postal Ballot

Pursuant to the Board Resolution passed by the Board Of Directors on July 1 2014, I CS G K Banthia was appointed as Scrutinizer to receive, process and scrutinize the ballot papers in respect of the Special Resolutions as circulated in the Postal Ballot Notice Dt. August 1 2014 pursuant to sections 108 and 110 of the Companies Act 2013 (herein after referred to as the Act) & Rule 22 of the Companies (Management & Administration) Rules (her in after referred to as the Rules), in respect of the following resolutions:

1. Special Resolutions under section 13 of the Companies Act for alteration of Object Clause of the Memorandum of Association of the Company.
2. Special Resolution under section 13 of the Companies Act 2013 for alteration to keep the Memorandum of Association of the Company in consonance with Table A Schedule I of the Companies Act 2013.

To enable wider participation of shareholders, pursuant to the provisions of section 108 of the Act and the Rules and pursuant to SEBI Circular No.CIR/CFD/POLICY CELL/2/2014 April, 7 2014, Listed Companies on National Stock Exchange of India Ltd.(NSE) or BSE Ltd. (BSE) are required to provide E -Voting facility to their shareholders on the shareholders resolutions to be passed at General Meetings or through Postal Ballot. Since the Company Super House Ltd. falls within the requirement as specified in the Act and the above mentioned Circular of SEBI the Company has provided E-Voting facility for the said two resolutions referred above.



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Super house Ltd. accordingly made arrangements with the system provider NSDL, for providing a system of recording votes of the shareholders electronically through E- Voting. The Company also made arrangements through its Registrar and Transfer Agent, Skyline Financial Services (P) Ltd. (herein after referred to as RTA) to set up E voting faculty on the NSDL E voting website <http://www.evoting.nsdl.com>.

Super House Ltd. through RTA has also uploaded the resolutions together with the explanatory statement on which E voting is required and for generating Electronic Voting Sequence Number (EVSNN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been mentioned in the Postal Ballot Notice of August 1 2014 to the shareholders by e mail and post

(courier and registered post) to all the shareholders of the Company totaling to 32329. The register of Members was made for the purpose of dispatch of Postal Ballot to the shareholders as on August 1 2014.

I report that the Postal Ballot Notice Dt. August 1 2014 under section 13 of the Act read with the Rules under the Chapter "Management And Administration" as notified by MCA on March, 27 2014 were dispatched to the shareholders were held in physical form partly by courier and partly by registered post on or before August 20 2014.

In addition to the above Postal Ballot Notice were also sent via electronic mode on August 20 2014 to members who have registered their email id with the Company or their respective Depository Participants. I further report that as stated in the Notice sent to the shareholders, the Company has fixed 6:00 PM Friday September 19 2014 as the last date for receipt of Postal Ballot Notice and for E-Voting.

As stated in sub Rule 3 under the " Chapter On Management and Administration" Rules as notified by MCA on March 27 2014 a News Paper Advertisement was published by the Company in "Financial Express", English Newspaper, and "Aaj" Hindi News Paper on August 29 2014, informing about the completion of dispatch of Postal Ballot Notices, both by courier ,registered post and e mail, wherever applicable to the shareholders along with other related matter mentioned therein.

I report that the Postal Ballot Forms received from all the shareholders during the period starting from Thursday August 21 2014 till Friday September 19 2014. All the Postal Ballot forms together with all the votes cast by E Voting through NSDL received up to 6:00 PM Friday September 19 2014 being the last date fixed for the receipt of Postal Ballots and E voting were considers for my scrutiny.



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Since E Voting facility was provided by NSDL, the details of E Voting exercised by the shareholders and the votes through Postal Ballots, which were duly scrutinized and processed, were duly complied. While the details of the E voting was provided by NSDL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholders name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and the votes rejected were generated by my representative which have been duly scrutinized and checked by me. The Postal Ballot and forms and electronic votes were matched with the register of members /list of beneficiaries as August 1 2014.

On scrutiny I Report that out of 32329 shareholders 44 Shareholders have exercised vote through E Voting AND 20 shareholders have exercised their votes through Postal Ballot Forms as received. The details of the polling results for Resolutions placed for consideration by the members are given below:

Resolution No.1

Special Resolution under section 13 of the Companies Act 2013 for alteration of Object Clause of the Company as under:

" Resolved that pursuant to the provisions of section 13 of the Companies Act 2013 and all other applicable provisions of the Companies Act 2013 read with the 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"



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Date:.....

The Summary of Postal Ballot Result is given below:

Total Number of shareholder		32329
Total number of shares		11025000
Total Postal ballot received	A	20
Total votes Cast through postal ballot received	A	20
Total numbers voted e-voting	B	44
Total votes Cast e-voting	B	6087528
Total Number of vote cast (shares) through e-voting & physical postal ballot form (A+B)	C	6087548
Less invalid e voting /Postal ballot forms *(on account of signature mismatch for/against option not indicated)	D	Nil
Total valid vote cast		6087548
% of total number of vote cast		55.22 %
With Assent		6087027 % of total valid vote cast = 99.99
With Dissent		521 % of total valid vote cast =00.01

Notes:

The votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the number of shares mentioned in the postal ballot whichever is less.



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Date:.....

RESULT:-

As the number of votes casted in favour of the Resolution is more than the 3times the number of votes cast against the resolution I Report that the Special Resolution under section 13 of the Companies Act 2103 and the Companies (Management And Administration)Rules 2014 as set out in the Notice of Postal Ballot dt. August 1 2014 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of the Results.

Resolution No.2

Special Resolution under section 13 of the Companies Act 2013 for making small alterations to keep the Memorandum Of Association in consonance with Table A of Schedule I OF THE Companies Act 2013 as under:

" Resolved That pursuant to the provisions of section 13 and all other applicable provisions of the Companies Act, 2103 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 of the Memorandum of Association of the Company be substituted as under

IV. The liability of the members is limited and his 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"



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Date:.....

The Summary of Postal Ballot Result is given below:

Total Number of shareholder		32329
Total number of shares		11025000
Total Postal ballot received	A	20
Total votes Cast through postal ballot received	A	20
Total numbers voted e-voting	B	43
Total votes Cast e-voting	B	6087428
Total Number of vote cast (shares) through e-voting & physical postal ballot form (A+B)	C	6087448
Less invalid e voting /Postal ballot forms *(on account of signature mismatch for/against option not indicated)	D	Nil
Total valid vote cast		6087448
% of total number of vote cast		55.21 %
With Assent		6086927 % of total valid vote cast = 99.99
With Dissent		521 % of total valid vote cast =00.01

Notes:

The votes cast in favor or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the number of shares mentioned in the postal ballot whichever is less.



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RESULT:-

Date:.....

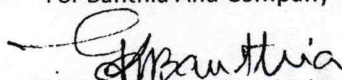
As the number of votes casted in favor of the Resolution is more than the 3times the number of votes cast against the resolution I Report that the Special Resolution under section 13 of the Companies Act 2103 and the Companies (Management And Administration)Rules 2014 as set out in the Notice of Postal Ballot dt. August 1 2014 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of the Results.

I Report that as per the Postal Ballot Notice dt. August 1 2014 and the Board Resolution dt. July 1 2014, the Chairman or any other person as authorized in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the Resolutions referred herein, by September 24, 2014, as intimated to the Stock Exchanges. The results of the Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.superhouse.in and on the web site of NSDL within the prescribed period and shall also be communicated to the Stock Exchanges.

I further report that postal ballot forms and other related papers and records for safe custody would be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

Thanking You

Yours Faithfully
For Bantia And Company


(Gautam Kumar Bantia)
Company Secretary
(Scrutinizer)


BANTHIA & COMPANY
Company Secretaries
G. K. BANTHIA (Proprietor)
261, Z-1, Barra-II
KANPUR-208027
C. P. No. 1405



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Voting Results of Postal Ballot as required under clause 35A of the Listing Agreement

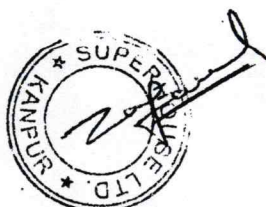
1.	Date of Notice of Postal Ballot	01.08.2014
2.	Date of Declaration of Postal Ballot Results	24.09.2014
3.	Total No. of shareholders	32329
4.	Number of shareholders voted by way of Physical / Electronic Postal Ballot	
	a. Promoters and Promoter Group	14
	b. Public	50
5.	No. of shareholders attended the meeting through video conferencing	
	a. Promoters and Promoter Group	Nil
	b. Public	Nil

Details of Agenda : 1. Special Resolution under section 13 of the Companies Act, 2013 for alteration of object clause of Memorandum of Association of the company.

Resolution Required : Special Resolution

Mode of voting : Postal Ballot (e-voting and physical ballot)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes pooled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	6050874	6050874	100.00	6050874	Nil	100	Nil
Public-institutional holders	3525	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	4970601	36674	0.74	36153	521	98.58	1.42
Total	11025000	6087548	55.22	6087027	521	99.99	0.01





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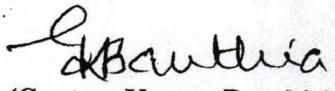
Details of Agenda : 2. Special Resolution under section 13 of the Companies Act, 2013 for making small alteration to keep the Memorandum of Association in consonance with Table-A of Chapter-I of the Companies Act, 2013.

Resolution Required : Special Resolution

Mode of voting : Postal Ballot (e-voting and physical ballot)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	6050874	6050874	100.00	6050874	Nil	100	Nil
Public-institutional holders	3525	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	4970601	36574	0.74	36047	521	98.58	1.42
Total	11025000	6087448	55.21	6086927	521	99.99	0.01

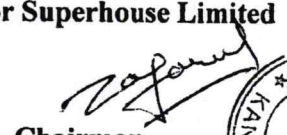
For Banthia and Company


(Gautam Kumar Banthia)
Scrutinizer

Date: 24th September, 2014

Place: Kanpur

For Superhouse Limited


Chairman

