



**LEGACY OF
EXCELLENCE**

Superhouse Limited

**ANNUAL REPORT
2013-14**



**LEGACY OF
EXCELLENCE**



Mr. Shamsul Haq , Superhouse Limited
receiving the export award from
Hon'ble Union Minister of State for Commerce and Industry,
Dr EM Sudarshan



BOARD OF DIRECTORS

Managing Directors

Mr. Mukhtarul Amin	<i>Chairman and Managing Director</i>
Mr. Zafarul Amin	<i>Joint Managing Director</i>

Wholetime Directors

Mrs. Shahina Mukhtar	<i>Wholetime Director</i>
Mr. Vinay Sanan	<i>Executive Director</i>
Mr. Anil Kumar Agarwal	<i>Chief Financial Officer</i>
Mr. Mohammad Shadab	<i>Wholetime Director</i>

Independent Directors

Mr. Nemi Chand Jain
Dr. Krishna Kumar Agarwal
Mr. Anil Soni
Mr. Kamal Agarwal
Mr. Dilip Kumar Dheer
Mr. Syed Javed Ali Hashmi

COMPANY SECRETARY

Mr. R.K. Agrawal

BANKERS

Punjab National Bank
State Bank of India

AUDITORS

M/s Kapoor Tandon & Co.
Chartered Accountants, Kanpur

REGISTERED OFFICE

150 Feet Road,
Jajmau, Kanpur-208 010
Email : share@superhouse.in
Website : www.superhouse.in
Tel. 91-0512-2461391, 2464398
Fax : 91-0512-2460814, 2462124



PLANTS

Fashion Shoe Division I

D-15, UPSIDC Industrial Area, Site-II,
Unnao-209801

Fashion Shoe Division II

A-5, UPSIDC Industrial Area, Site-B,
Sikandra, Agra-282007

Fashion Shoe Division III

A-3, Export Promotion Industrial Park,
Shastripuram, Agra-282007

Fashion Shoe Division IV

D-18, UPSIDC Industrial Area, Site-II,
Unnao-209801

Please inform your
Email ID to serve
you better

Tannery I

A-1, UPSIDC Industrial Area, Site-II,
Unnao-209801

Tannery II

B-16, UPSIDC Industrial Area, Site-II,
Unnao-209801

Shoe Upper Division

71-A, Jajmau, Kanpur-208010

Safety Footwear Division I

B-6, UPSIDC Industrial Area, Site-I
Unnao-209801

Safety Footwear Division II

Banthal, Unnao-209801

Readymade Garments Division I

A-14, Sector-65, Phase-III,
Noida-201303

Readymade Garments Division II

C-10, Sector-58, Phase-II,
Noida-201303

Readymade Garments Division III

A-61/2, UPSIDC Industrial Area,
Sikandrabad, Bulandshahr-203205

Safety Garments Division

E-23, 24 UPSIDC Industrial Area, Site-I,
Unnao-209801

Leather Garments and Bags Division

A-69, Sector-57, Noida-201301

CONTENTS

1. Chairman's Speech	3
2. Financial Highlights	4
3. Awards and Recognition	5
4. Notice	6-16
5. Directors' Report	17 - 28
6. Auditors' Report	29 - 31
7. Balance Sheet	32
8. Profit & Loss Account	33
9. Cash Flow Statement	34
10. Notes on Accounts and Accounting Policies	35 - 52
11. Details of Subsidiary Companies	53 - 54
12. Auditors' Report on Consolidated Financial Statements	55
13. Consolidated Accounts.	56 - 72

CHAIRMAN'S MESSAGE

Dear Fellow Shareholders,

Financial year 2013-14 was a wonderful year for the exporting industries. The Leather Industries shown very impressive export growth of 31% and export of leather and leather goods crossed Rs. 357482 million during financial year 2013-14. During the year your company achieved a growth rate of 32.34% and crossed the industry growth rate.

The major markets for Indian leather and leather products are Germany, U.S.A., U.K., Italy, France, China/ Hongkong, Spain, Netherlands, Denmark, U.A.E. and Belgium contributing nearly 76% of India's total leather and leather products export. Our company's export growth in Germany, U.S.A., U.K., China/Hongkong, France and Belgium was far ahead of the growth rate of the industry.

The Ready-made Garment units of the company also contributed a lot to surpass the growth rate of the industry. The Ready-made Garment Units of the company achieved the Export Growth of 42.32% as against Ready-made Garments industry's export growth of 28.71% during the year.

Our company achieved its highest ever turnover of Rs. 6249.74 millions and export turnover of Rs. 5557.28 millions during the year. The export turnover contributing 88.92% of the total turnover. The continued growth of exports is an indicator of the growing demand for the products of the company across the world.

The stakeholders of the company have also shared the growth of the company during the year. Earning per share increased from 19.35 per share during the previous year to Rs. 29.93 per share during the year. The share prices of the equity shares of the company also increased substantially from Rs 46.55 as on 01.04.2013 to Rs 93.25 as on 31.03.2014.

Your company has strong financial to support its ambitious growth plans. Our results reflected sound execution of our business plans, centred on global expansion and disciplined cost and asset management.

I would like to thank all our customers, suppliers and colleague in India and abroad for their wholehearted support and valued contribution during 2013-14. Further, we have much to look forward to as we strive to make our company even stronger and continue to focus on delivering to our customers.

I am grateful to our independent directors who have given their contribution and shares their valuable experience and knowledge of the management to take the company forward. I also take this opportunity to express my gratitude to all our stakeholders, who have reposed a trust in us and extended their constant support.

With best wishes

Mukhtarul Amin

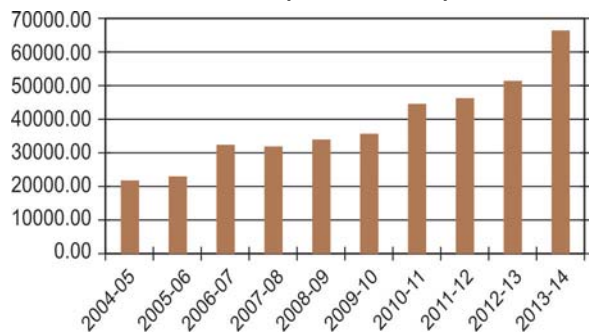
Chairman and Managing Director



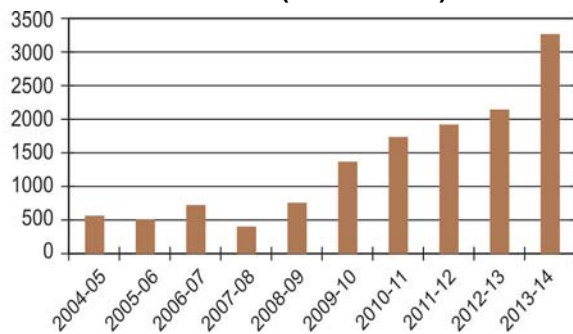


FINANCIAL HIGHLIGHTS

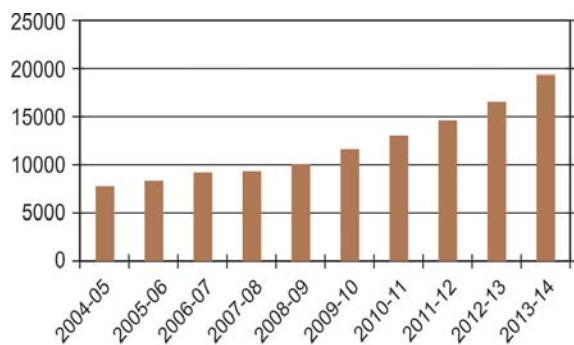
Turnover (Rs. in Lacs)



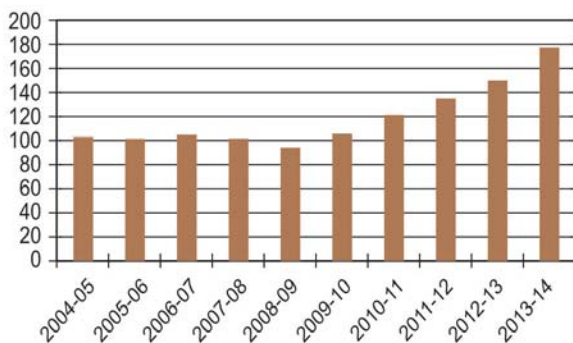
Net Profit (Rs. in Lacs)



Net Worth (Rs. in Lacs)



Book Value (Rs. per Share)





AWARDS AND RECOGNITION

2012-13	Overall Export Performance 2012-13 Presented by Council for Leather Exports.	2006-07	Best Export Performance 2006-07 Non- Leather Saddlery & Harness Presented by Council for Leather Exports
2012-13	Best Export Performance 2012-13 for Non Leather Harness & Saddlery Presented by Council for Leather Exports.	2006-07	Certificate of Merit for Securing ISO 14001 Certification for Finished Leather, Shoes & Accessories Units. Presented by Council for Leather Exports.
2011-12	Best Overall Export Performance 2011-12 Gold Trophy presented by Council for Leather Exports.	2006-07	Certificate of Merit for Securing OHSAS 18001 Certification for Finished Leather, Shoes & Accessories Units.
2011-12	Best Export Performance 2011-12 for Non Leather Harness & Saddlery presented by Council for Leather Exports.	2006-07	21st Century Millennium Award for Outstanding Achievements in Chosen Field of Activity. Presented by International Institute of Education & Management. Mr. Mukhtarul Amin, Chairman and Managing Director of Superhouse Ltd. unanimously elected as Chairman of Council for Leather Export.
2011-12	Excellent Export Performance 2011-12 for Leather Footwear Silver Trophy Presented by Council for Leather Exports	2005-06	Best Overall Export Performance 2005-2006 Gold Trophy Presented by Council For Leather Exports.
2010-11	Best Overall Export Performance 2010-11 Gold Trophy presented by Council for Leather Exports.	2004-05	Utkrast Puraskaar-2004-05 / Rajya Niryaat Puraskaar Presented by Niryaat Protsaahan Vibhag, Uttar Pradesh Govt.
2010-11	Best Export Performance 2010-11 for Non Leather Harness & Saddlery presented by Council for Leather Exports.	2003-04	Best Overall Export Performance 2003-04 Gold Trophy Presented by Council For Leather Exports.
2010-11	Excellent Export Performance 2010-11 for Leather Footwear Silver Trophy Presented by Council for Leather Exports	2003-04	1st Prize Rajya Niryaat Puraskaar 2003-04 Presented by Rajya Niryaat Protsaahan Vibhag, Uttar Pradesh Govt.
2009-10	Niryat Shree Silver Trophy 2009-10 presented by Federation of Indian Export Organisations	2002-03	2nd Prize Rajya Niryaat Puraskaar 2002-03 Presented by Niryaat Protsaahan Vibhag, Uttar Pradesh Govt.
2009-10	Best Overall Export Performance 2009-10 Gold Trophy presented by Council for Leather Exports.	2001-02	Best Export Performance in Finished Leather. Presented by Council for Leather Exports.
2009-10	Best Export Performance 2009-10 for Leather Garments presented by Council for Leather Exports.	1998-99	Commendable Export Performance during 1998-99 in Overall Exports. Presented by Council for Leather Exports.
2009-10	Best Export Performance 2009-10 for Non Leather Harness & Saddlery presented by Council for Leather Exports.	1997-98	Certificate of Merit for Commendable Performance during 1997-98. Presented by Council for Leather Exports.
2009-10	Commendable Export Performance 2009-10 for Leather Goods presented by Council for Leather Exports.	1997-98	Certificate of Merit for Commendable Performance during 1997-98 in Footwear Components. Presented by Council for Leather Exports.
2008-09	Commendable Export Performance 2008-09 Silver Trophy Presented by Council for Leather Exports.	1996-97	Certificate of Merit for Commendable Performance during 1996-97 in Footwear Components. Presented by Council for Leather Exports.
2008-09	Best Export Performance 2008-09 Non-Leather Saddlery & Harness. Presented by Council for Leather Exports.	1995-96	2nd Prize State Export Award. Presented by Uttar Pradesh Govt.
2008-09	Commendable Export Performance 2008-09 for Finished Leather Presented by Council for Leather Exports	1995-96	Certificate of Merit for Commendable Performance during 1995-96 in Footwear Components. Presented by Council for Leather Exports.
2008-09	Commendable Export Performance 2008-09 for Footwear Components Presented by Council for Leather Exports	1994-95	Certificate of Merit for Commendable Performance during 1994-95 in Footwear Components. Presented by Council for Leather Exports.
2007-08	Commendable Export Performance 2007-08 Silver Trophy. Presented by Council for Leather Exports.	1991-92	2nd Prize State Export Award. Presented by Uttar Pradesh Sarkar.
2007-08	Best Export Performance 2007-08 Non-Leather Saddlery & Harness. Presented by Council for Leather Exports.	1991-92	State Export Award 1990-1991. Presented by Uttar Pradesh Govt. Action Award 1991 Presented to Mr. Mukhtarul Amin for Excellent Person of the year.
2007-08	Trading House Certificate. Presented by Ministry of Commerce and Industry, Government of India.	1988-89	1st Prize state Export Award 1988-89 Presented by Uttar Pradesh Govt.
2006-07	Best Overall Export Performance 2006-07 Gold Trophy Presented by Council for Leather Exports.		



NOTICE

Notice is hereby given that the thirty fourth Annual General Meeting of the members of the Company will be held on Tuesday 23rd September, 2014 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, 2014, 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, 2014.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Mohammad Shadab (DIN: 00098221), 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 Accountants (Registration No. 000952C) be and are 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."

Special Business:-

5. To appoint Mr. Syed Javed Ali Hashmi (DIN: 00014726) as an Independent 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Syed Javed Ali Hashmi (DIN: 00014726), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019."
6. To appoint Mr. Dilip Kumar Dheer (DIN: 0003341879) as an Independent 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Dilip Kumar Dheer (DIN: 0003341879), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019."
7. To appoint Mr. Anil Soni (DIN: 00023188) as an Independent 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Anil Soni (DIN: 00023188), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019."
8. To appoint Mr. Nemi Chand Jain (DIN: 00031283) as an Independent 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 pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including



any statutory modification(s) or re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Nemi Chand Jain (DIN: 00031283), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019."

9. To appoint Dr. Krishna Kumar Agarwal (DIN: 00022719) as an Independent 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Dr. Krishna Kumar Agarwal (DIN: 00022719), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019."

10. To appoint Mr. Kamal Agarwal (DIN: 00022904) as an Independent 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Kamal Agarwal (DIN: 00022904), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019."

11. 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 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 2 years and 1 month effective from 1st March, 2015 on the terms and conditions including remuneration as specified below, 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, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

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, which shall not exceed five percent of net profit of the company.



SECTION-II

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

- a. **SALARY** : Rs. 400000.00 per month. The board of directors may increase the salary of Mr. Mukhtarul Amin from time to time up to a maximum limit permitted under schedule V of the Companies Act, 2013.
- b. **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.
- c. **GRATUITY**: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- d. **LEAVE ENCASHMENT**: The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company."

"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."

12. 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 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 2 (two) years effective from 1st April, 2015 on the terms and conditions including remuneration as specified below, 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, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

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, which shall not exceed 2.50 percent of net profit of the company.

SECTION-II

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

- a) **SALARY**: Rs. 244643.00 per month. The board of directors may increase the salary of Mr. Zafarul Amin from time to time upto a maximum limit permitted under schedule V of the Companies Act, 2013.
- b) **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.
- c) **GRATUITY**: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- d) **LEAVE ENCASHMENT**: The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company."

"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."

13. To re-appoint Mrs. Shahina Mukhtar (DIN: 00015442) as Wholetime 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 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 Mrs. Shahina Mukhtar (DIN: 00015442) as Wholetime Director of the Company for a period of 2 (two) years effective from 1st April, 2015 on the terms and conditions including remuneration as specified below, 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 Mrs. Shahina Mukhtar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof :-

POWERS AND DUTIES :-

The Whole-time 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 Whole-time Director shall exercise her powers subject to the superintendence control and direction of the Board of Directors.

REMUNERATION :-

The under mentioned remuneration shall be payable to Mrs. Shahina Mukhtar, Wholetime 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, which shall not exceed 2.50 percent of net profit of the company.

SECTION-II

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

- a) **SALARY** : Rs.150000.00 per month. The board of directors may increase the salary of Mrs. Shahina Mukhtar from time to time up to a maximum limit permitted under schedule V of the Companies Act,2013.
- b) **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.
- c) **GRATUITY** : Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- d) **LEAVE ENCASHMENT** : The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company."

"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."

14. To re-appoint Mr. Vinay Sanan (DIN: 00014536) as Wholetime Director designated as Executive 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 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. Vinay Sanan (DIN: 00014536) as Wholetime Director designated as Executive Director of the Company for a period of 2 years 8 months effective from 1st August, 2014 on the terms and conditions including remuneration as specified below, 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. Vinay Sanan, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof :-

DUTIES:-

Mr. Vinay Sanan Executive 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 :-

- a) **SALARY** : Rs. 135000.00 per month. Further the Board of Directors may increase the remuneratof Mr Vinay Sanan up to a maximum limit specified under Schedule V of the Companies Act, 2013.
- b) **PERQUISITES** : Mr. Vinay Sanan, Executive Director of the company will be entitled to under mentioned perquisites:-
 - i. **HOUSE RENT ALLOWANCE** : The Executive Director shall be entitled to House Rent Allowance of 30% of the basic salary.



- ii. **CONVEYANCE REIMBURSEMENT:-** The Executive Director shall be entitled for Conveyance Reimbursement Allowance up to 30% of the basic salary.
- iii. **PROVIDENT FUND :-** Mr. Vinay Sanan, Executive Director of the company shall be entitled for Contribution to Provident Fund in accordance with the rules of the company.
- iv. **MEDICAL REIMBURSEMENT :-** Expenses incurred for the Executive Director and his family, subject to a ceiling of half month's salary in a year in accordance with the rules of the Company.
- v. **EX-GRATIA :-** The Executive Director of the company will be entitled to Ex-gratia as per rules of the company.
- vi. **CAR AND TELEPHONE :-** The Company shall provide a car and a telephone at residence to the Executive Director of the company."

"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."

15. To re-appoint Mr. Mohammad Shadab (DIN: 00098221) as Wholetime 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 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 of the Company for a period of 2 (two) years effective from 1st April, 2015 on the terms and conditions including remuneration as specified below, 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, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

DUTIES :-

Mr Mohammad Shadab, Wholetime 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 :-

- a) **SALARY** : Rs. 116353.00 per month. Further the Board of Directors may increase the remuneration at any time, subject to the maximum limit specified under Schedule V of the Companies Act, 2013.
- b) **PERQUISITES** : Mr. Mohammad Shadab ,Wholetime Director of the company will be entitled to undermentioned perquisites :-
 - i. **HOUSE RENT ALLOWANCE** :- The Wholetime Director shall be entitled to House Rent Allowance of 30% of the basic salary.
 - ii. **CONVEYANCE REIMBURSEMENT** :- The Wholetime Director shall be entitled for Conveyance Reimbursement Allowance up to 30% of the basic salary.
 - iii. **PROVIDENT FUND** :- Mr. Mohammad Shadab, Wholetime 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 Wholetime Director and his family, subject to a ceiling of half month's salary in a year in accordance with the rules of the Company.
 - vii. **LEAVE TRAVEL CONCESSION** :- The Wholetime Director of the Company shall be entitled to Leave Travel Concession in accordance with the Rules of the Company.
 - viii. **SPECIAL ALLOWANCE** :- Rs. 2826/- will be paid to the Wholetime Director as Special Allowance
 - ix. **EX-GRATIA** :- Mr. Mohammad Shadab, Wholetime Director of the company will be entitled to Ex-gratia as per rules of the company.
 - x. **CAR AND TELEPHONE** :- The Company shall provide a car and a telephone at residence to the Wholetime Director of the company."

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."



16. To re-appoint Mr. Anil Kumar Agarwal (DIN: 00014645) as Wholtime Director designated as Chief Financial Officer and this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED that 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. Anil Kumar Agarwal (DIN: 00014645) as Wholtime Director designated as Chief Financial Officer of the Company for a period of 2 (two) years effective from 1st April, 2015 on the terms and conditions including remuneration as specified below, 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. Anil Kumar Agarwal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

DUTIES :-

Mr. Anil Kumar Agrawal shall be primarily responsible for the compliance of various provisions relating to 'Accounts' and 'Audit' given in the Companies Act 2013 and Accounting Standards or any amendment and/or replacement thereof, financial functions and for any other responsibility/work assigned to him by the Chairman and Managing Director of the Company.

REMUNERATION :-

- a) **SALARY** : Rs. 73125.00 per month. Further, the board of directors may increase the remuneration at any time, subject to the maximum limit specified under Schedule V of the Companies Act, 2013.
- b) **PERQUISITES** : Mr. Anil Kumar Agarwal Chief Financial Officer of the company will be entitled to undermentioned perquisites:-
- HOUSE RENT ALLOWANCE** : The Chief Financial Officer shall be entitled to House Rent Allowance of 30 % of the basic salary.
 - PROVIDENT FUND** :- Mr. Anil Kumar Agarwal, Chief Financial Officer of the company shall be entitled for Contribution to Provident Fund, in accordance with the rules of the company.
 - GRATUITY** : Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - LEAVE ENCASHMENT** : The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.
 - MEDICAL REIMBURSEMENT** :- Expenses incurred for the Chief Financial Officer and his family, subject to a ceiling of half month's salary in a year in accordance with the rules of the Company.
 - LEAVE TRAVEL CONCESSION:-** Mr. Anil Kumar Agarwal, Chief Financial Officer of the company shall be entitled to Leave Travel Concession in accordance with the Rules of the Company.
 - EX-GRATIA** :- The Ex-gratia will be paid to the Chief Financial Officer in accordance with the rules of the Company.
 - CAR AND TELEPHONE** :- The Company shall provide a car and a telephone at residence to the Chief Financial Officer of the company".

"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."

17. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 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 the provisions of Section 14 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 regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulation contained in the existing Articles 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."

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(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 appointed/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.
3. 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.
4. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday the 10th September, 2014 to Tuesday the 23rd September, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
5. Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 2005-06 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 and unclaimed amounts lying with the Company as on 30th September, 2013 (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.
6. 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.
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 and clause 35B of the Listing Agreement the company has made necessary arrangements with National Securities Depository Limited to facilitate e-voting. E-voting Particulars are provided in the Postal Ballot Form which is being sent, separately, along with the Notice of Postal Ballot for alteration of the Memorandum of Association of the company.
8. All documents referred to in accompanying Notice and Explanatory Statement 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.

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary

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

ITEM NO. 5 TO 10

Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal are Independent Directors of the Company.

Section 149 of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement inter alia stipulated the conditions for the appointment of independent directors by a listed company. Accordingly, it is proposed to appoint Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal as Independent Directors under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.

Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal for the office of Directors of the Company.

The Company has also received declarations from Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal that they meet with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal are Independent of the management. The Nomination and Remuneration Committee has recommended the appointments of these Independent Directors.



Brief resume of Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding 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.

Copy of the draft letters for respective appointments of Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

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

Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal are interested in the resolutions set out respectively at Item Nos. 5 to 10 of the Notice with regards to their respective appointments.

The relatives of Mr. Syed Javed Ali Hashmi, Mr. Dilip Kumar Dheer, Mr. Anil Soni, Mr. Nemi Chand Jain, Dr. Krishna Kumar Agarwal and Mr. Kamal Agarwal may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 to 10 of the Notice, 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 are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 to 10 of the Notice for approval by the shareholders.

ITEM NO. 11 TO 16

The Board of Directors of the Company (the "Board"), at its meeting held on 1st July, 2014 has, subject to the approval of members, re-appointed Mr. Mukhtarul Amin as Chairman and Managing Director, for a period of two years one month from the expiry of his present term, which will be expired on 28th February, 2015 at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Further, the Board at its meeting held on 1st July, 2014 has, subject to the approval of members, re-appointed Mr. Zafarul Amin, Wholetime Director designated as Joint Managing Director, Mrs. Shahina Mukhtar, Wholetime Director, Mr. Mohd. Shadab, Wholetime Director and Mr. Anil Kumar Agarwal Wholetime Director designated as Chief Financial Officer for a period of 2 (two) years from the expiry of their present, which will be expired on 31st March, 2015, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Further, the Board at its meeting held on 1st July, 2014 has, subject to the approval of members, re-appointed Mr. Vinay Sanan, Wholetime Director designated as Executive Director for a period of two years eight months from the expiry of his present, which will be expired on 31st July, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members approval for the re-appointment of and remuneration payable to Shri Mukhtarul Amin as Chairman and Managing Director, Mr. Zafarul Amin as wholetime director designated as Joint Managing Director, Smt. Shahina Mukhtar, wholetime director, Shri Vinay Sanan, wholetime director designated as Executive Director, Mr. Mohd. Shadab, wholetime director and Shri Anil Kumar Agarwal wholetime director designated as Chief Financial Officer, in terms of the applicable provisions of the Act and rules thereunder.

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

I. GENERAL INFORMATION :

(i)	Nature of Industry	Leather and Leather Goods.												
(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.	<p>The financial performance of the company for last three years are as under:- (Rs. In lacs)</p> <table> <tr> <th>Year</th><th>Sales</th><th>Profit after Tax</th></tr> <tr> <td>2011-12</td><td>4320.79</td><td>1915.87</td></tr> <tr> <td>2012-13</td><td>48397.67</td><td>2133.69</td></tr> <tr> <td>2013-14</td><td>62497.35</td><td>3244.62</td></tr> </table>	Year	Sales	Profit after Tax	2011-12	4320.79	1915.87	2012-13	48397.67	2133.69	2013-14	62497.35	3244.62
Year	Sales	Profit after Tax												
2011-12	4320.79	1915.87												
2012-13	48397.67	2133.69												
2013-14	62497.35	3244.62												
(v)	Export performance and net foreign exchange earnings	The company has achieved export turnover of Rs. 54874.26 lacs during 2013-14 in comparison to Rs. 41464.97 lacs during 2012-13 on FOB basis.												
(vi)	Foreign investment or collaboration, if any.	The company has made foreign investment of Rs. 2850.35 lacs as at 31.03.2014 in the subsidiary companies, by way of subscription of shares.												



INFORMATION ABOUT THE APPOINTMENTS :

Name	Background Details	Past Remuneration	Recognition/Awards	Job profile and his suitability	Proposed Remuneration	Comparative Remuneration	Pecuniary Relationship/Relation	Other Directorship.
Mr. Mukhtarul Amin	Aged about 62 years having enriched experience of 41 years in Leather Industry.	5% of net profit of the company. Minimum monthly salary was Rs. 400000/- per month.	B.Sc. Under the prudent directorship of the appointee the company is continuously winning export awards since last many decades.	Proposed to be re-appointed as Chairman and Managing Director of the company. He was appointed as Managing Director of the company on 01.11.1990. Under his leadership the company is winning export awards, continuously, since last decades.	As given in Special Resolution at Item No.11	The remuneration committee has considered the comparative remuneration profile with respect to the industry, size of the company and position and profile of 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 three houses of the appointee taken on rent by the company. He is relative of Mr. Zafarul Amin, Joint Managing Director, Mrs. Shahina Mukhtar Wholetime Director and Mr. Mohd. Shadab, wholetime director of the company.	<ol style="list-style-type: none"> 1. Superhouse Educational Foundation 2. Creemos International Ltd. 3. Kanpur-Umao Leather Cluster Development Company Ltd. 4. Leather Cluster Development Ltd 5. Industrial Infrastructure Services (India) Limited. 6. Amin Colonizers and Development Ltd. 7. Council for Leather Exports. 8. Azad Multispecialty Hospitals and Research Center (P) Limited. 9. Unnao Tanneries Pollution Control Company Ltd. 10. Superhouse (UK) Limited. 11. Superhouse Middle East FZC 12. Superhouse (USA) International Inc. 13. Briggs Industrial Footwear Ltd. 14. Linea Se Seguridad S.L. Spain. 15. Superhouse GMBH, Germany
Mr. Zafarul Amin	Aged about 31 years having enriched experience of 12 years in Leather Industry.	2.50% of net profit of the company. Minimum monthly salary was Rs 244643/- per month.	B.Sc. (Hon.) in Leather Technology from University College Northampton, United Kingdom.	Proposed to be re-appointed as Joint Managing Director of the company. He was appointed as wholetime Director on 29.07.2002. During his tenure the company is winning export awards continuously, since last many decades.	As given in Special Resolution at Item No.12	The remuneration committee has considered the comparative remuneration profile with respect to the industry, size of the company and position and profile of 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 one flat of the appointee taken on rent by the company. He is relative of Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar Wholetime Director and Mr. Mohd. Shadab, Wholetime Director of the company.	



Name	Background Details	Past Remuneration	Recognition/Awards	Job profile and his suitability	Proposed Remuneration	Comparative Remuneration	Pecuniary Relationship/Relation	Other Directorship.
Mrs. Shahina Mukhtar	Aged about 59 years having enriched experience of 34 years in Leather Industry.	2.50% of net profit of the company. Minimum monthly salary was Rs 15000/- per month.	Graduate.	Proposed to be re-appointed as Wholtime Director of the company. She was appointed as Wholtime Director on 16.01.1997. During her tenure the company is winning export awards, continuously, since last many decades.	As given in Special Resolution at Item No.13	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the company and profile of the position and person at the time of approving the remuneration package.	In addition to receiving remuneration the appointee has no pecuniary relationship with the company except one flat of the appointee taken on rent by the company. She is relative of Mr. Mukhtarul Amin Chairman and Managing Director, Mr. Zafarul Amin, Joint Managing Director and Mr. Mohd. Shadab, Wholtime Director of the company.	1. Superhouse Educational Foundation. 2. Steven Construction Limited
Mr. Vinay Sanan	Aged about 58 years having enriched experience of 35 years in Leather Industry.	Monthly remuneration was Rs 216000/- per month.	Graduate.	Proposed to be re-appointed as Executive Director of the company. He was appointed as Wholtime Director on 02.01.1996. During his tenure the company is winning export awards, continuously, since last many decades.	As given in Special Resolution at Item No.14	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the company and profile of the position and person at the time of approving the remuneration package.	In addition to receiving remuneration the appointee has no pecuniary relationship with the company except one flat of the son of the appointee taken on rent by the company and his son is in the employment of the company.	1. Superhouse (UK) Limited 2. Knowledgehouse Limited
Mr. Mohammad Shadab	Aged about 37 years having enriched experience of 16 years in Leather Industry.	Monthly remuneration was Rs 188991/- per month.	Graduate.	Proposed to be re-appointed as Wholtime Director of the company. He was appointed as Wholtime Director on 22.08.1998. During his tenure the company is winning export awards, continuously, since last many decades.	As given in Special Resolution at Item No 15	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the company and profile of the position and person at the time of approving the remuneration package.	In addition to receiving remuneration the appointee has no pecuniary relationship with the company except he is relative of Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar Wholtime Director and Mr. Zafarul Amin, Jt. Managing Director of the company.	
Mr. Anil Kumar Agarwal	Aged about 59 years having enriched experience of 34 years in Accounts and Financial Activities	Monthly remuneration was Rs 95236/- per month.	Chartered Accountant	Proposed to be re-appointed as Wholtime Director designated as Chief Financial Officer of the company. He was appointed as Director Finance on 15.10.1996.	As given in Special Resolution at Item No 16	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the company and profile of the position and person at the time of approving the remuneration package.		1. Superhouse Educational Foundation. 2. Creemos International Limited 3. Knowledgehouse Ltd 4. Unnao Tanneries Pollution Control Company Ltd. 5. Superhouse (UK) Limited. 6. Superhouse Middle East FZC 7. Superhouse (USA) International Inc. 8. Briggs Industrial Footwear Ltd. 9. Linea Se Seguridad S.L.Spain.



OTHER INFORMATION :-

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

Mr. Mukhtarul Amin, Mrs. Shahina Mukhtar, Mr. Zafarul Amin and Mr. Mohd. Shadab are related to each other hence may be deemed to be interested in the resolutions. Save and except as above, none of the other director of the company is, in any way, concerned or interested in these resolutions. 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.

The board commends the resolutions set out at Item Nos. 11 to 16 of the notice for your approval.

ITEM NO. 17

With the coming into force of the Companies Act, 2013 several regulations of the existing Articles of Association of the Company require alteration or deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

The company has adopted table 'F' of schedule-I to the Companies Act, 2013 except regulations related to one person company and some of the Articles additionally and expressly made applicable in the proposed Articles of Association.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders. The copy of the draft Articles of Association may also be obtained from the registered office of the company and the same will also be available at the Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 17 of the Notice.

The Board commends the Special Resolution set out at Item No. 17 of the Notice for approval by the shareholders.

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary



DIRECTORS' REPORT

To
The Shareholders.
Superhouse Limited,
Kanpur.

The Directors have pleasure in presenting their 34th Annual Report along with the Audited Accounts of your Company for the year ended 31st March, 2014.

FINANCIAL RESULTS :

	Current Year (Rs. in '000)	Previous Year (Rs. in '000)
Profit before Depreciation	626308	439152
Less: Depreciation	130509	113327
Profit before tax	495799	325825
Less : Provision for taxation	171182	120163
Profit after tax	324617	205662
Income Tax relating to earlier year	(155)	7706
Balance Brought forward from previous year	634195	540175
	958657	753543

Appropriations :

Proposed Dividend	16537	16537
Tax on Proposed Dividend	2810	2810
Transferred to General Reserve	100000	100000
Balance carried to Balance Sheet	839310	634196
	958657	753543

Dividend :-

Your Directors are pleased to recommend a final dividend of Rs. 1.50 per equity share (previous year Rs.1.50 per equity share) on the equity share capital of the company for the financial year ended 31st March, 2014. The cash outflow on account of dividend on equity capital will be Rs. 193.48 lacs (previous year Rs. 193.48 lacs) including dividend distribution tax of Rs. 28.10 lacs (previous year Rs.28.10 lacs).

Financial Performance :-

The company has achieved the sales and other Income of Rs 671.75 crores against Rs. 522.99 crores reported last year. The Profit before tax was Rs. 49.58 crores and profit after tax was Rs. 32.45 crores during the year under review as compared to Rs. 32.58 crores and Rs. 21.34 crores, respectively, during previous year. Revenue from operations increased by 28.36 to Rs. 669.54 crores and export increased by 32.34% to 548.74 crores during the year. Earning per share increased from 19.35 per share during the previous year to Rs. 29.43 per share during the year under review.

Export Awards:-

The company has won the Exporter Awards during the year in overall Export Category for 2012-13. In addition to Export Award in overall category, the company also received the Best Export Award in Non-Leather Harness and Saddlery.

Subsidiary Companies :-

The company is having six subsidiary companies namely M/s Superhouse (UK) Limited, M/s Superhouse (USA) International Inc, M/s Superhouse Middle East FZC, M/s Briggs Industrial Footwear Limited, UK, M/s Linea De Seguridad S.L. Spain and M/s Superhouse GmbH, Germany. A statement pursuant to section 212 of the Companies Act, 1956 relating to company's interest in subsidiary companies is forming part of the Annual Accounts.

As per general exemption granted by the Government of India, Ministry of Corporate Affairs', the Company has not attached the annual accounts of its all the six subsidiaries namely M/s Superhouse (UK) Limited, M/s Superhouse (USA) International Inc, M/s Superhouse Middle East FZC, M/s Briggs Industrial Footwear Limited, UK, M/s Linea De Seguridad S.L. Spain and M/s Superhouse GmbH, Germany to this Annual Report. However, the relevant information for each subsidiary has been disclosed in the consolidated financial statements attached to this Annual Report.

The Company will make available the annual accounts of subsidiaries and the related information to any member of the Company who may be interested in obtaining the same. The annual accounts of subsidiaries will also be kept for inspection by any member of the Company at the registered office of the Company and that of the respective subsidiaries. The Consolidated financial statements presented by the Company include the financial information of its subsidiaries.

Transfer of Amounts to Investor Education and Protection Fund.

Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, relevant amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, on due date to the Investor Education and Protection Fund.

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 unpaid and unclaimed amounts lying with the Company as on 30th September, 2013 (date of last Annual General Meeting) on the Company's website www.superhouse.in, and also on the Ministry of Corporate Affairs website.

Corporate Governance:-

During the year under review, the company has taken necessary steps to comply with the requirements of the Corporate Governance Code and a Report on the Corporate Governance forms part of this Report.

Consolidated Financial Statement :-

As required by clause-32 of the Listing Agreement and in accordance with the Accounting Standard-AS-21 your directors have pleasure to attach the Consolidated Financial Statements and Cash Flow Statement which form part of the Annual Report and Accounts.

Management Discussion and Analysis :-

The Report as required by clause-49 of the Listing Agreement is annexed hereto and form part of the report.

Personnel :-

The relations with the employees continued to be cordial during the year. Directors record their appreciation for the sincere and hard work put in by all categories of employees during the year.

Conservation of Energy :-

Your Company is engaged in the manufacture of Finished Leathers, Leather Goods and Textile Garments and consumption of energy in these industries is not significant as compared to that of in other industries. However, the Company is making continuous efforts to conserve energy wherever possible by economizing on the use of power and fuel in factories and offices. However, the company has not made specific additional investment for the reduction of consumption of energy.

Technology Absorption :-

The company is carrying on the research and development, understanding the customer needs and preferences for design, quality and comfort on a regular way. Improvement of overall product performance by implementing the planned strategies, bringing in new developments and product improvements based on consumer



research have helped your Company to achieve excellent working results and improve competitive strength of the company. The use of modern technology and newest materials not only guarantee world class quality products at reasonable price but also cater to the fashion needs of the customers while meeting the ever changing market requirements.

The company has incurred revenue expenditure of Rs. 39.77 lacs which are 0.06% of total turnover for the Research and Development Activities during the year as compared to Rs. 52.00 lacs which were .11% of total turnover incurred during the previous year.

The company is not using imported technology. However, Imported Plants and Machineries are also being used by the company.

Foreign Exchange Earnings & Outgo :-

Your company continues to enjoy the status of a Government of India Recognized Trading House. Continuous efforts are being made to identify the new markets. Exports during the year were Rs 54874.26 lacs in comparison to previous year of Rs. 41464.97 lacs on FOB basis. During the year, the total Foreign Exchange outgo was Rs 11848.84 lacs as compared to Rs. 9022.75 lacs during the preceding financial year.

Particulars of Employees u/s 217 :-

No employee was covered Under Section 217(2-A) of the Companies Act, 1956 during the year.

Directors :-

Mr. Mohammad Shadab (DIN:00098221) retires by rotation at the ensuing Annual General Meeting and being eligible, he offers himself for re-election.

Further, Mr. Syed Javed Ali Hashmi (DIN: 00014726), Mr. Dilip Kumar Dheer (DIN:0003341879), Mr. Anil Soni (DIN:00023188), Mr. Nemi Chand Jain (DIN:00031283), Dr. Krishna Kumar Agarwal (DIN: 00022719) and Mr. Kamal Agarwal (DIN: 00022904) are being appointed as Independent directors under section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.

Directors' Responsibility Statement :-

In accordance with the provisions of section 217(2AA) of the Companies Act, 1956 your Directors confirm that :

- In the preparation of the annual accounts the applicable accounting standards have been followed;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the profit of the Company for the year ended on that date;
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis.

Acknowledgement

Your Directors would like to express their appreciation for the assistance and co-operation received from the banks, government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executive staff and workers.

Statutory Auditors :-

M/s. Kapoor Tandon & Co. present Auditors will hold office until the conclusion of this Annual General Meeting. We have received a certificate from the Auditors to the effect that their re-appointment, if made, will be in accordance with the limits specified under section 141 (3) (g) of the Companies Act, 2013 and they are not disqualified for re-appointment.

Place : KANPUR

For and on behalf of the Board

Date : 1st July, 2014

MUKHTARUL AMIN
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

Macroeconomic Overview.

In the recent past, the Indian economy has overcome varied challenges in its resolve to sustain its economic success. The major challenges included unsupportive external environment, domestic structural constraints, growth slowdown and inflationary pressures.

The policy response of the Government to the present growth slowdown has been in the form of structural reforms aimed at reducing entry-barriers and boosting competition and productivity in various sectors.

These policies have gone hand-in-hand with macroeconomic stabilization that has had to balance the concerns of inflation and growth recovery, while managing a volatile external situation characterized by a sharp depreciation of the Rupee witnessed till the second quarter (Q2) of 2013-14.

India's exports of principal commodities during 2013-14 were valued as INR 18997.30 billion, registering a growth of 16.24% over the level of INR 16343.19 billion in 2012-13. As against overall growth of 16.24% in Export, the growth rate of Leather Industries was 31% during 2013-14

Industry Structure and Development

The Leather Industry holds a prominent place in the Indian economy. This sector is known for its consistency in high export earnings and it is among the top ten foreign exchange earners for the country. With an annual turnover of over US\$ 11 billion, the export of leather and leather products increased manifold over the past decades and touched US\$ 5.91 billion during 2013-14, recording a cumulative annual growth rate of about 14.77% (5 years).

The Leather industry is bestowed with an affluence of raw materials as India is endowed with 21% of world cattle & buffalo and 11% of world goat & sheep population. Added to this are the strengths of skilled manpower, innovative technology, increasing industry compliance to international environmental standards, and the dedicated support of the allied industries. The leather industry is an employment intensive sector, providing jobs to about 2.5 million people, mostly from the weaker sections of the society. Women's employment is predominant in the leather products sector with about 30% share.

India is the second largest producer of footwear and leather garments in the world.

The leather industry is spread in different segments, namely, Finished Leather, Footwear, Footwear Components, Leather Garments and Leather Goods including Bags, Saddlery, Harness and Leather Gloves.

As per DGCI&S monthly export data, the export of leather and leather products for the year 2013-14 stands at US\$5908.82 million against the export of US\$5015.41 million during the previous period, registering a positive growth of 17.81%. In Rupee term impressive growth of



31% registered during the year.

The major markets for Indian Leather & Leather Products are Germany with a share of 12.92%, USA 11.32%, U.K. 11.20%, Italy 8.73%, France 5.99%, Hong Kong 7.98%, Spain 5.21%, Netherlands 3.66%, China 2.60%, Denmark 1.51%, UAE 3.05%, Belgium 1.62%,

These 12 countries together accounts for nearly 76% of India's total leather & leather products export.

European Union accounts for 57% of India's total export of leather and leather products.

Opportunities and Threats :-

The Government of India had identified the Leather Sector as a Focus Sector in the Indian Foreign Trade Policy in view of its immense potential for export growth prospects and employment generation. Accordingly, the Government is also implementing various Special Focus Initiatives under the Foreign Trade Policy for the growth of leather sector. With the implementation of various industrial developmental programmes as well as export promotional activities; and keeping in view the past performance, and industry's inherent strengths of skilled manpower, innovative technology, increasing industry compliance to international environmental standards, and dedicated support of the allied industries, the Indian leather industry aims to augment the production, thereby enhance export, and resultantly create additional employment opportunities.

Segment-wise Performance :-

The segment-wise performance of the company during the year is as under :-

Segments	Turnover
a. Leather and Leather Products	Rs. 562.88 Crores (previous year Rs. 440.68 crores)
b. Textile Garments	Rs. 95.96 Crores (previous year Rs. 69.17 crores)

Growth During the year :-

Leather and Leather Garments: The company has registered the impressive growth of 32.34% in export of leather and leather products as against leather industry growth of 31% during the previous year.

Readymade Garments : The company has also shown impressive growth of 42.32% in manufacturing and export of Ready-made Garments during 2013-14 as against an industry growth of 28.71% during the same period.

Domestic Sales : The company is manufacturing and selling its products in domestic market with reputed Allen Cooper Brand.

Outlook :-

As a medium to long-run prospects of Indian Economy, including the Industrial Sector, continues to be positive, a rise in saving and demand for consumable products is quite inevitable. The leather industry is basically a consumer product industry, hence with the increase in demand for consumer production; the prospect of the leather industry is bright. During the current year the pace of growth of leather industry is expected to be maintained

Risk and Concerns :-

The major raw material for the leather industry is raw hide/skins. Leather is a natural product and its prices and availability are changing from time to time. The company is having vast experience in sourcing the raw materials for its tanneries and leather products divisions from India and outside which help in keeping the prices and availability

under control. The output of raw hides/skins also depends upon personal skill of the purchasers and technicians, which are being properly taken care-of by the experienced personnel of the company. The substantial revenue of the company is being generated in foreign exchange. The adverse foreign exchange rates may affect the profitability of the company. The experienced professional of the company are keeping close watch over movement in currency rates.

Cautionary Statement :-

Statement in the Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectation, or prediction may be 'forward-looking statement'. Further, the performance of the company is also dependent on domestic and global economic conditions, government and regulatory policies on which the company is not having any control.

Internal Control System and their Adequacy :-

The company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from misuse or disposition and those transactions are authorized, recorded and reported correctly. Proper checks and controls have been introduced for all the incoming and outgoing materials. The Audit Committee and Internal Audit Department regularly review the financial and operating controls at all locations of the Company. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

Financial Performance with Respect to Operational Performance:-

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles in India. The company has achieved the sales and other income of Rs 671.75 crores during the year against Rs. 522.99 crores reported last year. The profit after tax was Rs 32.45 crores during the year as compared to Rs. 21.34 crores reported during the previous year. The gross block of the company as at 31.03.2014 was Rs 270.81 crores against Rs. 254.17 crores as at 31.03.2013. The net current assets as at 31.03.2014 were Rs 41.68 crores as against Rs. 17.30 crores as at 31.03.2013. The detailed information on financial performance is given in the attached annual financial statements. The summarized financial performance during the year is as under :-

FINANCIALS OF THE COMPANY :-

(Rs.in lacs)

	2013-14	2012-13
Sales	66598.70	51735.54
Other Income	576.65	563.21
PBT	4957.99	3258.25
PAT	3244.62	2133.69
Paid up Capital	1141.98	1141.98
Reserves & Surplus	18463.52	15478.70
Net Worth	19605.50	16620.68
Earnings per share	29.43	19.35

Industrial Relations and Human Resources Development :-

The relations with the employees continued to be cordial during the year. Directors record their appreciation for the sincere and hard work put in by all categories of employees during the year. There were 2047 permanent employees with the company as on 31st March, 2014.



CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance :-

Superhouse, right from its inception has been committed to the highest standards of Corporate Governance Practices. The company believes that a strong Corporate Governance policy is indispensable to healthy business growth, besides being an important instrument for investor protection. Good Corporate Governance provides an appropriate framework for the Board and the Management to carry out the objectives that are in the interest of the company and the shareholders. The Company complies with the Corporate Governance Code enshrined in clause 49 of the Listing Agreement.

2. Board of Directors :-

The Board of Directors comprises a Chairman and Managing Director, five Executive Directors and six Non-Executive Directors. Out of twelve directors, six directors are independent and non executive directors.

Mr. Mohammad Shadab (DIN:00098221) retires by rotation at the ensuing Annual General Meeting and being eligible, he offers himself for re-election.

Further, Mr. Syed Javed Ali Hashmi (DIN: 00014726), Mr. Dilip Kumar Dheer (DIN:0003341879), Mr. Anil Soni (DIN: 00023188), Mr. Nemi Chand Jain (DIN:00031283), Dr. Krishna Kumar Agarwal (DIN: 00022719) and Mr. Kamal Agarwal (DIN: 00022904) are being appointed as Independent directors under section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019.

Further brief particulars of directors of the Company are given below :-

Mr. Mukhtarul Amin (DIN: 00012108) , a science graduate having experience of 41 years in Leather Industry, was opted to the board on 02.09.1984 . He was born on 17.02.1952. He established many units specializing in manufacturing and export of Leather, Leather Products and Textile Garments. He is also director of i. M/s Superhouse (UK) Limited ii- M/s Superhouse Middle East FZC. iii- M/s Superhouse (USA) International Inc. iv- M/s Briggs Industrial Footwear Limited, U K. v- M/s Linea De Seguridad S.L. Spain. vi- Superhouse GMBH, Germany. vii- M/s Unnao Tanneries Pollution Control Company. viii- M/s Superhouse Educational Foundation. ix- M/s Creemos International Limited. x- M/s Industrial Infrastructure Services India Limited. xi- M/s Kanpur-Unnao Leather Cluster Development Company Limited. xii- M/s Amin Colorizers & Development Limited. xiii- M/s Azad Multispecialty Hospitals & Research Center (P) Limited. xiv- M/s Leather Cluster Development Limited and xv- Council for Leather Exports established under the aegis of Ministry of Commerce and Industry. Mr. Mukhtarul Amin has also been appointed Chairman of FDDI working under the aegis of Ministry of Commerce and Industry. Mr. Mukhtarul Amin holds in his name 1324487 Equity Shares of the company. Mrs. Shahina Mukhtar wholetime director, Mr. Zafarul Amin, Joint Managing Director and Mr. Mohd. Shadab, wholetime director are relatives of Mr. Mukhtarul Amin.

Mrs. Shahina Mukhtar (DIN: 00015442) is one of the promoter director of the company. She is having 34 years enriched experiences in Leather Industry, was opted to the board on 14.01.1980. She was born on 05.01.1956. She is also director of i- M/s Superhouse Educational Foundation and ii- M/s Steven Construction Limited. Mrs. Shahina Mukhtar holds in her name 505560 Equity Shares of the company. Mr. Mukhtarul Amin, Chairman and Managing Director, Mr. Zafarul Amin, Joint Managing Director and Mr. Mohd. Shadab, wholetime director are relatives of Mrs. Shahina Mukhtar.

Mr. Zafarul Amin (DIN: 00015533), a Leather Technologist and having experience of 12 years in Tanning, Export Marketing and Administration, was opted to the board on 30.01.2002. He was born on 27.01.1983. He is neither director in any other body corporate nor a member of the committee of director of any other company. Mr. Zafarul Amin holds in his name 181988 Equity Shares of the company. Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar, wholetime director and Mr. Mohd. Shadab, wholetime director are relatives of Mr. Zafarul Amin.

Mr. Nemi Chand Jain (DIN: 00031283), previous Chairman of Income Tax Settlement Commission, was opted to the board on 05.09.2005. He was born on 16.05.1939. He is also director of M/s Laws4 India Consultants Pvt. Limited. Mr. N C Jain does not hold any share of the company. He is not related to any director of the company.

Mr. Vinay Sanan (DIN: 00014536), a graduate and having experience in management and export marketing, was opted to the board on 02.01.1996. He was born on 12.10.1956. Mr. Vinay Sanan is running safety shoe and shoe upper units of the company. He is also director of i- M/s Superhouse (UK) Limited and ii- M/s Knowledgehouse Limited. Mr. Vinay Sanan holds in his name 1445 Equity Shares of the company. He is not related to any director of the company.

Mr. Mohammad Shadab (DIN: 00098221), a footwear technologist from Leicester College, UK and having experience in management and export marketing, was opted to the board on 22.08.1998. He was born on 16.01.1977. He is also running Fashion Shoe Units of the company. He is neither director in any other body corporate nor a member of the committee of director of any other company. Mr. Mohd. Shadab holds in his name 14400 Equity Shares of the company. Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar, wholetime Director and Mr. Zafarul Amin, Joint Managing Director are relatives of Mr. Mohd. Shadab.

Mr. Anil Kumar Agarwal (DIN: 00014645), a Chartered Accountant, was opted to the board on 15.10.1996. He was born on 05.12.1954. He is overall responsible for Accounts and Financial Activities of the Company. He is also director of i- M/s Unnao Tanneries Pollution Control Company. ii- M/s Superhouse Educational Foundation. iii- M/s Creemos International Limited. iv- M/s Superhouse (USA) International Inc. v- M/s Superhouse (UK) Limited. vi- M/s Superhouse Middle East FZC. vii- M/s Briggs Industrial Footwear Limited U.K. viii- M/s Linea De Seguridad S.L. Spain and ix- M/s Knowledgehouse Limited. He is also a member of the Audit Committee, Remuneration Committee and Shareholders Committee of the company. Mr. A K Agarwal holds in his name 26 Equity Shares of the company. He is not related to any director of the company.

Mr. Syed Javed Ali Hashmi (DIN: 00014726), a M.F.C from Aligarh University and having enriched experience in Finance and Administration, was opted to the board on 30.01.2010. He was born on 29.05.1973. He is also director of i- M/s Steven Construction Limited. ii- M/s Chowdhary Overseas Limited. iii- M/s Rojus Enterprises Limited. iv- M/s Amin International Limited. v- M/s Superhouse Accessories Limited. vi- M/s Modriba Hygiene Solutions Limited. vii- M/s Knowledgehouse Limited and viii- M/s Demure Fashions Pvt. Limited. He is also a



member of the Audit Committee, Remuneration Committee and Shareholders Committee of the company. Mr. Syed Javed Ali Hashmi holds in his name one Equity Share of the company. He is not related to any director of the company.

Mr. Kamal Agarwal (DIN: 00022904), is a graduate and having experience in management and export marketing, was opted to the board on 28.01.2006. He was born on 22.12.1952. He is also director of M/s Rojus Enterprises Limited. He is also a member of the Audit Committee, Remuneration Committee and Shareholders Committee of the company. Mr. Kamal Agarwal holds in his name 3961 Equity Shares of the company. Dr. Krishna Kumar Agarwal, director of the company is a relative of Mr. Kamal Agarwal, director of the company.

Dr. Krishna Kumar Agarwal (DIN: 00022719), a well known Doctor of Kanpur and having vast experience in the medical field, was opted to the board on 06.03.2004. He was born on 31.01.1953. He is also director of M/s Innovarka International Pvt. Ltd. Dr. Krishna Kumar Agarwal does not hold any share of the company. Mr. Kamal Agarwal, director of the company is a relative of Dr. Krishna Kumar Agarwal director of the company

Mr. Anil Soni (DIN: 00023188), a graduate and having vast experience in Automobile Industry, was opted on the board on 06.03.2004. He was born on 22.08.1961. He is also director of M/s i- Agriyah Safety Gear Pvt. Limited and ii- M/s Agriyah International LLP. Mr. Anil Soni holds in his name 39 Equity Shares of the company. He is not related to any director of the company.

Mr. Dilip Kumar Dheer (DIN: 0003341879), a B. Tech from IIT Kanpur and having enriched experience in Finance and Administration, was opted to the board on 13.11.2010. He was born on 01.03.1950. He is also director of M/s Knowledgehouse Limited. He is also a member of the Audit Committee, Remuneration Committee and Shareholders Committee of the company. Mr. Dilip Kumar Dheer does not hold any share of the company. He is not related to any director of the company.

During the year 5 Board Meetings were held. The dates of the meetings were as follows :- 29th May, 2013, 29th June, 2013, 14th August, 2013, 15th November, 2013 and 14th February, 2014.

The composition of the Board of Directors as on 31st March, 2014, attendance of each director at the Board of Directors' meeting and at the last Annual General Meeting and number of other directorship/memberships of committees of each director are as follows :-

Name of Directors	Categories	No. of Board Meeting attended	Attendance at last AGM	No. of other Directorship	Committee Membership	
					Members	Chairman
Mr. Mukhtarul Amin	Chairman and Managing Director	2	Yes	15	0	0
Mr. Zafarul Amin	Joint Managing Director	4	Yes	0	0	0
Mrs. Shahina Mukhtar	Executive Director	5	No	2	0	0
Mr. Vinay Sanan	Executive Director	3	No	2	0	0
Mr. A. K. Agarwal	Executive Director	5	Yes	9	2	1
Mr. Mohd. Shadab	Executive Director	3	Yes	0	0	0
Mr. N.C.Jain	Director, Independent	4	No	1	0	0
Dr. K. K. Agarwal	Director, Independent	1	No	1	0	0
Mr. Anil Soni	Director, Independent	1	No	2	0	0
Mr. Kamal Agarwal	Director, Independent	1	No	1	3	0
Mr. Dilip Kumar Dheer	Director, Independent	4	No	1	3	0
Mr. Syed Javed Ali Hashmi	Director, Independent	1	Yes	8	1	2

3. Code of Conduct :-

All the board members and senior management personnel have affirmed the compliance with the code of conduct. The company has received a declaration to the effect signed by the Chairman and Managing Director.

4. Subsidiary Companies :-

Company is having six subsidiary companies namely M/s Superhouse (UK) Limited, M/s Superhouse (USA) International Inc. M/s Superhouse Middle East FZC, M/s Briggs Industrial Footwear Limited U.K., M/s Linea De Seguridad S.L. Spain and M/s Superhouse GmbH, Germany. The board of directors of the company has reviewed the affairs of M/s Superhouse (UK) Limited, M/s Superhouse (USA) International Inc. M/s Superhouse Middle East FZC, M/s Briggs Industrial Footwear Limited U.K., M/s Linea De Seguridad S.L. Spain and M/s Superhouse GmbH, Germany.

5. Audit Committee :-

During the year, five meetings were held one of which was held before finalization of accounts. The said meetings were held on 29th May, 2013, 29th June, 2013, 14th August, 2013, 15th November, 2013 and 14th February, 2014.

The constitution of the Audit Committee and attendance of each member of the Committee as on 31st March, 2014 are given below :-

Composition of the Committee

Name	Category	Designation	No of Meetings Attended
Mr. Syed Javed Ali Hashmi	Non Executive- Independent	Chairman	1
Mr. Kamal Agarwal	Non Executive-Independent	Member	1
Mr. Dilip Kumar Dheer	Non Executive-Independent	Member	5
Mr. Anil Kumar Agarwal	Executive-Independent	Member	5

The Committee re-constituted to meet with requirements of section 177 (3) of the Companies Act, 2013 and clause 49 of the Listing Agreement with same composition and undermentioned changes in powers and role of the Audit Committee:-



Powers of the Audit Committee

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of the Audit Committee inter alia, includes the following:

Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, including cost auditors, and the fixation of audit fees and other terms of appointment.

Approving payment to statutory auditors, including cost auditors for any other services rendered by them.

Reviewing with the management, annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report.
- Changes, if any, in accounting policies and practices and reasons for the same. Major accounting entries involving estimates based on the exercise of judgment by the management.
- Significant adjustments made in financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of related party transactions.
- Qualifications in draft audit report.

Reviewing with the management, the quarterly financial statements before submission to the Board for approval.

Reviewing with the management, the statement of uses / application of funds.

Reviewing and monitoring the auditors independence and performance and effectiveness of the audit process.

Approval or any subsequent modification of transactions of the Company with related parties.

Scrutiny of inter corporate loans and investments.

Valuation of undertakings or assets of the Company, wherever it is necessary.

Evaluation of internal financial controls and risk management systems.

Reviewing with the management, the performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems.

Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department reporting structure, coverage and frequency of internal audit.

Discussion with internal auditors, any significant findings and follow up there on.

Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board.

Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.

To review the functioning of the Whistle Blower mechanism.

Approval of appointment of the CFO (i.e. the whole-time/Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background of the candidate.

Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.

Reviewing financial statements, in particular the investments made by the Company's subsidiaries.

Reviewing the following information:-

- The Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of internal auditors / chief internal auditor.

To call for comments of the auditors about internal control systems, the scope of the audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issues with the internal and statutory auditors and the management of the Company.

6. Nomination and Remuneration Committee :-

The company had formed a Remuneration Committee and this Committee consists of Mr. Anil Kumar Agarwal, Mr. Syed Javed Ali Hashmi, Mr. Kamal Agarwal and Mr. Dilip Kumar Dheer. The constitution of the Remuneration Committee and attendance of each member of the Committee as on 31st March, 2014 are given below :-


Composition of the Committee

Name	Category	Designation	No of Meetings Attended
Mr. Anil Kumar Agarwal	Executive -Independent	Chairman	2
Mr. Syed Javed Ali Hashmi	Non Executive- Independent	Member	0
Mr. Kamal Agarwal	Non Executive-Independent	Member	0
Mr. Dilip Kumar Dheer	Non-Executive- Independent	Member	2

Meeting Details

During the year, two meetings were held on 14th August, 2013 and 15th November, 2013.

The remuneration policy presently followed by the company to fix the remuneration of Executive/Whole-time Directors take into consideration the qualifications and functional experience of the individual, profitability of the company and the prevailing remuneration package in the leather industry. The details of remuneration paid/payable to the Directors during the financial year 2013-2014 are as under :-

Sl. No	Name of Directors	Remuneration paid during the year 2013-14						
		Salary	P.F.	Per- Quisites	Ex-gratia	Commission	Sitting Fee	Allowa- nces
	Executive/Whole-time Directors							
1.	Mr. Mukhtarul Amin	5076923	576000	24649	0	15477500	0	0
2.	Mrs. Shahina Mukhtar	1903846	216000	0	0	7738750	0	0
3.	Mr. Zafarul Amin	2958277	304071	0	0	7738750	0	0
4.	Mr. Vinay Sanan	2685462	194400	77880	146191	0	0	0
5.	Mr. A. K. Agarwal	1097478	100527	29436	0	0	0	0
6.	Mr. Mohd. Shadab	1163907	68574	29915	0	0	0	0
	Non Executive Directors							
7.	Mr. N.C.Jain	0	0	0	0	0	4000	0
8.	Mr. Anil Soni	0	0	0	0	0	1000	0
9.	Mr. Kamal Agarwal	0	0	0	0	0	1000	0
10.	Mr. Dilip Kumar Dheer	0	0	0	0	0	4000	0
11.	Mr. K. K. Agarwal	0	0	0	0	0	1000	0
12.	Mr. Syed Javed Ali Hashmi	0	0	0	0	0	1000	0

The Nomination and Remuneration Committee has been reconstituted in accordance with section 178 of the Companies Act, 2013 as under:-

Mr. Syed Javed Ali Hashmi	Independent Director	Chairman
Mr. Kamal Agarwal	Independent Director	Member
Mr. Dilip Kumar Dheer	Independent Director	Member

The Terms of Reference of the Committee, inter alia, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's performance .
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board .
- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Wholetime Director(s) based on their performance and defined assessment criteria:
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

7. Stakeholders Relationship Committee:

During the year eleven meetings of Shareholders Committee were held. The said meetings were held on 29th May,2013, 29th June,2013, 14th August,2013,10th September, 2013, 16th September, 2013, 10th October, 2013, 15th November,2013 and 14th February, 2014, 20th February, 2014, 28th February, 2014, and 31st March, 2014.

The details of composition of Shareholders Committee/Investors Grievances Committee and attendance of each member of the Committee as on 31st March, 2014 are as under :-

Composition of the Committee

Sl. No.	Name	Category	Designation	No. Of Meeting Attended.
1.	Mr. Syed Javed Ali Hashmi	Non-Executive-Independent	Chairman	1
2.	Mr. Kamal Agarwal	Non-Executive-Independent	Member	1
3.	Mr. Dilip Kumar Dheer	Non-Executive-Independent	Member	11
4.	Mr. Anil Kumar Agarwal	Executive-Independent	Member	11



The 'Stakeholders Relationship Committee' (SR Committee) was re-constituted with same composition by the Board on 30th May, 2014 consequent to the dissolution of the 'Shareholders' Committee/Investors Grievance Committee'. The SR Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders'/ investors' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.

The Terms of Reference of the Committee, inter alia, includes the following:

- Oversee and review all matters connected with the transfer of the Company's securities .
- Approve issue of the Company's duplicate share / debenture certificates.
- Monitor redressal of investors' / shareholders' / security holders' grievances.
- Oversee the performance of the Company's Registration and Transfer Agents.
- Recommend methods to upgrade the standard of services to investors.
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading.
- Carry out any other function as is referred by the Board from time to time or modification as may be applicable.

The Board had designated Mr. R. K. Agrawal, Secretary as Compliance Officer.

The Company has received 16 complaints from the shareholders during the year, all of them have been replied/redressed to the satisfaction of the shareholders. There is no pending complaint or transfer upto 31st March, 2014.

8. Constitution of Corporate Social Responsibility Committee:

The Corporate Social Responsibility and Governance (CSR&G) Committee was constituted by the Board on 30th May, 2014 considering requirements of the Companies Act, 2013 relating to the constitution of a Corporate Social Responsibility Committee. The Board also empowered the Committee to look into matters related to sustainability and overall governance. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary.

Composition of the Committee

Mr. Mukhtarul Amin	Chairman and Managing Director:	Chairman
Mr. Anil Kumar Agarwal	Chief Financial Officer	Member
Mr. Syed Javed Ali Hashmi	Independent Director	Member
Mr. Dilip Kumar Dheer	Independent Director	Member

The Terms of Reference of the Committee, inter alia, includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the framework of the CSR Policy.
- To approve the Corporate Sustainability Report and oversee the implementation of sustainability activities.
- To observe corporate governance practices at all levels and to suggest remedial measures wherever necessary.
- To ensure compliance with corporate governance norms prescribed under Listing Agreements with Stock Exchanges, the Companies Act and other statutes or any modification or re-enactment thereof.
- To advise the Board periodically with respect to significant developments in the law and practice of corporate governance, and to make recommendations to the Board for appropriate revisions to the Company's Corporate Governance Guidelines.
- To monitor the Company's compliance with Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all such matters and on any corrective action to be taken, as the Committee may deem appropriate.
- To review and assess the adequacy of the Company's Corporate Governance Manual, Code of Business Conduct & Ethics for Directors and Management Personnel, Code of Ethics and other internal policies and guidelines, and monitor that principles described therein are being incorporated into the Company's culture and business practices.
- To formulate / approve codes and / or policies for better governance.
- To disseminate factually correct information to investors, institutions and the public at large.
- To establish oversight on important corporate communication on behalf of the Company with the assistance of consultants / advisors, if necessary.
- To ensure institution of standardized channels of internal communications across the Company to facilitate a high level of disciplined participation.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

9. Whistle Blower Policy :-

The company has adopted a whistle blower policy in which all the employees of the company are entitled to approach the audit committee (in respect of unethical or improper practice) without necessarily informing their supervisors. The company has not denied any personal access to the audit committee of the company and it has a policy to provide protection to "Whistle Blowers" from unfair termination and other unfair or prejudicial employment practices.



10. General Body Meetings :-

a. Location date time of Annual General Meetings held during the preceding three years are as follows :-

YEAR	DATE AND TIME	LOCATION
2010-2011	Friday the 30th September, 2011 at 10.00 A.M	150 Feet Road, Jajmau, Kanpur-208010
2011-2012	Saturday the 29th September, 2012 at 10.00 A.M	150 Feet Road, Jajmau, Kanpur-208010
2012-2013	Monday the 30th September, 2013 at 10.00 A.M.	150 Feet Road, Jajmau, Kanpur-208010

All the resolutions including special resolution set out in the respective notices sent to the shareholders.

b. Passing of resolution by Postal Ballot :-

No item was passed by resolutions through Postal Ballot during the Financial Year 2013- 14. This is proposed to pass two special resolutions through postal ballot for the amendments in Memorandum of Association of the Company.

11. Disclosures :-

- There are no materially significant related party transactions made by the Company with its promoters, directors or management, their subsidiaries or relative etc. that may have potential conflict with the interests of the Company at large. Related party transactions have been given in note 37 of notes to the accounts.
- There is no instance of non-compliance by the company, penalties, strictures imposed on the company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.
- The Management discussion and analysis report from part of Director's Report.

12. Means of Communication :-

The quarterly and half yearly financial results of the company are forwarded to the Stock Exchanges immediately upon approval by the Board of Directors and are published in newspapers in English and Hindi (regional language).

Normally, the results are published in "Financial Express" and Aaj (English and Hindi). Financial results apart from the publication in newspapers, are not sent individually to the shareholders. During the year under review, no presentation was made to the institution investors or analysts. The financial results are displayed on the company's website www.superhouse.in.

13. General Shareholders Information :-

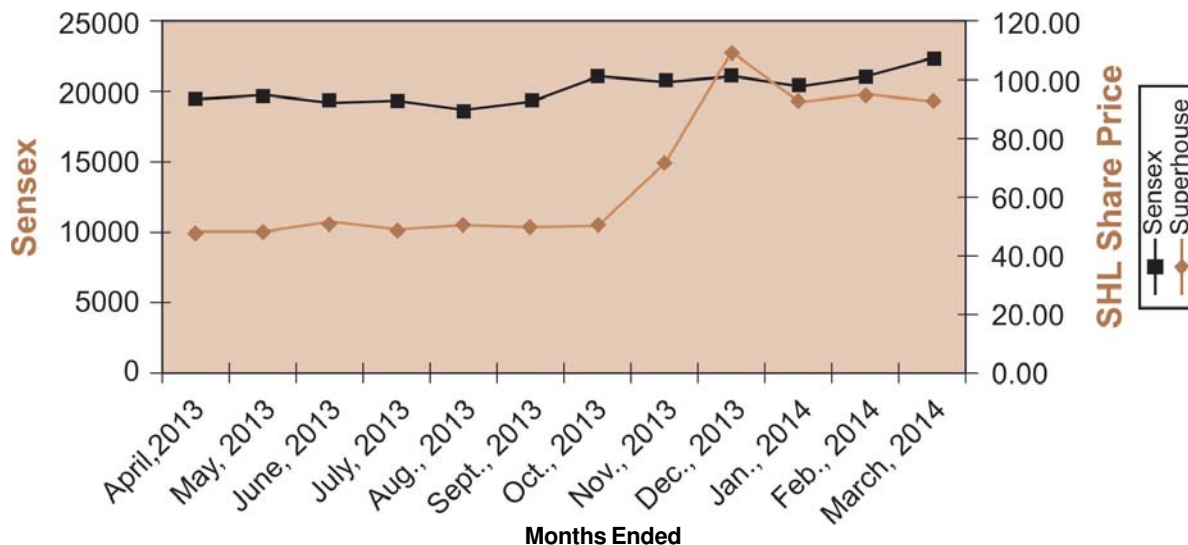
- | | |
|--|--|
| <p>a. Date of Annual General Meeting, time and venue</p> <p>b. Financial Calendar
Ist Quarterly Results
IInd Quarterly Results
IIIrd Quarterly Results
IVth Quarterly Results
Annual General Meeting</p> <p>c. Date of Book Closure</p> <p>d. Listing at Stock Exchanges</p> <p>e. Stock Code at the Stock Exchange, Mumbai</p> <p>f. Demat/ISIN for NSDL and CDSL</p> <p>g. Stock Market price data of the company for the year 2012-2013 are as follows :-</p> | <p>23rd September, 2014 at 10.00 A.M.
at 150 Feet Road, Jajmau, Kanpur-208010</p> <p>During second week of August, 2014
During second week of November, 2014
During second week of February, 2015
During last week of May, 2015
By the end of September, 2015</p> <p>10th September, 2014 to 23rd September, 2014
(both days inclusive)</p> <p>The Stock Exchange, Mumbai.</p> <p>523283
INE 712B01010</p> |
|--|--|

Months	The Stock Exchange, Mumbai	
	Highest (Rs.)	Lowest (Rs.)
April, 2013	50.85	45.00
May, 2013	51.40	47.10
June, 2013	53.00	47.30
July, 2013	51.90	48.10
August, 2013	51.10	45.00
September, 2013	53.00	48.05
October, 2013	54.00	49.55
November, 2013	85.00	50.20
December, 2013	110.05	70.15
January, 2014	121.30	91.20
February, 2014	104.40	87.65
March, 2014	98.00	91.50

- h. Performance of the Company's Equity Shares vis-à-vis the Mumbai Stock Exchange SENSEX (Closing Rates) :-



Superhouse Share Price on BSE



- i. **Registrar and Share Transfer Agents :-** The Company has appointed M/s Skyline Financial Services (P) Limited as Registrar and Share Transfer Agent of the company in respect of shares held in physical and demat form. The contact details of the Registrar is as under:-

M/s Skyline Financial Services (P) Limited,
D-153/A, First Floor, Okhla Industrial Area, Phase-I
New Delhi-110020
Phone No. (011) 26812682-26812684, Fax (011) 26812681
Email: viren@skylinert.com

- j. **Share Transfer System :-** The Company has made arrangements with M/s Skyline Financial Services (P) Limited, the common agency for share transfer and the depository services. M/s Skyline Financial Services (P) Limited processes the transfer/transmission of shares in every 10 days.

- k. **Distribution of Shareholders:-** Distribution of shareholding as at 31st March, 2014 are as under :-

Range	No. of Members	%age	No. of Shares held	%age
Upto- 500	31882	97.73	2705775	24.54
501- 1000	394	1.21	307370	2.79
1001-2000	164	0.50	252191	2.29
2001-3000	60	0.18	154295	1.40
3001-4000	26	0.08	89340	0.81
4001-5000	28	0.09	130922	1.19
5001-10000	26	0.08	188344	1.71
10001- above	43	0.13	7196763	65.28
TOTAL	32623	100.00	11025000	100.00

- i. **Shareholding Pattern as at 31st March, 2014 is as under :-**

Category		No. of shares held	Percentage of Shareholding
A Promoter's Holding (1+2)		6050874	54.88
1.	Promoters		
	Indian Promoters	6050874	54.88
	Foreign Promoters	-	-
2.	Persons acting in Concert	-	-
	Sub -Total	6050874	54.88



Category		No. of shares held	Percentage of Shareholding
B. Non- Promoters Holding (3+4)		4974126	45.12
3.	Institutional Investors		
a.	Mutual Funds and UTI	3587	0.03
b.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non- Government Institutions)	4025	0.04
c.	FIs	-	-
	Sub-Total	7612	0.07
4.	Others		
a.	Private Corporate Bodies	685454	6.22
b.	Indian Public	4200604	38.10
c.	NRI's/OCBs	80456	0.73
d.	Any Other(Please specify)	-	-
	Sub-Total	4966514	45.05
	GRAND TOTAL	11025000	100.00

m. Disclosure of Unclaimed Suspense Account as required under Clause 5A of the Listing Agreement

i.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 1st April, 2013	No of shareholders: 4765 No. of share : 283935
ii.	Number of shareholders who approached the company for transfer of shares from the Unclaimed Suspense Account during the year.	13
iii.	Numbers of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	13
iv.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 31st March, 2014.	No. of Shareholders : 4752 No. of Shares : 283267

n. Dematerialization of Shares and Liquidity :-

The shares of the company are covered under the category of compulsory delivery in dematerialized form by all categories of investors. The company has signed agreements with both the depositories i.e. National Securities Depository Limited and Central Depository Services Limited.

The status of physical /demat shares as on 31st March, 2014 is as under :-

Total No. of Equity Shares : 11025000

Total No. of Shareholders/Beneficial Owners : 32623

Mode	No of Equity Shares		% of Equity Shares	
Physical		2097757		19.03
Demat		8927243		80.97
National Securities Depository Limited	7885643		71.52	
And Central Depository Services Limited	1041600		9.45	
TOTAL		11025000		100%

o. Liquidity :- The Company's Equity Shares are regularly traded on the Stock Exchange, Mumbai in the compulsory Demat Segment.

p. Outstanding Instrument :- There is no outstanding GDRs/ADRs/Warrants or any Convertible Instrument of the company.

q. Plant Location :-

Name of Division	Location
Fashion Shoe Division I	D-15, UPSIDC Industrial Area, Site-II, Unnao-209801
Fashion Shoe Division II	A-5, UPSIDC Industrial Area, Site-B, Sikandra, Agra-282007
Fashion Shoe Division III	A-3, Export Promotion Industrial Park, Shastrapuram, Agra-282007
Fashion Shoe Division IV	D-18, UPSIDC Industrial Area, Site-II, Unnao-209801
Tannery I	A-1, UPSIDC Industrial Area, Site-II, Unnao-209801
Tannery II	B-16, UPSIDC Industrial Area, Site-II, Unnao-209801
Shoe Upper Division	71-A, Jajmau, Kanpur-208010
Safety Footwear Division I	B-6, UPSIDC Industrial Area, Site-I, Unnao-209801
Safety Footwear Division II	Banhar, Unnao-209801
Readymade Garments Division I	A-14, Sector-65, Phase-III, Noida-201303
Readymade Garments Division II	C-10, Sector-58, Phase-II, Noida-201303
Readymade Garments Division III	A-61/2, UPSIDC Industrial Area, Sikandarabad, Bulandshahr-203205
Safety Garments Division	E-23, 24 UPSIDC Industrial Area, Site-I, Unnao-209801
Leather Garments and Bags Division	A-69, Sector-57, Noida-201301

r. Address for Communication

150 FEET ROAD, JA'MAU, KANPUR-208010
Phone No. (0512) 2463373, 2461391
Fax No. (0512) 2460814 • Email share@superhouse.in



Kapoor Tandon & Co.

Chartered Accountants

21, Daya Nand Marg, Above Muthoot
Finance, Darya Ganj, Delhi-110003



Branches :

- ★ 24/57, First Floor, Birhana Road,
Kanpur-208-001
- ★ C/o Rajesh Parasramka,
Room No. 1577, IIIrd Floor, Building No. 42B,
Gangadhar Cooperative Housing Society
Vartak Nagar, Thane (West)-400606

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Superhouse Limited:

We have examined the compliance of conditions of Corporate Governance by Superhouse Limited (the company) for the financial year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the Management, we certify that the company has complied with, in all material respect, with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

FOR KAPOOR TANDON & CO.

Chartered Accountant
Firm Reg.No. 000952C

(RAJESH PARASRAMKA)

PARTNER.
M No. 074192

PLACE : KANPUR
DATE : 1st July, 2014


Kapoor Tandon & Co.
Chartered Accountants

21, Daya Nand Marg, Above Muthoot
Finance, Darya Ganj, Delhi-110003


Branches :

- ★ 24/57, First Floor, Birhana Road,
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Room No. 1577, IIrd Floor, Building No. 42B,
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Vartak Nagar, Thane (West)-400606

INDEPENDENT AUDITORS' REPORT

To the Members of
Superhouse Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Superhouse Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act read with the General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

(RAJESH PARASRAMKA)
Partner
M.No. 074192

Place : KANPUR
Date : 1st July, 2014



ANNEXURE TO THE AUDITORS' REPORT

(This is the Annexure referred to in our report of even date on the Financial Statements for the year ended 31st March, 2014 of Superhouse Limited)

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

- i. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
(b) The fixed assets of the company are physically verified in a phased manner, so as to cover all the fixed assets over a period of two years. In our opinion, the frequency of physical verification of fixed assets is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies between book records and the physical inventory were noticed in respect of the assets verified during the year.
(c) The fixed assets disposed off during the year, in our opinion, do not constitute substantial part of the fixed assets of the company and such disposal has, in our opinion, not affected the going concern status of the company.
- ii. (a) The inventory of the company has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
(c) On the basis of our examination of records of inventory, in our opinion, the company has maintained proper records of inventory and the discrepancies noticed on physical verification between the physical stocks and the book records were not material in relation to the operation of the company.
- iii. (a) The company has not granted any loans secured or unsecured to the companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 (the Act) excepting unsecured demand loan to four such entities and interest free unsecured loan to a Wholly Owned Subsidiary (WOS). Out of aforesaid, loan was repaid by two such entities. Year-end balance was Rs. 188.23 Lacs whereas maximum balance outstanding at any time during the year of such loans was Rs. 255.83 Lacs (including Rs 5.39 lacs to WOS).
(b) Rate of interest and other terms and conditions of such loans are, prima facie, not prejudicial to the interest of the company.
(c) No irregularity was noticed during the year in respect of repayment of principal amount and interest on loan.
(d) There is no overdue amount of loan granted to companies/firms or other parties listed in the register maintained under Section 301 of the Act.
(e) The company has not taken any loans secured or unsecured from the companies/firms/other parties listed in the register maintained under Section 301 of the Act. Hence para (iii) (f) and (g) of the Order is not applicable.
- iv. In our opinion, and according to information and explanations given to us, there is an adequate internal control system commensurate with the size of company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services.
Further, during the course of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor we have been informed of any continuing failure to correct major weakness in the aforesaid internal control system.
- v. (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that needed to be entered in the register maintained under Section 301 of the Act have been so entered.
(b) In our opinion, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act, and exceeding Rs. 5.00 Lacs during the year in respect of each party have been entered into at the prices which are reasonable having regard to prevailing market prices as far as we could ascertain on the basis of information and explanations given to us.
- vi. In our opinion and according to the information and explanations given to us, the company has not accepted any deposit from the public within the meaning of Section 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion and according to the information and explanations given to us, the company has an adequate internal audit system commensurate with the size of the company and the nature of its business.



viii. We have broadly reviewed the books of account maintained by the company pursuant to the order made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Act and are of the opinion that prima facie the prescribed records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.

ix. (a) The company has generally been regular in depositing undisputed statutory dues including Provident Fund, Investor education & Protection Fund, Employees' State Insurance, Income Tax, Sales tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues with appropriate authorities.

According to the information and explanations given to us, no undisputed dues in respect of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty were outstanding as at 31st March, 2014 for a period of more than six months from the date they became payable.

b) Dues of Income Tax / Sales Tax / Wealth Tax / Service Tax / Custom Duty / Excise Duty / Cess which have not been paid on account of any dispute are as under:

Name of the Statute	Nature of dues	Forum where dispute is pending	Period to which amount relates	Amount (Rs.)
Trade Tax & Central Sales Tax Act	Tax & Interest	Joint Commissioner of Trade Tax	2005-06, 2007-08, 2009-10 & 2010-11	7,59,475
		Dy. Commissioner of Trade Tax	2008-09	5,12,748
	Entry Tax	Joint Commissioner of Trade Tax	2005-06	5,86,500
Income Tax Act	Income Tax & Interest	CIT (Appeals), Kanpur	A.Y. 2010-11	9,39,370
		ITAT, (Appeals), Allahabad	A.Y. 2003-04	20,69,740

x. The company does not have accumulated losses as at 31st March, 2014 and has not incurred cash losses during the financial year ended on that date or in the immediately preceding financial year.

xi. According to the information and explanation given to us, the company has not defaulted in repayment of dues to any bank, during the year. There are no dues to any financial institution or debenture holder.

xii. According to the information and explanations given to us the company has not granted any loan/ advance on the basis of security by way of pledge of Shares, Debentures and other Securities.

xiii. In our opinion and according to the information and explanations given to us the nature of activities of the company does not attract any special statute applicable to Chit Fund and Nidhi/Mutual Benefit Fund/Societies.

xiv. In our opinion and according to the information and explanations given to us, the company is not a dealer / trader in share, securities, debentures and other investments.

xv. The company has given corporate guarantees aggregating to Rs. 3,483.84 Lacs for loans taken by its wholly owned subsidiaries from Banks. The terms and conditions thereof are, prima facie, not prejudicial to the interest of the company.

xvi. In our opinion and according to the information and explanations given to us the term loans were applied for the purpose for which the loans were obtained.

xvii. Based on the information and explanations given to us and on an overall review of the financial statements of the company, in our opinion, during the year, there are no fund raised on a short term basis which have been used for long term investment.

xviii. The company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.

xix. The company has not issued any debenture during the year.

xx. The company has not raised any money by public issue during the year.

xxi. Based on the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

(RAJESH PARASRAMKA)
Partner
M.No. 074192

Place: KANPUR
Date : 1st July, 2014



BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	2	114,197,718	114,197,718
(b) Reserves and Surplus	3	1,846,352,160	1,547,870,374
		1,960,549,878	1,662,068,092
2. Non Current Liabilities			
(a) Long Term Borrowings	4	352,532,681	353,627,863
(b) Deferred Tax Liabilities (Net)	5	140,610,000	129,928,000
		493,142,681	483,555,863
3. Current Liabilities			
(a) Short Term Borrowings	6	1,221,032,054	1,011,529,803
(b) Trade Payables	7	1,003,372,117	947,098,446
(c) Other Current Liabilities	8	603,667,455	488,626,174
(d) Short Term Provisions	9	76,917,242	46,469,368
		2,904,988,868	2,493,723,791
TOTAL		5,358,681,427	4,639,347,746
II. ASSETS			
1. Non Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	1,594,911,000	1,550,380,893
(ii) Capital Work-in-Progress		32,193,285	54,805,637
(b) Non Current Investments	11	323,072,723	295,927,723
(c) Long Term Loans and Advances	12	70,554,279	62,678,242
(d) Other Non Current Assets	13	16,120,510	8,864,654
		2,036,851,797	1,972,657,149
2. Current Assets			
(a) Inventories	14	1,451,704,068	1,319,490,604
(b) Trade Receivables	15	1,263,547,619	870,930,399
(c) Cash and Bank Balances	16	258,058,697	222,265,872
(d) Short Term Loans and Advances	17	153,741,977	129,418,138
(e) Other Current Assets	18	194,777,269	124,585,584
		3,321,829,630	2,666,690,597
TOTAL		5,358,681,427	4,639,347,746
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For and on behalf of the **BOARD OF DIRECTORS**

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

RAJESH PARASRAMKA
Partner
M. No. 074192

A.K. AGARWAL
Chief Financial Officer

R.K. AGRAWAL
Company Secretary

Place : Kanpur
Date : 1st July, 2014


STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	2013-14 (Rupees)	2012-13 (Rupees)
REVENUE			
Revenue from operations (gross)	19	6,695,369,693	5,215,946,035
Less: Excise Duty		35,499,919	42,392,236
Revenue from operations (net)		6,659,869,774	5,173,553,799
Other Income	20	57,665,991	56,320,716
Total Revenue		6,717,535,765	5,229,874,515
EXPENSES			
Cost of Materials consumed	21	3,570,568,007	2,907,086,203
Purchases of Stock-in-trade	22	515,294,350	261,769,333
(Increase)/decrease in Inventories of Finished Goods, Work-in-Process and Traded Goods	23	(64,798,312)	(23,229,607)
Employee Benefits Expense	24	355,353,056	305,641,449
Finance Costs	25	233,413,270	171,945,978
Depreciation and Amortisation	26	130,508,704	113,327,007
Other Expenses	27	1,481,397,602	1,167,509,373
Total Expenses		6,221,736,677	4,904,049,736
Profit Before Tax		495,799,088	325,824,779
Tax Expenses			
- Current Tax		160,500,000	93,300,000
- Deferred Tax		10,682,000	26,863,000
- Tax adjustments relating to earlier years		155,224	(7,706,802)
Profit for the year		324,461,864	213,368,581
Earning per Equity Share (EPS)	28		
(Face value of Rs 10 each)			
EPS - Basic (Rupees per share)		29.43	19.35
EPS - Diluted (Rupees per share)		29.43	19.35
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For and on behalf of the **BOARD OF DIRECTORS**

For KAPOOR TANDON & CO.,
Chartered Accountants
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M. No. 074192

A.K. AGARWAL
Chief Financial Officer

R.K.AGRAWAL
Company Secretary

Place : Kanpur
Date : 1st July, 2014



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	2013-14 (Rupees)	2012-13 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	495,799,088	325,824,779
Adjustment for :		
Depreciation	130,508,704	113,327,007
Finance Cost	233,413,270	171,945,978
Interest Income	(15,976,855)	(14,790,856)
Dividend Income	(5,444,241)	(4,086,363)
Fixed Assets - Loss on sale	6,772,783	4,630,150
Fixed Assets - Profit on sale	(4,330,659)	(606,600)
Investments - Profit on sale	-	(7,643,000)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	840,742,090	588,601,095
ADJUSTMENTS FOR :		
Trade and Other Receivables	(502,264,637)	(265,558,290)
Inventories	(132,213,464)	(163,099,461)
Trade and Other Payables	151,444,720	188,552,667
CASH GENERATED FROM OPERATIONS	357,708,709	348,496,011
Income Tax Paid (net of Refunds)	(127,605,878)	(99,475,797)
NET CASH FROM OPERATING ACTIVITIES	230,102,831	249,020,214
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP)	(170,916,575)	(257,778,291)
Sale of Fixed Assets	9,415,962	7,001,751
Purchase of Investments	(27,145,000)	(110,364,826)
Sale of Investments	-	15,286,000
Interest Income	15,976,855	14,790,856
Dividend Income	5,444,241	4,086,363
NET CASH USED IN INVESTING ACTIVITIES	(167,224,517)	(326,978,147)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long term Borrowings	241,051,025	251,131,419
Repayments of Long term Borrowings	(225,690,681)	(207,915,760)
Net Increase/(Decrease) in working capital loans and short term loans	209,502,251	222,413,717
Finance Cost	(233,413,270)	(171,945,978)
Dividend paid	(15,724,266)	(14,888,984)
Dividend Distribution Tax paid	(2,810,548)	(2,682,796)
NET CASH FLOW USED IN FINANCING ACTIVITIES	(27,085,489)	76,111,618
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	35,792,825	(1,846,315)
OPENING CASH AND CASH EQUIVALENTS	222,265,872	224,112,187
CLOSING CASH AND CASH EQUIVALENTS	258,058,697	222,265,872

Significant accounting policies

1

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For and on behalf of the **BOARD OF DIRECTORS**

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

MUKHTARUL AMIN
Chairman and Managing Director

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Partner
M. No. 074192

A.K. AGARWAL
Chief Financial Officer

R.K.AGRAWAL
Company Secretary

Place : Kanpur
Date : 1st July, 2014



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention, except for certain fixed assets which were revalued, on accrual basis of accounting in accordance with the applicable Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 (AS), Generally Accepted Accounting Principles (GAAP) in India and the relevant provisions of the Companies Act, 1956 (the Act).

1.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reported period. Difference between actual results and estimates are recognized in the period in which the results are known/ materialised.

1.3 Fixed Assets

Fixed Assets, other than those revalued, are stated at their cost of acquisition or construction as the case may be and including all related acquisition/installation expenses and borrowing cost as per Accounting Standard (AS) 16. Subsidy received on Fixed Assets is credited to the cost of respective fixed assets. Assets revalued are stated at their revalued amount. Cost/revalued amount so ascertained is adjusted for accumulated depreciation/amortization and provision for impairment. Intangible Assets are stated at cost of acquisition less accumulated amortisation/impairment.

1.4 Depreciation

Depreciation on Fixed Assets is provided on 'Straight Line Method' in accordance with the provisions of Schedule XIV to the Companies Act, 1956 except for leasehold land, intangible assets and Shoe moulds. Leasehold Land is amortised over the period of lease. Shoe Moulds are depreciated over economic life of the asset or three years whichever is earlier. Depreciation attributable to appreciation due to revaluation of fixed assets (other than leasehold land) is provided according to the rates prescribed in Schedule XIV to the Companies Act, 1956 and equivalent amount is withdrawn from Revaluation Reserve and credited to Profit and Loss Account. In case of impaired assets, depreciation is charged on the adjusted cost net of impairment. Intangible Assets are amortised over a period of five years.

1.5 Impairment of assets

The company assesses at each Balance Sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the "recoverable amount" of asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than the "carrying amount", the carrying amount is reduced to its recoverable amount. If at the Balance Sheet date there is an indication that a previously assessed / impaired loss no longer exists, the recoverable amount is reassessed and the asset is reflected at recoverable amount.

1.6 Capital work in progress

Capital work in Progress includes, cost of assets not yet commissioned, borrowing cost and incidental expenses during construction period.

1.7 Investments

Long term Investments (non current) are stated at cost of acquisition less provision for diminution in value, other than temporary. Current Investments are stated as lower of cost and market/fair value.

1.8 Inventories

Raw materials, Chemicals, Components & Spares parts are valued at lower of cost, arrived at on FIFO method (net of CENVAT) or net realisable value. Finished Goods (including stock at port or in transit) and Work in Process are valued at lower of cost or net realisable value. Saleable waste / scrap is valued at estimated realisable value. Inter-unit goods transfers are valued at lower of their respective transfer price or net realisable value. Import entitlements/Licenses are valued at estimated net realizable / utilization value.

1.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered probable. Contingent liabilities are disclosed by way of notes on accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable. Contingent assets are not recognised in the accounts.

1.10 Revenue Recognition

- i) Sales are inclusive of excise duty but net of sales tax, returns and discounts. Domestic sales are recognised on dispatch of goods to customers. Export sales are recognised on the issuance of Bill of Lading/ Airway Bill by the carrier.
- ii) Revenue is accounted for on accrual basis when its collection or receipt is reasonably certain.
- iii) All expenses are accounted for on accrual basis.

1.11 Government Grants

Grants received against specific fixed assets are adjusted to the cost of the assets and those in the nature of promoter's contribution are credited to capital reserve. Revenue grants are recognized in the Statement of Profit and Loss in accordance with the related scheme and in the period in which those are accrued.

1.12 Foreign Currency Translations

- i) All foreign currency transactions are recorded at the rates prevailing on the date of the transaction.
- ii) All foreign currency assets and liabilities other than investments are restated/reported at the closing exchange rate prevailing on the date of Balance Sheet.
- iii) Gains and losses arising out of fluctuations in the exchange rates are recognised in Statement of Profit and Loss.
- iv) Investments in wholly owned subsidiaries are carried in Balance sheet at the rates prevailing on the dates of transactions.

1.13 Accounting for Retirement Benefits

- i) Provident Fund & Family Pension (PF & FPF) and Employees State Insurance (ESI) are defined contribution obligations and company's contributions to PF and ESI are charged to Statement of Profit and Loss.
- ii) Gratuity is a defined benefit obligation. The company has created a trust with Life Insurance Corporation of India under the Group Gratuity Scheme in which actuarial valuation is carried out annually in the month of March. The amount required to be contributed to meet the accrued liability as per the actuarial valuation is charged to Statement of Profit and Loss.
- iii) Leave encashment is a defined benefit obligation and provision for the same is done on the basis of leaves accrued as at the end of the year.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

1.14 Excise Duty

Excise Duty is accounted for as and when paid on clearance of goods from bonded premises. No provision is made for Excise Duty in respect of finished products lying in bonded premises since major sales comprises of Export Sales.

1.15 Borrowing Cost

Interest and other cost in connection with the borrowing of funds are capitalized up to the date when such qualifying assets are ready for its intended use and other borrowing costs are charged to Statement of Profit and Loss.

1.16 Taxation

Provision for Income Tax is made after considering the various deductions/benefits admissible under the Income Tax Act, 1961. In accordance with AS 22 on 'Accounting for Taxes on Income', the company has recognised Deferred Tax arising out of timing differences between taxable income and accounting income and quantified the same using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

1.17 Prior Period Items

Prior period items, if material, are disclosed separately.

1.18 Cash Flow Statement

Cash flow statement is prepared in accordance with the "indirect method" prescribed in AS-3 on Cash Flow Statement.

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
2. SHARE CAPITAL		
Authorised		
1,50,00,000 Equity Shares of Rs.10/- each	150,000,000	150,000,000
Issued		
1,49,72,718 Equity Shares of Rs.10/- each	149,727,180	149,727,180
Subscribed and fully paid up		
1,10,25,000 Equity Shares of Rs.10/- each fully paid up	110,250,000	110,250,000
Add: Equity shares forfeited (amount originally paid up in respect of 39,47,718 Shares)	3,947,718	3,947,718
Total	114,197,718	114,197,718

2.1 Reconciliation of the shares outstanding at the beginning and at the end of the year:

Equity shares

	As at 31st March 2014		As at 31st March 2013	
	No. of Shares	(Rupees)	No. of Shares	(Rupees)
<i>Subscribed and fully paidup share of Rs.10/- each</i>				
At the beginning of the year	11,025,000	110,250,000	11,025,000	110,250,000
Changes during the year	—	—	—	—
Outstanding at the end of the year	11,025,000	110,250,000	11,025,000	110,250,000

2.2 Term/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Bonus Shares/Shares issued for consideration other than cash and Buy Back of shares during preceding five years: **NIL** **(NIL)**

2.4 Shares held by holding/ultimate holding company and/or their subsidiaries/associates: **NIL** **(NIL)**

2.5 Details of shareholders holding more than 5% shares in the company

	As at 31st March 2014		As at 31st March 2013	
Name of the Share Holder	No. of Shares	% held	No. of Shares	% held
Mr.Mukhtarul Amin	1,324,487	12.01%	1,306,106	11.85%
Steven Construction Limited	1,315,119	11.93%	1,308,719	11.87%


NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
3. RESERVES AND SURPLUS		
Capital Reserves		
Balance as per last Balance Sheet	101,995,571	102,545,571
Less: Transfer to Fixed Assets	—	550,000
	101,995,571	101,995,571
Securities Premium Reserve		
Balance as per last Balance Sheet	178,721,597	178,721,597
Revaluation Reserve		
Balance as per last Balance Sheet	32,957,270	39,644,319
Less: Amount transferred to the Statement of profit and loss as reduction from depreciation	6,632,030	6,687,049
	26,325,240	32,957,270
General Reserves		
Balance as per last Balance Sheet	600,000,000	500,000,000
Add : From the Statement of Profit and Loss	100,000,000	100,000,000
	700,000,000	600,000,000
Surplus in the Statement of profit and loss		
Balance as per last Balance Sheet	634,195,936	540,175,403
Profit for the year	324,461,864	213,368,581
	958,657,800	753,543,984
Less: Appropriations		
Transfer to General Reserve	100,000,000	100,000,000
Proposed Dividend on Equity Share [Rs. 1.50 per share (Rs 1.50 per share)]	16,537,500	16,537,500
Dividend Distribution Tax	2,810,548	2,810,548
	839,309,752	634,195,936
TOTAL	1,846,352,160	1,547,870,374
4. LONG TERM BORROWINGS		
Secured		
Term Loans		
Indian rupee loan from bank(s)	123,196,718	55,238,474
Foreign currency loan from bank(s)	226,842,682	290,412,080
Indian rupee vehicle loan from bank(s) (refer Note no. 4.5)	2,493,281	7,977,309
TOTAL	352,532,681	353,627,863

4.1 Indian rupee & foreign currency loans from bank(s) are primarily secured by equitable mortgage/hypothecation of specific fixed assets. Also secured collaterally by equitable mortgage of company's specific land and building. Further secured by personal guarantee of promoter director(s) of the company. External Commercial Borrowing (ECB) carries a non disposable undertaking of the Shares of the acquired Wholly Owned Subsidiaries (WOS).

4.2 These Loans are repayable over a period upto 6 years.

4.3 Continuing default in respect of principal and or interest

Nil

Nil

4.4 Long term borrowings repayable within twelve months from the reporting date, as per sanctioned terms, are reduced from long term borrowings and disclosed separately as Current Maturities of Long term Borrowings in Note 8, Other Current Liabilities.

4.5 Secured against vehicle financed.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
5. DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability		
on account of Depreciation	144,209,000	134,946,000
Gross deferred tax liability	144,209,000	134,946,000
Deferred Tax Assets		
on account of Provision for doubtful debts	175,000	658,000
Provision for Gratuity	747,000	2,098,000
Other Timing Differences	2,677,000	2,262,000
Gross deferred tax assets	3,599,000	5,018,000
Net Deferred Tax Liability @	140,610,000	129,928,000
<p>@Deferred Tax Assets has been recognised and carried forward only to the extent there is virtual certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realised. Deferred Tax Assets and Deferred Tax Liabilities have been set off in accordance with clause 29 of AS 22 .</p>		
6. SHORT TERM BORROWING		
Secured		
Working Capital Loans		
Indian rupee loan from bank(s)	1,172,942,708	956,526,359
Foreign currency loan from bank(s)	48,089,346	55,003,444
TOTAL	1,221,032,054	1,011,529,803
6.1 Working Capital Loans are primarily secured by hypothecation of present and future stock of raw materials, stock in process, finished goods, stores and spares, book debts, outstanding monies, receivable claims, bills and materials in transit. Also secured collaterally by equitable mortgage of company's specific factory land and building. Further secured by personal guarantee of promoter director(s) of the company.		
7. TRADE PAYABLES		
Micro and Small Enterprises	—	—
Sundry Creditors	1,003,372,117	947,098,446
TOTAL	1,003,372,117	947,098,446
7.1 The company has requested confirmation from Suppliers regarding their registration (filling of Memorandum) under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act). According to the information available with the company there was no amount (principal and/or interest) due to any micro/ small enterprises (SME as defined in the Act) as at the end of the year. There is no delay in payment to SME during the year. No interest was paid/payable on account of delay in payment to SME during the year in terms of Section 16 of the Act.		
8. OTHER CURRENT LIABILITIES		
Current maturity of long term borrowings	199,806,076	183,350,550
Interest accrued but not due on borrowings	704,167	603,340
Interest accrued and due on borrowings	4,382,418	3,918,555
Advance from Customers	71,499,903	53,572,675
Book overdraft with banks	—	127,372
Unclaimed dividend (refer Note 8.1)	11,204,249	10,391,015
Other Liabilities	316,070,642	236,662,667
TOTAL	603,667,455	488,626,174
8.1 There are no amounts due for payment to Investor Education & Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.		
9. SHORT TERM PROVISIONS		
Provision for Tax	440,600,000	280,100,000
Less: Advance Tax (including TDS)	393,405,960	265,955,306
Provision for Gratuity	2,198,856	6,171,410
Provision for Leave Encashment	7,876,298	6,655,216
Proposed Dividend	16,537,500	16,537,500
Provision for Dividend Distribution Tax	2,810,548	2,810,548
Provision for Wealth Tax	300,000	150,000
TOTAL	76,917,242	46,469,368

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014
10. FIXED ASSETS
(Rupees)

DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK		
	AS AT 01.04.2013	ADDITIONS	SALES/ ADJ.	AS AT 31.03.2014	UP TO 31.03.2013	FOR THE YEAR	ON REVALU- ATION	ADJ.	UP TO 31.03.2014	AS AT 31.03.2014	AS AT 31.03.2013
Land leasehold	127,607,646	15,419,012	-	143,026,658	12,573,458	1,160,003	165,042	-	13,898,503	129,128,155	115,034,188
Land Freehold	5,301,129	-	-	5,301,129	-	-	-	-	-	5,301,129	5,301,129
Building :											
Factory	754,877,881	40,774,883	2,426,657	793,226,107	172,426,679	25,942,521	2,140,371	484,089	200,025,482	593,200,625	582,451,202
Non-Factory	103,123,211	2,297,857	-	105,421,068	8,752,476	1,797,980	-	-	10,550,456	94,870,612	94,370,735
Plant and Machinery	1,335,755,312	113,905,340	18,875,635	1,430,785,017	692,219,095	83,914,009	4,326,617	11,478,598	768,981,123	661,803,894	643,536,217
Furniture & Fittings	80,275,246	10,966,805	197,415	91,044,636	43,970,541	5,559,439	-	77,839	49,452,141	41,592,495	36,304,705
Vehicles	100,379,690	6,246,915	5,634,078	100,992,527	32,731,228	10,019,247	-	3,249,472	39,501,003	61,491,524	67,648,462
Computer	34,372,164	3,918,115	25,800	38,264,479	28,637,909	2,115,505	-	11,501	30,741,913	7,522,566	5,734,255
TOTAL	2,541,692,279	193,528,927	27,159,585	2,708,061,621	991,311,386	130,508,704	6,632,030	15,301,499	1,113,150,621	1,594,911,000	1,550,380,893
Previous Year	2,290,283,850	277,662,181	26,253,752	2,541,692,279	886,525,781	113,327,007	6,687,049	15,228,451	991,311,386	1,550,380,893	-

10.1 Building and Plant and Machinery include Gross Block Rs. 1,79,88,995 (Rs. 1,79,88,995) and Rs. 10,07,184 (Rs. 10,07,184) respectively and Net block Rs. 1,45,45,039 (Rs. 1,48,38,260) and Rs. 6,22,345 (Rs. 6,55,985) respectively in respect of expenditure incurred on capital assets, ownership whereof does not vest with the company.

10.2 Certain Fixed Assets of the Company were revalued by the Approved Valuer, on the basis of fair market value as on 31.12.1994. Accordingly value of Fixed Assets of the Company was increased by Rs. 15,59,29,935 (Leasehold Land Rs. 3,09,83,028, Factory Building Rs. 6,40,82,953 and Plant and Machinery Rs. 6,08,63,954) and the corresponding amount was credited to the Revaluation Reserve.

10.3 Subsidy amounting to Rs. 13,39,827 (Rs. 5,50,000) received during the year under IDLS Scheme of the Government of India has been adjusted/credited to cost of respective machines.

10.4 Fixed Assets given on operating Lease
(Rupees)

Particular	Building Factory		Plant & Machinery	
	2013-14	2012- 13	2013-14	2012- 13
Gross carrying amount	5,101,357	5,101,357	28,124,302	28,124,302
Accumulated Depreciation	2,314,479	2,144,094	26,233,518	24,129,285
Depreciation for the year	170,385	170,385	2,104,233	2,104,233

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
11. NON CURRENT INVESTMENTS <i>(Long Term Investments)</i> Trade (valued at cost unless stated otherwise)		
EQUITY SHARES - UNQUOTED		
A. INVESTMENT IN SUBSIDIARIES		
i. Superhouse (U.K.) Ltd. 150,000 Ordinary Shares of GBP 1 each fully paid	10,618,924	10,618,924
ii. Superhouse (USA) International Inc. 240 Non assessable Shares, no par value amounting to USD 113,070	5,025,924	5,025,924
iii. Superhouse Middle East FZC 100 Shares of DHR 2000 each fully paid up	2,419,366	2,419,366
iv. Briggs Industrial Footwear Ltd. 4,08,441 Ordinary Shares of GBP 1 each fully paid	134,461,183	134,461,183
v. Linea De Seguridad S.L.U. 53,000 (43,722) shares of Euro 6.01 each fully paid	130,808,476	104,663,476
vi. Superhouse GMBH Share Capital Euro 25000	1,701,350	1,701,350
	285,035,223	258,890,223



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
B. INVESTMENT IN ASSOCIATES		
i. Steven Construction Ltd. 21,00,000 Equity Shares of Rs.10/- each fully paid	21,00,000	21,00,000
ii. Unnao Tanneries Pollution Control Company 153,080 Equity Shares of Rs.10/- each fully paid	1,530,800	1,530,800
iii. Knowledgehouse Ltd. 860,000 Equity Shares of Rs.10/- each fully paid	8,600,000	8,600,000
iv. Amin International Ltd. 304,900 Equity Shares of Rs.10/- each fully paid	3,049,000	3,049,000
	34,179,800	34,179,800
C. OTHERS		
i. Industrial Infrastructure Services India 185,120 Equity Shares of Rs.10/- each fully paid	1,851,200	1,851,200
ii. Kanpur Unnao Leather Cluster Development Co.Ltd. 2,00,000 (1,00,000) Equity Shares of Rs. 10/- each fully paid	2,00,000	1,00,000
	3,851,200	2,851,200
Total (A)	323,066,223	295,921,223
Non Trade (valued at cost unless stated otherwise)		
EQUITY SHARES- QUOTED		
i. Super Tannery Ltd. 3,000 Equity Shares of Rs. 1/- each fully paid	6,500	6,500
ii. Mideast Integrated Steels Ltd. (Delisted) 20,000 Equity Shares of Rs.10/- each fully paid	400,000	400,000
iii. Somani Iron & Steels Ltd. (Delisted) 8,700 Equity Shares of Rs.10/- each fully paid	261,000	261,000
	667,500	667,500
Less: Provision for diminution in value	661,000	661,000
Total (B)	6,500	6,500
TOTAL (A+B)	323,072,723	295,927,723
Book value of Quoted Investments (Net of Provisions)	6,500	6,500
Book value of Unquoted Investments	323,066,223	295,921,223
Market value of Quoted Investments	4,770	5,910
12. LONG TERM LOANS & ADVANCES (unsecured considered good)		
Capital Advances	57,777,084	50,220,556
Security Deposits	12,238,185	11,969,166
Advance to Subsidiaries (refer Note 45)	539,010	488,520
TOTAL	70,554,279	62,678,242
13. OTHER NON CURRENT ASSETS (unsecured considered good)		
Foreign Currency Monetary Item Translation		
Difference Account (refer Note No. 13.1)	21,494,014	9,830,818
Less: Current portion carried over to Note 18	5,373,504	1,966,164
Share Application Money	—	1,000,000
TOTAL	16,120,510	8,864,654


NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
13.1 The Company (Accounting Standards) Second Amendment Rules, 2011 has amended the provisions of AS-11 relating to "The effect of the Change in Foreign Exchange Rates" vide notification dated December 29, 2011. In terms of the amendments, the company has opted to carry over the Long Term Monetary Loss and amortise the same over balance period of such long term asset/liability.		
14. INVENTORIES (valued at lower of cost and net realisable value)		
Raw Materials	344,602,694	310,330,621
Work in process (refer Note 29)	473,674,816	424,156,252
Finished Goods (refer Note 30)	407,935,372	364,646,042
[including stock at port Rs. 9,52,13,091 (Rs. 7,27,53,739)]		
Chemicals, Components and Spare Parts	225,491,186	192,348,107
Import Entitlements/Licenses in hand	–	28,009,582
TOTAL	1,451,704,068	1,319,490,604
Finished Goods include Stock in Trade, as both are stocked together		
15. TRADE RECEIVABLES (Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	67,651,094	43,669,524
Considered Doubtful	515,525	1,559,060
Less: Provision for Doubtful Receivables	515,525	1,559,060
Others		
Considered Good	1,195,896,525	827,260,875
Considered Doubtful	–	377,860
Less: Provision for Doubtful Receivables	–	377,860
TOTAL	1,263,547,619	870,930,399
Trade receivable include:		
Due from subsidiary companies	104,939,763	70,091,202
Due from associates	2,045,153	5,316,210
Due from other related parties	28,820,439	34,132,952
16. CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash on Hand (as Certified by the Management)	11,456,374	6,303,769
Cheques in hand/Remittance in Transit	–	2,808,813
Balances with Banks on:		
Current Accounts	85,596,317	59,201,570
Foreign Currency Account (EEFC A/c)	2,531,998	1,624,372
	99,584,689	69,938,524
Other bank balances		
Deposits with original maturity for more than 3 months but less than 12 months	60,121,282	58,548,794
Margin Money Deposit Accounts	87,148,478	83,387,539
Unclaimed Dividend Account	11,204,248	10,391,015
	158,474,008	152,327,348
TOTAL	258,058,697	222,265,872



Particulars	<u>As at 31st March, 2014 (Rupees)</u>		<u>As at 31st March, 2013 (Rupees)</u>	
17. SHORT TERM LOANS & ADVANCES (Unsecured considered good) Advance recoverable in cash or kind or for value to be received 98,596,261 Balance with Government/Revenue Authorities 36,861,613 Loan to Associates (refer Note 45) 8,034,837 Other Loans <u>10,249,266</u> TOTAL <u><u>153,741,977</u></u>				83,037,816 21,285,657 16,033,094 9,061,571 <u>129,418,138</u>
18. OTHER CURRENT ASSETS (Unsecured considered good) Interest accrued on fixed deposits 8,705,585 Export Incentive Receivable 180,196,450 Other Claim Receivable 501,730 Foreign Currency Monetary Item Translation Difference Account (current portion) - (refer Note 13) <u>5,373,504</u> TOTAL <u><u>194,777,269</u></u>				7,836,173 113,271,332 1,511,915 1,966,164 <u>124,585,584</u>
Particulars	<u>2013-2014 (Rupees)</u>		<u>2012-2013 (Rupees)</u>	
19. REVENUE FROM OPERATIONS Revenue from operations Sale of products (refer Note 19.1) Sales (Export) 5,557,277,900 Sales (Indigenous) <u>692,457,496</u> <u>6,249,735,396</u> Other operating revenue Export Incentives (refer Note 19.2) <u>445,634,297</u> Revenue from operations (gross) <u><u>6,695,369,693</u></u>				4,196,032,947 643,735,042 <u>4,839,767,989</u> 376,178,046 <u>5,215,946,035</u>
19.1 Details of product sold Gross Sales 6,249,735,396 Less: Excise Duty <u>35,499,919</u> <u>6,214,235,477</u> Breakup of Sales (net of excise) Leather Foot wear 3,189,696,415 Finished Leather <u>1,370,730,228</u> Leather Shoe Upper 340,300,225 Other Leather Products 238,506,201 Textile Products <u>935,144,024</u> Others <u>139,858,384</u> TOTAL <u><u>6,214,235,477</u></u>				4,839,767,989 42,392,236 <u>4,797,375,753</u> 2,437,418,057 1,117,204,731 253,011,722 243,598,633 671,883,190 74,259,420 <u>4,797,375,753</u>
19.2 Details of other operating revenue Export Incentives - Duty Draw Back Received 372,782,849 - Licences/Entitlements Received <u>72,851,448</u> TOTAL <u><u>445,634,297</u></u>				259,408,156 116,769,890 <u>376,178,046</u>
20. OTHER INCOME Interest income - from Fixed Deposit with Banks 12,508,271 - from Others <u>3,468,584</u> Dividend income - from subsidiary companies 5,429,091 - from Investments - non trade <u>15,150</u> Profit on Sale of Fixed Assets 4,330,659 Profit on Sale of Investment — Miscellaneous Income 29,355,836 Rent <u>2,558,400</u> TOTAL <u><u>57,665,991</u></u>		15,976,855	11,739,277 3,051,579 4,076,363 10,000	14,790,856 606,600 7,643,000 26,605,497 2,588,400 <u>56,320,716</u>


NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	2013-2014 (Rupees)	2012-2013 (Rupees)
21. COST OF MATERIAL CONSUMED		
Raw Material consumed		
Finished Leather	906,188,602	780,822,610
Raw Hide/Skin	559,473,848	458,515,198
Fabric	445,307,373	314,287,021
Sole	216,055,239	160,403,404
PU / PVC Compound	163,983,270	146,895,203
Others	138,581,378	129,030,230
Raw Material consumed	2,429,589,710	1,989,953,666
Chemicals, Components and Spare Parts consumed	993,011,396	791,981,555
Packing Material consumed	147,966,901	125,150,982
Cost of material consumed	3,570,568,007	2,907,086,203
22. PURCHASE OF STOCK-IN-TRADE		
Leather and Leather Products	511,433,298	261,769,333
Textile Products	3,861,052	—
TOTAL	515,294,350	261,769,333
23. DECREASE/(INCREASE) IN INVENTORIES		
Inventories at the commencement of the year		
Finished Goods	364,646,042	389,371,485
Work in process	424,156,252	404,210,784
Import Entitlements/Licenses in hand	28,009,582	—
TOTAL 'A'	816,811,876	793,582,269
Inventories at the end of the year		
Finished Goods	407,935,372	364,646,042
Work in process	473,674,816	424,156,252
Import Entitlements/Licenses in hand	—	28,009,582
TOTAL 'B'	881,610,188	816,811,876
Decrease/(Increase) in Stocks (A-B)	(64,798,312)	(23,229,607)
24. EMPLOYEE BENEFITS EXPENSES		
Salary, Wages and Bonus	255,266,310	229,765,396
Directors Remuneration	47,620,536	30,508,647
Contribution to Provident and other funds	20,409,198	19,243,168
Contribution to Gratuity Fund	6,234,911	5,880,351
Workmen and Staff Welfare expenses	25,822,101	20,243,887
TOTAL	355,353,056	305,641,449
(refer Note 36 for disclosure in terms of AS-15, Employee Benefits)		
25. FINANCE COSTS		
Interest on		
- Term Loan	39,278,097	38,362,148
- Others	103,779,870	86,309,178
	143,057,967	124,671,326
Bank Charges	41,839,081	23,970,267
Exchange fluctuation to be regarded as interest cost	51,925,767	25,989,332
	236,822,815	174,630,925
Less: Interest capitalised	3,409,545	2,684,947
TOTAL	233,413,270	171,945,978



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	2013-2014 (Rupees)	2012-2013 (Rupees)
25.1 Exchange fluctuation includes Rs. 53,73,504 (Rs. 19,66,164) being amortisation of Foreign Currency Monetary Item Translation Difference Account in terms of provisions contained in AS-11(Revised).		
26. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation	137,140,734	120,014,056
Less: recoupment from revaluation reserve	6,632,030	6,687,049
TOTAL	130,508,704	113,327,007
27. OTHER EXPENSES		
Manufacturing Expenses		
Consumable Stores	59,725,993	44,060,123
Production Charges	464,553,721	377,731,098
Job Work Charges	50,062,552	63,526,887
Power and Fuel	150,655,705	118,647,791
Effluent Treatment Expenses	5,447,513	4,418,843
Repairs and Maintenance		
- Building	8,108,107	8,734,815
- Machinery	33,513,327	33,086,981
	772,066,918	650,206,538
Selling and Distribution Expenses		
Freight, Handling and Other Sales and Distribution Expenses	241,220,092	188,718,239
Commission on Sale	282,114,677	151,810,279
Advertisement and Publicity	10,893,106	11,480,612
Bad Debts - Provision/write off	3,380,842	2,378,347
	537,608,717	354,387,477
Establishment Expenses		
Rent	5,008,054	5,891,108
Rates and Taxes	13,496,861	14,700,004
Insurance	15,759,721	11,679,736
Communication cost	10,857,196	12,047,498
Travelling and Conveyance	37,638,067	31,925,074
Vehicle Running and Maintenance	22,613,088	19,604,114
Repairs and Maintenance - Others	20,534,404	22,120,206
Printing and Stationery	5,732,773	5,309,192
Legal and Professional Charges	6,573,959	13,389,085
Auditor's Remuneration (refer Note No. 27.1)	1,218,590	1,109,282
Cost Audit fee	39,326	40,047
Miscellaneous Expenses	19,731,084	13,679,757
Research & Development Expenses	3,976,997	5,200,453
Charity and Donation	1,769,064	1,589,652
Loss on Sale of Fixed Assets	6,772,783	4,630,150
	171,721,967	162,915,358
TOTAL	1,481,397,602	1,167,509,373
27.1 Payment to auditor		
As Auditor:		
Audit Fees	898,880	842,700
Tax audit Fee	89,888	89,888
In other capacity:		
Taxation & other services	229,822	176,694
TOTAL	1,218,590	1,109,282


NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	2013-2014 (Rupees)	2012-2013 (Rupees)
28. Earning per share (EPS)		
Profit for the year	324,461,864	213,368,581
Weighted average number of equity shares for the purpose of calculation of Basic and Diluted EPS	11,025,000	11,025,000
Nominal value of equity shares (Rupees)	10.00	10.00
EPS- Basic and diluted (Rupees per share)	29.43	19.35
29. Closing Inventory of Work-in-process		
Leather and Leather Products	416,904,903	363,637,517
Textile Products	55,314,913	60,518,735
Others	1,455,000	—
TOTAL	473,674,816	424,156,252
30. Closing Inventory of Finished Goods		
Leather and Leather Products	366,948,068	346,311,001
Textile Products	36,224,093	13,799,719
Others	4,763,211	4,535,322
TOTAL	407,935,372	364,646,042

31. Imported and indigenous raw materials, components and spare parts consumed

PARTICULARS	2013-14		2012-13	
	Rupees	%	Rupees	%
Raw Material				
Imported (Direct)	457,510,766	18.83%	375,617,791	18.88%
Indigenous	1,972,078,944	81.17%	1,614,335,875	81.12%
Chemicals Components, Stores & Spare parts (including Packing Material)				
Imported (Direct)	297,995,848	26.12%	205,274,663	22.38%
Indigenous	842,982,449	73.88%	711,857,874	77.62%

In respect of items which are purchased both from indigenous and imported sources, the identity of individual items consumed cannot be established but segregation of consumption between imported and indigenous sources has been made on a reasonable approximation determined from the Company's records.

	2013-2014 (Rupees)	2012-2013 (Rupees)
32. Value of Imports on CIF basis (excluding purchases from canalising agencies and imported items purchased locally)		
Raw Materials	491,744,264	377,561,088
Chemicals, Stores, Components and Spare Parts	283,092,693	193,341,126
Capital Goods	34,657,818	75,462,296
Finished Goods	31,294,516	27,593,171
	840,789,291	673,957,682
33. Earnings in foreign exchange		
Export of goods calculated on FOB Basis	5,487,426,284	4,146,496,806
Dividend from Wholly Owned Subsidiaries	5,429,091	4,076,363
Others		



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	2013-2014 (Rupees)	2012-2013 (Rupees)
34. Expenditure in foreign currency		
- Travelling	10,976,829	9,112,973
- Commission on Sales	270,836,965	147,371,711
- Interest on Loans	22,376,514	28,623,300
- Foreign Bank Charges	20,215,808	9,062,863
- Others	19,688,675	34,146,960
35. Remittance in foreign currency on account of Dividend	NIL	NIL
36. Disclosure in terms of AS 15		
Defined Benefit Plan		
The employees Gratuity Fund Scheme, which is a defined benefit plan, is managed by the trust maintained with LIC. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.		
<i>Reconciliation of Opening and Closing balance of present value of defined benefit obligation for Gratuity</i>		
Present Value of Obligation at beginning of the year	30,880,622	26,054,881
Current Service Cost	4,410,647	3,908,200
Interest Cost	2,779,256	2,149,528
Benefits paid	(3,758,132)	(2,723,996)
Actuarial (Gain)/Loss on Obligations	1,021,415	1,492,009
Plan amendments	—	—
Present Value of Obligation at end of the year	35,333,808	30,880,622
<i>Reconciliation of Opening and Closing Fair Value of Plan Assets</i>		
Fair Value of Plan Assets at beginning of the year	24,709,212	17,782,369
Expected Return on Plan Assets	2,285,602	1,644,869
Contributions	10,142,561	7,981,453
Benefit Paid	(3,758,132)	(2,723,996)
Actuarial Gain / (Loss) on Plan Assets	(244,291)	24,517
Fair Value of Plan Assets at end of the year	33,134,952	24,709,212
<i>Reconciliation of Present Value of Obligations and Fair Value of Plan Assets</i>		
Fair Value of Plan Assets at end of the year	33,134,952	24,709,212
Present Value of Obligation at end of the year	35,333,808	30,880,622
Asset/(Liability) recognised in the Balance Sheet	(2,198,856)	(6,171,410)
<i>Expenses recognised during the year</i>		
Current Service Cost	4,410,647	3,908,200
Interest Cost	2,779,256	2,149,528
Expected Return on Plan Assets	(2,285,602)	(1,644,869)
Plan amendments	—	—
Total Actuarial Loss/(Gain) recognised during the year	1,265,706	1,467,492
Net Cost recognised in Statement of Profit and Loss	6,170,007	5,880,351
<i>Assumptions</i>		
Discount Rate (p.a.)	9.00%	8.25%
Expected Rate of increase in Salary (p.a.)	5.00%	5.00%
Expected Rate of return on Plan Assets (p.a.)	8.75%	9.25%
Mortality IALM 06-08 ultimate LIC 94-96 ultimate		
Withdrawal Rate	2.00%	2.00%
Defined Contribution Plan		
Employers contribution to PF and FPF	14,943,591	13,995,987
Employers contribution to ESI	5,465,607	5,247,181


NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

37. The related party disclosure in accordance with AS 18 "Related Party Disclosures" is given below:

A. Relationship
i. Subsidiary (Wholly owned) Company

- a) Superhouse (U.K.) Ltd., UK
- b) Superhouse (USA) International Inc., USA
- c) Superhouse Middle East FZC, Azman
- d) Briggs Industrial Footwear Ltd. (U.K.)
- e) Linea De Seguridad S.L.U., Spain
- f) Superhouse GMBH, Germany

ii. Joint Ventures & Associates:
Joint Venture: Nil
Associates:

- a) Unnao Tanneries Pollution Control Company
(A company registered under Section 25 of the Companies Act, 1956)
- b) Steven Construction Ltd.
- c) Amin International Ltd.
- d) Knowledgehouse Ltd.

Proportion of voting power held by co.

As at 31.03.2014 As at 31.03.2013

34.05%	34.05%
46.67%	46.67%
31.13%	31.13%
31.85%	31.85%

iii. Key Management Personnel (KMP) & Relatives:

- a) Mr. Mukhtarul Amin – Chairman & Managing Director
- b) Mr. Zafarul Amin – Jt. Managing Director (Son of Mr. Mukhtarul Amin)
- c) Mr. Vinay Sanan – Executive Director
- d) Mr. A.K. Agarwal – Director (Finance)
- e) Mr. Mohd. Shadab – Director
- f) Mrs. Shahina Mukhtar – Director (Wife of Mr. Mukhtarul Amin)
- g) Mr. R.K. Agrawal – Company Secretary
- h) Mr. Deepak Sanan & Mr Manu Sanan (Son of Mr. Vinay Sanan)

iv. Others: Enterprise over which KMP or relatives of KMP are able to exercise significance influence:

- a) M/s Prime International (a partnership firm)
- b) M/s Shoe House (a partnership firm)
- c) Chowdhary Overseas Ltd.
- d) Super Tannery Ltd.
- e) Rojus Enterprises Ltd.
- f) Modriba Hygiene Solutions Ltd.
- g) Superhouse Accessories Ltd.
- h) Creemos International Ltd.
- i) Rivera Trendz Pvt. Ltd.
- j) Super Shoes Ltd.
- k) Mayfair Leather Exports Ltd.

B. The following transactions were carried out at arms length price with related parties in the ordinary course of business during the year:

Key Management Personnel and relatives:

(Rupees)

Particulars	2013-14	2012-13
Rent paid	1,775,278	1,380,000
Directors Remuneration	47,608,536	30,508,647
Salary, Wages and Bonus	3,371,068	3,432,148
Remuneration Payable (including Provisions)	32,079,654	20,028,575



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Subsidiary/Associates/Others :

(Rupees)

Particulars	Subsidiary Companies	Associates	Others	Total
Purchases of Materials/Finished Goods	Nil	14,534,072	279,492,754	294,026,826
	(Nil)	(7,764,207)	(190,419,845)	(198,184,052)
Sale of Materials/Finished Goods	254,925,712	28,984,368	111,854,661	395,764,741
	(203,408,781)	(12,388,662)	(113,026,388)	(328,823,831)
Purchase of Fixed Assets	Nil	433,946	Nil	433,946
	(Nil)	(Nil)	(1,270,006)	(1,270,006)
Sale of Fixed Assets	Nil	Nil	17,850	17,850
	(Nil)	(Nil)	(10,900)	(10,900)
Services rendered/other receipts	1,764,387	268,748	1,162,071	3,195,206
	(Nil)	(116,890)	(121,228)	(238,118)
Services availed	78,994,235	5,051,519	21,793,815	105,839,569
	(30,145,598)	(3,035,088)	(14,564,864)	(47,745,550)
Rent received	Nil	142,928	2,459,478	2,602,406
	(Nil)	(142,368)	(2,142,231)	(2,284,599)
Interest received	Nil	1,216,295	726,246	1,942,541
	(Nil)	(889,440)	(984,678)	(1,874,118)
Dividend received	5,429,091	Nil	Nil	5,429,091
	(4,076,363)	(Nil)	(Nil)	(4,076,363)
Rent paid	Nil	Nil	480,000	480,000
	Nil	Nil	(480,000)	(480,000)
Balances at the end of the year:				
Receivables	104,939,763	2,045,153	31,754,542	138,739,458
	(70,091,202)	(5,316,210)	(34,132,952)	(109,540,364)
Loans and Advances (refer Note no. 45)	539,010	8,034,837	Nil	8,573,847
	(488,520)	(8,300,497)	(7,732,597)	(16,521,614)
Payables (Trade payable & other liabilities)	920,219	518,045	15,130,064	16,568,328
	(7,150,991)	(4,078,042)	(28,070,226)	(39,299,259)
Investments (refer Note no.11)	285,035,223	34,179,800	6,500	319,221,523
	(258,890,223)	(34,179,800)	(6,500)	(293,076,523)

Figure in bracket pertains to Previous Year

C. No amount has been written off/back or provided as doubtful debts during the year in respect of related parties.

D. Disclosure in respect of material transactions with related parties included in B above:

(Rupees)

Particulars	2013-14	2012-13	Particulars	2013-14	2012-13
Purchases of Materials/Finished Goods			Superhouse Middle East FZC, Azman	34,656,355	20,653,866
Amin International Ltd.	14,534,072	7,764,207	Briggs Industrial Footwear Ltd. (U.K.)	81,902,035	45,195,197
Modriba Hygiene Solutions Ltd.	18,551,917	13,410,708	Linea De Seguridad SLU, Spain	9,905,640	–
Creemos International Ltd.	–	335,741	Knowledgehouse Ltd.	–	745,673
Superhouse Accessories Ltd.	32,716,964	27,928,960	Amin International Ltd.	28,984,368	11,642,989
Chowdhary Overseas Ltd.	42,506,179	75,574,669	Modriba Hygiene Solutions Ltd.	17,250	49,439
Rojus Enterprises Ltd.	357,761	337,356	Creemos International Ltd.	1,058,836	–
Rivera Trendz Pvt. Ltd.	95,386,676	19,267,598	Superhouse Accessories Ltd.	6,187,723	169,412
Super Tannery Ltd.	37,960	2,180,978	Chowdhary Overseas Ltd.	43,803,852	75,064,901
Super Shoes Ltd.	89,935,297	51,383,835	Rojus Enterprises Ltd.	20,450,329	5,895,826
Sale of Materials/Finished Goods			Rivera Trendz Pvt. Ltd.	619,790	1,348,432
Superhouse (U.K.) Ltd., UK	128,461,682	137,559,718	Super Tannery Ltd.	309,561	180,057
			Super Shoes Ltd.	39,407,320	30,318,321



Particulars	2013-14	2012-13
Purchase of Fixed Assets		
Amin International Ltd.	433,946	—
Creemos International Ltd.	—	291,293
Chowdhary Overseas Ltd.	—	919,033
Rojus Enterprises Ltd.	—	59,680
Sale of Fixed Assets		
Chowdhary Overseas Ltd.	17,850	—
Rojus Enterprises Ltd.	—	10,900
Services rendered/other receipts		
Superhouse (U.K.) Ltd., UK	146,566	—
Superhouse Middle East FZC, Azman	288,355	—
Briggs Industrial Footwear Ltd. (U.K.)	1,152,743	—
Linea De Seguridad SLU, Spain	176,723	—
Amin International Ltd.	268,748	116,890
Creemos International Ltd.	—	105,988
Modriba Hygiene Solutions Ltd.	284,437	—
Chowdhary Overseas Ltd.	822,542	—
Rojus Enterprises Ltd.	55,092	15,240
Services availed		
Superhouse (U.K.) Ltd., UK	72,412,160	25,121,419
Superhouse (USA) International Inc., USA	1,204,854	1,020,970
Superhouse Middle East FZC, Azman	463,642	2,202,687
Briggs Industrial Footwear Ltd. (U.K.)	19,791	54,702
Linea De Seguridad SLU, Spain	148,128	—
Superhouse GMBH, Germany	4,745,660	1,745,820
Unnao Tanneries Pollution Control Company	5,004,256	3,010,102
Amin International Ltd.	47,263	24,986
Modriba Hygiene Solutions Ltd.	1,278,761	2,037
Creemos International Ltd.	824,569	1,039,754
Superhouse Accessories Ltd.	18,156,044	11,178,643
Chowdhary Overseas Ltd.	1,432,534	1,933,210
Rojus Enterprises Ltd.	101,907	172,455
Super Tannery Ltd.	—	238,765
Rent paid		
Mr. Mukhtarul Amin	480,000	480,000
Mrs. Shahina Mukhtar	990,000	720,000
Mr. Deepak Sanan	305,278	180,000
Rent received		
Steven Construction Ltd.	6,740	6,180
Knowledgehouse Ltd.	1,356	1,356
Amin International Ltd.	134,832	134,832
Modriba Hygiene Solutions Ltd.	271,020	300,831
Superhouse Accessories Ltd.	1,685,400	1,348,320
Chowdhary Overseas Ltd.	850,788	741,576
Rojus Enterprises Ltd.	132,270	231,504
Interest received		
Steven Construction Ltd.	1,216,295	889,440
Superhouse Accessories Ltd.	452,835	665,745
Rojus Enterprises Ltd.	273,411	318,933

Particulars	2013-14	2012-13
Dividend received		
Superhouse (U.K.) Ltd., UK	404,591	390,972
Briggs Industrial Footwear Ltd. (U.K.)	5,024,500	3,685,391
Receivables		
Superhouse (U.K.) Ltd., UK	62,205,771	43,976,610
Superhouse Middle East FZC, Azman	10,232,355	3,636,983
Briggs Industrial Footwear Ltd. (U.K.)	26,974,303	22,477,609
Linea De Seguridad SLU, Spain	5,527,334	—
Steven Construction Ltd.	10,300	6,180
Amin International Ltd.	2,034,853	5,310,030
Modriba Hygiene Solutions Ltd.	—	486,486
Creemos International Ltd.	1,058,836	429,679
Superhouse Accessories Ltd.	—	62,360
M/s Shoe House	6,604,802	7,454,802
Chowdhary Overseas Ltd.	3,785,601	11,579,020
Rojus Enterprises Ltd.	18,197,151	9,390,256
Super Shoes Ltd.	608,152	4,730,349
Mayfair Leather Exports Ltd.	1,500,000	—
Payables (Trade payable & other liabilities)		
Superhouse (U.K.) Ltd., UK	—	6,481,059
Superhouse Middle East FZC, Azman	—	132,975
Superhouse GMBH, Germany	920,219	536,957
Unnao Tanneries Pollution Control Company	518,045	899,160
Amin International Ltd.	—	3,178,882
Modriba Hygiene Solutions Ltd.	4,501,102	2,792,940
Creemos International Ltd.	—	454,897
Superhouse Accessories Ltd.	2,456,653	10,412,453
Chowdhary Overseas Ltd.	—	9,674,581
Rivera Trendz Pvt. Ltd.	8,134,349	4,290,790
Super Tannery Ltd.	37,960	442,986
Super Shoes Ltd.	—	1,579
Mr. Mukhtarul Amin	15,553,847	9,719,538
Mrs. Shahina Mukhtar	7,744,207	4,549,923
Mr. Zafarul Amin	7,844,019	5,021,308
Mr. Vinay Sanan	380,801	387,930
Mr. A.K. Agarwal	76,510	87,449
Mr. Mohd. Shadab	117,905	53,738
Mr. R.K. Agrawal	69,703	58,689
Mr. Deepak Sanan	142,662	—
Mr. Manu Sanan	150,000	150,000
Remuneration		
Mr. Mukhtarul Amin	21,155,072	12,995,716
Mrs. Shahina Mukhtar	9,858,596	5,774,846
Mr. Zafarul Amin	11,001,098	6,481,462
Mr. Vinay Sanan	3,103,933	3,297,126
Mr. A.K. Agarwal	1,227,441	1,058,994
Mr. Mohd. Shadab	1,262,396	900,503
Mr. R.K. Agrawal	971,068	882,148
Mr. Deepak Sanan	600,000	1,650,000
Mr. Manu Sanan	1,800,000	900,000



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

38. Capital and other commitments

(Rupees)

	2013-14	2012-13
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	141,989,294	29,428,810
ii. Forward Exchange Contracts	328,219,813	355,090,142
iii. Company has given undertaking to bankers for non disposal of Investments in case of following subsidiaries:		
- Briggs Industrial Footwear Ltd.	134,461,183	134,461,183
- Linea De Seguridad S.L.U., Spain	130,808,476	104,663,476
iv. Other Capital Commitments	12,343,500	Nil

39. Contingent liabilities

(Rupees)

	2013-14	2012-13
Claim against the company not acknowledged as debt	3,769,874	4,322,094
Contingent Liabilities in respect of:		
i. Guarantees issued by the Bank	9,719,340	11,760,899
ii. Corporate Guarantee(s) to bank(s) against credit facilities extended to Wholly Owned Subsidiaries in U.K., UAE and Spain	348,384,293	301,240,242
iii. Letter of Credit opened and outstanding	324,410,665	206,672,425
iv. Duty on Export obligation pending	73,678,570	97,527,847
v. Electricity demand pending litigation	1,583,688	1,583,688

vi. The detail of disputed dues (net of amounts paid) as per the clause ix(b) of Section 227 (4A) of the Companies Act, 1956

(Rupees)

Forum where dispute is pending	Period to which relates	2013-14	2012-13
Income Tax:			
CIT Appeals, Kanpur	A.Y. 2002-03	Nil	210,378
CIT Appeals, Kanpur	A.Y. 2008-09	Nil	7,726,990
CIT Appeals, Kanpur	A.Y. 2009-10	Nil	2,122,820
CIT Appeals, Kanpur	A.Y. 2010-11	939,370	939,370
ITAT Appeals, Allahabad.	A.Y. 2003-04	2,069,740	2,069,740
Entry Tax:			
Joint Commissioner of Trade Tax, Kanpur	2005-2006	586,500	586,500
UP Trade Tax and Central Sales Tax:			
Deputy Commissioner of Trade Tax, Kanpur	2008-2009	512,748	2,745,913
Joint Commissioner of Trade Tax, Kanpur	2001-2002	Nil	151,473
	2005-2006	28,000	28,000
	2007-2008	93,556	165,805
	2009-2010	59,830	59,830
	2010-2011	578,089	Nil

Above claims are likely to be decided in favour of the company, hence not provided for.

40. Disclosure in respect of Derivative Instruments:

a) Derivative instruments outstanding:

(Foreign Currency in Millions)

Forward Contracts		2013-14	2012-13
Against Exports	USD/INR	4.47	1.33
	EURO/INR	3.67	2.65
	GBP/INR	2.13	1.19

b) All the Derivative Instruments have been acquired for hedging purposes.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

c) Foreign Currency exposures that are not hedged by Derivative Instruments: *(Foreign Currency in Millions)*

Particulars	USD		EURO		GBP		AED		Aus \$	
	13-14	12-13	13-14	12-13	13-14	12-13	13-14	12-13	13-14	12-13
Debtors	1.90	2.90	2.52	4.01	3.04	2.78	—	—	—	0.01
Creditors	0.78	0.74	0.17	0.65	0.05	*	—	—	—	—
Other Payables	0.31	0.92	0.91	0.75	0.51	0.35	—	—	—	—
Loan Taken (Principal)	3.19	5.13	1.18	1.28	1.00	1.25	—	—	—	—
Advances	0.32	0.14	0.13	0.07	—	—	—	—	—	—
Cash & Bank Balances	0.02	0.01	*	*	0.01	0.02	—	—	—	—
Corporate Guarantee	—	—	0.42	0.42	2.58	2.58	3.54	3.50	—	—
Letter of Credit	0.49	1.44	0.52	0.55	—	—	—	—	—	—

* denotes amount less than 0.01 million

41. The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated 08.02.2011 and 21.02.2011 respectively has granted a general exemption from compliance with Section 212 of the Companies Act, 1956 subject to fulfilment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.
42. Financial Statements of the subsidiary companies and related detailed information will be made available to the investors, of the company and subsidiary companies, seeking such information. The financial statements of the subsidiary companies are also kept at Registered Office of the company and that of subsidiary companies for inspection of investors of the company and subsidiary companies.
43. **Disclosure in terms of AS 28**
The management has carried out an exercise of identifying the asset that may have been impaired, during the year, in respect of each cash generating unit. On the basis of review carried out by the management, there was no impairment loss on fixed assets during the year.
44. **Disclosure in terms of AS 29**
The company has recognised contingent liabilities as disclosed in Note 39 above and as such no provision is required to be made. No provision was outstanding as at the beginning and at the end of the year.
45. **Disclosure as per clause 32 of the Listing Agreement**

Loan and Advances :

(Rupees)

Name of the company	Relationship	Amount Outstanding as on		Maximum balance outstanding during the year	
		31.03.2014	31.03.2013	2013-14	2012-13
Superhouse (USA) International Inc.	WOS	539,010	488,520	539,010	488,520
Rojus Enterprises Ltd	Associate	NIL	2,583,669	2,583,669	2,583,669
Steven Constructions Ltd.	Associate	8,034,837	8,300,497	8,617,993	8,300,497
Superhouse Accessories Ltd	Associate	NIL	5,148,928	5,148,928	5,148,928

46. Segment information as per AS-17 "SEGMENT REPORTING":

A) BUSINESS SEGMENTS (Primary Segment):

(Rupees)

Particulars	Leather & Leather Products		Textile Garments		Others		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Segment Revenue	5,628,794,514	4,406,840,218	959,558,678	691,728,990	71,516,582	74,984,591	6,659,869,774	5,173,553,799
Intra Segment Revenue	—	—	—	—	—	—	—	—
Total Revenue	5,628,794,514	4,406,840,218	959,558,678	691,728,990	71,516,582	74,984,591	6,659,869,774	5,173,553,799
Eliminations	—	—	—	—	—	—	—	—
Net Revenue	5,628,794,514	4,406,840,218	959,558,678	691,728,990	71,516,582	74,984,591	6,659,869,774	5,173,553,799
Profit Before Tax & Finance Cost	640,608,190	436,346,028	79,831,794	52,211,295	8,772,374	9,213,434	729,212,358	497,770,757
Finance Cost	(198,241,818)	(142,369,883)	(32,934,451)	(26,402,481)	(2,237,001)	(3,173,614)	(233,413,270)	(171,945,978)
Profit Before Tax	442,366,372	293,976,145	46,897,343	25,808,814	6,535,373	6,039,820	495,799,088	325,824,779
Segment Assets	4,709,891,453	4,035,571,414	654,166,549	574,921,064	32,716,701	28,855,268	5,396,774,703	4,639,347,746
Segment Liabilities	3,026,641,546	2,593,621,677	384,564,598	357,841,356	25,018,681	25,816,621	3,436,224,825	2,977,279,654
Capital Expenditure	142,177,809	223,086,535	36,023,829	47,752,377	271,465	587,417	178,473,103	271,426,329
Depreciation	115,079,093	98,695,075	14,954,533	14,176,190	475,078	455,742	130,508,704	113,327,007



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

B) GEOGRAPHICAL SEGMENTS (secondary segment):

(Rupees)

Particulars	Within India		Outside India		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
External Revenue	1,102,591,874	977,520,852	5,557,277,900	4,196,032,947	6,659,869,774	5,173,553,799
Inter Segment Revenue	–	–	–	–	–	–
Total Revenue	1,102,591,874	977,520,852	5,557,277,900	4,196,032,947	6,659,869,774	5,173,553,799
Eliminations	–	–	–	–	–	–
Net Revenue	1,102,591,874	977,520,852	5,557,277,900	4,196,032,947	6,659,869,774	5,173,553,799
Carring amount of Segment Assets	5,396,774,703	4,639,347,746	–	–	5,396,774,703	4,639,347,746
Segment Liabilities	3,436,224,825	2,977,279,654	–	–	3,436,224,825	2,977,279,654
Capital Expenditure	178,473,103	271,426,329	–	–	178,473,103	271,426,329
Depreciation on Fixed Assets	130,508,704	113,327,007	–	–	130,508,704	113,327,007

47. The company has investment of Rs. 13,08,08,476 in the shares of Linea De Seguridad SLU, a wholly owned subsidiary of the company (WOS). Further the company has Trade Receivable amounting to Rs. 55,27,334 from the WOS. The net worth of WOS has substantially eroded due to operational losses. Losses incurred by the WOS have not been provided in the accounts of the company. Considering the fact that investment is of a strategic nature and business of WOS is in the initial stage, no provision is considered necessary by the management at present, for any diminution in value of investment.

48. Debtors include due from firm in which director is interested as partner

(Rupees)

Name of the Firm	Amount Outstanding as on	
	31.03.2014	31.03.2013
M/s Shoe House	6,604,802	7,454,802

49. Confirmation of balances with sundry debtors / creditors, loans and advances and other parties have not been received in few cases.

50. Expenditure on Reserch & Development :

(Rupees)

Nature	2013-14	2012-13
Capital Expenditure	597,800	NIL
Revenue Expenditure	3,976,997	5,200,453

51. Previous Year Figures

Figures of the previous year have been regrouped/rearranged wherever required in order to make them comparable with those of current year. Figures have been rounded off to the nearest rupee.

As per our report of even date

For and on behalf of the **BOARD OF DIRECTORS**

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

RAJESH PARASRAMKA
Partner
M. No. 074192

Place : Kanpur
Date : 1st July, 2014

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

A.K. AGARWAL
Chief Financial Officer

R.K.AGRAWAL
Company Secretary


Statement pursuant to Section 212 of the Companies Act, 1956 relating to Company's Interest in Subsidiary Companies.

Name of Subsidiary	Superhouse (U.K.) Ltd.	Superhouse (USA) International	Superhouse Middle East, FZC	Briggs Industrial Footwear Limited	Linea De Seguridad SLU	Superhouse GMBH Germany
1. Financial Year of the subsidiary ended on	31st March 2014	31st March 2014	31st March 2014	31st March 2014	31st March 2014	31st March 2014
2. Dates from which they became Subsidiary Companies	1st April, 1999	26th June, 2001	19th October, 2005	06th May, 2011	21st September, 2012	27th January, 2012
3. (a) Number of Shares held by Superhouse Limited in the subsidiaries at the end of the financial year	1,50,000 Ordinary Shares of Sterling Pound 1 each fully paid up	240 Non Assessable shares, no par value amounting to USD 1,13,070	100 fully paid share of AED 2000 each	4,08,441 Ordinary Shares of Sterling Pound 1 each fully paid up	53,000 Ordinary Shares of EURO 6.01 each fully paid up	Share Capital EURO 25,000
(b) Extent of interest of holding company at the end of financial year of the Subsidiary Companies	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
4. Net aggregate amount of Subsidiary Companies Profit / (Losses) after tax so far as it concerns the members of Holding Companies						
(a) Not dealt with in the Holding Company's accounts						
(i) For the financial year ended 31st March 2014	Profit Rs. 66,37,565 (GBP 20,531)	Profit Rs. 4,68,437 (USD 5,896)	Profit Rs. 86,96,492 (AED 3,07,647)	Profit Rs. 6,32,74,972 (GBP 2,53,913)	Loss Rs. 2,80,47,058 (EURO 3,86,261)	Profit Rs. 6,89,372 (EURO 5,712)
(ii) For the Previous financial years of the subsidiary companies since they became the Holding Company's subsidiary	Profit Rs. 2,22,06,299 (GBP 2,81,365)	Loss Rs. 39,46,672 (USD 93,245)	Profit Rs. 3,35,31,944 (AED 22,54,138)	Profit Rs. 4,37,03,043 (GBP 1568456)	Loss Rs.69,91,119 (EURO 95,252)	Loss Rs.5,40,344 (EURO 8,304)
(b) Dealt with in the Holding Company's accounts	NIL	NIL	NIL	NIL	NIL	NIL
(i) For the financial year ended 31st March 2014	Divident Rs. 4,04591 (GBP 4,500)	NIL	NIL	Dividend Rs.50,24,500 (GBP 52,000)	NIL	NIL
(ii) For the Previous financial years of the subsidiary companies since they became the Holding Company's subsidiary	NIL	NIL	NIL	NIL	NIL	NIL

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

RAJESH PARASRAMKA
Partner
M. No. 074192

A.K. AGARWAL
Chief Financial Officer

R.K.AGRAWAL
Company Secretary

Place : Kanpur
Date : 1st July, 2014



Details of Subsidiary Companies

S. No.	Name of Subsidiary Company	Superhouse (UK) Limited		Superhouse (USA) International INC.		Superhouse Middle East FZC		Briggs Industrial Footwear Ltd. U.K.		Linea De Seguridad SLU Spain		Superhouse GMBH Germany	
		Rupees	GBP	Rupees	USD	Rupees	AED	Rupees	GBP	Rupees	EURO	Rupees	EURO
1	Capital	10,618,924	150,000	5,025,924	113,070	2,419,366	200,000	134,461,183	408,441	22,501,368	318,530	1,701,350	25,000
2	Reserves	40,609,534	444,529	(3,478,235)	(87,349)	42,228,436	2,561,785	111,079,488	2,076,512	73,473,170	211,548	149,028	(2,593)
3	Total Assets	173,010,810	1,814,182	2,394,171	39,836	56,772,296	3,505,149	526,560,808	5,299,376	185,507,399	1,615,662	2,191,471	26,538
4	Total Liabilities	173,010,810	1,814,182	2,394,171	39,836	56,772,296	3,505,149	526,560,808	5,299,376	185,507,399	1,615,662	2,191,471	26,538
5	Investments	–	–	–	–	–	–	–	–	–	–	–	–
6	Turnover/ Total Income	212,822,460	2,248,008	6,634,804	107,819	87,347,681	5,101,403	793,351,782	8,359,273	114,553,782	1,474,780	5,710,242	67,591
7	Profit/(Loss) Before Taxation	7,203,782	26,415	468,437	5,896	8,696,492	307,647	70,544,571	329,457	(41,481,255)	(548,942)	689,372	5,712
8	Provision for Taxation	566,217	5,884	–	–	–	–	7,269,599	75,544	(13,434,197)	(162,681)	–	–
9	Profit/(Loss) After Taxation	6,637,565	20,531	468,437	5,896	8,696,492	307,647	63,274,972	253,913	(28,047,058)	(386,261)	689,372	5,712
10	Proposed Dividend	404,591	4,500	–	–	–	–	5,024,500	52,000	–	–	–	–

Notes :

- Interest in Holding Company 100% 100% 100% 100% 100% 100%
- Refer Note No. 1.12 and 1.13 of Financial Statements for procedures / rates adopted for conversion of figures (of subsidiaries) in foreign currency into Indian rupees.
- Closing Exchange Rate :
Exchange Rate as on 31.03.2014 : 1 AED = Rs. 16.34
Exchange Rate as on 31.03.2014 : 1 GBP = Rs. 99.85
Exchange Rate as on 31.03.2014 : 1 USD = Rs. 60.10
Exchange Rate as on 31.03.2014 : 1 EURO = Rs. 82.58

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

For and on behalf of the **BOARD OF DIRECTORS**

RAJESH PARASRAMKA
Partner
M. No. 074192

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

Place : Kanpur
Date : 1st July, 2014

A.K. AGARWAL
Chief Financial Officer

R.K. AGRAWAL
Company Secretary


Kapoor Tandon & Co.
Chartered Accountants

21, Daya Nand Marg, Above Muthoot
Finance, Darya Ganj, Delhi-110003

**Branches :**

- ★ 24/57, First Floor, Birhana Road,
Kanpur-208-001
- ★ C/o Rajesh Parasramka,
Room No. 1577, IIIrd Floor, Building No. 42B,
Gangadhar Cooperative Housing Society
Vartak Nagar, Thane (West)-400606

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Superhouse Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Superhouse Limited ("the Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the

entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the financial statements of the subsidiaries as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- (b) in the case of the consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

1. In respect of the financial statements of certain subsidiaries, we did not carry out the audit, whose financial statements reflect total assets (net) of Rs. 8,872.70 Lacs as at March 31, 2014 and total revenue (net) of Rs. 11,264.38 Lacs for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in respect of these subsidiaries is based solely on the reports of other auditors.
2. We report that the consolidated financial statements have been prepared by the Group in accordance with the requirements of the Accounting Standard (AS) 21- 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of the Superhouse Group included in the consolidated financial statements.

Our opinion is not qualified in respect of other matters.

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

(RAJESH PARASRAMKA)
Partner
M.No. 074192

Place : KANPUR
Date : 1st July, 2014



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
I. EQUITY AND LIABILITIES :			
1. Shareholders' Funds			
(a) Share Capital	2	114,197,718	114,197,718
(b) Reserves and Surplus	3	2,025,643,518	1,672,993,905
		2,139,841,236	1,787,191,623
2. Non Current Liabilities			
(a) Long Term Borrowings	4	368,964,074	378,382,863
(b) Deferred Tax Liabilities (Net)	5	71,220,027	82,649,000
		440,184,101	461,031,863
3. Current Liabilities			
(a) Short Term Borrowings	6	1,344,140,804	1,101,129,878
(b) Trade Payables	7	1,219,630,878	1,076,739,994
(c) Other Current Liabilities	8	626,853,206	526,360,658
(d) Short Term Provisions	9	89,914,882	61,900,274
		3,280,539,770	2,766,130,804
TOTAL		5,860,565,107	5,014,354,290
II. ASSETS :			
1. Non Current Assets			
(a) Fixed Assets :			
(i) Tangible Assets:	10	1,722,464,722	1,678,791,956
(ii) Capital Work in Progress		32,193,285	54,805,637
(b) Non Current Investments	11	61,574,544	52,697,406
(c) Long Term Loans and Advances	12	70,563,502	62,611,844
(d) Other Non Current Assets	13	16,120,510	8,864,654
		1,902,916,563	1,857,771,497
2. Current Assets			
(a) Inventories	14	1,863,858,720	1,629,473,688
(b) Trade Receivables	15	1,454,906,641	1,022,706,767
(c) Cash and Bank Balances	16	278,215,560	229,068,110
(d) Short Term Loans and Advances	17	163,601,599	149,310,772
(e) Other Current Assets	18	197,066,024	126,023,456
		3,957,648,544	3,156,582,793
TOTAL		5,860,565,107	5,014,354,290
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For and on behalf of the **BOARD OF DIRECTORS**

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

RAJESH PARASRAMKA
Partner
M. No. 074192

A.K. AGARWAL
Chief Financial Officer

R.K.AGRAWAL
Company Secretary

Place : Kanpur
Date : 1st July, 2014


CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	2013-14 (Rupees)	2012-13 (Rupees)
REVENUE			
Revenue from operations (gross)	19	7,565,321,455	5,918,565,624
Less: Excise Duty		35,499,919	42,392,236
Revenue from operations (net)		7,529,821,536	5,876,173,388
Other Income	20	52,549,911	57,556,343
Total Revenue		7,582,371,447	5,933,729,731
EXPENSES			
Cost of Material consumed	21	3,626,417,547	2,942,697,985
Purchase of Stock-in-trade	22	1,109,639,853	778,961,197
(Increase)/decrease in Inventories of Finished Goods, Work-in-Process and Traded Goods	23	(165,358,527)	(77,249,079)
Employee Benefits Expense	24	523,929,307	420,783,091
Finance Costs	25	251,154,420	187,515,902
Depreciation and Amortisation	26	138,517,643	118,854,982
Other Expenses	27	1,561,579,808	1,232,482,640
Total Expenses		7,045,880,051	5,604,046,718
Profit Before Tax		536,491,396	329,683,013
Tax Expenses			
- Current Tax		168,171,551	100,093,202
- Deferred Tax		(2,587,932)	14,186,625
- Tax adjustments relating to earlier years		155,224	(7,706,802)
Profit for the year		370,752,553	223,109,988
Earning per Equity Share (EPS)	28		
(Face value of Rs 10 each)			
EPS - Basic (Rupees per share)		33.63	20.24
EPS - Diluted (Rupees per share)		33.63	20.24
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For and on behalf of the **BOARD OF DIRECTORS**

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

RAJESH PARASRAMKA
Partner
M. No. 074192

A.K. AGARWAL
Chief Financial Officer

R.K.AGRAWAL
Company Secretary

Place : Kanpur
Date : 1st July, 2014



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	2013-14 (Rupees)	2012-13 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	536,491,396	329,683,013
Adjustment for :		
Depreciation	138,517,643	118,854,982
Finance Cost	251,154,420	187,515,902
Interest Income	(15,986,754)	(14,792,475)
Dividend Income	(15,150)	(10,000)
Fixed Assets - Loss on sale	6,916,932	4,894,637
Fixed Assets - Profit on sale	(4,559,312)	(1,020,994)
Investments - Profit on sale	—	(4,510,348)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	912,519,175	620,614,717
ADJUSTMENTS FOR:		
Trade and Other receivables	(532,740,783)	(218,707,286)
Inventories	(234,385,032)	(244,930,580)
Trade and Other Payables	226,086,493	181,205,053
CASH GENERATED FROM OPERATIONS	371,479,853	338,181,904
Income Tax Paid (net of Refunds)	(136,781,723)	(92,386,400)
NET CASH FROM OPERATING ACTIVITIES	234,698,130	245,795,504
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP)	(178,937,819)	(265,253,791)
Fixed Assets on the date of acquisition of WOS	—	(38,067,588)
Deferred Tax Assets on acquisition/consolidation of WOS	(8,841,041)	(35,211,462)
Capital Reserve/(Goodwill) on acquisition of WOS	—	(58,484,851)
Sale of Fixed Assets	10,370,112	8,927,127
Purchase of Investments	(1,000,000)	(4,000,000)
Sale of Investments	—	16,096,669
Interest Income	15,986,754	14,792,475
Dividend Income	15,150	10,000
NET CASH USED IN INVESTING ACTIVITIES	(162,406,844)	(361,191,421)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long term Borrowings	241,029,412	442,326,363
Repayments of Long term Borrowings	(237,494,940)	(373,108,294)
Net Increase/(Decrease) in working capital loans and short term loans	243,010,926	243,247,886
Finance Cost	(251,154,420)	(187,515,902)
Dividend paid	(15,724,266)	(16,175,792)
Dividend Distribution Tax paid	(2,810,548)	(2,810,548)
NET CASH FLOW USED IN FINANCING ACTIVITIES	(23,143,836)	105,963,713
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	49,147,450	(9,432,204)
OPENING CASH AND CASH EQUIVALENTS	229,068,110	238,500,314
CLOSING CASH AND CASH EQUIVALENTS	278,215,560	229,068,110

Significant accounting policies

1

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For and on behalf of the **BOARD OF DIRECTORS**

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

RAJESH PARASRAMKA
Partner
M. No. 074192

A.K. AGARWAL
Chief Financial Officer

R.K.AGRAWAL
Company Secretary

Place : Kanpur
Date : 1st July, 2014



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

1. SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS.

A) Basis of Consolidation

- The financial statements of the subsidiary companies considered in the consolidation are drawn upto the same reporting date as of the company i.e. year ended March 31, 2014.
- The consolidated financial statement's have been prepared in accordance with Accounting Standard (AS-21) Consolidated Financial Statements.

B) Principles of Consolidation :

The consolidated financial statements (CFS) have been prepared on the following basis:

- The financial statements of the Company and its subsidiary Companies are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra group transactions, except unrealized profit or loss on closing stocks, in accordance with AS 21 'Consolidated Financial Statements'.
- In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets (except fixed assets and share capital) and liabilities are converted at the rates prevailing at the end of the year.
- Exchange differences arising on consolidation is recognized in the Profit and Loss account.
- Investments in 100% foreign subsidiaries have been eliminated with the corresponding Share Capital of the subsidiary company.
- In case of associates, where the company directly or indirectly through subsidiaries holds more than 20% of equity, investments are accounted for using equity method except where the associate operates under severe long term restrictions that significantly impair its ability to transfer funds to the parent Company, in accordance with the AS 23 'Accounting for Investments in Associates in Consolidated Financial Statements'.
- The difference between the cost of investment in the associates, over the net assets of the Associates is recognized in the financial statements as goodwill or capital reserve, as the case may be.
- As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are prescribed in the same manner as the Company's separate financial statements.

C) Other Significant Accounting Policies:

These are set out in the notes to accounts under 'Statement of Accounting Policies' of the financial statements of respective companies.

D) Notes :

The subsidiaries (which along with Superhouse Ltd., the parent company, constitute the Group) considered in the preparation of these consolidated financial statements are:

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest
1. Superhouse (U.K.) Ltd.	United Kingdom	100%
2. Superhouse (USA) International Inc.	USA	100%
3. Superhouse Middle East FZC	Azman (UAE)	100%
4. Briggs Industrial Footwear Ltd.	United Kingdom	100%
5. Linea De Seguridad S.L.U.	Spain	100%
6. Superhouse GMBH	Germany	100%

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
2. SHARE CAPITAL		
Authorised		
1,50,00,000 Equity Shares of Rs.10/- each	150,000,000	150,000,000
Issued		
1,49,72,718 Equity Shares of Rs.10/- each	149,727,180	149,727,180
Subscribed and fully paid up		
11,025,000 Equity Shares of Rs.10/- each fully paid up	110,250,000	110,250,000
Add: Equity shares forfeited	3,947,718	3,947,718
(amount originally paid up in respect of 39,47,718 Shares)		
Total	114,197,718	114,197,718

2.1 Reconciliation of the shares outstanding at the beginning and at the end of the year:

Equity shares

Subscribed and Paidup

At the beginning of the year

Changes during the year

Outstanding at the end of the year

As at 31st March 2014		As at 31st March 2013	
No. of Shares	(Rupees)	No. of Shares	(Rupees)
11,025,000	110,250,000	11,025,000	110,250,000
—	—	—	—
11,025,000	110,250,000	11,025,000	110,250,000



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

2.2 Term/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Bonus Shares/Shares issued for consideration other than cash/Buy Back of shares during preceding five years: NIL

2.4 Shares held by holding/ultimate holding company and/or their subsidiaries/associates: NIL

2.5 Details of shareholders holding more than 5% shares in the company

Name of the Share Holder	As at 31st March 2014		As at 31st March 2013	
	No. of Shares	% held	No. of Shares	% held
Mr. Mukhtarul Amin	1,324,487	12.01%	1,306,106	11.85%
Steven Construction Limited	1,315,119	11.93%	1,308,719	11.87%

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
3. RESERVES AND SURPLUS		
Capital Reserves		
Balance as per last Balance Sheet	111,325,783	111,671,544
Add: Subsidies/Grants from Public Bodies	—	204,239
	111,325,783	111,875,783
Less: Transfer to Fixed Assets	—	550,000
	111,325,783	111,325,783
Securities Premium Reserve		
Balance as per last Balance Sheet	178,721,597	178,721,597
Revaluation Reserve		
Balance as per last Balance Sheet	45,127,531	51,814,580
Less: Amount transferred to the Statement of profit and loss as reduction from depreciation	6,632,030	6,687,049
	38,495,501	45,127,531
General Reserves		
Balance as per last Balance Sheet	600,000,000	500,000,000
Add : From the Statement of Profit and Loss	100,000,000	100,000,000
	700,000,000	600,000,000
Surplus in the Statement of profit and loss		
Balance as per last Balance Sheet	737,818,994	625,735,784
Profit for the year	370,752,553	223,109,988
Share of Profits of Associates	7,877,138	9,608,078
	1,116,448,685	858,453,850
Less: Appropriations		
Transfer to General Reserve	100,000,000	100,000,000
Proposed Dividend on Equity Share [Rs. 1.50 per share (Rs 1.50 per share)]	16,537,500	17,824,308
Dividend Distribution Tax	2,810,548	2,810,548
	997,100,637	737,818,994
TOTAL	2,025,643,518	1,672,993,905
4. LONG TERM BOROWINGS		
Secured		
Term Loans		
Indian rupee loan from bank(s)	123,196,718	55,238,474
Foreign currency loan from bank(s)	243,070,147	315,167,080
Indian rupee vehicle loan from bank(s) (refer Note no. 4.5)	2,697,209	7,977,309
TOTAL	368,964,074	378,382,863

4.1 Indian rupee & foreign currency loans from bank(s) are primarily secured by equitable mortgage/hypothecation of specific fixed assets. Also secured collaterally by equitable mortgage of company's specific land and building. Further secured by personal guarantee of promoter director(s) of the company. External Commercial Borrowing (ECB) carries a non disposable undertaking of the Shares of the acquired Wholly Owned Subsidiaries (WOS).


NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
4.2 These Loans are repayable over a period upto 6 years.		
4.3 Continuing default in respect of principal and or interest	Nil	Nil
4.4 Long term borrowings repayable within twelve months from the reporting date, as per sanctioned terms, are reduced from long term borrowings and disclosed separately as Current Maturities of Long term Borrowings in Note 8, Other Current Liabilities.		
4.5 Secured against vehicle financed.		
5. DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability		
on account of		
Depreciation	144,209,000	135,905,000
Others	1,596,290	—
Gross deferred tax liability	145,805,290	135,905,000
Deferred Tax Assets		
on account of		
Provision for doubtful debts	175,000	658,000
Provision for Gratuity	747,000	2,098,000
Other Timing Differences	73,663,263	50,500,000
Gross deferred tax assets	74,585,263	53,256,000
Net Deferred Tax Liability @	71,220,027	82,649,000
@ Deferred Tax Assets has been recognised and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realised. Deferred Tax Assets and Deferred Tax Liabilities have been set off in accordance with clause 29 of AS 22 .		
6. SHORT TERM BOROWING		
Secured		
Working Capital Loans		
Indian rupee loan from bank(s)	1,172,942,708	956,526,359
Foreign currency loan from bank(s)	171,198,096	144,603,519
TOTAL	1,344,140,804	1,101,129,878
6.1 Working Capital Loans are primarily secured by hypothecation of present and future stock of raw materials, stock in process, finished goods, stores and spares, book debts, outstanding monies, receivable claims, bills and materials in transit. Also secured collaterally by equitable mortgage of company's specific factory land and building. Further secured by personal guarantee of promoter director(s) of the company.		
7. TRADE PAYABLES		
Micro and Small Enterprises	—	—
Sundry Creditors	1,219,630,878	1,076,739,994
TOTAL	1,219,630,878	1,076,739,994
7.1 The company has requested confirmation from Suppliers regarding their registration (filling of Memorandum) under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act). According to the information available with the company there was no amount (principal and/or interest) due to any micro/small enterprises (SME as defined in the Act) as at the end of the year. There is no delay in payment to SME during the year. No interest was paid/payable on account of delay in payment to SME during the year in terms of Section 16 of the Act.		
8. OTHER CURRENT LIABILITIES		
Current maturity of long term borrowings	212,141,094	199,187,833
Interest accrued but not due on borrowings	704,167	786,452
Interest accrued and due on borrowings	4,386,478	3,918,555
Advance from customers	71,899,892	54,272,687
Book overdraft with banks	—	127,372
Unpaid dividend (refer Note 8.1)	11,204,249	10,391,015
Other Liabilities	326,517,326	257,676,744
TOTAL	626,853,206	526,360,658
8.1 There are no amounts due for payment to Investor Education & Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.		
9. SHORT TERM PROVISIONS		
Provision for Tax	452,640,312	293,644,606
Less: Advance Tax	393,405,960	265,955,306
Provision for Gratuity	59,234,352	27,689,300
Provision for Leave Encashment	3,042,343	8,057,710
Proposed Dividend	7,990,139	6,655,216
Provision for Dividend Distribution Tax	16,537,500	16,537,500
Provision for Wealth Tax	2,810,548	2,810,548
TOTAL	89,914,882	61,900,274


NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	As at 31st March, 2014 (Rupees)		As at 31st March, 2013 (Rupees)	
11. NON CURRENT INVESTMENTS (Long Term Investments)				
Trade (valued at cost unless stated otherwise)				
EQUITY SHARES - UNQUOTED				
A. INVESTMENT IN ASSOCIATES				
i. Steven Construction Limited 21,00,000 Equity Shares of Rs. 10/- each fully paid (Cost of Investment)	21,000,000		21,000,000	
Add: Share of post acquisition profit/loss (net)	5,053,429	26,053,429	3,596,159	24,596,159
ii. Unnao Tanneries Pollution Control Company 153,080 Equity Shares of Rs.10/- each fully paid		1,530,800		1,530,800
iii. Knowledgehouse Ltd. 860,000 Equity Shares of Rs.10/- each fully paid (Cost of investment - including Capital reserve (net) Rs.13,33,000 arising on consolidation)	8,600,000		8,600,000	
Add: Share of post acquisition profit	6,967,780	15,567,780	5,435,217	14,035,217
v. Amin International Ltd. 304,900 Equity Shares of Rs.10/- each fully paid Cost of Investment (including Goodwill (net) Rs.7,25,662 arising on consolidation)	3,049,000		3,049,000	
Add: Share of post acquisition profit	11,515,835	14,564,835	6,628,530	9,677,530
Total (A)		57,716,844		49,839,706
B. OTHERS				
i. Industrial Infrastructure Services India 185,120 Equity Shares of Rs.10/- each fully paid	1,851,200		1,851,200	
ii. Kanpur Unnao Leather Cluster Development Co. Ltd. 2,00,000 Equity Shares of Rs. 10/- each fully paid	2,000,000		1,000,000	
Total (B)		3,851,200		2,851,200
Non Trade (valued at cost unless stated otherwise)				
EQUITY SHARES - QUOTED				
i. Super Tannery Ltd. 3,000 Equity Shares of Rs. 1/- each fully paid	6,500		6,500	
ii. Mideast Integrated Steels Ltd. (Delisted) 20,000 Equity Shares of Rs.10/- each fully paid	400,000		400,000	
iii. Somani Iron & Steels Ltd. (Delisted) 8,700 Equity Shares of Rs.10/- each fully paid	261,000		261,000	
	667,500		667,500	
Less: Provision for Diminution in value	661,000		661,000	
Total (C)		6,500		6,500
TOTAL (A+B+C)		61,574,544		52,697,406
Book value of Quoted Investments (Net of Provisions)		6,500		6,500
Book value of Unquoted Investments		61,568,044		52,690,906
Market value of Quoted Investments		4,770		5,910
12. LONG TERM LOANS & ADVANCES (unsecured considered good)				
Capital Advances		57,777,084		50,220,556
Security Deposits		12,786,418		12,391,288
TOTAL		70,563,502		62,611,844



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	As at 31st March, 2014 (Rupees)		As at 31st March, 2013 (Rupees)	
13. OTHER NON CURRENT ASSETS (unsecured considered good)				
Foreign Currency Monetary Item Translation				
Difference Account (refer Note No. 13.1)	21,494,014		9,830,818	
Less: Current portion carried over to Note 18	5,373,504	16,120,510	1,966,164	7,864,654
Share Application Money		—		1,000,000
TOTAL		16,120,510		8,864,654
13.1 The Company (Accounting Standards) Second Amendment Rules, 2011 has amended the provisions of AS-11 relating to "The effect of the Change in Foreign Exchange Rates" vide notification dated December 29, 2011. In terms of the amendments, the company has opted to carry over the Long Term Monetary Loss and amortise the same over balance period of such long term asset/liability.				
14. INVENTORIES				
(valued at lower of cost and net realisable value)				
Raw Materials	350,801,809		314,918,383	
Work in Process (refer Note 29)	480,910,393		431,275,966	
Finished Goods (refer Note 30)	806,655,332		662,921,650	
[including stock at port Rs. 9,52,13,091 (Rs. 7,27,53,739)]				
Chemicals, Components and Spare Parts	225,491,186		192,348,107	
Import Entitlements/Licenses in hand	—		28,009,582	
TOTAL	1,863,858,720		1,629,473,688	
Finished Goods include Stock in Trade, as both are stocked together				
15. TRADE RECEIVABLES				
(Unsecured)				
Outstanding for a period exceeding six months from the date they are due for payment				
Considered Good	74,802,635		53,099,161	
Considered Doubtful	2,604,221		2,722,442	
Less: Provision for Doubtful Receivables	2,604,221	—	2,722,442	—
Others				
Considered Good	1,380,104,006		969,607,606	
Considered Doubtful	171,271		377,860	
Less: Provision for Doubtful Receivables	171,271	—	377,860	—
TOTAL	1,454,906,641		1,022,706,767	
Trade receivable include:				
Due from associates	2,045,153		5,316,210	
Due from other related parties	28,820,439		34,132,952	
16. CASH AND BANK BALANCES				
Cash and cash equivalents				
Cash on Hand (as Certified by the Management)	11,764,810		6,474,313	
Cheques in hand/Remittance in Transit	—		2,808,813	
Balances with Banks on:				
Current Accounts	105,264,731		65,546,708	
Foreign Currency Account (EEFC A/c)	2,531,998		1,624,372	
	119,561,539		76,454,206	
Other bank balances				
Deposits with original maturity for more than 3 months but less than 12 months	60,121,282		58,548,794	
Margin Money Deposit Accounts	87,328,491		83,674,095	
Unclaimed Dividend Account	11,204,248		10,391,015	
	158,654,021		152,613,904	
TOTAL	278,215,560		229,068,110	


NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	As at 31st March, 2014 (Rupees)	As at 31st March, 2013 (Rupees)
17. SHORT TERM LOANS & ADVANCES (Unsecured considered good)		
Advance recoverable in cash or kind or for value to be received	105,163,091	100,318,983
Balance with Government/Revenue Authorities	40,154,405	23,136,388
Loan to Associates	8,034,837	16,033,094
Other Loans	10,249,266	9,822,307
TOTAL	163,601,599	149,310,772
18. OTHER CURRENT ASSETS (Unsecured considered good)		
Interest accrued on fixed deposits	8,705,585	7,836,173
Export Incentive Receivable	180,196,450	113,271,332
Other Claim Receivable	2,790,485	2,949,787
Foreign Currency Monetary Item Translation Difference Account (current portion - refer Note 13)	5,373,504	1,966,164
TOTAL	197,066,024	126,023,456
Particulars	2013-2014 (Rupees)	2012-2013 (Rupees)
19. REVENUE FROM OPERATIONS		
Revenue from operations		
Sale of products (refer Note 19.1)		
Sales (Export)	6,280,474,201	4,800,496,620
Sales (Indigenous)	839,212,957	741,890,958
	7,119,687,158	5,542,387,578
Other operating revenue		
Export Incentives (refer Note 19.2)	445,634,297	376,178,046
Revenue from operations (gross)	7,565,321,455	5,918,565,624
19.1 Details of product sold		
Gross Sales	7,119,687,158	5,542,387,578
Less: Excise Duty	35,499,919	42,392,236
	7,084,187,239	5,499,995,342
Breakup of Sales (net of excise)		
Leather and Leather Products	6,009,184,831	4,753,852,732
Textile Products	935,144,024	671,883,190
Others	139,858,384	74,259,420
TOTAL	7,084,187,239	5,499,995,342
19.2 Export Incentives		
– Duty Draw Back Received	372,782,849	259,408,156
– Licences/Entitlements Received	72,851,448	116,769,890
TOTAL	445,634,297	376,178,046
20. OTHER INCOME		
Interest income		
– from Fixed Deposit with Banks	12,518,170	11,740,089
– from Others	3,468,584	3,052,386
Dividend income		
– from Investments - non trade	15,150	10,000
Profit on Sale of Fixed Assets	4,559,312	1,020,994
Profit on Sale of Investment	–	4,510,348
Miscellaneous Income	29,430,295	34,634,126
Rent	2,558,400	2,588,400
TOTAL	52,549,911	57,556,343



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	2013-2014 (Rupees)	2012-2013 (Rupees)
21. COST OF MATERIAL CONSUMED		
Raw Material consumed		
Finished Leather	906,188,602	780,822,610
Raw Hide/Skin	559,473,848	458,515,198
Fabric	445,307,373	314,287,021
Sole	216,055,239	160,403,404
PU / PVC Compound	163,983,270	146,895,203
Others	192,827,591	164,642,012
Raw Material consumed	2,483,835,923	2,025,565,448
Chemicals, Components and Spare Parts consumed	993,564,041	791,981,555
Packing Material consumed	149,017,583	125,150,982
Cost of material consumed	3,626,417,547	2,942,697,985
22. PURCHASE OF STOCK-IN-TRADE		
Leather and Leather Products	1,105,778,801	778,961,197
Textile Products	3,861,052	-
TOTAL	1,109,639,853	778,961,197
23. DECREASE/(INCREASE) IN INVENTORIES		
Inventories at the commencement of the year		
Finished Goods	662,921,650	617,523,450
Work in Process	431,275,966	404,210,784
Import Entitlements/Licenses in hand	28,009,582	-
	1,122,207,198	1,021,734,234
Add: Finished Goods on the date of acquisition	-	17,334,907
Add: Work in Process on the date of acquisition	-	5,888,978
TOTAL 'A'	1,122,207,198	1,044,958,119
Inventories at the end of the year		
Finished Goods	806,655,332	662,921,650
Work in Process	480,910,393	431,275,966
Import Entitlements/Licenses in hand	-	28,009,582
TOTAL 'B'	1,287,565,725	1,122,207,198
Decrease/(Increase) in Stocks (A-B)	(165,358,527)	(77,249,079)
24. EMPLOYEE BENEFITS EXPENSES		
Salary, Wages and Bonus	381,123,851	315,757,529
Directors Remuneration	71,575,936	52,070,701
Contribution to Provident and other funds	30,040,570	26,214,215
Gratuity - contribution/provision	6,359,454	6,043,891
Workmen and Staff Welfare expenses	34,829,496	20,696,755
TOTAL	523,929,307	420,783,091
25. FINANCE COSTS		
Interest on		
- Term Loan	43,757,418	41,927,425
- Others	111,288,904	93,862,901
	155,046,322	135,790,326
Bank Charges	47,547,113	28,421,191
Exchange fluctuation to be regarded as interest cost	51,970,530	25,989,332
	254,563,965	190,200,849
Less: Interest capitalised	3,409,545	2,684,947
TOTAL	251,154,420	187,515,902


NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	2013-2014 (Rupees)	2012-2013 (Rupees)
25.1 Exchange fluctuation includes Rs. 53,73,504 (Rs.19,66,164) being amortisation of Foreign Currency Monetary Item Translation Difference Account in terms of provisions contained in AS-11(Revised).		
26. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of tangible assets	145,149,673	125,542,031
Less: recoupment from revaluation reserve	6,632,030	6,687,049
TOTAL	138,517,643	118,854,982
27. OTHER EXPENSES		
Manufacturing Expenses		
Consumable Stores	59,725,993	44,060,123
Production Charges	464,553,721	377,731,098
Job Work Charges	50,062,552	63,526,887
Power and Fuel	158,336,052	124,794,781
Effluent Treatment Expenses	5,688,012	4,641,175
Repairs and Maintenance		
- Building	8,113,543	8,757,658
- Machinery	33,732,162	33,281,635
	780,212,035	656,793,357
Selling and Distribution Expenses		
Freight, Handling and Other Sales and Distribution Expenses	270,739,232	207,140,018
Commission on Sale	241,400,338	132,162,208
Advertisement and Publicity	22,799,506	15,930,482
Bad Debts - Provision/write off	7,027,616	4,573,301
	541,966,692	359,806,009
Establishment Expenses		
Rent	11,911,579	12,368,165
Rates and Taxes	20,076,301	20,251,823
Insurance	21,611,716	16,778,559
Communication cost	17,658,971	17,778,699
Travelling and Conveyance	49,127,808	39,765,743
Vehicle Running and Maintenance	29,701,685	26,616,023
Repairs and Maintenance - Others	24,079,277	24,442,428
Printing and Stationery	9,247,004	9,047,062
Legal and Professional Charges	15,849,275	18,682,366
Auditor's Remuneration (refer Note No. 27.1)	2,168,662	1,983,857
Cost Audit fee	39,326	72,914
Miscellaneous Expenses	25,266,484	16,406,591
Research & Development Expenses	3,976,997	5,200,453
Charity and Donation	1,769,064	1,593,954
Loss on Sale of Fixed Assets	6,916,932	4,894,637
	239,401,081	215,883,274
TOTAL	1,561,579,808	1,232,482,640
27.1 Payment to auditor		
As Auditor:		
Audit Fees	1,848,952	1,717,275
Tax audit Fee	89,888	89,888
In other capacity:		
Taxation & other services	229,822	176,694
TOTAL	2,168,662	1,983,857



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	2013-2014 (Rupees)	2012-2013 (Rupees)
28. Earning per share (EPS)		
Profit for the year	370,752,553	223,109,988
Weighted average number of equity shares for the purpose of calculation of Basic and Diluted EPS	11,025,000	11,025,000
Nominal value of equity shares (Rupees)	10.00	10.00
EPS- Basic and diluted (Rupees per share)	33.63	20.24
29. Closing Inventory of Work-in-process		
Leather and Leather Products	424,140,480	370,757,231
Textile Products	55,314,913	60,518,735
Others	1,455,000	—
TOTAL	480,910,393	431,275,966
30. Closing Inventory of Finished Goods		
Leather and Leather Products	765,668,028	644,586,609
Textile Products	36,224,093	13,799,719
Others	4,763,211	4,535,322
TOTAL	806,655,332	662,921,650

31. Linea De Seguridad, Superhouse (UK) Ltd. and Briggs Industrial Footwear Ltd. in respect of certain assets is following the written down value (WDV) method of depreciation as against the straight line method is being followed by the parent company and other subsidiaries. The relevant figures are as under:

(Rupees in Lacs)

Description of Item	As per CFS of the group		As per the Balance Sheet of Superhouse (UK) Ltd. included in CFS		As per the Balance Sheet of Briggs Industrial Footwear Ltd. included in CFS		As per the Balance Sheet of Linea De Seguridad SLU, Spain included in CFS	
	as at 31.03.2014		as at 31.03.2014		as at 31.03.2014		as at 31.03.2014	
	Gross Block	Depreciation for the year	Gross Block	Depreciation for the year	Gross Block	Depreciation for the year	Gross Block	Depreciation for the year
Fixed Assets @ (including Revaluation)	30,359.91	1,385.18	278.81	7.61	182.67	25.20	2,606.12	35.01

@ Fixed assets excluding Equipments in respect of Briggs Industrial Footwear Ltd.

32. The group has given effect to AS 23 "Accounting for Investment in Associates in consolidated financial statements" on the basis of latest available financial statements of associates and Capital Reserve/Goodwill has been recognized accordingly.

33. Segment information as per AS-17 "SEGMENT REPORTING "

A) BUSINESS SEGMENTS : (Primary Segment) :

(Rupees)

Particulars	Leather & Leather Products		Textile Garments		Others		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Segment Revenue	6,498,746,276	5,109,459,807	959,558,678	691,728,990	71,516,582	74,984,591	7,529,821,536	5,876,173,388
Intra Segment Revenue	—	—	—	—	—	—	—	—
Total Revenue	6,498,746,276	5,109,459,807	959,558,678	691,728,990	71,516,582	74,984,591	7,529,821,536	5,876,173,388
Eliminations	—	—	—	—	—	—	—	—
Net Revenue	6,498,746,276	5,109,459,807	959,558,678	691,728,990	71,516,582	74,984,591	7,529,821,536	5,876,173,388
Profit Before Tax & Finance Cost	699,041,648	455,774,188	79,831,794	52,211,295	8,772,374	9,213,434	787,645,816	517,198,917
Finance Cost	(215,982,968)	(157,939,809)	(32,934,451)	(26,402,481)	(2,237,001)	(3,173,614)	(251,154,420)	(187,515,904)
Profit Before Tax	483,058,680	297,834,379	46,897,343	25,808,814	6,535,373	6,039,820	536,491,396	329,683,013
Segment Assets	5,197,053,551	4,410,577,958	654,166,549	574,921,064	32,716,701	28,855,268	5,883,936,801	5,014,354,290
Segment Liabilities	3,334,512,287	2,843,504,691	384,564,598	357,841,356	25,018,681	25,816,621	3,744,095,566	3,227,162,668
Capital Expenditure	150,199,053	438,968,062	36,023,829	47,752,377	271,465	587,417	186,494,347	487,307,856
Depreciation	123,088,032	104,223,050	14,954,533	14,176,190	475,078	455,742	138,517,643	118,854,982

The audited financial statements of subsidiary companies don't contain the segment wise reporting and therefor the turnover of these subsidiary companies have been merged with "Leather and Leather products".


NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014
B) GEOGRAPHICAL SEGMENTS (Secondary Segment) :
(Rupees)

Particulars	Within India		Outside India		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
External Revenue	1,102,591,874	977,520,851	6,427,229,662	4,898,652,537	7,529,821,536	5,876,173,388
Inter Segments	–	–	–	–	–	–
Total Revenue	1,102,591,874	977,520,851	6,427,229,662	4,898,652,537	7,529,821,536	5,876,173,388
Eliminations	–	–	–	–	–	–
Net Revenue	1,102,591,874	977,520,851	6,427,229,662	4,898,652,537	7,529,821,536	5,876,173,388
Segment Assets	5,396,774,703	4,639,347,747	487,162,098	375,006,543	5,883,936,801	5,014,354,290
Segment Liabilities	3,436,224,825	2,977,279,654	307,870,741	249,883,014	3,744,095,566	3,227,162,668
Capital Expenditure	178,473,103	271,426,329	8,021,244	215,881,527	186,494,347	487,307,856
Depreciation on Fixed Assets	130,508,704	113,327,007	8,008,939	5,527,975	138,517,643	118,854,982

34. The related party disclosure in accordance with AS 18 'Related Party Disclosures' issued by ICAI, is given below:

A. Relationship
i. Joint Ventures & Associates:
Proportion of voting power held by co.

As at 31.03.2014 As at 31.03.2013

Joint Venture: Nil
Associates:

a) Unnao Tanneries Pollution Control Company (A company registered under Section 25 of the Companies Act, 1956)	34.05%	34.05%
b) Steven Construction Ltd.	46.67%	46.67%
c) Amin International Ltd.	31.13%	31.13%
d) Knowledgehouse Ltd.	31.85%	31.85%

ii. Key Management Personnel (KMP) and Relatives:

- Mr. Mukhtarul Amin – Chairman and Managing Director
- Mr. Zafarul Amin – Jt. Managing Director (Son of Mr. Mukhtarul Amin)
- Mr. Vinay Sanan – Executive Director
- Mr. A.K. Agarwal – Director (Finance)
- Mr. Mohd. Shadab – Director
- Mrs. Shahina Mukhtar – Director (Wife of Mr. Mukhtarul Amin)
- Mr. R.K. Agrawal – Company Secretary
- Mr. Deepak Sanan & Mr Manu Sanan (Son of Mr. Vinay Sanan)
- Mr. Akbar Waris, Director of Subsidiary
- Mr. A. Davis, Director of Subsidiary
- Mr. G. Lomas, Director of Subsidiary

iii. Others: Enterprise over which KMP or relatives of KMP are able to exercise significance influence:

- M/s Prime International (a partnership firm)
- M/s Shoe House (a partnership firm)
- Chowdhary Overseas Ltd.
- Super Tannery Ltd.
- Rojus Enterprises Ltd.
- Modriba Hygiene Solutions Ltd.
- Superhouse Accessories Ltd.
- Creemos International Ltd.
- Rivera Trendz Pvt. Ltd.
- Super Shoes Ltd.
- Mayfair Leather Exports Ltd.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

- B.** The following transactions were carried out at arms length price with related parties in the ordinary course of business during the year: *(Rupees)*

Particulars	Associates		Others	
	2013-14	2012-13	2013-14	2012-13
Purchases of Materials/Finished Goods	14,534,072	7,764,207	279,492,754	190,419,845
Sale of Materials/Finished Goods	28,984,368	12,388,662	111,854,661	113,026,388
Purchase of Fixed Assets	433,946	Nil	Nil	1,270,006
Sale of Fixed Assets	Nil	Nil	17,850	10,900
Services rendered/other receipts	268,748	116,890	1,162,071	121,228
Services availed	5,051,519	3,035,088	21,793,815	14,564,864
Rent received	142,928	142,368	2,459,478	2,142,231
Interest received	1,216,295	889,440	726,246	984,678
Rent paid	Nil	Nil	480,000	480,000
Balances at the end of the year:				
Receivables	2,045,153	5,316,210	31,754,542	34,132,952
Loans and Advances	8,034,837	8,300,497	Nil	7,732,597
Payables (Trade payable & other liabilities)	518,045	4,078,042	15,130,064	28,070,226
Investments	34,179,800	34,179,800	6,500	6,500

Key Management Personnel and relatives :

(Rupees)

Particulars	2013-14	2012-13
Rent paid	1,775,278	1,380,000
Directors Remuneration	71,563,935	52,070,701
Salary, Wages and Bonus	3,371,068	3,432,148
Remuneration Payable (including Provisions)	32,374,845	20,028,575

- C.** No amount has been written off/back or provided as doubtful debts during the year in respect of related parties.

- D.** Disclosure in respect of material transactions with related parties included in B above:

(Rupees)

Particulars	2013-14	2012-13
Purchases of Materials/Finished Goods		
Amin International Ltd.	14,534,072	7,764,207
Modriba Hygiene Solutions Ltd.	18,551,917	13,410,708
Creemos International Ltd.	—	335,741
Superhouse Accessories Ltd.	32,716,964	27,928,960
Chowdhary Overseas Ltd.	42,506,179	75,574,669
Rojus Enterprises Ltd.	357,761	337,356
Rivera Trendz Pvt. Ltd.	95,386,676	19,267,598
Super Tannery Ltd.	37,960	2,180,978
Super Shoes Ltd.	89,935,297	51,383,835
Sale of Materials/Finished Goods		
Knowledgehouse Ltd.	—	745,673
Amin International Ltd.	28,984,368	11,642,989
Modriba Hygiene Solutions Ltd.	17,250	49,439
Creemos International Ltd.	1,058,836	—
Superhouse Accessories Ltd.	6,187,723	169,412
Chowdhary Overseas Ltd.	43,803,852	75,064,901
Rojus Enterprises Ltd.	20,450,329	5,895,826
Rivera Trendz Pvt. Ltd.	619,790	1,348,432
Super Tannery Ltd.	309,561	180,057
Super Shoes Ltd.	39,407,320	30,318,321
Purchase of Fixed Assets		
Amin International Ltd.	433,946	—
Creemos International Ltd.	—	291,293
Chowdhary Overseas Ltd.	—	919,033
Rojus Enterprises Ltd.	—	59,680

Particulars	2013-14	2012-13
Sale of Fixed Assets		
Chowdhary Overseas Ltd.	17,850	—
Rojus Enterprises Ltd.	—	10,900
Services rendered/other receipts		
Amin International Ltd.	268,748	116,890
Modriba Hygiene Solutions Ltd.	284,437	—
Creemos International Ltd.	—	105,988
Chowdhary Overseas Ltd.	822,542	—
Rojus Enterprises Ltd.	55,092	15,240
Services availed		
Unnao Tanneries Pollution Control Company	5,004,256	3,010,102
Amin International Ltd.	47,263	24,986
Modriba Hygiene Solutions Ltd.	1,278,761	2,037
Creemos International Ltd.	824,569	1,039,754
Superhouse Accessories Ltd.	18,156,044	11,178,643
Chowdhary Overseas Ltd.	1,432,534	1,933,210
Rojus Enterprises Ltd.	101,907	172,455
Super Tannery Ltd.	—	238,765
Rent paid		
Chowdhary Overseas Ltd.	480,000	480,000
Mr. Mukhtarul Amin	480,000	480,000
Mrs. Shahina Mukhtar	990,000	720,000
Mr. Deepak Sanan	305,278	180,000
Rent received		
Steven Construction Ltd.	6,740	6,180


NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014
(Rupees)

Particulars	2013-14	2012-13	Particulars	2013-14	2012-13
Knowledgehouse Ltd.	1,356	1,356	Chowdhary Overseas Ltd.	—	9,674,581
Amin International Ltd.	134,832	134,832	Rojus Enterprises Ltd.	—	—
Modriba Hygiene Solutions Ltd.	271,020	300,831	Rivera Trendz Pvt. Ltd.	8,134,349	4,290,790
Superhouse Accessories Ltd.	1,685,400	1,348,320	Super Tannery Ltd.	37,960	442,986
Chowdhary Overseas Ltd.	370,788	261,576	Super Shoes Ltd.	—	1,579
Rojus Enterprises Ltd.	132,270	231,504	Mr. Mukhtarul Amin	15,553,847	9,719,538
Interest received			Mrs. Shahina Mukhtar	7,744,207	4,549,923
Steven Construction Ltd.	1,216,295	889,440	Mr. Zafarul Amin	7,844,019	5,021,308
Superhouse Accessories Ltd.	452,835	665,745	Mr. Vinay Sanan	380,801	387,930
Rojus Enterprises Ltd.	273,411	318,933	Mr. A.K. Agarwal	76,510	87,449
Receivables			Mr. R.K. Agarwal	69,703	58,689
Steven Construction Ltd.	10,300	6,180	Mr. Deepak Sanan	142,662	—
Amin International Ltd.	2,034,853	5,310,030	Mr. Manu Sanan	150,000	150,000
Modriba Hygiene Solutions Ltd.	—	486,486	Mr. Akbar Waris	295,191	—
Creemos International Ltd.	1,058,836	429,679	Mr. Mohd. Shadab	117,905	53,738
Superhouse Accessories Ltd.	—	62,360	Remuneration		
M/s Shoe House	6,604,802	7,454,802	Mr. Mukhtarul Amin	21,155,072	12,995,716
Chowdhary Overseas Ltd.	3,785,601	11,579,020	Mrs. Shahina Mukhtar	9,858,596	5,774,846
Rojus Enterprises Ltd.	18,197,151	9,390,256	Mr. Zafarul Amin	11,001,098	6,481,462
Super Shoes Ltd.	608,152	4,730,349	Mr. Vinay Sanan	3,103,933	3,297,126
M/s Mayfair Leather Exports Limited	1,500,000	—	Mr. A.K. Agarwal	1,227,441	1,058,994
Payables (Trade payable & other liabilities)			Mr. Mohd. Shadab	1,262,396	900,503
Unnao Tanneries Pollution Control Company	518,045	899,160	Mr. Akbar Waris	3,413,855	3,337,922
Amin International Ltd.	—	3,178,882	Mr. A Davis	11,627,494	10,247,665
Modriba Hygiene Solutions Ltd.	4,501,102	2,792,940	Mr. G Lomas	8,914,050	7,976,467
Creemos International Ltd.	—	454,897	Mr. R.K. Agarwal	971,068	882,148
Superhouse Accessories Ltd.	2,456,653	10,412,453	Mr. Deepak Sanan	600,000	1,650,000
			Mr. Manu Sanan	1,800,000	900,000

35. Expenditure on Research and Development (Rupees)

Particulars	2013-14	2012-13
Capital Expenditure	597,800	NIL
Revenue Expenditure	3,976,997	5,200,453

36. Capital and other Commitments (Rupees)

	2013-14	2012-13
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	141,989,294	29,428,810
ii. Forward Exchange Contracts	328,219,813	355,090,142

37. Contingent liabilities (Rupees)

	2013-14	2012-13
Claim against the company not acknowledged as debt	3,769,874	4,322,094
Contingent Liabilities in respect of:		
i. Guarantees issued by the Bank	9,719,340	11,760,899
ii. Corporate Guarantee(s) to bank(s) against credit facilities extended to Wholly Owned Subsidiaries in U.K., UAE and Spain	348,384,293	301,240,242
iii. Letter of Credit opened and outstanding	324,410,665	206,672,425
iv. Duty on Export obligation pending	73,678,570	97,527,847
v. Electricity demand pending litigation	1,583,688	1,583,688

- vi. The detail of disputed dues (net of amounts paid) as per the clause ix(b) of Section 227 (4A) of the Companies Act, 1956



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014
(Rupees)

Forum where dispute is pending	Period to which Relates	2013-14	2012-13
Income Tax:			
CIT Appeals, Kanpur	A.Y. 2002-03	Nil	210,378
CIT Appeals, Kanpur	A.Y. 2008-09	Nil	7,726,990
CIT Appeals, Kanpur	A.Y. 2009-10	Nil	2,122,820
CIT Appeals, Kanpur	A.Y. 2010-11	939,370	939,370
ITAT Appeals, Allahabad.	A.Y. 2003-04	2,069,740	2,069,740
Entry Tax:			
Joint Commissioner of Trade Tax, Kanpur	2005-2006	586,500	586,500
UP Trade Tax and Central Sales Tax:			
Deputy Commissioner of Trade Tax, Kanpur	2008-2009	512,748	2,745,913
Joint Commissioner of Trade Tax, Kanpur	2001-2002	Nil	151,473
	2005-2006	28,000	28,000
	2007-2008	93,556	165,805
	2009-2010	59,830	59,830
	2010-2011	578,089	Nil

Above claims are likely to be decided in favour of the company, hence not provided for.

38. Disclosure in respect of Derivative Instruments:

a) Derivative instruments outstanding:

(Foreign Currency in Millions)

Forward Contracts		2013-14	2012-13
Against Exports	USD/INR	4.47	1.33
	EURO/INR	3.67	2.65
	GBP/INR	2.13	1.19

b) All the Derivative Instruments have been acquired for hedging purposes.

39. Previous Year Figures

Figures of the previous year have been regrouped/rearranged wherever required in order to make them comparable with those of current year. Figures have been rounded off to the nearest rupee.

As per our report of even date

For KAPOOR TANDON & CO.,
Chartered Accountants
Firm Reg. No. 000952C

RAJESH PARASRAMKA
Partner
M. No. 074192

Place : Kanpur
Date : 1st July, 2014

For and on behalf of the **BOARD OF DIRECTORS**

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

A.K. AGARWAL
Chief Financial Officer

R.K.AGRAWAL
Company Secretary



Allen[®]
Cooper
Leather Logics



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

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013]

To,
The Members of
Superhouse Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for the consent of the shareholders of the Company on the proposed resolutions stated hereunder by way of Postal Ballot.

1. To consider and if thought fit to pass with or without modification(s) the following resolution 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."

2. To consider and if thought fit to pass with or without modification(s) the following resolution 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."

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary



Superhouse Limited

NOTES:-

1. An Explanatory Statement pursuant to Section 102 (2) of the Companies Act, 2013 in respect of matters specified above is annexed hereto.
2. The Notice is being sent to all the members, whose names appear on the Registrar of Members and Record of Depositories as on Friday, the 1st August, 2014. The shareholders who have provided their e-mail Id shall receive the notice by e-mail and those who do not have their e-mail Id shall receive the notice along with Postal Ballot Form by post.
3. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer an e-voting facility, as an alternative, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable shareholders to cast their vote electronically instead of dispatching Postal Ballot Form. e-voting is optional.
4. The Scrutinizer will submit his report to Mr. Mukhtarul Amin, the Chairman and Managing Director of the Company after completion of the scrutiny of the Postal Ballot forms and e-voting process
5. The result of the Postal Ballot and e-voting process shall be announced by the Chairman on 24th September, 2014 at the Registered Office of the Company and the Resolutions will be taken as passed effectively on the date of the announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the shareholders has assented to the Resolutions. The result of Postal Ballot shall be declared by placing it along with the scrutinizers' report on the website of the Company and announced through a newspaper advertisement.
6. All documents referred to in accompanying Notice and Explanatory Statement 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 upto the date of declaration of results of Postal Ballot.

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1 AND 2

With the coming into force the Companies Act, 2013 the object clause of Memorandum requires alteration to make the same in consonance with Table-A of schedule I of the Companies Act, 2013. The company is entitled to commence all the business mentioned in clause III-C containing other objects of the company. As per provision of the new Companies Act, 2013 the other objects are not required to be mentioned in object clause of the Memorandum of Association.

Hence, all the objects mentioned in other objected clause are proposed to be inserted in the existing main object clause of Memorandum of Association of the company and to delete the existing other object clause contained in clause III.C of the Memorandum of Association of the Company.

Further, some other changes as mentioned in the resolution No.2 are being made in the Memorandum of Association of the Company to keep the memorandum in consonance with Table-A of Section-I of the Companies Act, 2013.

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary



Superhouse Limited

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email: share@superhouse.in url: http://www.superhouse.in

POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Company]

Serial No. :

1.	Name and address of the Shareholder(s) including Joint-holders, if any (IN BLOCK LETTERS)			
2.	DP ID No./Client ID No./Registered Folio No		No. of Equity Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the businesses stated in the Notice dated 1st August, 2014 of the Company by sending my/our assent or dissent to the said Resolutions by **placing (✓) mark** in the appropriate box below

Item No.	Description of the Resolution	Number of shares for which vote cast	I/We assent to the Resolution	I/We dissent to the
1.	Special Resolution under section 13 of the Companies Act, 2013 for alteration of object clause of Memorandum of Association of the Company.			
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 section-I of the Companies Act, 2013.			

Place :

Date :

#E-mail : #Tel. No.

Optional

NOTE : Kindly read the instructions printed overleaf before filling the form

(Signature of the Shareholder)

cut here- -----✂-----✂-----✂

EVOTING PARTICULARS FOR ANNUAL GENERAL MEETING AND POSTAL BALLOT ITEMS

PARTICULARS	EVEN No.	USER ID	PASSWORD/PIN
Even (E-voting even No.) for the purpose of Annual General Meeting			
Even (E-voting even No.) for the purpose of Postal Ballot			



INSTRUCTIONS FOR POSTAL BALLOT

1. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot form and send it to The Scrutinizer, Superhouse Limited, 150 Feet Road, Jajmau, Kanpur-208010. The envelope containing the postal Ballot should reach the Scrutinizer not later than the close of business hours on 19th September, 2014. If the ballots are received thereafter they shall be deemed to be not received.
2. The Company has appointed Mr. G K Banthia, Practicing Company Secretary as "Scrutinizer" and Mr. Rajesh Parasramka, Practicing Chartered Accountant as an "Alternate Scrutinizer" for conducting the entire postal ballot/e-voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form should be completed and signed by the Sole/ First named shareholder. In the absence of the first named shareholder in a joint holding, the Form may be completed and signed by the next named shareholder.
4. In case holders of power of attorney sign the postal ballot form, reference of power of attorney registration by the Company should be mentioned in the postal ballot form.
5. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent Postal Ballot Form bearing (✓) in both the column will render the form invalid.
6. Incomplete, unsigned/ not ticked or incorrectly filed Postal Ballot Forms are liable to be rejected by the Scrutinizer.
7. Kindly note that the Members can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot also and vice versa. However, in case member has voted both in physical as well as e-voting, then voting done through valid physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
8. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investors' page on the website of the Company www.superhouse.in. The Shareholders can also seek duplicate Postal Ballot Form from M/s Skyline Financial Services (P)Limited, D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. Notice of postal ballot shall also be available on the website of the Company (www.superhouse.in) and RTA (www.skylinert.com).

INSTRUCTIONS FOR E-VOTING

1. Please note the two E-voting Events have been created by NSDL, one for the items of Postal Ballot and another for the items of Annual General Meeting. The members may e-vote for both the events by using same user ID and Password. The procedure for e-voting shall be as under:-
 - a. In case of shareholders receiving e-mail from NSDL
 - (i) Open the e-mail and open the attached PDF file with your Client ID or Folio No. as password. The said pdf file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder-Login.
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Superhouse Limited for Postal Ballot or Annual General Meeting as the case may be.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail share@superhousegroup.com with a copy marked to evoting@nsdl.co.in
 - (xiii) The voting period for e-voting module for both the purposes i.e. Postal Ballot and Annual General Meeting ends at 6.00 PM on Friday, the 19th September, 2014. The e-voting module shall thereafter be disabled by NSDL.
 - b. In case of shareholders receiving Postal Ballot or E-voting Particulars for Annual General Meeting by Post:
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

PARTICULARS	EVEN NO.	USER ID	PASSWORD/PIN
Even (E-voting even No.) for the purpose of Annual General Meeting			
Even (E-voting even No.) for the purpose of Postal Ballot			
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast the vote.
2. 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 Downloads section of www.evoting.nsdl.com
3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password by casting your vote.
4. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 1st August, 2014.

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary


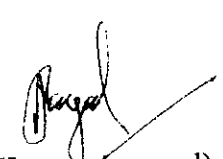
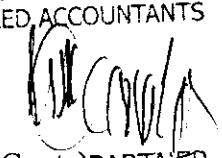



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email: share@superhouse.in url: http://www.superhouse.in

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges.

1.	Name of the Company:	SUPERHOUSE LIMITED
2.	Annual financial statements for the year ended.	31 st March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by-	
	<ul style="list-style-type: none">CEO/Managing Director	 (Mukhtiar Amin) Chairman and Managing Director
	<ul style="list-style-type: none">CFO	 (Anil Kumar Agarwal) Chief Financial Officer FOR KAPUR TANDON & CO. CHARTERED ACCOUNTANTS
	<ul style="list-style-type: none">Auditors of the company	 (R P Gupta) PARTNER Auditors
	<ul style="list-style-type: none">Audit Committee Chairman	 (Syed Javed Ali Hashmi) Chairman of Audit Committee