LEGACY OF EXCELLENCE

ANNUAL REPORT 2017-18

Superhouse Group Factories
- A Glimpse


















CHAIRMAN'S MESSAGE

Dear Fellow Shareholders,

It gives me great pleasure to share with you an update the overall performance of your company. Inspite of challenging year for Indian Exporting Industries, your company performed well and delivered another year of consistant, competitive and profitable performance. The company received best export award in Non-Leather Harness/Saddles/Bridles for the year 2016-17. The company also received the Brand Creation Award for its brand SILVER STREET.

Your company achieved turnover of Rs. 5294.10 million and export turnover of Rs. 4349.12 million during the year. The export turnover contributing 82.15% of the total turnover. The impressive share of exports is an indicator of the very good demand for the products of the company across the world.

Due to overall challenging condition of International Market, the margin of the company also slightly reduced during the year. We expect that your company will overcome the pressure on margin, shortly.

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

As a responsible Corporate Citizen your company serves the society in the domains of Education and Healthcare.

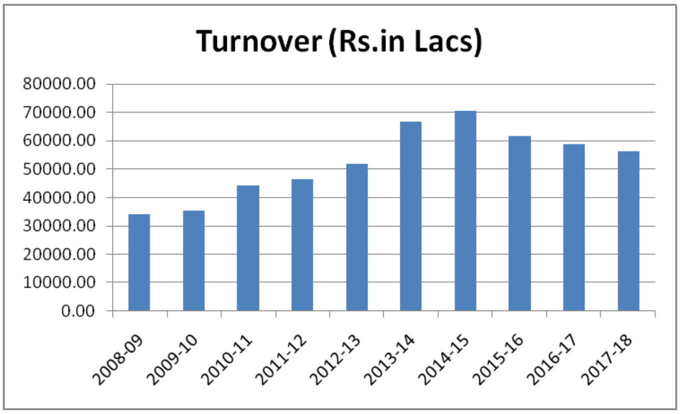
I would like to thank all our customers, suppliers and colleague in India and abroad for their wholehearted support and valued contribution during 2017-18. Further, we have much to look forward to as we strive to make our company even stronger and continue to focus on delivering to our customers.

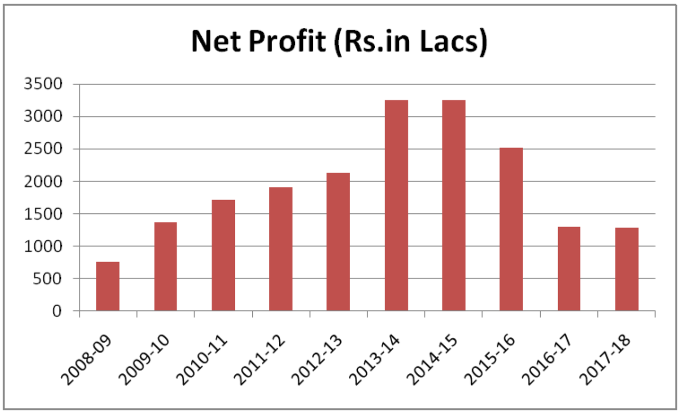
I am grateful to our independent directors who have given their contribution and shares their valuable experience and knowledge of the management to take the company forward. I also take this opportunity to express my gratitude to all our stakeholders, who have reposed a trust in us and extended their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

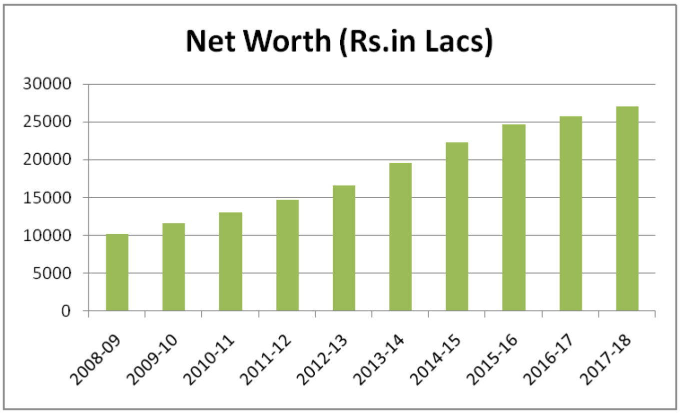
With best wishes

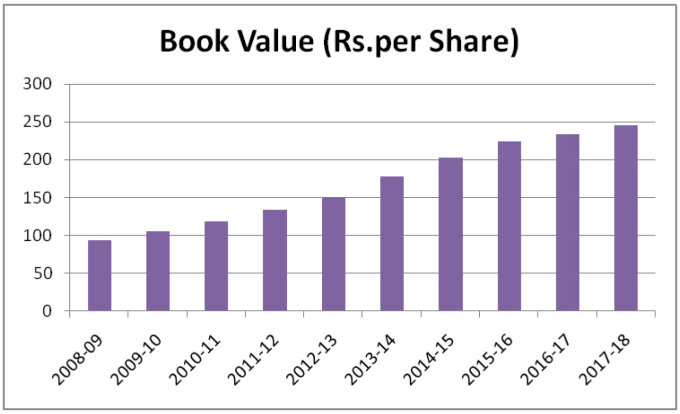
Mukhtarul Amin
Chairman and Managing Director

FINANCIAL HIGHLIGHTS









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AWARDS AND RECOGNITION

2016-17	Best Export Performance Award for Non-Leather Harness/ Saddles/Bridles
2016-17	Brand Creation Award for its Brand SILVER STREET
2015-16	Best Export Performance Award for Non-Leather Harness/ Saddles/Bridles
2014-15	Niryat Shree Award 2014-15, Presented by Hon'ble President of India Shree Pranab Mukharji
2014-15	Best Export Performance Award for Non Leather Harness/ Saddles/Bridles
2013-14	Overall Export Performance 2013-14 Presented by Council for Leather Exports.
2013-14	Best Export Performance 2013-14 for Non Leather Harness & Saddlery Category Presented by Council for Leather Exports.
2013-14	Best Export Performance 2013-14 for Leather Footwear Category above 200.00 Crores Presented by Council for Leather Exports.
2012-13	Overall Export Performance 2012-13 Presented by Council for Leather Exports.
2012-13	Best Export Performance 2012-13 for Non Leather Harness & Saddlery Presented by Council for Leather Exports.
2011-12	Best Overall Export Performance 2011-12 Gold Trophy presented by Council for Leather Exports.
2011-12	Best Export Performance 2011-12 for Non Leather Harness & Saddlery presented by Council for Leather Exports.
2011-12	Excellent Export Performance 2011-12 for Leather Footwear Silver Trophy Presented by Council for Leather Exports
2010-11	Best Overall Export Performance 2010-11 Gold Trophy presented by Council for Leather Exports.
2010-11	Best Export Performance 2010-11 for Non Leather Harness & Saddlery presented by Council for Leather Exports.
2010-11	Excellent Export Performance 2010-11 for Leather Footwear Silver Trophy Presented by Council for Leather Exports
2009-10	Niryat Shree Silver Trophy 2009-10 presented by Federation of Indian Export Organisations
2009-10	Best Overall Export Performance 2009-10 Gold Trophy presented by Council for Leather Exports.
2009-10	Best Export Performance 2009-10 for Leather Garments presented oy Council for Leather Exports.
2009-10	Best Export Performance 2009-10 for Non Leather Harness & Saddlery presented by Council for Leather Exports.
2009-10	Commendable Export Performance 2009-10 for Leather Goods presented by Council for Leather Exports.
2008-09	Commendable Export Performance 2008-09 Silver Trophy Presented by Council for Leather Exports
2008-09	Best Export Performance 2008-09 Non-Leather Saddlery & Harness. Presented by Council for Leather Exports.
2008-09	Commendable Export Performance 2008-09 for Finished Leather Presented by Council for Leather Exports
2008-09	Commendable Export Performance 2008-09 for Footwear Components Presented by Council for Leather Exports
2007-08	Commendable Export Performance 2007-08 Silver Trophy. Presented by Council for Leather Exports.
2007-08	Best Export Performance 2007-08 Non-Leather Saddlery & Harness. Presented by Council for Leather Exports.
2007-08	Trading House Certificate. Presented by Ministry of Commerce and Industry, Government of India.
2006-07	Best Overall Export Performance 2006-07 Gold Trophy Presented by Council for Leather Exports.
2006-07	Best Export Performance 2006-07 Non- Leather Saddlery & Harness 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.
2006-07	Certificate of Merit for Securing OHSAS 18001 Certification for Finished Leather, Shoes & Accessories Units.
2006-07	21st Century Miriennium 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.
2005-06	Best Overall Export Performance 2005-2006 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.
2003-04	Best Overall Export Performance 2003-04 Gold 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.
2002-03	2nd Prize Rajya Niryaat Puraskaar 2002-03 Presented by Niryaat Protsaahan Vibhag, Uttar Pradesh Govt.
2001-02	Best Export Performance in Finished Leather. Presented by Council for Leather Exports.
1998-99	Commendable Export Performance during 1998-99 in Overall Exports. Presented by Council for Leather Exports.
1997-98	Certificate of Merit for Commendable Performance during 1997-98. 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.
1996-97	Certificate of Merit for Commendable Performance during 1996-97 in Footwear Components. Presented by Council for Leather Exports.
1995-96	2nd Prize State Export Award. Presented by Uttar Pradesh Govt.
1995-96	Certificate of Merit for Commendable Performance during 1995-96 in 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.
1991-92	2nd Prize State Export Award. Presented by Uttar Pradesh Sarkar.
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.
1988-89	1st Prize state Export Award 1988-89 Presented by Uttar Pradesh Govt.

BOARD OF DIRECTORS

Managing Directors

Mr. Mukhtarul Amin	*Chairman and Managing Director*
Mr. Zafarul Amin	*Joint Managing Director*
Mr. Mohammad Shadab	*Dy. Managing Director*

Wholetime Directors

Mrs. Shahina Mukhtar	*Wholetime Director*
Mr. Vinay Sanan	*Executive Director*
Mr. Anil Kumar Agarwal	*Chief Financial Officer*

Independent Directors

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

Non-Independent Director

Mr. Yusuf Amin

COMPANY SECRETARY

Mr. R. K. AGRAWAL

BANKERS

Punjab National Bank
State Bank of India
Bank of Baroda

AUDITORS

Rajeev Prem & Associates
Chartered Accountants, Kanpur

REGISTERED OFFICE

150 Feet Road,
Jajmau, Kanpur-208010
Email: share@superhouse.in
Website: www.superhouse.in
Tel: 91-0512-2460185, 9935142048

DIRECTORS' REPORT

To

The Shareholders,
Superhouse Limited,
Kanpur.

The Board of Directors are pleased to present the Company's Thirty Eighth Annual Report and the Company's audited financial statements (standalone and consolidated) for the financial year ended March 31, 2018

Financial Results

The Company's financial performance for the year ended March 31, 2018 is summarised below:-

	STANDALONE		CONSOLIDATED	
	2017-18	**2016-17**	**2017-18**	**2016-17**
	₹ Lakhs	**₹ Lakhs**	**₹ Lakhs**	**₹ Lakhs**
Profit Before Tax	1953.94	1939.59	2485.92	1569.67
Less: Current Tax	582.39	577.31	644.41	573.92
Deferred Tax	82.10	60.70	78.36	158.54
Profit for the year	1289.45	1301.58	1763.15	837.21
Add: Other Comprehensive Income	8.89	(11.85)	8.89	(11.85)
Total Comprehensive Income for the year	1298.34	1289.73	1772.04	825.36
Less: Total Comprehensive Income attributable to Non Controlling Interest	-	-	-	-
Total Comprehensive Income attributable to owners of the Company	1298.34	1289.73	1772.04	825.36
Add: Balance in Profit and Loss Account (Adjusted)	12628.39	11737.70	14584.95	14210.34
Add: Transferred from Capital Reserve Account	-	-	-	-
Add: Transferred from Revaluation Reserve	-	-	-	-
Add: Transferred from Share in Reserve of Associates			190.35	155.88
Add: Transferred from Share Based Payments Reserve	-	-	-	-
Less: On account of Amalgamation / Divestment of Stake	-	-	-	-
Sub-Total	**12628.39**	11737.70	**14775.30**	14366.22
Less: Appropriation	-	-	-	-
Transferred to Statutory Reserve	-	-	-	-
Transferred to General Reserve		200.00	0	200.00
Transferred to Capital Redemption Reserve				
Transferred to Debenture Redemption Reserve				
Dividend on Equity Shares	110.25	165.38	150.12	165.38
Tax on Dividend	24.44	33.66	30.55	33.66
Closing Balance (including Other Comprehensive Income)	**13794.04**	12628.39	**16366.67**	14792.54

Dividend and Reserves:-

Your Directors are pleased to recommend a final dividend of Rs. 1.00 per equity share (previous year Rs.1.00 per equity share) on the equity share capital of the company for the financial year ended 31st March, 2018. The cash outflow on account of dividend on equity capital will be Rs.132.69 lacs (previous year Rs. 199.04 lacs) including dividend distribution tax of Rs. 22.44 lacs (previous year Rs.33.66 lacs). During the year under review, your company transferred a sum of Rs Nil to General Reserve (Previous year Rs 2.00 crores).

Financial Performance:-

The company has achieved the sales and other Income of Rs 576.21 crores against Rs. 595.83 crores reported last year. The Profit before tax was Rs 19.54 crores and profit after tax was Rs. 12.89 crores during the year under review as compared to Rs. 19.40 crores and Rs.13.02 crores, respectively, during previous year. Earnings per share marginally decreased from Rs 11.81 per share during the previous year to Rs. 11.70 per share during the year under review.

Export Awards:-

The company received Best Export Award in Non-Leather Harness/Saddles/Bridles for 2016-17. The company also received the Brand Creation Award for its brand SILVER STREET.

Credit Rating :-

During the year under review, the Company has sustained the Credit Rating "ICRA BB+" assigned by ICRA, to its Long Term Bank facilities. Further, the Rating of "ICRA A2" assigned to the Short Term Bank facilities of your Company has also been reaffirmed.

Material changes affecting the company:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this Report. There has been no change in the nature of business of the Company.

Subsidiary Companies, Joint Venture and Associate Companies:-

The company is having seven 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.U. Spain, M/s Superhouse Gmbh, Germany and LA Compagnie Francaise De Protection SARL and five Associates namely M/s Unnao Tanneries Pollution Control Company, M/s Steven Construction Limited, M/s Amin International Limited, M/s Knowldgehouse Limited and M/s Creemos International Limited. There is no joint venture of the company. During the year, no company becomes or ceased to be company's subsidiaries, joint venture or Associates Company, except LA Compagine Francaise DE Protection SARL become subsidiary of the company during the year.

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 Financial Statements, including Consolidated Financial Statement and separate Financial Statement in respect of each of its subsidiaries have also been placed on the website of the company. A statement containing salient features of the Financial Statement of subsidiaries/associates companies is farming part of the Annual Financial Statement.

The policy for determining material subsidiaries as approved may be accessed on the Company's website at the link:http://superhouse.in/pdf/Policy-for-determining-Material-Subsidiary.pdf.

Consolidated Financial Statement:-

In accordance with the provisions of the Companies Act, 2013 ("the Act") and Ind AS 110 - Consolidated Financial Statements read with Ind AS 28 - investments in Associates, the audited consolidated financial statement are provided in the Annual Report.

Secretarial Standards :-

The Directors state that applicable Secretarial Standards, i.e. SS-1, SS-2 and SS-3 relating to 'Meetings of the Board of Directors', 'General Meetings' and `Dividend', respectively, have been duly followed by the Company.

Directors' Responsibility Statement:-

Your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors 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 March 31, 2018 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Management Discussion and Analysis:-

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V to the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is presented in a separate section, forming part of the Annual Report.

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.

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

Internal Financial Controls:-

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Corporate Social Responsibility:-

The Corporate Social Responsibility Committee comprises Mr. Mukhtarul Amin, Chairman, Mr. Anil Kumar Agarwal, Mr. Syed Javed Ali Hashmi and Mr. Dilip Kumar Dheer as other members. The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The Corporate Social Responsibility Policy may be accessed on the Company's website at the link:**http://superhouse.in/pdf/CSR-Policy.pdf** .

To attain its Corporate Social Responsibility (CSR) objectives in a professional and integrated manner the company has identified the promotion of Education Healthcare and Environment Sustainability as its focus areas.

In Education, the endeavors of the company are to spark the desire of learning and knowledge at every stage through quality primary education, formal schools, facility for preparation of higher education and development of sports skills. The proper arrangements have been made for free education of the financially weaker section of the society. The company is also assisting in skill development by providing on the job and vocational training.

In Healthcare, the endeavors of the company are to eradicate hunger, poverty and malnutrition and promoting Healthcare including preventive Health-care.

In Environmental Sustainability, the endeavors of the company are:- 1. To ensure environmental sustainability by adopting best ecological practices and encouraging conservation/judicious use of water and other natural re-sources. 2. To use environment friendly and safe process in production. 3. To create a positive fast print within the society by creating inclusive and enabling infrastructure/environment for livable communities. 4. To run primary and secondary treatment plants for the disposal of effluent waste.

During the year, the Company has made the provision of Rs. 76.15 lacs (around 2% of the average net profit of last three financial years) for CSR expenditure. However, the actual expenditure of Rs. 24.50 lacs incurred during the year under review. Reason for not spending 2% of the average net profit of the last three financial years, are given in Annexure-I to this report.

Directors and Key Managerial Personnel:-

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Vinay Sanan and Mr. Anil Kumar Agarwal, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible they offered themselves for re-appointment. No other key managerial personnel was appointed or resigned during the year.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Listing Regulations.

The details of programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities with the Company, the nature of the industry in which the Company operates, the business model of the Company and related matters are also put up on the website of the Company at the link: http://superhouse.in/pdf/Familiarisation-Programme.pdf

The following policies of the Company are attached herewith, marked as Annexure II and Annexure III.

a) Policy for selection of Directors and determining Directors independence; and

b) Remuneration Policy for Directors, Key Managerial personnel and other employees.

Performance Evaluation:-

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, which includes criteria for performance evaluation of the non-executive directors and executive directors. The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

Contracts and Arrangements with Related Parties:-

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link **http://superhouse.in/pdf/Policy-on-Materiality.pdf**.

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

Your Directors draw attention of the members to Note 48 to the financial statement which sets out related party disclosures.

Meetings of the Board:-

Five meetings of the Board of Directors were held during the year. The details of the meeting are given in the Corporate Governance Report.

Risk Management:-

The details about the development and implementation of risk management policy of the company, including elements of risk are given in *the Corporate Governance Report.*

Vigil Mechanism:-

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee. The vigil mechanism and whistle blower policy may be accessed on the Company's website at the link:http://superhouse.in/pdf/Vigil-Mechanis-and-Whistle-Blower-Policy.pdf

Particulars of Loans given, Investments made, Guarantees given and Securities provided:-

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the Standalone Financial Statement.

Extract of Annual Return:-

Extract of Annual Return of the Company is annexed herewith as Annexure IV to this Report.

Particulars of Employees and Related Disclosures:-

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees as required in the said rules are provided in the Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report.

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. The company is using electricity and generators as sources of energy. 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 the 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 caters to the fashion needs of the customers while meeting the ever changing market requirements.

The company has incurred revenue expenditure of Rs. 42.02 lacs which are 0.07% of total turnover for the Research and Development Activities during the year as compared to Rs. 60.74 lacs which were 0.10% 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. The company earned Foreign Exchange of Rs 43535.43 lacs during the year in comparison to previous year of Rs. 45288.16 lacs. During the year, the total Foreign Exchange outage was Rs. 6147.01 lacs as compared to Rs. 8267.96 lacs during the preceding financial year.

Statutory Auditors:-

M/s. Rajeev Prem and Associates, Chartered Accountants were appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September, 29, 2017. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Auditor:-

The Board has appointed Mr. Gautam Kumar Banthia, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith, marked as Annexure V to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Audit Committee:-

The Audit Committee Comprises Independent Directors, namely Mr. Dilip Kumar Dheer, Chairman Mr. Anil Kumar Agarwal, Mr. Syed Javed Ali Hashmi and Mr. Kamal Agarwal as other members. All the recommendations made by the Audit Committee were accepted by the Board.

General:-

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries, except Mr. Mukhtarul Amin, Chairman and Managing Director of the company received remuneration/commission of Rs. 10.22 lacs from M/s Briggs Industrial Footwear Limited, U. K., subsidiary of the company during the year (previous year Nil).
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
7. No fraud was reported by the auditors under sub-section (12) of Section 143.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Acknowledgement:-

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, 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 executives, staff and workers.

For and on behalf of the Board

Place : KANPUR
Date : 9th July, 2018

MUKHTARUL AMIN
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

Macroeconomic Overview.

During 2017-18, the government's efforts to make business and commerce easy have been widely acknowledged. Major reforms were undertaken over the past year. The transformational Goods and Services Tax (GST) was launched at the stroke of midnight on July 1, 2017. There has been a fifty percent increase in the number of indirect taxpayers; and a large increase in voluntary registrations, especially by small enterprises that buy from large enterprises and want to avail themselves of input tax credits. And the long-festering Twin Balance Sheet (TBS) problem was decisively addressed by sending the major stressed companies for resolution under the new Indian Bankruptcy Code and implementing a major recapitalization package to strengthen the public sector banks. During the previous year further liberalization of FDI also done and these steps further strengthened the momentum of reforms.

On the export front, after remaining in negative territory for a couple of years, growth of exports rebounded into positive one during 2016-17 and strengthened further in 2017-18. During 2017-18 the overall export of the country increased by 9.98 % in USD terms. There was an augmentation in the spot levels of foreign exchange reserves to close to US$ 424 billion, as on 30th March, 2018. The export of Leather Industries was marginally increased by 1.34% during the year, in USD terms. The Footwear Components and Saddlery and Harness shown the major growth 11.75% and 9.02% respectively and Non-Leather Footwear shown major reduction of 12.63% during the year 2017-18 in USD terms.

The major markets for Indian Leather & Leather Products are U S A with the share of 14.76 %, GERMANY 11.92%, U K 10.74%, ITALY 6.78 %, FRANCE 5.69%, SPAIN 4.90%, HONG KONG 4.32%, NETHERLAND 3.43 %, CHINA 2.97%, UAE 2.81%, POLAND 2.52 %, BELGIUM 2%, VIETNAM 1.82%, AUSTRALIA 1.59% and JAPAN 1.24%. These 15 countries together accounts for nearly 77.49% of India's total leather & leather products export.

Export of leather & leather products to major markets like POLAND, NETHERLAND, FRANCE, VIETNAM, JAPAN, AUSTRALIA, BELGIUM, GERMANY, ITALY AND U K shown positive growth and CHINA, U S A, SPAIN, HONG KONG and U A E shown negative growth during 2017-18.

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. With total annual Export of over US$ 303.38 billion, the export of leather and leather products increased manifold over the past decades and touched US$ 5.74 billion during 2017-18.

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 2.50 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 export data, the export of leather and leather products for the year 2017-18 stands at US$ 5741.81 million against the export of US$ 5665.91 million during the previous period, registering a growth of 1.34%.

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.

However, with such good opportunities, there are certain threats like entry of multinationals in domestic market, International price fluctuation, Stringent Pollution norm like zero liquid discharging policy of the government, fast charging fashion trends and reduction of Government incentive.

Segment-wise Performance :-

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

<u>Segments Turnover</u>

a-Leather and Leather Products	Rs. 473.94 Crores (previous year Rs. 489.56 Crores)
b-Textile Garments	Rs. 102.27 Crores (previous year Rs. 106.28 Crores)

Domestic Sales :

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

Outlook :-

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. The Company products are well accepted in overseas and indigenous market, now the company is focusing to expand geographic presence to new countries and deeper penetration in existing market through aggressive marketing and distribution. The Company is making efforts to penetrate into new area of Sports Shoes market. The company is using E-commerce platform to expand its marketing activities in indigenous market.

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, 2013 and Generally Accepted Accounting Principles in India. The company has achieved the sales and other income of Rs.576.21 crores during the year against Rs. 595.83 crores reported last year. The profit after tax was Rs.12.89 crores during the year as compared to Rs. 13.01 crores reported during the previous year. The nett block of the company as at 31.03.2018 was Rs. 220.61 crores against Rs. 211.01 crores as at 31.03.2017. The net current assets as at 31.03.2018 were Rs.74.82 crores as against Rs. 54.16 crores as at 31.03.2017. The detailed information on financial performance is given in the attached annual financial statements. The summarized financial performance during the year is as under :-

Financial of the Company :-

Rs.in lacs)

	2017-18	2016-17
Sales	56369.90	58911.34
Other Income	1251.67	672.00
PBT	1953.94	1939.59
PAT	1289.45	1301.58
Share Capital	1141.98	1141.98
Other Equity	25927.85	24607.40
Net Worth	27069.83	25749.38
Earnings per share	11.70	11.81

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 1712 permanent employees with the company as on 31st March, 2018.

ANNEXURE I TO DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2017-18

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs.	Refer Corporate Social Responsibility Section of the Board Report
2.	The Composition of the CSR Committee.	Refer Corporate Governance Report
3.	Average net profit of the company for last three financial years	380654805
4.	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	7613096
5.	Details of CSR spent during the financial year.	
	(a) Total amount spent for the financial year	2449844
	(b) Amount unspent, if any	-
	(c) Reason for not spending 2% of the average net profit of the last three financial years: Superhouse Limited considers social responsibility as an integral part of its business activities and endeavors to utilize a llocable CSR budget for the benefit of society. The CSR initiatives are on the focus areas approved by the Board benefitting the community. However, the company has just embarked on the journey of ascertained CSR programs. For this reason, during the year, the Company's spend on the CSR activities has been less than the limi ts prescribed under Companies Act, 2013. The CSR activities are scalable with few new initiatives that may be considered in future and moving forward the Company will endeaovour to spend the complete amount on CSR activities in accordance with the statutory requirements.	
	(d) Manner in which the amount spent during the financial year is detailed below :-	

Sr. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs		Amount outlay (budget) project or programs wise	Amount spent on the projects or programs		Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
			Local area or other	Specify the State and district where projects		Direct expenditure on projects or programs	Overheads		
1.	Chowdhary Ehsan Kareem Hospital	Hospital	Jajmau Road, Jajmau, Kanpur	Kanpur-208010(U.P)	157874	157874	-	157874	Direct
2.	Council for Footwear Leather and Accessories	Education	Delhi	Delhi	500000	500000	-	500000	Direct
3.	Food for All	Food for Poor Children	3rd Floor, 150 VIP Road, Jajmau, Kanpur	Kanpur-208010 (U.P)	56000	-	-	56000	Aminsons Welfare Trust
4.	Sardar Timber Company	Sports	Gumti No. 5 Kanpur	Kanpur-208012(U.P)	450970	450970	-	450970	Direct
5.	Prince Aly Khan Hospital	Hospital	Mumbai	Mumbai	175000	175000	-	175000	Direct
6.	Jamea Haidayat trust	Education	Jaipur	Jaipur	1100000	1100000	-	1100000	Direct
7.	Dr. M S Baweja	Hospital	Kanpur	Kanpur	10000	10000	-	10000	Direct

Sd-
Anil Kumar Agarwal
Director Finance/CFO

Sd-
Mukhtarul Amin
Chairman,CSR Committee

ANNEXURE II TO DIRECTORS' REPORT

Policy for Selection of Directors and determining Directors' independence

1. **Introduction:**

1.1 Superhouse Limited believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, we ensure constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2 The company recognizes the importance of Independent Directors in achieving the effectiveness of the Board. The company aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

2. **Scope and Exclusion:**

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

3. **Terms and References:**

In this Policy, the following terms shall have the following meanings:

3.1 **"Director"** means a director appointed to the Board of a company.

3.2 **"Nomination and Remuneration Committee"** means the committee constituted by company's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations

3.3 **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations.

4. **Policy:**

4.1 Qualifications and criteria:

4.1.1 Nomination and Remuneration (NR) Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

4.1.2 In evaluating the suitability of individual Board members, the NR Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

4.1.3 The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Listing Regulations and other relevant laws.

4.1.4 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2 **Criteria of Independence:**

4.2.1 The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2.2 The criteria of independence, as laid down in Companies Act, 2013 and Listing Regulations, are as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director-

a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;

(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

e. who, neither himself nor any of his relatives.

i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;

iii. holds together with his relatives two per cent or more of the total voting power of the company; or

iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

v. is a material supplier, service provider or customer or a lesser or lessee of the company.

f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.

g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.

h. who is not less than 21 years of age.

4.2.3 Independent Directors shall abide by the “Code for Independent Directors” as specified in Schedule IV to the Companies Act, 2013.

4.3 **Other directorships / committee memberships:**

4.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

4.3.3 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company

4.3.4 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.

4.3.5 For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

ANNEXURE III TO DIRECTORS’ REPORT

Remuneration Policy for Directors, Key Managerial Personnel and other employees

1. Introduction:

1.1 Superhouse Limited recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.

1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.

1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 **“Director”** means a director appointed to the Board of the Company

3.2 **“Key Managerial Personnel”** means

(i) the Chief Executive Officer or the managing director or the manager;

(ii) the Company Secretary;

(iii) the Whole-Time Director;

(iv) the Chief Financial Officer; and

(v) such other officer as may be prescribed under the Companies Act, 2013

3.3 **“Nomination and Remuneration Committee”** means the committee constituted by the company's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations.

4. Policy:

4.1 Remuneration to Executive Directors and Key Managerial Personnel:

4.1.1 The Board, on the recommendation of the Nomination and Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel may include the following components:

i. Basic Pay

ii. Perquisites and Allowances

iii. Stock Options, if any

iv. Commission (Applicable in case of Executive Director)

v. Retiral Benefits

4.1.4 The Annual Plan and Objectives for Executive Directors and Senior Executives (Executive Committee) shall be reviewed by the NR Committee.

4.2 Remuneration to Non-Executive Directors:

4.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non- Executive Directors of the Company within the overall limits approved by the shareholders.

4.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

4.3 Remuneration to other employees:

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

ANNEXURE IV TO DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule12(1) of the Companies (Management and Administration) Rules, 2014]

I.	**REGISTRATION AND OTHER DETAILS**:	
i)	CIN	L24231UP1980PLC004910
ii)	Registration Date	14th January, 1980
iii)	Name of the Company	SUPERHOUSE LIMITED
iv)	Category/Sub-Category of the Company	Public Limited/Limited by shares
v)	Address of the Registered office and contact details	150 Feet Road, Jajmau, Kanpur-208010 Tel: (0512) 2460185, 9935142048 Email: share@superhouse.in
vi)	Whether listed Company Yes/No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent,if any	Skyline Financial Services (P) Limited D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi-110020 Tel: (011) 64732681-88,26812682-83, Fax: (011)26812682.
II.	**PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**	
	All the business activities contributing 10 % or more of the total turnover of the company.	As per Attachment`A'
III	**PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**	As per Attachment`B'
IV	**SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**	
i)	Category wise Shareholding	As per Attachment`C'
ii)	Shareholding of Promoters	As per Attachment `D'
iii)	Change in Promoter's Shareholding	There is No change in shareholding of promoters
iv)	Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment `E'
v)	Shareholding of Directors and Key Managerial Personnel	As per Attachment `F'
V	**INDEBTEDNESS**	
	Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment `G'
VI	**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**	
A	Remuneration to Managing Director, Whole-time Directors and/or Manager:	As per Attachment`H'
B.	Remuneration to other directors	As per Attachment ` I'
C	Remuneration to Key Managerial Personnel other than MD/ MANAGER/WTD	As per Attachment`J'
VII	**PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**	NIL

ATTACHMENT 'A'

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

SL. NO.	Name and Description of main products/services	NIC Code of the Product/Service	% to Total Turnover of the Company
1	Leather Footwear	6402	49.69%
2	Finished Leather	4107	27.06%
3	Leather Shoe Upper	6406	0.47%
4	Other Leather Products	4202	4.42%
5	Textile Products	6105	17.82%
6	Others	8419	0.54%

Briggs Industrial Footwear Limited, Edwin House, Cornwall Road,
South Wigston, Leicester, LE18 4YU

ATTACHMENT 'B'

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	%age of Shares held	Applicable Section
1	Superhouse (U.K.) Limited Himalaya House, 430, Thurmaston, Boulavard, Thurmston, Leicester, LE4, 9LE	3520781	Subsidiary	100%	2(87) (ii)
2	Superhouse (USA) International Inc. PO Box 114, Breinigsville, PA18031 USA	3688159	Subsidiary	100%	2(87) (ii)
3	Superhouse Middle East FZC PO Box No. 20376, Warehouse No. A -1,16 Gate No.3, Ajman Free Zone, Ajman UAE	265	Subsidiary	100%	2(87) (ii)
4	Briggs Industrial Footwear Limited, Himalaya House, 430, Thurmaston, Boulavard, Thurmston, Leicester, LE4, 9LE	00391587	Subsidiary	100%	2(87) (ii)
5	Linea De Seguridad SLU Spain C/ Raposal, 87, Arnedo (La Rioja) 26580 Spain.	B26185041	Subsidiary	100%	2(87) (ii)
6	Superhuose GmbH Am Buchenbaum 40-42, 470 51, Duisburg	HRB68261	Subsidiary	100%	2(87) (ii)
7	LA Compagine Francaise D Protectio SARL Headquarters: Zone Industrielle de Sumène, 07270 Lamastre	4649Z	Subsidiary	100%	2(87) (ii)
8	Steven Construction Limited 219/ 3 & 4 `L' Block, Naveen Nagar, Kakadeo, Kanpur -208025	U51109UP1985PLC007002	Associate	46.67%	2 (6)
9	Unnao Tanneries Pollution Control Company 150 Feet Road, Jajmau, Kanpur-208010	U90002UP1991NPL013823	Associate	34.05%	2 (6)
10	*Knowledgehouse Limited* 150 Feet Road, Jajmau, Kanpur-208010	U80904UP2009PLC038784	Associate	31.85%	2 (6)
11	Amin International Limited 150 Feet Road, Jajmau, Kanpur-208010	U15494UP1995PLC017879	Associate	31.13%	2 (6)
12	Creemos International Limited 219/ 3 & 4 `L' Block, Naveen Nagar, Kakadeo, Kanpur -208025	U29219UP2004PLC029284	Associate	48.63%	2 (6)

ATTACHMENT 'C'

SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year at 01.04.2017				No. of shares held at the end of the year at 31.03.2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters.									
(1) Indian									
a) Individual/HUF	2369508	0	2369508	21.49	2369508	0	2369508	21.49	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	3681366	0	3681366	33.39	3681366	0	3681366	33.39	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1) :-	**6050874**	**0**	**6050874**	**54.88**	**6050874**	**0**	**6050874**	**54.88**	**0**
(2) Foreign									
a) NRIs-Individual	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FII	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2) :-	0	0	0	0	0	0	0	0	0
Total shareholding of p romoters **A=(A)(1)+(A)(2)**	**6050874**	**0**	**6050874**	**54.88**	**6050874**	**0**	**6050874**	**54.88**	**0**

Category of Shareholders	No. of Shares held at the beginning of the yearat 01.04.2017				No. of shares held at the end of the yearat 31.03.2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B.Public Shareholding									
1. Institutions									
a) Mutual Funds	0	3587	3587	0.03	0	0	0	0.03	-0.03
b) Banks/FII	50	3475	3525	0.03	54012	1100	55112	0.50	0.47
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Other (Specify)	0	0	0	0	0	0	0	0	0
Sub Total (B) (1)	**50**	**7062**	**7112**	**0.06**	**54012**	**1100**	**55112**	**0.50**	**0.44**
2. Non-Institutions									
a) Bodies Corp.	311202	12383	323585	2.94	222755	6988	229743	2.08	- 0.86
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	1848907	1862322	3711229	33.66	1958872	1298865	3257737	29.55	-4.11
ii) Individual shareholders holding nominal share capital in excess upto Rs. 2 lakhs	671073	0	671073	6.09	341063	0	341063	3.09	-3.00
c) Others(Specify)	255644	5483	261127	2.37	1089066	1405	1090471	9.90	7.53
Sub total (B) (2)	**3086826**	**1880188**	**4967014**	**45.06**	**3611756**	**1307258**	**4919014**	**44.62**	**-0.44**
Total Public Shareholding (B)=(B) (1)+(B) (2)	3086876	1887250	4974126	45.12	3665768	1308358	4974126	45.12	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0		0
Grand Total (A+B+C)	**9137750**	**1887250**	**11025000**	**100**	**9716642**	**1308358**	**11025000**	**100**	**0**

ATTACHMENT 'D'

SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year at 01.04.2017			Shareholding at the end of the year 31.03.2018			% of change in Share holding during the year.
		No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Mr. Mukhtarul Amin	1324487	12.01	0	1324487	12.01	0	0
2	Mrs. Shahina Mukhtar	505560	4.58	0	505560	4.58	0	0
3	Mr. Zafarul Amin	181988	1.65	0	181988	1.65	0	0
4	Mrs. Nausheen Shadab	169441	1.54	0	169441	1.54	0	0
5	Mrs. Shada Fatima	41282	0.37	0	41282	0.37	0	0
6	Mr. Mohd. Shadab	14400	0.13	0	14400	0.13	0	0
7	Mr. Yusuf Amin	132350	1.20	0	132350	1.20	0	0
8	M/s Amin International Ltd	465054	4.22	0	465054	4.22	0	0
9	M/s Superhouse Accessories Ltd	550000	4.99	0	550000	4.99	0	0
10	M/s Modriba Hygiene Solutions Ltd	550000	4.99	0	550000	4.99	0	0
11	M/s Steven Construction Ltd	1315119	11.93	0	1315119	11.93	0	0
12	M/s Rojus Enterprises Ltd	275300	2.50	0	275300	2.50	0	0
13	M/s Chowdhary Overseas Ltd	525893	4.77	0	525893	4.77	0	0
	Total	**6050874**	**54.88**	**0**	**6050874**	**54.88**	**0**	**0**

ATTACHMENT 'E'

SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

iii) Detail of Top 10 Shareholders as on 31-03-18 transacted during the period of 01-04-17 to 31-03-18 (Other than Promoters)

S. No	Folio No / Client ID No.	Name	Shareholding: No of Shares at the Beginning (01-04-16) /end of the Year (31-03-17)	Shareholding: % of total shares of the Company	Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-18): No of Shares at the Beginning (01/04/17) /end of the Year (31/03/18)	Cumulative Shareholding during the year (01-04-17 to 31-03-18): % of total shares of the Company
1	1204860000009031	Mamta Mishra	25786	0.23			Nil	0	0
			25786						
2	1207650000000621	Kishore Kumar Jaykumar	40580	0.37			Nil	0	0
			40580						
3	1302340000480033	Abhay Mal Lodha	36000	0.33	02-06-17	-36000	Sale	0	**0**
			0						
4	IN30009510001550	Dr. Sanjeev Arora	90900	0.82	30-03-18	-6000	Sale	84900	0.77
			84900						
5	IN30045010599444	Mahendra Girdharilal	22559	0.20			Nil		
			22559						
6	IN30072410153429	Rajasthan Global Securities Pvt. Ltd	58724	0.53	20-10-17	-3033	Sale	55691	0.51
					31-10-17	-10000	Sale	45691	0.41
					17-11-17	-6242	Sale	39449	0.36
					08-12-17	-27173	Sale	12276	0.11
					29-12-17	-8904	Sale	3372	0.03
					12-01-18	-3372	Sale	0	0.00
			0						
7	IN30075710393376	Shashi Rani Gupta	24217	0.22	-	-	Nil	0	0
			24217						
8	IN30114210760168	Satish Kumar	160207	1.45	28-04-17	-3472	Sale	156735	1.42
					05-05-17	-2000	Sale	154735	1.40
					02-06-17	-14555	Sale	140180	1.27
					09-06-17	-3641	Sale	136539	1.24
					23-06-17	-2229	Sale	134310	1.22
					07-07-17	-5649	Sale	128661	1.17
					28-07-17	-23316	Sale	105345	0.96
					11-08-17	-12564	Sale	92781	0.84
					14-09-17	-37000	Sale	55781	0.51
					22-09-17	-51495	Sale	4286	0.04
					13-10-17	-4286	Sale	0	0
			0						
9	IN30131320493031	Subramanian P	37500	0.34	-	0	Nil	0	0
			37500						
10	IN30154917938920	Jatinder Kaur	25000	0.23	-	0	Nil	0	0
			25000	0.23					

ATTACHMENT 'F'

SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(iv) Share Holding of Directors and Key Managerial Personnel :-

Sl.No	Name	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reasons	Cumulative Shareholding During the year (01-04.17 to 31.03.18)	
		No. of share at the beginning (01.04.16)/end of the year (31.3.17)	% of total shares of the company				No. of at the beginning (01.04.17)/end of the year (31.3.18)	% of total shares of the company
1	Mr. Mukhtarul Amin	1324487	12.01		0	There is no change	1324487	12.01
2	Mrs. Shahina Mukhtar	505560	4.58		0	There is no change	505560	4.58
3	Mr. Zafarul Amin	181988	1.65		0	There is no change	181988	1.65
4	Mr. Yusuf Amin	132350	1.20		0	There is no change	132350	1.20
5	Mr. Mohd. Shadab	14400	0.13		0	There is no change	14400	0.13
6	Mr. Vinay Sanan	1382	0.01		0	There is no change	1382	0.01
7	Mr. Anil Kumar Agarwal	26	0		0	There is no change	26	0

ATTACHMENT 'G'

v. Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	4589.83	-	-	4589.83
ii.Interest due but not paid	42.15	-	-	42.15
iii. Interest accrued but not due	3.19	-	-	3.19
Total (i+ii+iii)	**4635.17**	**-**	**-**	**4635.17**
Change in indebtedness during the financial year.				
-Addition	1622.63	-	-	1622.63
-Reduction	1654.48	-	-	1654.48
Net Change	**(31.85)**	**--**	**-**	**(31.85)**
Indebtedness at the end of the financial year				
i. Principal Amount	4557.98	-	-	4557.98
ii.Interest due but not paid	34.62	-	-	34.62
iii. Interest accrued but not due	0.57	--	-	0.57
Total (i+ii+iii)	**4593.17**	**-**	**-**	**4593.17**

ATTACHMENT 'H'

vi. A. Remuneration to Managing Director, Whole-time Directors and/or manager:

S. No.	Particulars Of Remuneration	Name of MD/WTD/Manager, Designation						TOTAL AMOUNT
		Mr. Mukhtarul Amin Chairman and Managing Director	**Mrs. Shahina Mukhtar Wholetime Director**	**Mr. Zafarul Amin Joint Managing Director**	**Mr. Vinay Sanan Executive Director**	**Mr. Mohd. Shadab Deputy Managing Director**	**Mr. Anil Kumar Agarwal Director Finance**	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	9000000.00	3000000.00	3382146.00	2592000.00	2844650.00	1349520.00	22168316.00
	(b) Value of perquisites u/s 17(2) Income Tax Act.1961	4195.00	0	0	101245.00	9742.00	45684.00	160866.00
	(C) Profits in lieu of salary under Section 17(3) Income Tax Act.1961	0	0	0	0	0	0	0
2	Stock Option	0	0	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0	0	0
4	Commission							
	: as % of profit	0	0	0	0	0	0	0
	: Others specify	0	0	0	0	0	0	0
5	Others							
	:P.F.	1080000.00	360000.00	405854.00	194400.00	210786.00	124512	2375552.00
	:Club Fees	0	0	0	0	0	0	0
	:Medical	0	0	0	0	0	0	0
	: L.T.C./Exgratia	0	0	0	134946.00	0	0	134946.00
	: Leave Encashment	0	0	0	0	0	0	0
	Electricity		0	0	0	0	0	0
	Guards/Servants		0	0	0	0	0	0
	Rent		0	0	0	0	0	0
	Car		0	0	0	0	0	0
	Total (A)	**10084195.00**	**3360000.00**	**3788000.00**	**3022591.00**	**3065178**	**1519716.00**	**24839680.00**
	Ceiling as per the Act.	Rs. 248.40 lacs (Remuneration being paid within the limit provided under Section II of Part II of Schedule V of the Companies Act, 2013)						

ATTACHMENT 'I'

B. Remuneration to other directors:

S.No.	Particulars Of Remuneration	Name of Directors								TOTAL AMOUNT
		Mr. Kamal Agarwal	**Mr.Syed Javed Ali Hashmi**	**Mr.Nemi Chand Jain**	**Mr.Anil Soni**	**Mr.Krishna Kumar Agarwal**	**Mr.Dilip Kumar Dheer**	**Mr.Yusuf Amin**	**Mr.Ajai Kumar Sengar**	
1	Independent Directors									
	: Fee for attending board committee meeting	1000	2000	3000	1000	1000	5000	0	1000	17000
	: Commission	0	0	0	0	0	0	0	0	0
	: Other (Director Travelling)	0	0	0	0	0	0		0	0
	Total (1)	1000	2000	3000	1000	1000	5000	0	1000	17000
2	Other Non-Executive Directors									
	: Fee for attending board committee meeting.	0	0	0	0	0	0	3000	0	0
	: Commission	0	0	0	0	0	0	0	0	0
	: Other	0	0	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	0	0	3000	0	0
	Total (B) = (1+2)	1000	2000	3000	1000	1000	5000	3000	1000	17000
	Total Managerial Remuneration (A+B)	0	0	0	0	0	0	0	0	0
	Ceiling as per the Act.	Rs. 15.94 Lacs (being 1% of the net profit of the company calculated as per Section 198 of the Companies Act, 2013)								

ATTACHMENT 'J'

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

S.No.	Particulars Of Remuneration	CEO	Company Secretary	CFO	TOTAL AMOUNT
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act. 1961 (b) Value of perquisites u/s 17(2) Income Tax Act.1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act.1961	Covered under Chairman and Managing Director	1066884.00 0 0	Covered under Director Finance	1066884.00 0 0
2	Stock Option		0		0
3	Sweat Equity		0		0
4	Commission : as % of profit : Others specify		0		0
5	Others :P.F. :Club Fees :Medical : L.T.C. : Leave Encashment		97392.00 0 0 0		97392.00 0 0 0
	Total		**1164276.00**		**1164276.00**

DETAILS PARTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197 (12) OF THE COMPANIES ACT 2013 READ WITH RULES 5(2) AND 5 (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Top ten employees, in terms of remuneration drawn :-

Name	Designation	Age	Qualifications	Date of Commencement of employment	Experience (year)	Gross Remuneration	Previous Employment
Mr. Mukhtarul Amin	Chairman & Managing Director	66	B.Sc.	02.09.1984	45	10084195.00	N. A.
Mrs. Shahina Mukhtar	Wholetime Director	62	Graduate	14.01.1980	38	3360000.00	N. A.
Mr. Zafarul Amin	Jt.Managing Director	35	Leather Technologist	30.01.2002	16	3788000.00	N. A.
Mr. Mohd. Shadab	Deputy Managing Director	41	Footwear Technologist	22.08.1998	20	3065178.00	N. A.
Mr. Vinay Sanan	Executive Director	61	Graduate	02.01.1996	40	3022591.00	N. A.
Mr. Deepak Sanan	Liason Manager	34	B.Tec.Master in Renewable Energy	01.08.2011	07	1800000.00	N. A.
Mr. Asad Ahmad Khan	Retail Head	36	B.Sc.MBA (Marketing)	01.03.2017	13	1608426.00	Retail Head Red Tape
Mr. Anil Kumar Agarwal	Director Finance	64	Chartered Accountant	15.10.1996	39	1519716.00	U.P. Drugs & Pharmaceuticals Co. Ltd.
Mr. Abdul Rauf Khan	Unit Head	59	MBA,B Com(Hons) D. Stats	26.09.2011	38	1272606.00	Indagro Foods Ltd
Mr. R K Agrawal	Company Secretary	59	FCS	07.06.2007	32	1164276.00	Hero Motors Ltd.

B. Employed throughout the financial year 2017-18 and in receipt of remuneration in the aggregate, not less than one crore and two lacs rupees :-

Name	Designation	Age	Qualifications	Date of Commencement of employment	Experience (year)	Gross Remuneration	Previous Employment
Mr. Mukhtarul Amin	Chairman & Managing Director	66	B.Sc.	02.09.1984	45	10612847	N. A.

Notes :-

1. All appointments are contractual and terminable by notice on either side.
2. Mr. Mukhtarul Amin, Mrs. Shahina Mukhtar, Mr. Zafarul Amin and Mr. Mohammed Shadab, directors of the company are relatives of each other.
3. Mr. Deepak Sanan is son of Mr. Vinay Sanan, Executive Director of the company.
4. No employee was employed for a part of the financial year who was in receipt of remuneration of Rs 8.50 lacs or more per month

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees are as under:-

Sr.No.	Name of Director/KMP And Designation	Remuneration of Director/ KMP for the Financial year 2017-18 (Rs. In lacs)	% increase/decrease in Remuneration In the Financial Year 2017-18	Ratio of remuneration of each Director/to median remuneration of employees
1	Mr. Mukhtarul Amin	100.84	-4.98	80.03
2	Mr. Zafarul Amin	37.88	9.57	30.06
3	Mrs. Shahina Mukhtar	33.60	-4.90	26.67
4	Mr. Mohd. Shadab	30.65	24.64	24.33
5	Mr. Vinay Sanan	30.23	-2.23	23.99
6	Mr. Anil Kumar Agarwal	15.20	-0.33	N.A.
7	Mr. R K Agrawal	11.64	0	N.A.

ii. The median remuneration of employees of the Company during the financial year was Rs. 1.27 Lacs.

iii. In the financial year, there was an increase of 6.04 % in the median remuneration of employees;

iv. There were 1712 permanent employees on the rolls of Company as on March 31, 2018.

v. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was 6.47% whereas the increase in the managerial remuneration for the same financial year was 0.65 %.

vi. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

vii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year –Not Applicable; and

viii. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST March, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Superhouse Ltd.
150 Feet Road
Jajmau
Kanpur 208010.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Superhouse Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Superhouse Ltd. for the financial year ended on 31ST March, 2018 according to the provisions of:

(1) The Companies Act, 2013 (the Act) and the rules made there under;

(2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.

(5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable during the Audit Period**)

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable during the Audit Period).**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable during the Audit Period**).

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not applicable during the Audit Period)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable during the Audit Period)**

(6) I further report that reliance has been placed on the management representation by the Company for compliances under other applicable Acts, Laws, and Regulations, there is no specific Law applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement (LODR) entered into by the Company with the Bombay Stock Exchange Limited and National Stock Exchange Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no other events having a major bearing on the Company's affairs in pursuance to the above laws, rules, regulations, guidelines etc. during the period under review except general advisory issued by U.P. Government for future shifting of all tannery units situated at Jajmau/Unnao Kanpur.

Place: Kanpur
Date: July 09, 2018

Signature
Banthia And Company
(G K Banthia (Prop.)
Practicing Company Secretary
ACS 4933; CP No. 1405

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members
Superhouse Limited
150 Feet Road
Jajmau
Kanpur 208010.

Our report of even date is to be read along with this letter.

1. It is the responsibility of the management of the company to maintain secretarial record, devise proper systems to ensure compliance with the provisions of all the applicable laws and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records based on our audit.
3 We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of finance records and Books of Accounts of the company.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer:

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: July 09, 2018
Place: Kanpur

Signature
Banthia And Company
(G K Banthia (Prop.)
Membership ACS 4933; CP No. 1405

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

2. Board of Directors:-

i. Composition and Category

The Board of Directors comprises a Chairman and Managing Director, five Executive Directors and eight Non-Executive Directors. Out of fourteen directors, seven directors are independent and non-executive directors, one is women director and one is non-independent and non-executive director.

Mr. Vinay Sanan (DIN 00014536) and Mr. Anil Kumar Agarwal (DIN00014645) retire by rotation at the ensuing Annual General Meeting and being eligible, they offer themselves for re-election.

ii. Selection of Independent Directors:-

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, *inter alia*, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision. Every Independent Director, in every financial year, gives a declaration that he meets the criteria of independence as provided under law. The terms and conditions of appointment of Independent Directors are disclosed at the Company's website at the link http://superhouse.in/pdf/Terms-and-Conditions.pdf .

iii. Meeting of Independent Directors :-

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and to present their views to the Chairman and Managing Director.

One meeting of Independent Directors was held during the year.

iv. Performance evaluation criteria for independent director :-

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communicating *inter se* board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guidelines.

v. Familiarization programmes for Board Members:-

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meeting of the Independent Directors held during the year. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at http://superhouse.in/pdf/Familiarisation-Programme.pdf .

vi. Succession Planning:-

The board of directors and Human Resources, Nomination and Remuneration Committee work alongwith the Human Resources team of the company for orderly succession plan for the appointment to the board of directors and senior management.

vii. Meetings:-

During the year, five Board Meetings were held. The dates of the meetings were as follows :- 30th May, 2017, 29th July, 2017, 14th September, 2017, 14th December, 2017 and 8th February, 2018.

viii. Composition of the Board of Directors :-

The composition of the Board of Directors as on 31st March, 2018, 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	Atten-dance at last AGM	No. of other DirectorShip	Committee Membership	
					Members	Chairman
Mr. Mukhtarul Amin	Chairman and Managing Director	2	Yes	10	0	2
Mr. Zafarul Amin	Joint Managing Director	3	Yes	0	0	0
Mrs. Shahina Mukhtar	Executive Director	1	No	1	0	0
Mr. Vinay Sanan	Executive Director	2	No	1	0	0
Mr. A. K. Agarwal	Executive Director	5	Yes	3	4	0
Mr. Mohd. Shadab	Dy. Managing Director	3	No	0	0	0
Mr. Yusuf Amin	Director, Non-Independent	3	No	2	0	0
Mr. Nemi Chand Jain	Director, Independent	3	No	1	0	0
Mr. Dilip Kumar Dheer	Director, Independent	5	Yes	1	2	3
Mr. Syed Javed Ali Hashmi	Director, Independent	2	No	7	5	0
Mr. Anil Soni	Director, Independent	1	No	1	0	0
Mr. Kamal Agarwal	Director, Independent	1	No	1	3	0
Dr. Krishan Kumar Agarwal	Director, Independent	1	No	1	0	0
Mr. Ajai Kumar Sengar	Director, Independent	1	No	0	0	0

Notes:-

i. Number of other directorship do not include directorship in foreign companies.

ii. Mr. Mukhtarul Amin, Chairman and Managing Director, Mr. Zafarul Amin, Joint Managing Director, Mr. Mohammad Shadab, Deputy Managing Director, Mrs. Shahina Mukhtar, wholetime director, and Mr. Yusuf Amin, Director are related to each other. None of the other directors are related to any other director on the board.

ix. Number of shares and convertible instruments held by non-executive directors are as under :-

i. Mr. Yusuf Amin, Non Independent Director - 132350 equity shares of Rs. 10/- each

ii. Mr. Kamal Agarwal, Independent Director - 3961 equity shares of Rs. 10/- each

iii. Mr. Anil Soni, Independent Director - 39 equity shares of Rs. 10/- each

3. Audit Committee :-

a. Composition of the Committee

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

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 29th September, 2017.

b. **Meetings Details.**

During the year, five meetings were held one of which was held before finalization of accounts. The said meetings were held on 30th May, 2017, 29th July, 2017, 14th September, 2017, 14th December, 2017 and 8th February, 2018.

c. **Brief description of terms of reference:**

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 auditor's 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, 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.
- Modified Opinion (s) 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, 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.

The Company's Board of Directors and/or other Committees of Directors may specifically refer carrying out such other functions as to the Committee.

Reviewing financial statements, in particular the investments made by the Company's unlisted 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 letter/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.

4. **Nomination and Remuneration Committee.**

a. **Composition of the Committee**

The company had formed a Nomination and Remuneration Committee and this Committee consists of Mr. Dilip Kumar Dheer, Mr. Syed Javed Ali Hashmi and Mr. Kamal Agarwal. The constitution of the Remuneration Committee and attendance of each member of the Committee as on 31st March, 2018 is given below:-

Name	Category	Designation	No. of Meetings Attended
Mr. Dilip Kumar Dheer	Non-Executive-Independent	Chairman	2
Mr. Syed Javed Ali Hashmi	Non Executive-Independent	Member	2
Mr. Kamal Agarwal	Non Executive-Independent	Member	1

During the year, two meetings were held on 30.05.2017 and 29.07.2017.

b. **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, if any.
- 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.

5. **Remuneration of Directors :**

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 2017-2018 are as under :-

Sl. No.	Name of Directors	Remuneration paid during the year 2017-18							Notice Period	Total
		Salary	P.F.	Per-Quisites	Bonus/LTC/Ex-gratia	Commi-ssion	Sitting Fee	Allowa-nces		
	Executive/Whole-time Directors									
1.	Mr. Mukhtarul Amin	9000000	1080000	4195	0	0	0	0	0	10084195
2.	Mrs. Shahina Mukhtar	3000000	360000	0	0	0	0	0	0	3360000
3.	Mr. Zafarul Amin	3382146	405854	0	0	0	0	0	0	3788000
4.	Mr. Vinay Sanan	2592000	194400	101245	134946	0	0	0	0	3022591
5.	Mr. Anil Kumar Agarwal	1349520	124512	45684	0	0	0	0	0	1519716
6.	Mr. Mohd. Shadab	2844650	210786	9742	0	0	0	0	0	3065178
	Non-Executive Directors									
7.	Mr. Yusuf Amin	0	0	0	0	0	3000	0	0	3000
8.	Mr. Nemi Chand Jain	0	0	0	0	0	3000	0	0	3000
9.	Mr. Anil Soni	0	0	0	0	0	1000	0	0	1000
10.	Mr. Kamal Agarwal	0	0	0	0	0	1000	0	0	1000
11.	Mr. Dilip Kumar Dheer	0	0	0	0	0	5000	0	0	5000
12.	Dr. Krishan Kumar Agarwal	0	0	0	0	0	1000	0	0	1000
13.	Mr. Syed Javed Ali Hashmi	0	0	0	0	0	2000	0	0	2000
14.	Mr. Ajai Kumar Sengar	0	0	0	0	0	1000	0	0	1000

Note:-.

(i) 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.

(ii) No stock option given by the company during the financial year 2017-18.

(iii) Criteria of making payments to non-executive directors:- Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

6. Stakeholders Relationship Committee:

During the year, forty-four meetings of Stakeholders Relationship Committee were held. The said meetings were held on 7th April, 2017, 13th April, 2017, 21st April, 2017, 29th April, 2017, 06th May,2017, 13th May, 2017, 20th May, 2017, 31st May,2017, 7th June,2017, 14thJune, 2017, 21st June, 2017, 30th June, 2017, 14th July, 2017, 21st July, 2017, 31st July, 2017, 05th August, 2017, 14th August, 2017, 21st August, 2017, 31st August, 2017, 7th September, 2017, 14th September, 2017, 7th October, 2017, 14th October, 2017, 23rd October, 2017, 31st October, 2017, 7th November, 2017, 14th November, 2017, 21st November, 2017, 30th November, 2017, 7th December, 2017, 14th December, 2017, 21st December, 2017, 30th December, 2017, 6th January, 2018, 13th January, 2018, 20th January,2018, 31st January,2018, 7th February, 2018, 14th February,2018, 21stFebruary,2018, 28th February, 2018, 7th March, 2018,14th March, 2018, and 31st March, 2018.

The details of composition of Stakeholders Relationship Committee/Investors Grievances Committee and attendance of each member of the Committee as on 31st March, 2018 is as under :-

Composition of the Committee

Sl.	Name	Category	Designation	No. of Meeting Attended.
1.	Mr. Dilip Kumar Dheer	Non-Executive-Independent	Chairman	36
2.	Mr. Syed Javed Ali Hashmi	Non-Executive-Independent	Member	29
3	Mr. Kamal Agarwal	Non-Executive-Independent	Member	5
4.	Mr. Anil Kumar Agarwal	Executive Director	Member	31

The Stakeholders Relationship 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 including non-receipt of annual report and dividend.
- 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 09 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 up to 31st March, 2018.

7. General Body Meetings.

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

Year	Date and Time	Location	Special Resolution
2014-15	23rd September, 2015 at 10.00 A.M	150 Feet Road, Jajmau, Kanpur-208010	No Special Resolution passed
2015-16	30th September, 2016 at 10.00 A.M.	150 Feet Road, Jajmau, Kanpur-208010	No Special Resolution passed
2016-17	29th September, 2017 at 10.00 A.M.	150 Feet Road, Jajmau, Kanpur-208010	Six Special Resolution were passed

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

b. Passing of resolution by Postal Ballot :-

During the year under review, no resolution was passed by postal ballot. At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

8. 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 institutional investors or analysts, however official news releases are being placed on the website of the company. The financial results are displayed on the company's website www.superhouse.in.

9. General Shareholders Information :-

Company Registration Details :-

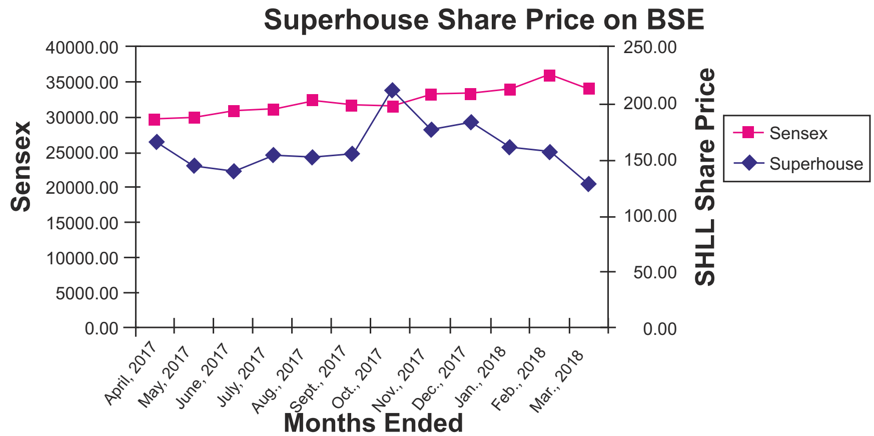
The Company is registered in the State of Uttar Pradesh. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24231UP1980PLC004910.

i	Date of Annual General Meeting, time and venue	29th September,2018 at 10.00 A.M. at 219/3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-25
ii.	Financial Year	1st April, 2017 to 31st March, 2018
iii.	**Financial Calendar** Ist Quarterly Results IInd Quarterly Results IIIrd Quarterly Results IVth Quarterly Results Annual General Meeting	 During second week of August, 2018 During second week of November, 2018 During second week of February, 2019 During last week of May, 2019 During last week of September, 2019
iv.	**Date of Book Closure**	13th September,2018 to 29th September, 2018 (both days inclusive)
v.	**Dividend Payment Date**	Credit/dispatch of dividend warrants between 1st October, 2018 and 5th October, 2018.
vi.	**Listing at Stock Exchanges**	The Stock Exchange, Mumbai and The National Stock Exchange of India Ltd., Mumbai. Annual Listing Fee up to Current Year has been paid to both the Stock Exchanges.
vii.	**a. Stock Code** **b. Demat/ISIN for NSDL and CDSL**	523283 at BSE SUPERHOUSE at NSE INE 712B01010

viii. Stock Market price data of the company for the year 2017-2018 are as follows :-

Months	The Stock Exchange, Mumbai	
	Highest (Rs.)	Lowest (Rs.)
April, 2017	169.90	141.15
May, 2017	175.00	143.10
June, 2017	159.00	136.05
July, 2017	174.60	139.10
August, 2017	170.35	140.45
September, 2017	187.05	148.10
October, 2017	220.10	149.75
November, 2017	227.95	166.20
December, 2017	195.00	166.00
January, 2018	209.90	160.00
February, 2018	175.25	126.50
March, 2018	158.00	127.05

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



x. 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: virenr@skylinerta.com

xi. 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.

xii. a. Distribution of Shareholders:-

Distribution of shareholding as at 31st March, 2018 are as under :-

Range	No. of Members	%age	No. of Shares held (in Rs.)	%age
Upto- 500	26342	97.06	23111250	20.96
501- 1000	450	1.66	3445780	3.13
1001-2000	168	0.62	2569290	2.33
2001-3000	72	0.27	1812330	1.64
3001-4000	26	0.10	923360	0.84
4001-5000	16	0.06	747330	0.68
5001-10000	27	0.10	1970080	1.79
10001- above	40	0.15	75670580	63.63
TOTAL	**27141**	**100.00**	**110250000**	**100.00**

b. Shareholding Pattern as at 31st March, 2018 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**
B.	**Non- Promoters Holding (3+4)**		**4974126**	**45.12**
	3.	Institutional Investors		
	a.	Mutual Funds and UTI	**0**	**0**
	b.	**Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non- Government Institutions)**	**55112**	**0.50**
	c.	FIIs	-	-
		Sub-Total	**55112**	**0.50**
	4.	**Others**		
	a.	**Private Corporate Bodies**	**229743**	**2.08**
	b.	**Indian Public**	**4536328**	**41.15**
	c.	**NRI's/OCBs**	**152943**	**1.39**
	d.	**Any Other (Please specify)**	**-**	**-**
		Sub-Total	**4974126**	**45.12**
		GRAND TOTAL	**11025000**	**100.00**

xiii. a. 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, 2018 is as under :-

Total No. of Equity Shares : 11025000

Total No. of Shareholders/Beneficial Owners : 27141

Mode	No of Equity Shares		% of Equity Shares	
Physical		1308358		11.87
Demat		9716642		88.13
National Securities Depository Limited	7719360		70.01	
And Central Depository Services Limited	1997282		18.12	
TOTAL		**11025000**		**100%**

b. Liquidity :-

The Company's Equity Shares are regularly traded on the Stock Exchange, Mumbai and the National Stock Exchange of India Limited in the compulsory Demat Segment.

xiv. Outstanding Instrument: -

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

xv. Commodity Price Risks/Foreign Exchange Risk and Hedging Activities:-

The major raw material for the leather industry is raw hide/skins. Leather is a natural product and its prices and available 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 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 and keeping control through hedging activities.

xvi. Plant Location :-

Sl. No	Name of Division	Location
1.	Fashion Shoe Div. Unit I	D-15, UPSIDC Industrial Area,Site-II, Unnao-209 801
2.	Fashion Shoe Div. Unit II	A-5,UPSIDC Industrial Area,Site-B, Sikandra,Agra-282007
3.	Fashion Shoe Div.Unit III	A-3, Export Promotion Industrial Park, Agra-282007
4.	Fashion Shoe Div. Unit IV	D-18, UPSIDC Industrial Area, Site-II, Unnao-209801
5	Tannery No. 1	A-1, Site-II, Industrial Area,Unnao-209801
6.	Tannery No. 2	B-16, UPSIDC Industrial Area,Site-II, Unnao-209 801
7.	Shoe Upper Division	71-A, Jajmau, Kanpur-208010
8.	Safety Footwear Div-I	B-6, UPSIDC Industrial Area,Site-I, Unnao-209 801
9.	Safety Footwear Div-II	Banthar, Unnao-209801
10	Sport Shoe Division	D-1, UPSIDC Industrial Area-Site-II, Unnao-209801
11.	Readymade Garments Div-I	A-14, Sector-65, Phase-III, Noida-201303
12.	Readymade Garments Div-II	C-10, Sector-58, Phase-II. Noida-201303
13.	Readymade Garments Div-III	A-61/2, UPSIDC Industrial Area, Sikandrabad, Bullandshahar-203205
14.	Safety Garments Div.	E-23, 24 UPSIDC Industrial Area, Site-I, Unnao-209801
15.	Bags & Wallet Division	Plot No. 1655, Zone 9, Kolkata Lecture Complex, Bantala, Kolkata-743502

xvii. Address for Communication

150 FEET ROAD, JAJMAU, KANPUR-208010
Phone No. (0512) 2460185, 9935142048
Email : share@superhouse.in

10. Constitution of Corporate Social Responsibility Committee:-

a. Composition of the Committee

Sl. No	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Mukhtarul Amin	Chairman & Managing Director	Chairman	1
2.	Mr. Anil Kumar Agarwal	Executive Director	Member	1
3.	Mr. Syed Javed Ali Hashmi	Non-Executive-Independent	Member	2
4.	Mr. Dilip Kumar Dheer	Non-Executive-Independent	Member	2

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. The Board has also empowered the Committee to look into the matters related to sustainability and overall governance.

b. 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 Regulations 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 Conduct for Directors and Management Personnel.
- To formulate / approve codes and / or policies for better governance.
- To provide correct inputs to the media so as to preserve and protect the Company's image and standing.
- 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.

c. Meetings Details.

Two meetings of the CSR Committee were held during the year. The meeting were held on 30th May, 2017 and 07th February, 2018.

11. Risk Management Committee :

a. Composition of the Committee

Sl. No	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Mukhtarul Amin	Chairman & Managing Director	Chairman	1
2.	Mr. Anil Kumar Agarwal	Executive Director	Member	1
3.	Mr. Syed Javed Ali Hashmi	Non-Executive-Independent	Member	2
4.	Mr. Dilip Kumar Dheer	Non-Executive-Independent	Member	2

b. Meetings Details.

Two meetings of the Risk Management Committee were held during the year. The meeting were held on 30th May, 2017 and 07th February, 2018.

c. Brief description of terms of reference.

Risk Management Committee entrusted with the responsibility to assist the board in (1) To carry out risk assessment from time to time especially with regard to foreign exchange variation, threat to fixed assets, current assets and investments of the company, any risk pertaining to directors or employees of the company and risk pertaining to goodwill and image of the company. (2) To frame, update and monitor risk management plan and policy from time to time. (3) To suggest and monitor risk minimization procedures from time to time. (4) To keep the Board apprised of major developments in this regard.

The company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objects.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned across the company wide Risk Management, Internal Control and Internal Audit methodologies and processes.

12. Subsidiary Companies' Monitoring Framework :

All subsidiary companies are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. The Company does not have any material unlisted subsidiary. The Company monitors performance of subsidiary companies, inter alia, by the following means:

- Financial statements are reviewed quarterly by the board of the company.
- A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board.
- Presentations are made by the senior management of major subsidiaries on business performance to the Board of Directors of the Company.

The Company's Policy for determining Material Subsidiaries is put on the Company's website and can be accessed at http://superhouse.in/pdf/Policy-for-determining-Material-Subsidiary.pdf .

13. Disclosures :-

i. Related Party Transactions :-

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed under the note 48 of notes forming part of the financial statements in accordance with "Accounting Standard 18". A statement in summary form of the transaction with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Listing Regulations, the Company has formulated a policy on materiality of Related Party Transactions and dealing with Related Party Transactions. The Policy is available on the website of the company http://superhouse.in/pdf/Policy-on-Materiality.pdf.

None of the transactions with related parties were in conflict with the interest of the company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis on fair value.

ii. Details of non-compliance by the Company:-

The company has complied with all requirements of the Listing Regulations. Consequently, there was no stricture or penalty imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

iii. Whistle Blower Policy:-

Pursuant to Section 177 (9) and (10) of the Companies Act,2013 and Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chair person of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

iv. Compliance with Governance Framework:-

The company is in compliance with all mandatory requirements of Listing Regulations. Regarding non-mandatory requirements the company is in the regime of unqualified financial statements and the Internal Auditor is directly reports to the Audit Committee.

v. Compliance of Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46 (2) (b) to (i) of Listing Regulations:

The company has complied with all the requirements specified in Regulation 17 to 27 and Regulation 46 (2) (b) to (i) of Listing Regulations.

vi. Disclosure of Accounting Treatment:-

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

vii. Risk Management:-

Business risk evaluation and management is an on going process within the Company. The assessment is periodically examined by the Board.

viii. **Disclosure of Unclaimed Suspense Account as required under Listing Regulations.**

i.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 1st April, 2017	No of shareholders: 4649 No. of share : 276729
ii	Number of shareholders who approached the company for transfer of shares from the Unclaimed Suspense Account during the year.	19
iii	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	19
iv.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 31st March, 2018.	Nil

Note: All the shares held in Unclaimed Suspense Account have been transferred to IEPF Authority during the year.

ix. Compliance Officer:-

Mr. R K Agrawal, Company Secretary is Compliance Officer for complying with requirements of Securities Laws.

x. Goverance Codes:-

The Code of Conduct: The Company has in place a comprehensive Code of Conduct applicable to all the employees and Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities.

Our Code : Our Code gives guidance and support needed for ethical conduct of business and compliance of law. Our Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information : In terms of the SEBI (Prohibition of Insider Trading) Regulation 2015, the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been formulated by the Company. The above Codes have also been put on the Company's website (www.superhouse.in) and circulated to Directors and employees and other concerned persons.

13. CEO and CFO Certification:-

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Listing Regulations. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Listing Regulations. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this report.

14. Certificate on Compliance with Code of Conduct:-

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2017-18.

(MUKHTARUL AMIN)
Chairman and Managing Director

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The members Superhouse Limited

1. We have examined the compliance of conditions of corporate governance by Superhouse Limited ("the Company"), for the year ended on March 31, 2018, as stipulated in regulation 17 to 27 and clause (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Management's responsibility

2. The compliance of conditions of corporate governance is the responsibility of management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of corporate governance stipulated in the SEBI Listing Regulations.

Auditors' responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither audit nor expression of opinion on the financial statements of the Company.

4. We have examined the books of accounts and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with corporate governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purpose issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanation provided to us and representations provided by management, we certify that the Company has complied with the conditions of corporate governance as specified in regulation 17 to 27, clause (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations, as applicable during the year ended March 31, 2018.

8. We 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 Rajeev Prem & Associates
Chartered Accountants
Firm Registration No. 008905C
(RAJEEV KAPOOR)
PARTNER
Membership No. 077827

Place : Kanpur
Date: July 09, 2018

CEO / CFO CERTIFICATE

To,
The Board of Directors
Superhouse Limited, Kanpur

1. We have reviewed financial statement and the cash flow statement of Superhouse Limited for the year ended March 31, 2018 and to the best of our knowledge and belief:
   - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
   - i. that there are no significant changes in internal control over financial reporting during the year;
   - ii. that there are no significant changes in accounting policies during the year; and
   - iii. that there are no instances of significant fraud of which we have become aware.

(Anil Kumar Agarawal)
Chief Financial Officer /Director Finance

(Mukhtarul Amin)
Chairman and Managing Director/CFO

Place: Kanpur
Date: July 09, 2018

RAJEEV PREM & ASSOCIATE
Chartered Accountants

Branches :
Off. 216, Kalpana Plaza
24/147-B, Birhana Road, Kanpur-208001
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INDEPENDENT AUDITORS' REPORT

To the Members of Superhouse Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **Superhouse Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act, read with relevant Rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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 standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including Ind AS, of the state of affairs of the Company as at March 31, 2018 and its profit, total comprehensive income, cash flows and the change in equity for the year ended on that date.

Other Matters

The comparative financial information of the company for the year ended 31st March, 2017 and the transition date opening balance sheet as at 1st April, 2016 included in these standalone Ind AS financial statements are based on the statutory financial statements prepared in accordance with the Companies (Accounting Standard) Rules, 2006 as amended, audited by erstwhile statutory auditors whose report for the years ended 31st March, 2016 and 31st March, 2017 expressed an unmodified opinion on those standalone financial statements vide report dated August 13, 2016 and July 29, 2017 respectively, and have been restated to comply with Ind AS. The adjustments to those previously issued said financial information to comply with Ind AS have been audited by us.

Our opinion on the standalone Ind AS financial statement is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the company as we considered appropriate and according to information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
   a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c. the Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of change in equity dealt with by this Report are in agreement with the relevant books of account;
   d. in our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under;
   e. on the basis of the written representations received from the directors as of March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
   f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
   g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note no. 33 to the standalone Ind AS financial statements;
      ii. In our opinion and as per the information and explanations provided to us, the company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses; and
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

For Rajeev Prem & Associates,
Chartered Accountants
Firm Registration No. 008905C
Rajeev Kapoor
PARTNER
Membership No. 077827

Place : Kanpur
Date : July 09, 2018

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date on the standalone Ind AS financial statements for the financial year ended March 31, 2018 of **Superhouse Limited)**

In terms of the information and explanations given to us and also on the basis of such checks as we considered appropriate, we state that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

(b) All the fixed assets have not been physically verified by the management during the year but there is regular program of physical verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.

(c) According to the information and explanations given to us and the records examined by us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date, except the following:

(Amount in Lacs)

Particulars of the land and building	Gross Block as at the Balance Sheet date	Net Block as at the Balance Sheet date	Remarks
DDA Flat No. FF2 at Sukhdeo Vihar, Jamia Nagar, New Delhi	19.00	12.60	Agreement to sale with General Power of Attorney executed, Title Deed is yet to be executed.
DDA Flat No. FF3 at Sukhdeo Vihar, Jamia Nagar, New Delhi	11.40	7.56	

(ii) The inventories of the Company have been physically verified by the management at regular interval during the year. In our opinion, the frequency of verification is reasonable. As explained to us, the discrepancies noticed on verification were not material in relation to the operations of the Company.

(iii) The Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 (the Act) excepting unsecured demand loan to two such public limited companies, out of which one such company has repaid the loan; and interest free unsecured demand loan to two Wholly Owned Subsidiaries incorporated outside India.

(a) The terms and conditions of such loan/advance are, prima facie, not prejudicial to the company's interest.

(b) As the loans are in the nature of demand loan, no schedule of repayment of principal and payment of interest have been specified.

(c) There is no overdue in respect of such loans and interest thereon as no demand has been raised by the company.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) In our opinion, the Company has not accepted any deposit during the year within the meaning of Section 73 to Section 76 of the Companies Act, 2013 (the Act) read with the Rules framed there under. Hence, paragraph 3(v) of the Order is not applicable.

(vi) Having regard to the nature of the Company's business / activities, the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act. Accordingly reporting under clause (vi) of paragraph 3 of the Order is not applicable.

(vii) (a) According to the books and records produced and examined by us, the Company is generally regular in depositing undisputed Statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Services Tax (GST), Cess and other material statutory dues as applicable with the appropriate authorities and no undisputed amount payable in respect of aforesaid statutory dues were outstanding as at March 31, 2018 for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and GST which have not been deposited on account of any dispute, except mentioned as below:

Name of the Statute	Nature of dues	Forum where dispute is pending	Period to which amount relates	Amount* (Rs. In Lacs)
The Trade Tax and Central Sales Tax Act	Tax & interest	Joint Commissioner of Trade Tax	2005-06	0.28
	Entry Tax	Joint Commissioner of Trade Tax	2005-06	5.87
Finance Act, 1994	Service Tax	CESTAT, Allahabad Bench	2009-10 to 2014-15	656.72

* Demand net of amount paid under protest

(viii) The company has not defaulted in repayment of loans or borrowings to a financial institution, bank, government or dues to debenture holders during the year.

(ix) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion, the term loans have been applied for the purposes for which they were raised.

(x) Based on the audit procedures performed and according to the information and explanations given to us, no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion, the managerial remuneration paid or provided by the company is in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) The company is not a "Nidhi Company"; hence paragraph 3(xii) the Order is not applicable.

(xiii) In our opinion, transactions with the related parties are in compliance with section 177 and 188 of Act where applicable and the details of such transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.

(xiv) The company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, paragraph 3(xiv) the Order is not applicable.

(xv) In our opinion, the company has not entered into any non cash transactions with directors or persons connected with him. Hence, paragraph 3(xv) the Order is not applicable.

(xvi) In our opinion, the company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934.

For Rajeev Prem & Associates,
Chartered Accountants
Firm Registration No. 008905C
Rajeev Kapoor
PARTNER
Membership No. 077827

Place : Kanpur
Date : July 09, 2018

ANNEXURE B TO THE AUDITORS' REPORT

(Referred to in paragraph 2(f) of our report of even date on the standalone Ind AS financial statements for the financial year ended March 31, 2018 of **Superhouse Limited**)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Superhouse Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajeev Prem & Associates,
Chartered Accountants
Firm Registration No. 008905C
Rajeev Kapoor
PARTNER
Membership No. 077827

Place : Kanpur
Date : July 09, 2018

STANDALONE BALANCE SHEET AS AT MARCH 31, 2018

Particulars	Note No.	As at March 31, 2018 Rs. in Lacs		As at March 31, 2017 Rs. in Lacs		As at April 01, 2016 Rs. in Lacs	
ASSETS							
Non-current assets							
(a) Property, Plant and Equipment	2 (a)		**19,182.72**		19,646.55		18,932.98
(b) Capital work-in-progress			**557.92**		370.97		1,158.77
(c) Other Intangible assets	2 (b)		**17.53**		21.94		30.64
(d) Financial Assets							
(i) Investments	3	**3,891.76**		3,658.21		3,522.12	
(ii) Loans	4	**470.25**		545.77		463.65	
			4,362.01		4,203.98		3,985.77
(e) Other non-current assets	5		**629.74**		1,015.40		826.91
Current Assets							
(a) Inventories	6		**15,959.64**		16,957.65		17,623.06
(b) Financial Assets							
(i) Trade receivables	7	**13,126.52**		9,460.53		11,367.57	
(ii) Cash and cash equivalents	8	**853.27**		1,344.68		909.56	
(iii) Bank Balances other than (iii) above	9	**3,067.03**		2,778.51		2,047.39	
(iv) Other Financial Assets	10	**2,830.32**		1,285.43		1,069.81	
			19,877.14		14,869.15		15,394.33
(c) Current Tax Assets (Net)			**598.60**		546.54		129.96
(d) Other current assets	11		**1,059.81**		1,257.58		1,147.12
TOTAL ASSETS			**62,245.11**		**58,889.76**		**59,229.54**
EQUITY AND LIABILITIES							
EQUITY							
(a) Equity Share Capital	12	**1,141.98**		1,141.98		1,141.98	
(b) Other Equity	13	**25,927.85**		24,607.40		23,455.47	
			27,069.83		25,749.38		24,597.45
LIABILITIES							
Non current liabilities							
(a) Financial liabilities							
(i) Borrowings	14		**3,151.59**		3,032.85		4,017.40
(b) Deferred tax liabilities (net)	15		**1,682.00**		1,595.19		1,540.76
(c) Other non-current liabilities	16		**328.87**		296.98		-
Current liabilities							
(a) Financial liabilities							
(i) Borrowings	17	**13,784.95**		14,294.16		13,809.34	
(ii) Trade payables	18	**11,943.40**		9,177.87		10,145.08	
(iii) Other financial liabilities	19	**3,577.64**		3,394.63		3,875.17	
			29,305.99		26,866.66		27,829.59
(b) Other current liabilities	20		**482.93**		1,120.22		1,047.23
(c) Provisions	21		**223.90**		228.48		197.11
TOTAL EQUITY AND LIABILITIES			62,245.11		**58,889.76**		**59,229.54**
Significant Accounting Policies	**1**						

See accompanying notes to the standalone financial statements

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

For and on behalf of the **Board of Directors**

Rajeev Kapoor
Partner
M. No. 077827

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

Place: Kanpur
Dated: July 09, 2018

A. K. AGARWAL
Chief Financial Officer

R. K. AGRAWAL
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Note No.	2017 - 18 Rs. in Lacs		2016 - 17 Rs. in Lacs	
INCOME:					
Revenue from Operations	22		56,369.90		58,911.34
Other income	23		1,251.67		672.00
Total Income			57,621.57		59,583.34
EXPENSE:					
Cost of materials consumed	24		29,920.65		30,845.20
Purchase of stock-in-trade	25		2,713.30		3,992.70
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26		1,397.50		153.38
Employee Benefits Expenses	27		4,262.70		4,164.77
Finance costs	28		1,800.11		1,829.95
Depreciation and Amortization Expenses	29		1,469.57		1,468.64
Other Expenses	30		14,103.80		15,189.11
Total Expenses			55,667.63		57,643.75
Profit before Exceptional items and Tax			1,953.94		1,939.59
Exceptional Items			-		-
Profit before Tax			1,953.94		1,939.59
Tax expense:					
1. Current Tax		582.00		685.00	
2. Deferred Tax		82.10		60.70	
3. Tax adjustment relating to earlier years		0.39		(107.69)	
			664.49		638.01
Profit for the period			1,289.45		1,301.58
Other comprehensive income					
(i) Items that will not be reclassified to profit or loss					
Re-measurements of the defined benefit plans		13.60		(18.12)	
(ii) Income tax related to items that will not be reclassified to profit or loss		4.71	8.89	(6.27)	(11.85)
Total comprehensive income for the period			1,298.34		1,289.73
Earnings per equity share	31				
(Face Value per Share Rs. 10/-)					
1. Basic			11.70		11.81
2. Diluted			11.70		11.81
Significant Accounting Policies	**1**				

See accompanying notes to the standalone financial statements

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

For and on behalf of the **Board of Directors**

Rajeev Kapoor
Partner
M. No. 077827

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

Place: Kanpur
Dated: July 09, 2018

A. K. AGARWAL
Chief Financial Officer

R. K. AGRAWAL
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

A. Equity Share Capital

Particulars	2017 - 18 No. of Shares	2017 - 18 Rs. in Lacs	2016 - 17 No. of Shares	2016 - 17 Rs. in Lacs
Issued, Subscribed and fully paid-up Equity shares outstanding at the beginning of the year	1,10,25,000	1,102.50	1,10,25,000	1,102.50
Shares issued during the year	-	-	-	-
Issued, Subscribed and fully paid-up Equity shares outstanding at the end of the year	1,10,25,000	1,102.50	1,10,25,000	1,102.50
Add: Equity Shares forfeited (amount paid up originally)		39.48		39.48
Total	**1,10,25,000**	**1,141.98**	**1,10,25,000**	**1,141.98**

B. Other Equity

Rs. in Lacs

Particulars	Reserves and Surplus: FCMITD Account	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	OCI - Other	Total Other Equity
Balance as at April 01, 2016	**(89.40)**	**1,019.96**	**1,787.21**	**9,000.00**	**11,737.70**	**-**	**23,455.47**
Profit for the year	-	-	-	-	1,301.58	-	1,301.58
Transfer from Retained Earnings to General Reserve	-	-	-	200.00	(200.00)	-	-
Other Comprehensive Income	-	-	-	-	(11.85)	-	(11.85)
Dividend paid for the previous year (including Dividend Distribution tax thereon)	-	-	-	-	(199.04)	-	(199.04)
Exchange Fluctuation on payment/restatement of loan	51.69						51.69
Amount charged to finance cost	9.55						9.55
Balance as at March 31, 2017	**(28.16)**	**1,019.96**	1,787.21	**9,200.00**	**12,628.39**	**-**	**24,607.40**
Profit for the year	-	-	-	-	1,289.45		1,289.45
Other Comprehensive Income	-	-	-	-	8.89		8.89
Dividend paid for the previous year (including Dividend Distribution tax thereon)	-	-	-	-	(132.69)		(132.69)
FVTOCI - Gain on fair value of other investments	-	-	-	-		126.64	126.64
Exchange Fluctuation on payment/restatement of loan	(8.19)						(8.19)
Amount charged to finance cost	36.35						36.35
Balance as at March 31, 2018	**-**	**1,019.96**	**1,787.21**	**9,200.00**	**13,794.04**	**126.64**	**25,927.85**

Significant Accounting Policies **1**

See accompanying notes to the standalone financial statements

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

Rajeev Kapoor
Partner
M. No. 077827

Place: Kanpur
Dated: July 09, 2018

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

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2018

	Particulars	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit before tax	**1,953.94**	**1,939.59**
	Adjustments for :		
	Depreciation/ Amortisation	1,469.57	1,468.64
	Profit on Sale of Property Plant & Equipments	(451.39)	(19.49)
	Loss on Sale of Property Plant & Equipments	16.42	5.44
	Interest income	(290.70)	(242.12)
	Net (gain) / loss on fair valuation of investments	(0.01)	(0.06)
	Dividend Income	(3.71)	(15.54)
	Finance Cost	1,800.11	1,829.95
	Deferral of income on government grant	(38.36)	(30.03)
	Remeasurement of net defined benefit plans	13.60	(18.12)
	Bad Debts provided/written off	129.53	134.23
	Operating profit before working capital changes	**4,599.00**	**5,052.49**
	Changes in working capital:		
	(Increase)/ Decrease in trade receivables	(3,795.52)	1,772.81
	(Increase)/ Decrease in inventories	998.01	665.41
	(Increase)/ Decrease in other non current Loans	75.52	(82.12)
	(Increase)/ Decrease in other current financial assets	(1,544.89)	(215.62)
	(Increase)/ Decrease in other current assets	197.77	(110.46)
	Increase/ (Decrease) in trade payables	2,765.53	(967.21)
	Increase/ (Decrease) in other financial liabilities	329.07	(446.73)
	Increase/ (Decrease) in other current liabilities	(220.01)	253.64
	Increase/ (Decrease) in Provisions	(4.58)	31.37
	Cash generated from operations	**3,399.90**	**5,953.58**
	Income taxes refunded / (paid), net	(634.45)	(993.89)
	Net cash generated from operating activities	**2,765.45**	**4,959.69**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Property Plant & Equipments	(1,109.97)	(1,799.32)
	Purchase of Other Intangible assets	(7.30)	(1.64)
	Proceeds from sale of property, plant and equipment	402.59	387.17
	Purchase of non-current investments	(106.90)	(136.03)
	Dividend Income	3.71	15.54
	Interest received	290.70	242.12
	Increase/ (Decrease) in Other bank balances (Margin Money)	(283.99)	(727.78)
	Net cash (used in) / generated from investing activities	**(811.16)**	**(2,019.94)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from long-term loans	1,622.63	487.29
	Repayment of long-term loans	(1,654.48)	(1,508.99)
	Proceeds/(repayment) from/of working capital loans	(509.21)	484.82
	Dividend Paid (including Dividend Distribution Tax)	(132.69)	(199.04)
	Finance costs paid	(1,771.95)	(1,768.71)
	Net cash used in financing activities	**(2,445.70)**	**(2,504.63)**
	INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(491.41)	435.12
	Cash and cash equivalents at the beginning of the year	1,344.68	909.56
	Cash and cash equivalents at the end of the year	853.27	1,344.68
	(refer Note No. 8 for break-up)		

Significant Accounting Policies 1

See accompanying notes to the standalone financial statements

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

For and on behalf of the **Board of Directors**

Rajeev Kapoor
Partner
M. No. 077827

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

Place: Kanpur
Dated: July 09, 2018

A. K. AGARWAL
Chief Financial Officer

R. K. AGRAWAL
Company Secretary

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 1.

A. CORPORATE INFORMATION

SuperhouseLimited ("the Company") is a public limited company having its registered office situated at 150 Feet Road, Jajmau, Kanpur – 208010 (UP).

The Company's equity shares are listed at the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The principal activities of the Company are manufacturing and exports of Leather, Leather Goods and Textile Goods etc.

The financial statements were approved for issue in accordance with a resolution of the directors on 09.07.2018.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment.

Upto the year ended March 31, 2017, the Company has prepared the financial statements in accordance with the requirements of previous GAAP, which includes standards notified under the Companies (Accounting Standards) Rules, 2006 and other relevant provisions of the Act.

These are the Company's first Ind AS financial statements. The date of transition to the Ind AS is April 1, 2016. Refer Note no. 37 for details of first-time adoption exceptions and exemptions availed by the Company.

2. Basis of preparation

The financial statements have been prepared on the historical cost convention on accrual basis except for following assets and liabilities which have been measured at fair value amount:

i) Certain financial assets and liabilities (including derivative instruments),

ii) Defined benefit plans - plan assets

Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

3. Operating Cycle for current and non-current classification

All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months.

4. Company's financial statements are presented in Indian Rupees, which is also its functional currency.

5. The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

6. Revisions to accounting estimates are recognised prospectively in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

7. Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. For this purpose, cost includes deemed cost which represent the carrying value of property, plant and equipment recognised at 1st April 2016 measured as per the previous GAAP. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Expenses incurred relating to project, including borrowing cost and net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

Spare parts are capitalized when they meet the definition of PPE, i.e., when the Company intends to use these during more than a period of 12 months.

8. Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified asinvestment property. Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. For this purpose, cost includes deemed cost which represent the carrying value of property, plant and equipment recognised at 1st April 2016 measured as per the previous GAAP. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

An item of property, plant and equipment or any significant part initially recognised of such item of property plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

9. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation has been provided on such cost of assets less their residual values on straight line method on the basis of estimated useful life of assets as prescribed in Schedule II of the Act.

Freehold land is not depreciated/amortised.

Assets held under financial leases are depreciated over their expected useful lives on the same basis as owned assets or, wherever shorter, the term of relevant lease.

Depreciation is calculated on a pro rata basis except that, assets costing upto Rs. 5,000 each are fully depreciated in the year of purchase.

The estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

10. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible assets being computer software is amortised on straight line method over the period of five years.

The Company has elected to continue with the carrying value of all of its intangibles assets recognised as on April 1, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period and adjusted prospectively, if appropriate.

The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

11. Impairment of tangible and intangible assets other than goodwill

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's(CGU) fair value less costs of disposal and its value in use.

Impairment loss is recognized when the carrying amount of an asset exceeds recoverable amount.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased.

If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

12. Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Company as a Lessee

Assets used under finance leases are recognised as property, plant and equipment in the Balance Sheet for an amount that corresponds to the lower of fair value and the present value of minimum lease payments determined at the inception of the lease and a liability is recognised for an equivalent amount.

The minimum lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the Statement of Profit and Loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, suchincreases are recognised in the year in which such benefits accrue.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the term of the lease.

13. Inventories

Inventories are valued at cost or net realisable value, whichever is lower. The basis of determining the cost for various categories of inventory are as follows:

(a) Raw materials, Chemicals, Components, stores & spares and Stock in Trade – Cost includes cost of purchase (Net of recoverable taxes) and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

(b) Stock in process and finished goods- Direct cost plus appropriate share of overheads.

(c) Saleable Scrap/Waste/By products - At estimated realisable value.

(d) Inter unit gods transfer – transfer price

(e) Import Entitlement / Licences – At estimated realisable/Utilisation value

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

14. Foreign Currencies

a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR/Rupees), which is the Company's functional and presentation currency.

b) Transaction and balances

Transactions in foreign currencies are recorded on initial recognition at the exchange rate prevailing on the date of the transaction.

Any gains or losses arising due to differences in exchange rates at the time of translation or settlement are accounted for in the Statement of Profit & Loss either under the head foreign exchange fluctuation or interest cost, as the case may be, except those relating to long-term foreign currency monetary items.

(i) Exchange differences pertaining to long term foreign currency loans obtained on or before March 31, 2017:

(a) relating to acquisition of depreciable assets - are adjusted to the carrying cost of the assets and depreciated over the balance useful life of the assets.

(b) Others - carried forward and amortise over the remaining period of such asset or liability since the company had opted to carry forward the same in accordance with the Companies (Accounting Standards) Amendment Rules, 2011.

(ii) Exchange differences pertaining to long term foreign currency loans obtained on or after April 1, 2017 is charged off or credited to profit & loss account.

(iii) Investment in overseas Wholly Owned Subsidiaries are carried in Balance Sheet at the rates prevailing on the dates of transaction.

15. Investment in Subsidiaries and Associates

Investment in subsidiaries and associates are carried at cost less accumulated impairment, if any.

16. Fair Value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

17. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit and loss.

Debt instruments at amortised cost

Debt instruments such as trade and other receivables, security deposits and loans given are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Debt instruments at Fair Value Through Other Comprehensive Income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instruments at Fair value through Profit or Loss (FVTPL)

FVTPL is a residual category for debt instruments excluding investments in subsidiary and associate companies. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognised in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the company decides to classify the same either as at FVTOCI or FVTPL. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit or loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
- The Company has transferred substantially all the risks and rewards of the asset, or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVTPL) are recognised in the Statement of Profit and Loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognised and accumulated in OCI are not reclassified to profit or loss on de-recognition.

18. Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

b) Financial assets measured at fair value through other comprehensive income.

In case of other assets (listed as a) above), the company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

19. Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities at Fair Value through Profit or Loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to profit or loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Financial Liabilities at amortised cost

Financial liabilities classified and measured at amortised cost such as loans and borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

20. Derivative financial instruments

The Company uses derivative financial instruments to manage the commodity price risk and exposure on account of fluctuation in interest rate and foreign exchange rates. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value with changes being recognized in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken through profit and loss.

21. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit or loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs.

The borrowings are removed from the Balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any non cash asset transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

22. Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets.

Interest income earned on temporary investment of specific borrowing pending expenditure on qualifying asset is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they occur.

23. Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company, or the counterparty.

24. Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

25. Provisions, Contingent liabilities and Capital Commitments

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required, or the amount of the obligation cannot be measured with sufficient reliability. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Contingent assets are not recognised but disclosed when the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

26. Government Grant

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

A government grant that becomes receivable as compensation for expenses or losses incurred in previous period(s). Such a grant is recognised in profit or loss of the period in which it becomes receivable.

Government grants shall be recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to assets are presented in the balance sheet as deferred income and is recognised in profit or loss on a systematic basis over the expected useful life of the related assets or other relevant basis.

Government grants by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

27. Revenue Recognition

Sale of Goods and services

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns, rebates and discounts to customers.

Revenue from the sale of goods includes excise and other duties which the Company pays as a principal but excludes amounts collected on behalf of third parties, such as sales Tax/ value added tax/Goods & Services Tax.

Revenue from the sale of goods is recognised when (a) significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery in case of domestic sales and on issuance of Shipping Bill in case of export sales, (b) the amount of revenue can be measured reliably and (c) recovery of the consideration is probable. Revenue from

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

services is recognised in the periods in which the services are rendered.

Interest Income

Interest income is accrued on using on a time basis by the effective interest rate with reference to the principal outstanding.

Dividend Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

Export Incentives

Export Incentives are recognised when certainty of receipt is established.

Insurance Claim

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

Other Income

Other income is accounted for on accrual basis except where the receipt of income is uncertain ans in such cases it is accounted for on receipt basis.

28. Employee benefits

The Company makes contributions to both defined benefit and defined contribution schemes which are mainly administered through/by duly constituted and approved Trusts and the Government.

Defined Contribution Scheme

In case of provident fund administered through Regional Provident Fund Commissioner, the Company has no obligation, other than the contribution payable to the provident fund.

In case of members of constituted and approved trusts, the Company recognises contribution payable to such trusts as an expense including any shortfall in interest between the amount of interest realised by the investment and the interest payable to members at the rate declared by the Government of India.

The Company's contributions paid / payable during the year to provident fund administered through Approved Trust, Regional Provident Fund Commissioner, Superannuation Fund and Employees' State Insurance Corporation are recognised in the Statement of Profit and Loss as an expense when employees have rendered services entitling them to contributions.

Defined Benefit Scheme

Gratuity: Cost of providing the Benefit is determined on an actuarial basis at the end of the year and charged to Statement of Profit and Loss. The cost of providing these benefits is determined by independent actuary using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses and the effect of the asset ceiling,(excluding amounts included in net interest on the net defined benefit liability and return on plan assets), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. It is included in retained earnings in the statement of changes in equity and in the balance sheet.

Leave encashment: Accrued Leaves are encashed annually at the end of the calendar year and not accumulated. Provision for the same is done on the basis of leaves accrued as at the end of the reporting period.

29. Research and Development Expenditure

Expenditure on research of revenue nature is charged to Statement of Profit and Loss and that of capital nature is capitalized as fixed assets.

30. Taxes on Income

Current tax is the amount of tax payable determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

Current and deferred taxes relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an deferred tax asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

31. Dividend Distribution

Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

32. Cash Flow Statement

Cash flows statement is prepared as per the Indirect Method specified in Ind AS 7 on Cash Flows. Cash and cash equivalents (including bank balances) shown in statement of cash flows exclude item which are not available for general use on the date of balance sheet.

33. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

34. Segment Reporting

Operating segments are reported in consistent manner with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the Company.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

2. (a) Property, plant and equipment (Rs. In Lacs)

Particulars	Land Leasehold	Land Freehold	Factory building	Other buildings	Plant & Equipment	Furniture & Fixtures	Office Equipment	Computer	Vehicle	Total
Gross carrying value										
Deemed Cost as at April 1, 2016*	**1,357.93**	**53.01**	**8,398.41**	**876.89**	**7,255.44**	**249.30**	**86.63**	**42.75**	**612.62**	**18,932.98**
Additions	-	-	742.99	-	1,106.63	48.32	32.31	17.33	91.52	2,039.10
Adjustment/(Deletions)	-	-	(195.76)	(0.33)	48.27	(5.70)	21.34	(30.30)	(24.00)	(186.48)
Ind AS adjustments	-	-	-	-	314.56	-	-	-		314.56
As at March 31, 2017	**1,357.93**	**53.01**	**8,945.64**	**876.56**	**8,724.90**	**291.92**	**140.28**	**29.78**	**680.14**	**21,100.16**
Additions	-	155.15	205.32	-	667.20	27.75	28.16	19.93	67.01	1,170.52
Adjustment/(Deletions)	(121.71)	-	(61.11)	(0.06)	(53.96)	(0.54)	(0.13)	(0.02)	(42.82)	(280.35)
Ind AS adjustments	-	-	-	-	69.92	-	-	-	-	69.92
As at March 31, 2018	**1,236.22**	**208.16**	**9,089.85**	**876.50**	**9,408.06**	**319.13**	**168.31**	**49.69**	**704.33**	**22,060.25**
Accumulated Depreciation/Amortisation										
As at April 1, 2016*	-	-	-	-	-	-	-		-	-
Additions	14.20	-	331.12	18.22	838.77	40.41	36.64	18.46	127.57	1,425.39
Adjustment/(Deletions)	(0.39)	-	1.28	(1.18)	(0.49)	1.33	20.84	(23.99)	(0.03)	(2.63)
Ind AS adjustments	-	-	-	-	30.85	-	-	-	-	30.85
As at March 31, 2017	**13.81**	**-**	**332.40**	**17.04**	**869.13**	**41.74**	**57.48**	**(5.53)**	**127.54**	**1,453.61**
Additions	15.43	-	340.22	17.12	828.90	45.17	26.16	18.67	132.01	1,423.68
Adjustment/(Deletions)	(2.66)	-	(3.88)	-	(3.07)	(0.30)	(0.03)	(0.01)	(23.99)	(33.94)
Ind AS adjustments	-	-	-	-	34.18	-	-	-	-	34.18
As at March 31, 2018	**26.58**	**-**	**668.74**	**34.16**	**1,729.14**	**86.61**	**83.61**	**13.13**	**235.56**	**2,877.53**
Net Carrying amount										
As at April 1, 2016*	**1,357.93**	**53.01**	**8,398.41**	**876.89**	**7,255.44**	**249.30**	**86.63**	**42.75**	**612.62**	**18,932.98**
As at March 31, 2017	**1,344.12**	**53.01**	**8,613.24**	**859.52**	**7,855.77**	**250.18**	**82.80**	**35.31**	**552.60**	**19,646.55**
As at March 31, 2018	**1,209.64**	**208.16**	**8,421.11**	**842.34**	**7,678.92**	**232.52**	**84.70**	**36.56**	**468.77**	**19,182.72**

*At deemed cost as per IND-AS 101 { refer Note 2(iii) below }

Building include Gross Block Rs. 30.40 Lacs (March 31, 2017 Rs. 30.40 Lacs & March 31, 2016 Rs. 30.40 Lacs) and Net block Rs. 20.17 Lacs (March 31, 2017 Rs. 20.97 Lacs & March 31, 2016 Rs. 21.77 Lacs) in respect two flats, purchased by the company in earlier years, title deed in respect of which is yet to be executed.

Building further include Gross Block Rs. 117.09 Lacs (March 31, 2017 Rs. 117.09 Lacs & March 31, 2016 Rs. 117.09 Lacs) and Net Block Rs. 75.44 Lacs (March 31, 2017 Rs. 80.31 Lacs & March 31, 2016 Rs. 85.18 Lacs) in respect of capital expenditure incurred by the company on rented premises.

(i) Leased Assets

The lease term in respect of assets acquired under finance leases expires within 70 to 99 years.

(ii) Assets given as security for borrowings

All the items of Property, Plant and Equipment of the Company have been given to lenders as security for various borrowing facilities.

(iii) The Company has adopted carrying value as recognized in the financial statement as at March 31, 2016, measured as per Previous GAAP as its deemed cost. Accordingly, its Net Block as on March 31, 2016 is its Gross Block under Ind AS. Break up of the said Gross block as at April 1, 2016 is as under:

(Rs. In lacs)

Particulars	Gross Block	Accumulated Depreciation / Amortization/ Ind AS Adjustment	Net Block
Land Leasehold	1,461.68	103.75	1,357.93
Land Freehold	53.01	-	53.01
Factory building	10,282.69	1,884.28	8,398.41
Other buildings	1,054.21	177.32	876.89
Plant & Equipment	15,992.31	8,736.87	7,255.44
Furniture & Fixtures	674.38	425.08	249.30
Office Equipment	348.13	261.50	86.63
Computers	366.07	323.32	42.75
Vehicle	1,198.10	585.48	612.62
Total	**31,430.58**	**12,497.60**	**18,932.98**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(b) Other Intangible assets

Particulars	Computer Software (Rs. In lacs)	Total (Rs. In lacs)
Gross carrying value		
Deemed Cost as at April 1, 2016*	30.64	30.64
Additions	1.64	1.64
Deletions/Adjustment	2.59	2.59
Ind AS adjustments	-	-
As at March 31, 2017	**34.87**	**34.87**
Additions	7.30	7.30
Deletions	-	-
Ind AS adjustments	-	-
As at March 31, 2018	**42.17**	**42.17**
Accumulated Depreciation		-
As at 1st April, 2016*	-	-
Additions	12.40	12.40
Deletions/Adjustment	0.53	0.53
Ind AS adjustments	-	-
As at March 31, 2017	**12.93**	**12.93**
Additions	11.71	11.71
Deletions	-	-
Ind AS adjustments	-	-
As at March 31, 2018	**24.64**	**24.64**
Net Carrying amount		
As at April 1, 2016*	**30.64**	**30.64**
As at March 31, 2017	**21.94**	**21.94**
As at March 31, 2018	**17.53**	**17.53**

The Company has adopted carrying value as recognized in the financial statement as at 31st March, 2016, measured as per Previous GAAP as its deemed cost. Accordingly, its Net Block as on March 31, 2016 is its Gross Block under Ind AS. Break up of the said Gross block as at April 1, 2016 is as under:

(Rs. In lacs)

Particulars	Gross Block	Accumulated Depreciation / Amortization/ Ind AS Adjustment	Net Block
Computer Software	74.72	44.08	30.64
Total	**74.72**	**44.08**	**30.64**

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.

3. Financial Assets: Investments - Non Current

Particulars	As at March 31, 2018 No. of Shares	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 No. of Shares	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 No. of Shares	As at April 01, 2016 Rs. in Lacs
Equity Shares Unquoted						
A. INVESTMENT IN SUBSIDIARIES						
(i) Superhouse (U.K.) Ltd. Ordinary Shares of GBP 1 each fully paid	1,50,000	106.19	1,50,000	106.19	1,50,000	106.19
(ii) Superhouse (USA) International Inc. Non assessable Shares, no par value amounting to USD 113,070	240	50.26	240	50.26	240	50.26
(iii) Superhouse Middle East FZC Shares of DHR 2000 each fully paid up	100	24.19	100	24.19	100	24.19
(iv) Briggs Industrial Footwear Ltd. Ordinary Shares of GBP 1 each fully paid	4,08,441	1,344.61	4,08,441	1,344.61	4,08,441	1,344.61
(v) Linea De Seguridad S.L.U. Shares of Euro 6.01 each fully paid	61,510	1,576.39	61,510	1,576.39	58,000	1,474.11
(vi) Superhouse GMBH Share Capital Euro 25000	-	17.01	-	17.01	-	17.01
(vii) LA Compagnie Francaise De Protection SARL Shares of Euro 1000 each fully paid up	46	76.90	-	-	-	-
Total - A		**3,195.55**		**3,118.65**		**3,016.37**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars		As at March 31, 2018 No. of Shares	Rs. in Lacs	As at March 31, 2017 No. of Shares	Rs. in Lacs	As at April 01, 2016 No. of Shares	Rs. in Lacs
B.	**INVESTMENT IN ASSOCIATES**						
(i)	Steven Construction Ltd. Equity Shares of Rs. 10/- each fully paid	21,00,000	210.00	21,00,000	210.00	21,00,000	210.00
(ii)	Unnao Tanneries Pollution Control Company Equity Shares of Rs. 10/- each fully paid	1,53,080	15.31	1,53,080	15.31	1,53,080	15.31
(iii)	Knowledgehouse Ltd. Equity Shares of Rs. 10/- each fully paid	8,60,000	86.00	8,60,000	86.00	8,60,000	86.00
(iv)	Creemos International Ltd Equity Shares of Rs. 10/- each fully paid	8,36,400	100.37	8,36,400	100.37	8,36,400	100.37
(v)	Amin International Ltd. Equity Shares of Rs. 10/- each fully paid	3,04,900	30.49	3,04,900	30.49	3,04,900	30.49
	Total - B		**442.17**		**442.17**		**442.17**
C.	**OTHERS**						
(i)	Industrial Infrastructure Services India Equity Shares of Rs. 10/- each fully paid	1,85,120	18.51	1,85,120	18.51	1,85,120	18.51
(ii)	Kanpur Unnao Leather Cluster Development Co. Ltd. Equity Shares of Rs. 10/- each fully paid	5,62,500	211.10	5,62,500	56.25	4,50,000	45.00
(iii)	Rojus Enterprises Ltd. Equity Shares of Rs. 10/- each fully paid	7,00,000	24.29	3,00,000	22.50	-	-
	Total - C		**253.90**		**97.26**		**63.51**
Equity Shares Quoted							
D. (i)	Super Tannery Ltd. Equity Shares of Rs. 1/- each fully paid	3,000	0.14	3,000	0.13	3,000	0.07
(ii)	Mideast Integrated Steels Ltd. (Delisted) Equity Shares of Rs.10/- each fully paid	20,000	-	20,000	-	20,000	-
(iii)	Somani Iron & Steels Ltd. (Delisted) Equity Shares of Rs.10/- each fully paid	8,700	-	8,700	-	8,700	-
	Total - D		**0.14**		**0.13**		**0.07**
	Total (A+B+C+D)		**3,891.76**		**3,658.21**		**3,522.12**
	Aggregate Book Value of Quoted Investments		0.14		0.13		0.07
	Market Value of Quoted Investments						
	Aggregate Book Value of Unquoted Investments		3,891.62		3,658.08		3,522.05
Note:	Investment is net of impairment						
	Aggregate impairment in Value of Investments Quoted		6.61		6.61		6.61

4. Financial Assets: Loans - Non Current

Particulars	As at March 31, 2018 Rs. in Lacs	Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	Rs. in Lacs	As at April 01, 2016 Rs. in Lacs	Rs. in Lacs
Loan to Subsidiaries {refer Note no. 48 (C) (iii)}		23.14		20.47		21.98
Loan to Associates {refer Note no. 48 (C) (iii)}		-		95.01		80.30
Loan to Other related parties {refer Note no. 48 (C) (iii)}		263.26		261.20		214.06
Loans & Advances - Others		183.85		169.09		147.31
Total		**470.25**		**545.77**		**463.65**

5. Other Non Current Assets

Capital Advance		386.44		771.71		634.34
Security Deposits		243.30		213.69		192.57
Share Application Money		-		30.00		-
Total		**629.74**		**1,015.40**		**826.91**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
6. Inventories (At cost or net realisable value whichever is lower)						
Raw Materials		3,337.19		2,844.91		3,431.64
Work in Progress		5,512.24		5,446.67		5,889.70
Finished Goods {including stock at port Rs. 258.77 Lacs (March 2017: Rs. 1,357.94 Lacs & April 2016: Rs. 1,155.93 Lacs)}		4,655.43		5,755.58		5,389.35
Chemical, Components, Stores and spares		2,426.28		2,519.07		2,444.37
Import Entitlements / licences in hand		28.50		391.42		468.00
Total		**15,959.64**		**16,957.65**		**17,623.06**

(a) All the Inventories have been given as security for various working facilities from banks.
(b) During the year Rs. 397.45 Lacs was recognised as expense towards write-down of inventory.

7. Financial Assets - Current: Trade Receivable						
Unsecured						
Considered Good	13,126.52		9,460.53		11,367.57	
Considered Doubtful (including Expected credit Loss)	238.57		151.19		138.23	
		13,365.09		9,611.72		11,505.80
Less: Allowance for doubtful debts		238.57		151.19		138.23
Total		**13,126.52**		**9,460.53**		**11,367.57**

All the Trade Receivables have been given as security for various working facilities from banks.

8. Financial Assets - Current: Cash and Cash Equivalents						
Balances with banks						
on current accounts	704.09		1,246.89		700.01	
on EEFC account	0.16		6.88		54.10	
		704.25		1,253.77		754.11
Cheques and Draft on Hand/Remittance in Transit		71.32		0.03		23.83
Cash on hand		77.70		90.88		131.62
Total		**853.27**		**1,344.68**		**909.56**
9. Financial Assets - Current: Bank Balances other than cash and cash equivalents						
Margin money deposits (restricted, held as lien against bank guarantees/LCs)		2,933.22		2,649.23		1,921.45
Earmarked balances with banks - Unclaimed Dividend		133.81		129.28		125.94
Total		**3,067.03**		**2,778.51**		**2,047.39**
10. Other Current Financial Assets						
Interest accrued on deposits		134.55		138.09		84.87
Export Incentive Receivable		1,028.10		647.71		654.92
Other Claims Receivable		52.71		53.66		-
Balance with Govt/Revenue authority		1,614.96		445.97		330.02
Total		**2,830.32**		**1,285.43**		**1,069.81**
11. Other Current Assets						
Advances to Trade Creditors		546.70		602.89		752.30
Advance recoverable in cash or kind or for value to be received		386.75		542.85		263.70
Prepaid expenses		126.36		111.84		131.12
Total		**1,059.81**		**1,257.58**		**1,147.12**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	As at March 31, 2018 No. of Shares	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 No. of Shares	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 No. of Shares	As at April 01, 2016 Rs. in Lacs
12. Equity Share Capital						
Authorised						
Equity Shares of Rs. 10/-each	1,50,00,000	1,500.00	1,50,00,000	1,500.00	1,50,00,000	1,500.00
Issued						
Equity Shares of Rs. 10/-each	1,49,72,718	1,497.27	1,49,72,718	1,497.27	1,49,72,718	1,497.27
Subscribed and fully paid-up						
Equity Shares of Rs. 10/-each	1,10,25,000	1,102.50	1,10,25,000	1,102.50	1,10,25,000	1,102.50
Add: Equity Shares Forfeited (Amount originally paid-up in respect of 3947718 Shares)		39.48		39.48		39.48
Total		**1,141.98**		**1,141.98**		**1,141.98**

(A) Reconciliation of the number of equity shares and share capital

Particulars	As at March 31, 2018 No. of Shares	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 No. of Shares	As at March 31, 2017 Rs. in Lacs
Subscribed and fully paid-up equity shares				
Outstanding at the beginning of the year	1,10,25,000	1,102.50	1,10,25,000	1,102.50
Shares issued during the year	-	-	-	-
Outstanding at the end of the year	**1,10,25,000**	**1,102.50**	**1,10,25,000**	**1,102.50**

(B) Terms and 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.

(C) Details of shareholders holding more than 5% shares in the company

Particulars	As at March 31, 2018 No. of Shares	As at March 31, 2018 %	As at March 31, 2017 No. of Shares	As at March 31, 2017 %	As at April 01, 2016 No. of Shares	As at April 01, 2016 %
Mr. Mukhtarul Amin	1,324,487	12.01%	1,324,487	12.01%	1,324,487	12.01%
Steven Construction Limited	1,315,119	11.93%	1,315,119	11.93%	1,315,119	11.93%

	2017 - 18 (No. of Shares)	2016 - 17 (No. of Shares)
(D) Equity Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the immediately preceding five years	NIL	NIL
(E) Equity Shares allotted as fully paid up Bonus Shares during the immediately preceding five years	NIL	NIL
(F) Equity shares buy-back in immediately preceding five years	NIL	NIL
(G) Shares held by holding/ultimate holding company and/or their subsidiaries/ associates	NIL	NIL

(H) During the year ended March 31, 2018, the company has paid the final dividend of Rs. 1.00 per equity share for the year ended March 31, 2017 amounting to Rs. 110.25 Lacs and Dividend distribution tax of Rs. 22.44 Lacs.

(I) The Board of Directors has recommended for approval of share holders, final dividend of Rs. 1.00 per shares. On approval, total dividend payment is expected to be Rs. 110.25 Lacs and payment of Dividend Distribution Tax is expected to be Rs. 22.44 Lacs.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	As at March 31, 2018 Rs. in Lacs	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs
13. Other equity						
Capital Reserve		1,019.96		1,019.96		1,019.96
Securities Premium		1,787.21		1,787.21		1,787.21
Foreign Currency Monetary item translation difference FCMITD A/c		-		(28.16)		(89.40)
General Reserve		9,200.00		9,200.00		9,000.00
Other Comprehensive income		126.64		-		-
Retained Earnings		13,794.04		12,628.39		11,737.70
Total		**25,927.85**		**24,607.40**		**23,455.47**

(A) Capital Reserve

It represent the gain of capital nature which mainly include the excess of value of net assets acquired over consideration paid by the company for business combination in earlier years.

(B) Securities Premium

Securities premium reserve is used to record the premium on issue of shares. This reserve is utilized in accordance with the provisions of the Act.

(C) General Reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

(D) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends paid or other distributions out of reserves to shareholders.

(E) Other Comprehensive Income - Others

It represent gain/(loss) on Unquoted Long Term Investments recognised on fair value through other comprehensive income.

Particulars	As at March 31, 2018 Rs. in Lacs	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs
14. Financial Liabilities - Non-current: Borrowings						
Secured						
(a) Term loans from banks - INR		2,986.50		2,633.76		2,812.74
(b) Term loans from banks - Foreign Currency		153.38		377.47		1,186.19
(c) Vehicle Term loans from banks - INR		11.71		21.62		18.47
Total		**3,151.59**		**3,032.85**		**4,017.40**
Amount of default as on the Balance Sheet date:						
(a) Repayment of loan		NIL		NIL		NIL
(b) Interest on Loan		NIL		NIL		NIL

Repayment terms:

(a) Secured rupee term loans from banks: Structured Quarterly Instalments

(b) Secured foreign currency term loan from bank are as sub limit of INR term loan and are rolled over at interval of six months and one year.

(c) The classification of loans between current liabilities and non -current liabilities continues based on repayment schedule under respective agreements as no loans have been recalled due to non compliance of conditions under any of the loan agreements.

(d) Interest rates: Loans availed from banks in INR carry interest rate ranging from 9.50% to 10.70% (March 31, 2017 9.50% to 10.70% and April 1, 2016 10.25% to 11.00%) for term loans and in respect of Foreign Currency it ranges from LIBOR plus 3.25% to 4.00% (March 31, 2017 LIBOR plus 3.25% and April 1, 2016 LIBOR plus 3.25%)

(e) Scheduled repayments: Contractual repayments in case of loans from banks (including Current maturities disclosed under other Current financial liabilities:

Particulars	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs
Upto three years	3,491.11	3,989.27	3,544.69
Between three to five years	1,066.87	600.56	1,729.01
Over five years	-	-	337.83

Refer note 41(b) (II) & (III) on Interest rate risk and Liquidity Risk respectively.

Security details:-

Term Loan other than Vehicle Loans

Aforesaid Term Loans are secured by hypothecation/mortgage of company's moveable and im-moveable properties. Furthe secured by the personal guarantee of three promoter Directors of the company.

Vehicle Loans

Secured by hypothecation of vehicle financed.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	As at March 31, 2018 Rs. in Lacs	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs
15. Deferred tax liabilities (Net)						
Tax effect of items constituting deferred tax liability						
On difference between book balance and tax balance of fixed assets		1,949.83		1,825.13		1,651.74
Total Tax effect of items constituting deferred tax liability		**1,949.83**		**1,825.13**		**1,651.74**
Tax effect of items constituting deferred tax assets						
Provision for gratuity		48.16		31.98		26.25
Government grant		113.82		102.78		-
Provision for Bad Debts		76.53		48.09		42.76
Others		29.32		47.09		41.97
Total Tax effect of items constituting deferred tax assets		**267.83**		**229.94**		**110.98**
Net Deferred Tax Liability		1,682.00		1,595.19		1,540.76
16. Other Non-current Liabilities						
Deferred Grant Revenue						
(a) Govt Grant under IDLS		183.29		213.33		-
(b) EPCG Obligations		145.58		83.65		-
Total		**328.87**		**296.98**		**-**

(a) Government Grant under IDLS, the deferred grant income is recognized in Statement of Profit and Loss on a systematic basis over the useful life of asset on which such grant is received subject to compliance of other terms & conditions of the scheme.

(b) Under EPCG scheme, the Company is committed to export prescribed times of the duty saved on import of capital goods over a specified period of time apart from maintaining average export growth. In case such commitments are not met, the Company would be required to pay the duty saved along with interest to the regulatory authorities. The deferred grant income is recognized in Statement of Profit and Loss on a systematic basis over the periods in which the related performance obligations are fulfilled.

Particulars	As at March 31, 2018 Rs. in Lacs	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs
17. Financial Liabilities - Current: Borrowings						
Secured						
Working Capital Loan from banks						
(a) Indian rupee loan from bank(s)	13,337.18		13,264.42		13,099.47	
(b) Foreign currency loan from bank (s)	358.55	13,695.73	413.81	13,678.23	504.11	13,603.58
Buyers Credit (Foreign Currency Loan) from banks						
(a) for Fixed Assets	-		512.18		51.10	
(b) for Raw Materials, Stores and spares	89.22	89.22	103.75	615.93	154.66	205.76
Total		**13,784.95**		**14,294.16**		**13,809.34**
Amount of default as on the Balance Sheet date:						
(a) Repayment of loan		NIL		NIL		NIL
(b) Interest on Loan		NIL		NIL		NIL

(A) Security

Working Capital Loans are primarily secured by hypothecation of present and future Current Assets and Actionable Claims (viz. Inventories, trade receivable / book debts, outstanding monies, receivable claims, bills and materials in transit).

These are further collaterally secured by extension of charge over moveable and immoveable properties of the company.

Further secured by personal guarantee of three promoter director(s) of the company.

(B) Rate of Interest

INR working capital credit facilities carry interest rates ranging from 8.55% to 11.85%. Foreign Currency working capital demand loan carries interest of LIBOR plus 3.25% p.a.

(C) Buyers Credit is secured by Bank Guarantee issued within the limit sanctioned to the company and it carries interest of variable spread over the LIBOR corresponding to the period of tenure of the buyer credit (effective rate ranges from 1.50% to 2.00% p.a.).

Particulars	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs
18. Financial Liabilities - Current: Trade Payable			
(a) Dues to micro and small enterprises (refer note below)	-	-	-
(b) Due to parties other than micro and small enterprises	11,943.40	9,177.87	10,145.08
Total	**11,943.40**	**9,177.87**	**10,145.08**

Note: The company has requested confirmation from Suppliers regarding their registration (filling of Memorandum) under the Micro, Small and Medium Enterprises Development Act, 2006 (the MSMED Act). According to the information available with the company, the following disclosures has been made in respect of dues to Micro and Small Enterprises:

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars		As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs
(a)	Principal amount and interest due thereon remaining unpaid to any supplier at the end of the year			
	Principal Amount	NIL	NIL	NIL
	Interest due on above	NIL	NIL	NIL
(b)	Amount of interest paid by the company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year	NIL	NIL	NIL
(c)	Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	NIL	NIL	NIL
(d)	the amount of interest accrued and remaining unpaid at the end of the year	NIL	NIL	NIL
(e)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	NIL	NIL	NIL

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
19. Financial Liabilities - Current: Other Financial Liabilities						
(a) Current maturities of long term borrowings		1,406.39		1,556.98		1,594.13
(b) Interest accrued and due on borrowings		34.62		42.15		34.01
(c) Interest accrued but not due on borrowings		0.57		3.19		4.96
(d) Book overdraft from banks		179.31		30.62		-
(e) Unclaimed Dividend *		133.81		129.28		125.94
(f) Other Liabilities		1,822.94		1,632.41		2,116.13
Total		**3,577.64**		**3,394.63**		**3,875.17**

* Represents dividend amounts either not claimed or kept in abeyance in accordance with Section 126 of the Companies Act, 2013

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
20. Other Current Liabilities						
(a) Advance from customers		429.21		649.22		395.58
(b) Advance against sale of fixed assets		1.00		280.51		50.51
(c) Creditors for capital goods		52.72		190.49		601.14
Total		**482.93**		**1,120.22**		**1,047.23**
21. Current Liabilities: Provisions						
(a) Provision for Gratuity		139.18		92.42		75.84
(b) Provision for Leave Encashment		84.72		136.06		121.27
Total		**223.90**		**228.48**		**197.11**

Particulars	2017 - 18		2016 - 17	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
22. Revenue from operations				
(a) Sales (Export)	43,491.20		45,249.55	
(b) Exchange Fluctuation on Sales (Export)	417.76		174.74	
(c) Sales (Indigenous)	9,032.06		8,944.05	
{refer Note (b) below for break-up}		52,941.02		54,368.34
(d) Other operating revenue				
Export Incentives {refer Note (c) below for break-up}		3,428.88		4,543.00
Revenue from operations (gross)		**56,369.90**		**58,911.34**

(a) Revenue from operations for periods upto 30th June, 2017 includes excise duty, which is discontinued with effect from 1st July, 2017 upon implementation of Goods and Service Tax (GST) in India. In accordance with 'Ind AS 18 - Revenue Recognition' GST is not included in revenue from operations. In view of the aforesaid restructuring of indirect taxes, revenue from operations for the year ended March 31, 2018 is not comparable with the previous year. However, it has no effect on profits for the year. Amount of such excise duty for the current year is Rs. 64.35 Lacs (previous year Rs. 367.54 Lacs).

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	2017 - 18 Rs. in Lacs	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs	2016 - 17 Rs. in Lacs
(b) Breakup of Sales				
(i) Leather Foot wear		26,307.92		27,659.71
(ii) Finished Leather		14,324.36		12,449.47
(iii) Leather Shoe Upper		248.10		996.80
(iv) Other Leather Products		2,339.32		3,075.56
(v) Textile Products		9,432.88		9,952.67
(vi) Others		288.44		234.13
Total		**52,941.02**		**54,368.34**
(c) Details of other operating revenue				
Export Incentives				
(i) Duty Draw Back / ROSL		2,076.48		3,330.16
(ii) licences/Entitlements		1,352.40		1,212.84
Total		**3,428.88**		**4,543.00**
23. Other Income				
Other Operating Income				
Interest income				
- from Fixed Deposit with Banks	194.48		177.66	
- from Others	96.22		64.46	
	290.70		242.12	
Miscellaneous Income	196.81		150.31	
Deferred revenue on EPCG & IDLS Subsidy	38.36		30.03	
Liabilities/provisions no longer required	15.24		83.96	
Exchange Difference (net)	215.30		54.00	
		756.41		560.42
Other Non Operating Income				
Dividend income				
- from subsidiary companies	3.71		15.54	
Commission on Corporate Guarantee from Subsidiaries	13.46		49.88	
Fair value gain on quoted investments	0.01		0.06	
Profit on Sale of Fixed Assets	451.39		19.49	
Rent	26.69		26.61	
		495.26		111.58
Total		**1,251.67**		**672.00**
24. Cost of material consumed				
Raw Material consumed				
(a) Finished Leather	3,523.30		4,308.11	
(b) Raw Hide/Skin	7,367.88		6,398.61	
(c) Fabric & Yarn	4,143.51		4,247.91	
(d) Sole	2,073.78		2,274.43	
(e) PU / PVC Compound	1,409.25		1,381.96	
(f) Others	304.87		1,022.33	
Raw Material consumed		18,822.59		19,633.35
Chemicals, Components and Spare Parts consumed		9,698.18		9,748.23
Packing Material consumed		1,399.88		1,463.62
Total		**29,920.65**		**30,845.20**
25. Purchase of stock in trade				
(a) Leather Foot wear		549.21		2,021.85
(b) Finished Leather		2,087.81		1,967.56
(c) Other Leather Products		61.96		3.10
(d) Textile Products		14.32		0.19
Total		**2,713.30**		**3,992.70**
26. Increase/decrease in Inventories				
Inventories at the commencement of the year				
(a) Finished Goods	5,755.58		5,389.35	
(b) Work in process	5,446.67		5,889.70	
(c) Import Entitlements/Licenses in hand	391.42		468.00	
TOTAL 'A'		11,593.67		11,747.05
Inventories at the end of the year				
(a) Finished Goods	4,655.43		5,755.58	
(b) Work in process	5,512.24		5,446.67	
(c) Import Entitlements/Licenses in hand	28.50		391.42	
TOTAL 'B'		10,196.17		11,593.67
Decrease/(Increase) in Stocks (A-B)		**1,397.50**		**153.38**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	2017 - 18 Rs. in Lacs	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs	2016 - 17 Rs. in Lacs
27. Employee benefit expense				
Salary, Wages and Bonus		3,363.24		3,316.78
Directors Remuneration (including Sitting Fee)		248.57		246.95
Contribution to Provident and other funds		308.44		287.56
Contribution to Gratuity Fund		115.11		68.46
Workmen and Staff Welfare expenses		227.34		245.02
Total		**4,262.70**		**4,164.77**
28. Finance cost				
Interest on				
- Term Loan	438.41		438.38	
- Others	938.05		1,125.03	
Exchange fluctuation to the extent to be regarded as adjustment to interest cost	101.44		(39.02)	
	1,477.90		1,524.39	
Less: Interest capitalised	14.11		46.96	
		1,463.79		1,477.43
Bank Charges		336.32		352.52
Total		**1,800.11**		**1,829.95**
29. Depreciation and Amortisation Expenses				
Depreciation/Amortisation on Tangible Assets		1,457.86		1,456.24
Amortisation of Intangible assets		11.71		12.40
Total		**1,469.57**		**1,468.64**
30. Other expenses				
Manufacturing Expenses				
Consumable Stores	587.71		707.46	
Production Charges	5,062.51		5,423.78	
Job Work Charges	621.07		504.14	
Power and Fuel	1,558.53		1,436.64	
Excise Duty on sales	64.35		367.54	
Effluent Treatment Expenses	111.89		106.24	
Repairs and Maintenance				
- Building	167.15		238.42	
- Machinery	358.08		340.95	
		8,531.29		9,125.17
Selling and Distribution Expenses				
Freight, Handling and Other Sales and Distribution Expenses	1,986.78		2,207.03	
Commission on Sale	1,603.17		1,648.89	
Advertisement and Publicity	25.42		23.03	
Bad Debts - Provision/write off	129.53		134.23	
		3,744.90		4,013.18
Establishment Expenses				
Rent	36.88		38.37	
Rates and Taxes	92.15		221.59	
Insurance	160.05		172.86	
Communication cost	128.41		147.05	
Travelling and Conveyance	458.33		377.88	
Vehicle Running and Maintenance	220.40		235.75	
Repairs and Maintenance - Others	234.43		294.54	
Printing and Stationery	56.52		61.53	
Legal and Professional Charges	114.77		94.71	
Auditor's Remuneration {refer Note (a) below}	7.77		14.06	
Miscellaneous Expenses	173.78		198.08	
Research & Development Expenses	42.02		60.74	
Charity and Donation	9.53		28.13	
Loss on Sale of Fixed Assets	16.42		5.44	
Corporate Social Responsibility Expenses	76.15		100.03	
		1,827.61		2,050.76
Total		**14,103.80**		**15,189.11**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs
(a) Auditor's remuneration comprises:		
As auditor	7.23	9.86
For other services	0.54	4.20
	7.77	**14.06**
31. Earning per share (EPS)		
(a) Profit for the year (Rs. In Lacs)	1,289.45	1,301.58
(b) Weighted average number of equity shares for the purpose of of calculation of Basic and Diluted EPS	1,10,25,000	1,10,25,000
(c) Nominal value of equity shares (Rupees)	11.70	11.81
(d) EPS- Basic and diluted (Rupees per share)		

(Rs. in Lacs)

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
32. Capital and other commitments			
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	NIL	167.82	445.43
ii. Company has given undertaking to bankers for non disposal of Investments in case of following subsidiaries:			
- Briggs Industrial Footwear Ltd.	-	1,344.61	1,344.61
- Linea De Seguridad S.L.U,, Spain	1,576.39	1,576.39	1,474.10
33. Contingent liabilities			
i. Claim against the company not acknowledged as debt	152.97	171.57	148.82
ii. Contingent Liabilities in respect of:			
(a) Corporate Guarantee(s) to bank(s) against credit facilities extended to Wholly Owned Subsidiaries in U.K., UAE and Spain	855.29	859.31	5,306.94
(b) Letter of Credit opened and outstanding	2,035.25	3,086.82	3,893.25

(c) The detail of disputed dues (net of amounts paid) as per the clause 3 (vii)(b) of Section 143 (11) of the Companies Act, 2013

(Rs. in Lacs)

Nature of Dues & Forum where dispute is pending	Period to which relates	March 31, 2018	March 31, 2017	April 01, 2016
Income Tax - u/s 143(3) of the Income Tax Act, 1961:				
CIT Appeals, Kanpur	A.Y. 2012-13	NIL	15.67	15.67
CIT Appeals, Kanpur	A.Y. 2013-14	NIL	4.40	4.40
Income Tax(TDS)-u/s 201(1)/(1A) of the Income Tax Act, 1961:				
CIT Appeals, Kanpur	A.Y. 2010-11	NIL	NIL	2.18
CIT Appeals, Kanpur	A.Y. 2011-12	NIL	NIL	5.86
CIT Appeals, Kanpur	A.Y. 2012-13	NIL	NIL	4.40
CIT Appeals, Kanpur	A.Y. 2013-14	NIL	NIL	4.46
CIT Appeals, Kanpur	A.Y. 2014-15	NIL	NIL	4.57
CIT Appeals, Kanpur	A.Y. 2015-16	NIL	NIL	3.39
Finance Act 1994 - Service Tax				
CESTAT, Allahabad Bench	2009-10 to 2014-15	656.72	686.57	628.72
Entry Tax:				
Joint Commissioner of Trade Tax, Kanpur	2005-2006	5.87	5.87	5.87
UP Trade Tax and Central Sales Tax:				
Joint Commissioner of Trade Tax, Kanpur	2001-2002	NIL	NIL	1.51
Joint Commissioner of Trade Tax, Kanpur	2005-2006	0.28	0.28	0.28
Addl. Commissioner of Trade Tax, Kanpur	2011-2012	NIL	NIL	NIL
Addl. Commissioner of Trade Tax, Kanpur	2012-2013	NIL	NIL	NIL

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

34. Disclosure pursuant to Ind AS 19 "Employee Benefits":

(a) Defined Contribution Plan

The employees of the Company are members of a state-managed retirement benefit plans namely Provident fund and Pension and Employee State Insurance (ESI) operated by the Government of India. The Company is required to contribute a specified percentage of payroll costs to the retirement benefit and ESI schemes.

The only obligation of the company with respect to such retirement and other benefit plan is to make the specified contributions.

The Company has recognized the following amounts in the Income Statement during the year under 'Contribution to staff provident and other funds' (refer note 27)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Rs. in Lacs

Particulars	2017-18	2016-17
Employer's contribution to PF and FPF	229.18	202.23
Employer's contribution to ESIC	79.26	85.33
Total	**308.44**	**287.56**

(b) 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.

Rs. in Lacs

Particulars		Gratuity (Funded) March 31, 2018	Gratuity (Funded) March 31, 2017
(A)	Movements in present value of defined benefit obligation		
	Obligations as at beginning of the year	634.14	546.58
	Current service cost	70.18	62.51
	Interest cost	46.48	42.85
	Curtailment cost/(credit)	-	-
	Settlement cost/(credit)	-	-
	Current service contribution- employee	-	-
	Past Service Cost	38.16	-
	Plan amendment	-	-
	Acquisitions	-	-
	Remeasurement {or Actuarial (gain)/Loss} arising from		
	- change in demographic assumption	-	-
	- change in financial assumption	(20.81)	26.18
	- experience variance	0.44	(14.28)
	- others	-	-
	Benefits paid	(70.00)	(29.70)
	Present value of defined benefit obligation as at end of the year	698.59	634.14
(B)	Movements in the fair value of plan assets		
	Fair value of plan assets at beginning of the year	541.73	470.74
	Investment Income	39.71	36.91
	Return on plan assets, excluding amount recognised in net Interest expense	(6.77)	(6.22)
	Actual contributions by the employer	54.75	70.00
	Fund transferred	-	-
	Employee contribution	-	-
	Benefits paid	(70.00)	(29.70)
	Fair value of plan assets as at end of the year	559.42	541.73
(C)	Amount recognized in the balance sheet		
	Present value of defined benefit obligation as at end of the year	698.59	634.14
	Fair value of plan assets as at end of the year	559.42	541.73
	Funded status {Surplus/(deficit)}	(139.17)	(92.41)
	Effect of balance sheet asset limit	-	-
	Unrecognised past service cost	-	-
	Net asset/(liability) recognised in balance sheet	(139.17)	(92.41)
	Net asset/(liability) recognised in balance sheet at beginning of the year	(92.41)	(75.83)
	Expense recognised in Statement of Profit and Loss	115.11	68.46
	Expense recognised in Other Comprehensive Income	(13.60)	18.12
	Actual contributions by the employer	54.75	70.00
	Net acquisition/business combination	-	-
	Net asset/(liability) recognised in balance sheet at end of the year	(139.17)	(92.41)
(D)	Amounts recognized in the statement of profit and loss		
	Current service cost	70.18	62.51
	Interest cost	6.77	5.95
	Loss/(gain) on settlement	-	-
	Past service cost	38.16	-
	Total	115.11	68.46

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Rs. in Lacs

Particulars		Gratuity (Funded) March 31, 2018		Gratuity (Funded) March 31, 2017
(E) Amounts recognised in other comprehensive income				
Actuarial (gain) / loss due to				
- change in demographic assumption		-		-
- change in financial assumption		(20.81)		26.18
- experience variance		0.44		(14.28)
- others		-		-
Return on plan assets, excluding amount recognised in net Interest expense		6.77		6.22
Remeasurement (or actuarial (gain)/loss) arising due to asset ceiling		-		-
Total		(13.60)		18.12
(F) Category of plan assets				
Funds managed by Insurer	100%		100%	
(G) Sensitivity analysis				
DBO on base assumptions		698.59		634.14
A. Discount Rate				
1. Effect due to 1.00% increase in discount rate	-7.41%	646.85	-7.81%	584.59
2. Effect due to 1.00% decrease in discount rate	8.57%	758.44	9.07%	691.68
B. Salary Escalation Rate				
1. Effect due to 1.00% increase in salary escalation rate	8.68%	759.25	8.79%	689.90
2. Effect due to 1.00% decrease in salary escalation rate	-7.62%	645.37	-7.75%	584.99
C. Withdrawal Rate				
1. Effect due to 50% increase in withdrawal rate	1.85%	711.48	1.67%	644.72
2. Effect due to 50% decrease in withdrawal rate	-2.07%	684.13	-1.88%	622.19
D. Mortality Rate				
1. Effect due to 10% increase in mortality rate	0.36%	701.11	0.36%	636.42
2. Effect due to 10% decrease in mortality rate	-0.37%	696.02	-0.37%	631.82

(H) Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities.

These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments % which have low correlation with equity securities.

The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit.

(I) Actuarial assumptions

Actuarial valuation as at the year-end was done in respect of the aforesaid defined benefit plans based on the following assumptions:

i) General assumptions

- Discount rate (per annum)	7.70%	7.33%
- Withdrawal rate	2.00%	2.00%
- Rate of increase in compensation	5.00%	5.00%

ii) Mortality rates considered are as per the published rates in the India Assured Lives Mortality (2006-08) Ultimate.

iii) "Leave policy: Leave balance as at the valuation date and each subsequent year following the valuation date to the extent not availed by the employee accumulated up to 31st December 2017 is available for encashment on separation from the Company up to a maximum of 30 days."

iv) The discount rate should be based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.

v) The expected rate of return on plan assets is based on market expectation, at the beginning of the year, for returns over entire life of the related obligation.

vi) The assumption of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion, supply and demand and other relevant factors.

vii) Liability on account of long term absences has been actuarially valued as per Projected Unit Credit Method.

viii) Short term compensated absences have been provided on actual basis.

35. Disclosure as per clause 34(3) and 53(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 186 (4) of the Companies Act, 2013:

(a) Loans and Advances:

(Rs. In Lacs)

Name of the company	Relationship	Amount Outstanding as on March 31			Maximum outstanding during the year		
		2018	2017	2016	2017-18	2016-17	2015-16
Superhouse (USA) International Inc.	WOS	3.90	3.89	3.98	3.91	3.89	3.98
Linea De Seguridad SLU, Spain	WOS	19.24	16.58	18.00	19.24	16.58	18.00
Steven Constructions Ltd.	Associate	-	92.06	80.30	99.33	92.40	80.59
Mayfair Leather Exports Limited	Others*	263.26	261.20	214.06	264.02	264.10	214.06

* Others denote Other Related Party (Enterprise over which KMP or relatives of KMP are able to exercise significant influence)

** Above balance include interest accrued wherever charged on Loans.

The aforesaid advances has been given to meet the working capital requirements and the same has been utilised for the same purposes.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

b) **Investments:** Refer Note No. 3 (A) & (B)

c) **Guarantee given**

The company has given corporate guarantee, for securing the credit facilities (Term Loans, Working Capital Loans and other Non Fund Based credit facilities) availed by WOS from Bank(s), aggregating to Rs. 1,128.27 Lacs {as at 31.03.2017 Rs. 859.31 Lacs, as at 01.04.2016 Rs. 5,306.94 Lacs). The details are as under:

(Foreign Currency in Lacs)

Particulars	Currency	31.03.2018	31.03.2017	01.04.2016
Superhouse (U.K.) Ltd., UK	GBP	2.90	2.90	2.90
Superhouse Middle East FZC, Azman	AED	35.00	35.44	35.44
Linea De Seguridad S.L.U., Spain	Euro	3.00	-	4.16
Briggs Industrial Footwear Ltd. (U.K.)	GBP	-	-	42.90

d) **Security provided:**

The company has not provided any other security to/for any of its subsidiaries and associates excepting the corporate guarantee as mentioned at para (c) herein above.

36. The company has investment of Rs. 1,576.39 Lacs (As at 31.03.2017 Rs. 1576.39 Lacs & as at 01.04.2016 Rs. 1576.39 Lacs) 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. 820.84 Lacs (As at 31.03.2017 Rs. 602.94 Lacs & as at 01.04.2016 Rs. 179.63 Lacs) & Advance of Rs. 19.24 Lacs (As at 31.03.2017 Rs. 16.58 Lacs & as at 01.04.2016 Rs. 18.00 Lacs) 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.

37. Transition to Ind AS:

These are the Company's first financial statements prepared in accordance with Ind-AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2016, with a transition date of 1st April, 2016. Ind AS 101 - 'First-time Adoption of Indian Accounting Standards' requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March, 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognized directly in equity (retained earnings or another appropriate category of equity).

A. Exemptions and exceptions availed

Set out below are the applicable Ind-AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind-AS.

A.1 Ind-AS Optional Exemptions

A.1.1 Deemed Cost

Ind-AS 101 permits a first – time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognized in the financial statements as at the date of transition to Ind-AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

A.1.2 Foreign Currency Monetary items

In terms of Para D13AA of Ind AS 101, the Company may continue to account for foreign exchange differences relating to long term foreign currency monetary items as per previous IGAAP. The Company has elected to apply the same.

A.2 Ind-AS Mandatory Exceptions

A.2.1 Estimates

An entity's estimates in accordance with Ind-ASs at the date of transition to Ind-AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind-AS estimates as at 1st April, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind-AS at the date of transition as these were not required under previous GAAP:

A.2.2 De-recognition of financial assets and liabilities

Ind-AS 101 requires a first – time adopter to apply the de-recognition provisions of Ind-AS 109 prospectively for transactions occurring on or after the date of transition to Ind-AS. However, Ind-AS 101 allows a first – time adopter to apply the de – recognition requirements in Ind-AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind-AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The company has elected to apply the de-recognition provisions of Ind-AS 109 prospectively from the date of transition to Ind-AS.

A.2.3 Classification and measurement of financial assets

Ind-AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind-AS.

A.2.4 Impairment of Financial Assets

Ind AS 101 requires an entity to apply the Ind AS requirements retrospectively if it is practicable without undue cost and effort to determine the credit risk that debt financial instruments where initially recognized. The company has measured impairment losses on financial assets as on the date of transition i.e. 1st April, 2016 in view of cost and effort.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

B. Transition to Ind AS Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS, as required under Ind AS 101:

(i) Reconciliation of Balance sheet as at April 1, 2016 (Transition Date);

(ii) Reconciliation of Balance sheet as at March 31, 2017;

(iii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2017;

(iv) Reconciliation of Total Equity as at April 1, 2016 and as at March 31, 2017;

(v) Adjustments to Cash Flow Statements as at March 31, 2017

The presentation requirements under previous GAAP differs from Ind AS, and hence, previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The re-grouped previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with previous GAAP.

(i) and (ii) Reconciliation of Balance Sheet as at April 1, 2016 (Transition date) and March 31, 2017

Particulars	As at April 01, 2016			As at March 31, 2017		
	Previous GAAP Rs. in Lacs	Adjustments Rs. in Lacs	Ind AS Rs. in Lacs	Previous GAAP Rs. in Lacs	Adjustments Rs. in Lacs	Ind AS Rs. in Lacs
ASSETS						
Non-current assets						
(a) Property, Plant and Equipment	19,175.22	(242.24)	18,932.98	19,362.84	283.71	19,646.55
(b) Capital work-in-progress	1,158.77	-	1,158.77	370.97	-	370.97
(c) Other Intangible assets	30.64	-	30.64	21.94	-	21.94
(d) Financial Assets						
(i) Investments	3,522.12	-	3,522.12	3,658.15	0.06	3,658.21
(ii) Loans	463.65	-	463.65	545.77	-	545.77
(e) Other non-current assets	826.91	-	826.91	1,015.40	-	1,015.40
Current Assets						
(a) Inventories	17,623.06	-	17,623.06	16,957.65	-	16,957.65
(b) Financial Assets						
(i) Trade receivables	11,382.25	(14.68)	11,367.57	9,472.75	(12.22)	9,460.53
(ii) Cash and cash equivalents	909.56	-	909.56	1,344.68	-	1,344.68
(iii) Bank Balances other than (iii) above	2,047.39	-	2,047.39	2,778.51	-	2,778.51
(iv) Other Financial Assets	1,069.81	-	1,069.81	1,285.43	-	1,285.43
(c) Current Tax Assets (Net)	129.96	-	129.96	546.54	-	546.54
(d) Other current assets	1,147.12	-	1,147.12	1,257.58	-	1,257.58
TOTAL ASSETS	**59,486.46**	**(256.92)**	**59,229.54**	**58,618.21**	**271.55**	**58,889.76**
EQUITY AND LIABILITIES						
EQUITY						
(a) Equity Share Capital	1,141.98	-	1,141.98	1,141.98	-	1,141.98
(b) Other Equity	23,513.35	(57.88)	23,455.47	24,632.83	(25.43)	24,607.40
LIABILITIES						
Non current liabilities						
(a) Financial liabilities						
(i) Borrowings	4,017.40	-	4,017.40	3,032.85	-	3,032.85
(b) Deferred tax liabilities (net)	1,540.76	-	1,540.76	1,595.19	-	1,595.19
(c) Other non-current liabilities	-		-	-	296.98	296.98
Current liabilities						
(a) Financial liabilities						
(i) Borrowings	13,809.34		13,809.34	14,294.16	-	14,294.16
(ii) Trade payables	10,145.08		10,145.08	9,177.87	-	9,177.87
(iii) Other financial liabilities	3,875.17		3,875.17	3,394.63	-	3,394.63
(b) Other current liabilities	1,047.23		1,047.23	1,120.22	-	1,120.22
(c) Provisions	396.15	(199.04)	197.11	228.48	-	228.48
TOTAL EQUITY AND LIABILITIES	**59,486.46**	**(256.92)**	**59,229.54**	**58,618.21**	**271.55**	**58,889.76**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(iii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2017

Particulars	Previous GAAP Rs. in Lacs	Adjustments Rs. in Lacs	Ind AS Rs. in Lacs
INCOME:			
Revenue from Operations	58,543.80	367.54	58,911.34
Other income	641.91	30.09	672.00
Total Income	**59,185.71**	**397.63**	**59,583.34**
EXPENSE:			
Cost of materials consumed	30,832.75	12.45	30,845.20
Purchase of stock-in-trade	3,992.70	-	3,992.70
Changes in inventories of finished goods, work-in-progress and stock-in-trade	153.38	-	153.38
Employee Benefits Expenses	4,182.89	(18.12)	4,164.77
Finance costs	1,829.95	-	1,829.95
Depreciation and Amortization Expenses	1,437.79	30.85	1,468.64
Other Expenses	14,824.03	365.08	15,189.11
Total Expenses	**57,253.49**	**390.26**	**57,643.75**
Profit before Exceptional items and Tax	1,932.22	7.37	1,939.59
Exceptional Items			
Profit before Tax	1,932.22	7.37	1,939.59
Tax expense:	631.74	6.27	638.01
1. Current Tax	685.00	-	685.00
2. Deferred Tax	54.43	6.27	60.70
3. Tax adjustment relating to earlier years	(107.69)	-	(107.69)
Profit for the period	1,300.48	1.10	1,301.58
Other comprehensive income			
(i) Items that will not be reclassified to profit or loss	-	(11.85)	(11.85)
Re-measurements of the defined benefit plans	-	(18.12)	(18.12)
(ii) Income tax related to items that will not be reclassified to profit or loss	-	(6.27)	(6.27)
Total comprehensive income for the period	1,300.48	-10.75	1,289.73

(iv) Reconciliation of Total Equity as at April 1, 2016 and March 31, 2017

Particulars	Note No.	As at March 31, 2017 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs
Net worth as per previous GAAP			25,774.82		24,655.33
Revaluation Reserve adjusted with carrying amount in terms of para 91 of AS-10		-		(242.24)	
Proposed Dividend accounted for on Approval basis		-		165.38	
Dividend Distribution Tax accounted for on Approval basis		-		33.66	
Restatement of government grant IDLS		(83.65)		-	
Restatement of government grant EPCG		(243.36)		-	
Capitalisation on Restatement of government grant EPCG		327.01		-	
Depreciation on Fixed assets		(30.85)		-	
Deferral of income of government grant		30.03		-	
Fair valuation of investments		0.06		-	
Provision for doubtful receivables		(12.23)		(14.68)	
Material Consumed		(12.45)		-	
Others		-		-	
Total Impact			(25.44)		(57.88)
Net worth as per Ind AS			25,749.38		24,597.45

(v) Adjustments to Cash Flow Statements as at March 31, 2017

The Ind AS adjustments are non cash adjustments. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended March 31, 2017 as compared with the previous GAAP.

Notes to Reconciliations:

The following explains the material adjustments made during transition from previous GAAP to Ind AS:

1. **Investments in Equity Instruments**

   On the date of transition to Ind AS, the difference between the fair value of quoted Investments recognized at FVTPL as per Ind AS and their corresponding carrying amount as per financial statements prepared under Previous GAAP, has resulted in an increase in the carrying amount of these quoted investments by Rs. 0.06 Lacs which has been recognized directly in retained earnings (Equity). Those quoted equity instruments are designated at FVTPL.

2. **Trade receivable**

   Under previous GAAP the company has recognized provision on trades receivable based on expectation of company. Under Ind AS, the company provides loss allowance on receivable based on the expected Credit Loss (ECL) model which is measured following the "simplified approach at amount equal to lifetime expected credit loss in addition to debts identified as bad/doubtful at each reporting date.

3. **Borrowings**

Under previous GAAP transaction cost were recognized in Statement of Profit and Loss. Under Ind AS financial liability in form of borrowing have been measured at amortized cost using Effective Interest Method. However, the same has not resulted in any adjustments required to be made.

4. **Government Grants**

Under previous GAAP, Government Grants in respect of Property, Plant and Equipment was presented as a deduction from Property, Plant and Equipment. Under Ind AS, Government Grants in respect of Property, Plant and Equipment need to be presented as deferred income in profit or loss on a systematic basis over the useful life of the asset.

Under Ind AS, import duty waivers for capital assets purchased under Export Promotion Credit Guarantee (EPCG) schemes are recorded as deferred revenue and recognized in Statement of Profit and Loss on a systematic basis over the periods in which the related performance obligations are fulfilled.

On the transition date, the Company, therefore, recorded an adjustment to measure such property, plant and equipment in accordance with Ind AS 16.

Under Previous GAAP, cost of the property, plant and equipment was recorded at the cash price paid to acquire such assets. Consequently, depreciation relating to the above differences in the cost of property, plant and equipment under Ind AS and Previous GAAP has also been adjusted.

5. **Deferred Tax**

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has not resulted in any adjustment to deferred tax recognised under previous GAAP.

6. **Remeasurement of Defined benefits liabilities**

Under previous GAAP the company recognized remeasurement of defined benefits plans under profit and loss. Under Ind AS, remeasurement of defined benefits plans are recognized in Other Comprehensive Income

7. **Retained Earnings.**

Retained earnings as at April 1, 2016 has been adjusted consequent to the above Ind-AS transition adjustments.

8. **Other Comprehensive Income**

Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard enquires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

38. Expenditure on Corporate Social Responsibility (CSR)

In pursuance of the provisions of the Companies Act, 2013 and CSR Policy of the Company it is required to spend two percent of the average net profits for the three immediately preceding financial years towards CSR activities.

Since the company has earned profits in preceding previous years, gross amount required to be spent by the company towards CSR activities during the year is Rs. 76.13 Lacs. (previous year Rs. 95.64 Lacs)

The amount recognised as expense in the Statement of Profit and Loss on CSR related activities is Rs. 76.15 Lacs (previous year: Rs. 100.03 Lacs) detailed as under:

Rs. In Lacs

Particulars	2017-18			2016-17		
	Paid	Yet to be paid	Total	Paid	Yet to be paid	Total
CSR Expenditure	24.50	51.65	76.15	100.03	-	100.03
Total	24.50	51.65	76.15	100.03	-	100.03

39. Expenditure on Research and Development

Rs. In Lacs

Particulars	2017-18	2016-17
Capital Expenditure	-	-
Revenue Expenditure	42.02	60.74
Total	42.02	60.74

40. Disclosure pursuant to Ind AS 17 "Leases":

(a) Where the company is Lessor

i. Operating Lease:

The company has not entered into any non-cancellable Operating Lease. The company has given Building and Factory and Plant & Machinery on cancellable operating lease. The details are as under:

Rs. In Lacs

Particulars	Building Factory			Plant and Machinery		
	31.03.2018	31.03.2017	01.04.2016	31.03.2018	31.03.2017	01.04.2016
- Net Carrying amount as at the Balance Sheet date	18.06	19.53	21.00	14.06	14.06	14.06
- Contingent Rent recognised as Income in Statement of Profit and Loss of the year	NIL	NIL	-	NIL	NIL	-

ii. Finance Lease: The Company has not entered into any finance lease.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(b) Where the company is Lessee

i. Finance Lease:

The company has finance lease arrangement for various land leases for terms of 30 years and 90 years. The details are as under:

Rs. In Lacs

Particulars	Land Leasehold		
	31.03.2018	31.03.2017	01.04.2016
- Net Carrying amount as at the Balance Sheet date	1,209.64	1,344.12	1,357.93
- Contingent Rent recognised as expense in Statement of Profit and Loss of the year	NIL	NIL	-

ii. Operating Lease: The Company has not entered into any non-cancellable operating leases.

41. Financial Instruments

(i) Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The capital structure of the company consists of debt, which includes the borrowings including temporary overdrawn balance , cash and cash equivalents including short term bank deposits, equity comprising issued capital, reserves and non-controlling interests. The gearing ratio for the year is as under:

(Rs. In Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Debt	18,342.93	18,883.99	19,420.87
Less: Cash and cash equivalent	853.27	1,344.68	909.56
Net debt (A)	17,489.66	17,539.31	18,511.31
Total equity (B)	27,069.83	25,749.38	24,597.45
Debt Equity Ratio (A/B)	0.65	0.68	0.75

(ii) Categories of financial instruments

Calculation of Fair Values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values of financial instruments:

a) The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.

b) The fair value of the long-term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).

c) The fair value of loans from banks and other financial indebtedness as well as other non current financial liabilities is estimated by discounting future cash flows using rates currently available for debt or similar terms and remaining maturities.

d) Cash and cash equivalents, trade receivables, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

(Rs. In Lacs)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial Assets						
Financial assets measured at fair value						
Investments measured at						
i. Fair value through other comprehensive income	-	253.90		97.26		63.51
ii. Fair value through profit and loss	-	0.14		0.13		0.07
Financial assets measured at amortized cost						
Trade Receivables	13,126.52		9,460.53		11,367.57	
Cash and cash equivalents	853.27		1,344.68		909.56	
Bank balances other than cash and cash equivalents	3,067.03		2,778.51		2,047.39	
Other financial assets	2,830.32		1,285.43		1,069.81	
Total	**19,877.14**	**254.04**	**14,869.15**	**97.39**	**15,394.33**	**63.58**
Financial Liabilities						
Financial liabilities measured at amortized cost						
Borrowings	18,342.93	-	18,883.99	-	19,420.87	-
Trade payables	11,943.40	-	9,177.87	-	10,145.08	-
Other financial liabilities	2,171.25	-	1,837.65	-	2,281.04	-
Total	**32,457.58**	**-**	**29,899.51**	**-**	**31,846.99**	**-**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(iii) Income, expenses, gains or losses on financial instruments

Rs. In Lacs

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Financial assets measured at amortized cost		
Allowances for doubtful receivables	5.23	(2.46)
Financial assets measured at fair value through Profit and Loss		
- Fair value gain/ (loss) on investments in equity instruments	0.06	0.01
- Fair value gain/ (loss) on investments in debt instruments	-	-
Financial assets measured at fair value through Other Comprehensive Income		
- Fair value gain/ (loss) on investments in equity instruments	126.64	-

Fair value measurements recognized in the balance sheet:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(Rs. In Lacs)

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2018				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	-	NA	126.64	126.64
ii. Fair value through profit and loss	0.01	NA	126.64	126.65
As at March 31, 2017				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	-	NA	NA	-
ii. Fair value through profit and loss	0.06	NA	NA	0.06
As at April 1, 2016				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	-	NA	NA	-
ii. Fair value through profit and loss	-	NA	NA	-

(iii) Financial risk management objectives:

The Company's principal financial liabilities comprise of loan from banks and financial institutions, and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short term deposits, which arise directly from its operations.

The main risks arising from Company's financial instruments are foreign currency risk, credit risk, market risk, interest rate risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

(a) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Trade and Other receivables

Customer credit is managed by each business unit subject to the Company's established policies, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 20 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Expected credit loss assessment for customers:

The company is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows:

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(Rs. In Lacs)

Particulars	2017-18	2016-17
Opening Balance	151.19	138.23
Impairment loss as per ECL recognised/(reversed)	5.23	(2.46)
Additional Provision	124.30	136.69
Amounts written off as bad debts	(42.15)	(121.27)
Closing Balance	238.57	151.19

Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks and derivative contracts.

The Company held cash and cash equivalents of Rs. 853.27 Lacs at March 31, 2018 (March 31, 2017: Rs. 1,344.68 Lacs, April 1, 2016 : Rs. 909.56 Lacs). Cash and cash equivalents are held with reputable and credit-worthy banks.

Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Management of the Company.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired

(b) Market risk:

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

(I) Foreign currency risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Company's exposure is mainly denominated in USD, GBP and Euro. The exchange rates have changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks. The Company uses derivative instruments (mainly foreign exchange forward contracts) to mitigate the risk of changes in foreign currency exchange rate.

The Company do not use derivative financial instruments for trading or speculative purposes.

(II) Interest rate risk:

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short-term loans.

Interest rate sensitivity analysis:

As at March 31, 2018 interest bearing financial liability (secured loan from banks) stood at Rs. 18,342.93 Lacs, was subject to variable interest rates. Increase/decrease of 50 basis points in interest rates at the balance sheet date would result in decrease/increase in profit before tax of Rs. 91.71 Lacs.

The risk estimates provided assume a parallel shift of 50 basis points interest rate. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

Fair value of financial instruments:

All financial assets are initially recognized at fair value of consideration paid. Subsequently, financial assets are carried at fair value or amortized cost less impairment. Where non – derivative financial assets are carried at fair value, gains and losses on re- measurement are recognized directly in equity unless the financial assets have been designated as being held at fair value through profit or loss, in which case the gains and losses are recognized directly in the standalone statement of profit and loss. Financial assets are designated as being held at fair value through profit or loss when it is necessary to reduce measurement inconsistency for related assets and liabilities. All financial liabilities other than derivatives are initially recognized at fair value of consideration received net of transaction costs as appropriate (initial cost) and subsequently carried at amortized cost.

(III) Liquidity risk:

The Company follows a Conservative policy of ensuring sufficient liquidity at all times through a strategy of profitable growth, efficient liquidity at all times through a strategy of profitable growth, efficient working capital management as well as prudent capital expenditure. The Company has a overdraft facility with banks to support any temporary funding requirements.

The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

Liquidity table:

Liquidity tables drawn up based on the cash flows of financial liabilities based on the earliest date on which the Company can be required to pay is disclosed at Note no. 51.

(IV) Other price risk:

The Company is not exposed to any significant equity price risks arising from equity investments, as on 31st March 2018. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

(V) Equity price sensitivity analysis:

There is no exposure to equity price risks as at the reporting date or as at the previous reporting date.

42. Disclosure pursuant to Ind AS 27 "Separate Financial Statements"

Investments in following subsidiaries and associates is accounted at cost:

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

S. No.	Name of Subsidiary company / Associate Company	Principal place of business	As at March 31, 2018 Effective proportion of ownership interest (%)	As at March 31, 2018 Effective proportion of voting power interest (%)	As at March 31, 2017 Effective proportion of ownership interest (%)	As at March 31, 2017 Effective proportion of voting power interest (%)	As at April 01, 2016 Effective proportion of ownership interest (%)	As at April 01, 2016 Effective proportion of voting power interest (%)
(A)	**Wholly Owned Subsidiaries (Foreign)**							
i.	Superhouse (U.K.) Ltd.	UK	100%	100%	100%	100%	100%	100%
ii.	Superhouse (USA) International Inc.	USA	100%	100%	100%	100%	100%	100%
iii.	Superhouse Middle East FZC, Azman	Azman	100%	100%	100%	100%	100%	100%
iv.	Briggs Industrial Footwear Ltd.	UK	100%	100%	100%	100%	100%	100%
v.	Linea De Seguridad S.L.U.	Spain	100%	100%	100%	100%	100%	100%
vi.	Superhouse GMBH	Germany	100%	100%	100%	100%	100%	100%
vii.	La Compagnie Francaise De Protection SRL	France	100%	100%	100%	100%	100%	100%
(B)	**Associate Companies**							
i.	Unnao Tanneries Pollution Control Co.	India	34.05%	34.05%	34.05%	34.05%	34.05%	34.05%
ii.	Steven Construction Ltd.	India	46.67%	46.67%	46.67%	46.67%	46.67%	46.67%
iii.	Amin International Ltd.	India	31.13%	31.13%	31.13%	31.13%	31.13%	31.13%
iv.	Knowledgehouse Ltd.	India	31.85%	31.85%	31.85%	31.85%	31.85%	31.85%
v.	Creemos International Ltd.	India	48.63%	48.63%	48.63%	48.63%	48.63%	48.63%

43. There is no amount due and outstanding to be credited to Investor Education & Protction Fund as at March 31, 2018.

44. Disclosure pursuant to Ind AS 37 "Provisions, Contingent Liabilities and Contingent assets":

The company has recognised contingent liabilities as disclosed in Note 33 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 pursuant to Ind AS 105 “Non-current assets held for sale and discontinued operations”:

There are no such asset held for sale and discontinued operations.

46. Tax Expenses

(a) Amounts recognized in profit and loss

(Rs. In Lacs)

Particulars	2017-18		2016-17	
Current tax expense				
Current year	582.00		685.00	
Changes in estimates relating to prior years	0.39		(107.69)	
		582.39		577.31
Deferred tax expense				
Origination and reversal of temporary differences	82.10		60.70	
Change in tax rate	-		-	
Recognition of previously unrecognized tax losses	-		-	
		82.10		60.70
Tax expense recognized in the income statement		664.49		638.01

(b) Amounts recognized in other comprehensive income

Particulars	2017-18		2016-17	
Items that will not be reclassified to profit or loss				
- Remeasurements of the defined benefit plans		13.60		(18.12)
Tax Expense/Benefit)		4.71		(6.27)
Net of Tax		8.89		(11.85)

(c) Reconciliation of tax expense and accounting profit multiplied by domestic tax rate applicable in India:

Particulars	2017-18		2016-17	
Profit before tax		1,953.94		1,939.59
Corporate tax rate as per Income Tax Act, 1961	34.61%		34.61%	
Tax on Accounting profit		676.26		671.29
(i) Tax on income exempt from tax:				
(A) Dividend income		(0.04)		(0.04)
(ii) Tax on expenses not tax deductible:				
(A) CSR expenses		23.76		18.88
(B) Expenses in relation to exempt income		1.80		0.89
(C) Tax on other expenses		7.35		11.61
(iii) Tax effect on lower tax rate income- Dividend from WOS		(0.64)		(2.69)
(iv) Tax effect on Long term capital Gain		(32.70)		-
(v) Tax effect on various other items including excess/ short provision of earlier years		(11.30)		(61.93)
Total effect of tax adjustments [(i) to (v)]		**(11.77)**		**(33.28)**
Tax expense recognised during the year		664.49		638.01
Effective tax rate	34.01%	-	32.89%	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(d) (i) Unused tax losses for which no deferred tax asset is recognised in the Balance Shhet NIL

(ii) Unrecognised deductible temporary differences for which no deferred tax asset is recognised in Balance Sheet NIL

(e) Components of deferred tax (assets) and liabilities recognised in Balance Sheet and Statement of Profit or Loss:

Particulars	Balance Shhet as at			Statement of Profit & Loss	
	31.03.18	31.03.17	01.04.16	2017-18	2016-17
Difference between book balance and tax balance of fixed assets	1,949.83	1,825.13	1,651.74	124.70	173.39
Provision for gratuity	(48.16)	(31.98)	(26.25)	(16.18)	(5.73)
Government grant	(113.82)	(102.78)	-	(11.04)	(102.78)
Provision for Bad Debts	(76.53)	(48.09)	(42.76)	(28.44)	(5.33)
Others	(29.32)	(47.09)	(41.97)	17.77	(5.12)
Net Deferred Tax (asset) liability	1,682.00	1,595.19	1,540.76		
Deferred Tax expense/(income)				86.81	54.43
- Recognised in Statement of Profit & Loss				82.10	60.70
- Recognised in Other Comprehensive Income				4.71	(6.27)

(f) Reconciliation of deferred Tax (Asset) Liability

Particulars	2017-18	2016-17
Opening Balances	1,595.19	1,540.76
Tax (income)/expense during the period recognised in:		
- Statement of Profit and Loss in Profit or Loss section	82.10	60.70
- Statement of Profit and Loss under OCI section	4.71	(6.27)
Closing Balances	1,682.00	1,595.19

47. 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.

48. Disclosure of related parties/related party transactions/balances pursuant to Ind AS 24 "Related Party Disclosures"

(A) Name of Related Parties and nature of relationship

i. Related parties over which control exist (Wholly Owned Subsidiaries)

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
g) La Compagnie Francaise De Protection SRL, France

ii. Joint Ventures **Nil**

iii. Associates with whom transactions were carried out during the year

	Proportion of voting power held by co.		
	31.03.18	**31.03.17**	**01.04.16**
a) Unnao Tanneries Pollution Control Company (A company registered under Section 25 of erstwhile the Companies Act, 1956)	34.05%	34.05%	34.05%
b) Steven Construction Ltd.	46.67%	46.67%	46.67%
c) Amin International Ltd.	31.13%	31.13%	31.13%
d) Knowledgehouse Ltd.	31.85%	31.85%	31.85%
e) Creemos International Ltd.	48.63%	48.63%	48.63%

iv. 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) - CFO
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)
i) Mr. Yusuf Amin – Director (Son of Mr. Mukhtarul Amin)

v. Others: Enterprise over which KMP or relatives of KMP are able to exercise significant influence:

a) Prime International (a partnership firm)
b) Shoe House (a partnership firm)
c) Chowdhary Overseas Ltd.
d) Rojus Enterprises Ltd.
e) Modriba Hygiene Solutions Ltd.
f) Superhouse Accessories Ltd.
g) Rivera Trendz Pvt. Ltd.
h) Mayfair Leather Exports Ltd.
i) Bell Fashions Pvt. Ltd.
j) Patrick Shoes Limited, UK

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(B) (i) Disclosure of related party transactions during the year (in ordinary course of business at arm lenghth price) Summary:

Transactions	Wholly Owned Subsidiaries As at / for the year ended			Associates As at / for the year ended			Other related parties As at / for the year ended			KMP and Relatives As at / for the year ended		
	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16
Purchases of materials / finished goods	-	-	-	109.40	24.62	-	1,515.56	2,337.95	-	-	-	-
Purchases of fixed assets	-	-	-	0.36	-	-	-	20.37	-	-	-	-
Sale of materials / finished goods	4,231.15	3,725.14	-	779.05	685.19	-	924.79	976.59	-	-	-	-
Sale of fixed assets	-	-	-	747.61	107.49	-	-	-	-	-	-	-
Services rendered / other receipts	-	-	-	0.90	1.58	-	1.80	4.61	-	-	-	-
Services availed	731.45	1,066.38	-	92.08	88.49	-	39.97	17.07	-	-	-	-
Rent paid	-	-	-	1.20	2.40	-	-	-	-	27.00	27.00	-
Rent received	-	-	-	0.04	0.01	-	28.20	24.65	-	-	-	-
Interest received	-	-	-	8.95	13.08	-	30.07	29.04	-	-	-	-
Dividend received	3.71	15.54	-	-	-	-	-	-	-	-	-	-
Commission received on Corporate Guarantee	13.45	49.88	-	-	-	-	-	-	-	-	-	-
Remuneration/sitting fee	-	-	-	-	-	-	-	-	-	278.07	302.22	-
Receivables (Net)	2,764.77	1,839.29	1,558.44	511.97	519.30	424.44	624.16	454.94	492.88	-	-	-
Payables (Trade payable & other liabilities)	5.27	-	-	-	264.48	54.65	212.53	149.55	255.20	65.09	119.54	217.53
Loans and Advances	23.14	20.47	21.98	-	95.01	80.30	263.26	261.20	214.06	-	-	-
Investments	refer Note No. 3											

(ii) Detail of related party transactions during the year (in ordinary course of business at arm lenghth price)

Name of related party & Transactions	Wholly Owned Subsidiaries As at / for the year ended			Associates As at / for the year ended			Other related parties As at / for the year ended			KMP and Relatives As at / for the year ended		
	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16
Purchases of materials / finished goods												
Amin International Ltd	-	-		97.97	18.33		-	-		-	-	
Creemos International Ltd.	-	-		11.43	6.29		-	-		-	-	
Modriba Hygiene Solutions Ltd.	-	-		-	-		482.81	409.61		-	-	
Superhouse Accessories Ltd.	-	-		-	-		807.26	712.14		-	-	
Chowdhary Overseas Ltd.	-	-		-	-		77.23	239.25		-	-	
Rojus Enterprises Ltd.	-	-		-	-		40.97	17.37		-	-	
Rivera Trendz Pvt. Ltd.	-	-		-	-		1.37	10.75		-	-	
Mayfair Leather Exports Ltd.	-	-		-	-		102.96	939.29		-	-	
Prime International (a partnership firm)	-	-		-	-		-	0.24		-	-	
Bell Fashions Pvt. Ltd.	-	-		-	-		0.43	9.30		-	-	
Patrick Shoes Limited, UK				-	-		2.53	-				
	-	-		109.40	24.62		1,515.56	2,337.95		-	-	
Purchases of fixed assets												
Amin Internatinal Ltd.	-	-		0.36	-		-	-		-	-	
Chowdhary Overseas Ltd.	-	-		-	-		-	5.62		-	-	
Bell Fashions Pvt. Ltd.	-	-		-	-		-	14.75		-	-	
	-	-		0.36	-		-	20.37		-	-	
Sale of materials / finished goods												
Superhouse (U.K.) Ltd., UK	1,943.50	1,476.24		-	-		-	-		-	-	
Superhouse Middle East FZC, Azman	1,042.88	780.25		-	-		-	-		-	-	
Briggs Industrial Footwear Ltd. (U.K.)	766.52	812.79		-	-		-	-		-	-	
Linea De Seguridad S.L.U., Spain	386.57	655.86		-	-		-	-		-	-	
La Compagnie Francaise De Protection SRL, France	91.68	-		-	-		-	-		-	-	
Amin International Ltd	-	-		583.12	294.69		-	-		-	-	
Creemos International Ltd.	-	-		195.93	390.50		-	-		-	-	
Modriba Hygiene Solutions Ltd.	-	-		-	-		3.30	0.74		-	-	
Superhouse Accessories Ltd.	-	-		-	-		4.40	10.22		-	-	
Chowdhary Overseas Ltd.	-	-		-	-		65.28	92.87		-	-	
Rojus Enterprises Ltd.	-	-		-	-		168.59	273.88		-	-	
Rivera Trendz Pvt. Ltd.	-	-		-	-		15.93	9.83		-	-	
Mayfair Leather Exports Ltd.	-	-		-	-		14.64	499.36		-	-	
Bell Fashions Pvt. Ltd.	-	-		-	-		90.30	89.69		-	-	
Patrick Shoes Limited, UK							562.35	-		-	-	
	4,231.15	3,725.14		779.05	685.19		924.79	976.59		-	-	
Sale of fixed assets												
Amin International Ltd	-	-		747.61	-		-	-		-	-	
Creemos International Ltd.	-	-		-	107.49		-	-		-	-	
	-	-		747.61	107.49		-	-		-	-	
Services availed												
Superhouse (U.K.) Ltd., UK	646.21	997.21		-	-		-	-		-	-	
Superhouse (USA) International Inc., USA	23.88	11.71		-	-		-	-		-	-	
Superhouse Middle East FZC, Azman	2.75	3.31		-	-		-	-		-	-	
Superhouse GMBH, Germany	58.61	54.15		-	-		-	-		-	-	
Unnao Tanneries Pollution Control Company	-	-		91.57	88.49		-	-		-	-	
Creemos International Ltd.	-	-		0.51	-		-	-		-	-	
Superhouse Accessories Ltd.	-	-		-	-		1.26	9.47		-	-	

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Name of related party & Transactions	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16
Services availed contd.												
Chowdhary Overseas Ltd.	-	-		-	-		1.46	6.16		-	-	
Mayfair Leather Exports Ltd.	-	-		-	-		37.25	0.54		-	-	
Bell Fashions Pvt. Ltd.	-	-		-	-		-	0.90		-	-	
	731.45	1,066.38		92.08	88.49		39.97	17.07		-	-	
Services rendered / other receipts												
Amin International Ltd	-	-		0.90	1.58		-	-		-	-	
Chowdhary Overseas Ltd.	-	-		-	-		1.80	4.61		-	-	
	-	-		0.90	1.58		1.80	4.61		-	-	
Rent paid												
Steven Construction Ltd.	-	-		1.20	2.40		-	-		-	-	
Mr. Mukhtarul Amin	-	-		-	-		-	-		7.20	7.20	
Mrs. Shahina Mukhtar	-	-		-	-		-	-		18.00	18.00	
Mr. Deepak Sanan	-	-		-	-		-	-		1.80	1.80	
	-	-		1.20	2.40		-	-		27.00	27.00	
Rent received												
Knowledgehouse Ltd.	-	-		0.04	0.01		-	-		-	-	
Modriba Hygiene Solutions Ltd.	-	-		-	-		2.83	2.77		-	-	
Superhouse Accessories Ltd.	-	-		-	-		17.59	17.24		-	-	
Chowdhary Overseas Ltd.	-	-		-	-		6.96	3.45		-	-	
Rojus Enterprises Ltd.	-	-		-	-		0.82	1.19		-	-	
	-	-		0.04	0.01		28.20	24.65		-	-	
Interest received												
Steven Construction Ltd.	-	-		8.95	13.08		-	-		-	-	
Mayfair Leather Exports Ltd.	-	-		-	-		30.07	29.04		-	-	
	-	-		8.95	13.08		30.07	29.04		-	-	
Dividend received												
Superhouse (U.K.) Ltd., UK	3.71	4.05		-	-		-	-		-	-	
Briggs Industrial Footwear Ltd. (U.K.)	-	11.49		-	-		-	-		-	-	
	3.71	15.54		-	-		-	-		-	-	
Commission received on Corporate Guarantee												
Superhouse (U.K.) Ltd., UK	2.83	2.88		-	-		-	-		-	-	
Superhouse Middle East FZC, Azman	7.14	7.49		-	-		-	-		-	-	
Briggs Industrial Footwear Ltd. (U.K.)	-	36.20		-	-		-	-		-	-	
Linea De Seguridad SLU, Spain	3.48	3.31		-	-		-	-		-	-	
	13.45	49.88		-	-		-	-		-	-	
Remuneration/sitting fee												
Mr. Mukhtarul Amin	-	-		-	-		-	-		100.84	127.38	
Mrs. Shahina Mukhtar	-	-		-	-		-	-		33.60	35.33	
Mr. Zafarul Amin	-	-		-	-		-	-		37.88	34.57	
Mr. Vinay Sanan	-	-		-	-		-	-		30.23	30.93	
Mr. A.K. Agarwal	-	-		-	-		-	-		15.20	15.26	
Mr. Mohd. Shadab	-	-		-	-		-	-		30.65	24.60	
Mr. Yusuf Amin - Sitting Fee	-	-		-	-		-	-		0.03	0.01	
Mr. R.K. Agrawal	-	-		-	-		-	-		11.64	11.64	
Mr. Deepak Sanan	-	-		-	-		-	-		18.00	18.00	
Mr. Manu Sanan	-	-		-	-		-	-		-	4.50	
	-	-		-	-		-	-		278.07	302.22	
(C) Outstanding balances with related parties:												
(i) **Receivables (Net)**												
Superhouse (U.K.) Ltd., UK	1,064.30	601.00	413.27	-	-	-	-	-	-	-	-	-
Superhouse Middle East FZC, Azman	511.15	387.53	462.28	-	-	-	-	-	-	-	-	-
Briggs Industrial Footwear Ltd. (U.K.)	277.05	247.82	503.26	-	-	-	-	-	-	-	-	-
Linea De Seguridad SLU, Spain	820.84	602.94	179.63	-	-	-	-	-	-	-	-	-
La Compagnie Francaise De Protection SRL, France	91.43	-	-	-	-	-	-	-	-	-	-	-
Amin International Ltd.	-	-	-	68.41	-	-	-	-	-	-	-	-
Steven Construction Ltd.	-	-	-	0.10	0.66	0.10	-	-	-	-	-	-
Creemos International Ltd.	-	-	-	442.95	514.01	424.34	-	-	-	-	-	-
Knowledgehouse Ltd.	-	-	-	-	0.64	-	-	-	-	-	-	-
Unnao Tanneries Pollution Control Company	-	-	-	0.51	3.99	-	-	-	-	-	-	-
M/s Shoe House	-	-	-	-	-	-	-	12.55	64.55	-	-	-
Chowdhary Overseas Ltd.	-	-	-	-	-	-	9.90	29.64	30.10	-	-	-
Rojus Enterprises Ltd.	-	-	-	-	-	-	217.20	247.22	273.34	-	-	-
Mayfair Leather Exports Ltd.	-	-	-	-	-	-	47.12	88.43	124.89	-	-	-
Bell Fashionwear Pvt. Ltd.	-	-	-	-	-	-	46.88	77.10	-	-	-	-
Patrick Shoes Limited, UK	-	-	-	-	-	-	303.06	-	-	-	-	-
	2,764.77	1,839.29	1,558.44	511.97	519.30	424.44	624.16	454.94	492.88	-	-	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Name of related party & Transactions	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16
(ii) Payables (Trade payable & other liabilities)												
Superhouse (USA) International Inc., USA	5.27	-	-	-	-	-	-	-	-	-	-	-
Amin International Ltd.	-	-	-	-	264.48	43.83	-	-	-	-	-	-
Unnao Tanneries Pollution Control Company	-	-	-	-	-	10.82	-	-	-	-	-	-
Modriba Hygiene Solutions Ltd.	-	-	-	-	-	-	150.08	78.12	136.30	-	-	-
Superhouse Accessories Ltd.	-	-	-	-	-	-	61.69	64.57	86.15	-	-	-
Rivera Trendz Pvt. Ltd.	-	-	-	-	-	-	0.76	2.95	30.69	-	-	-
Super Shoes Ltd.	-	-	-	-	-	-	-	3.91	-	-	-	-
Prime International	-	-	-	-	-	-	-	-	2.06	-	-	-
Mr. Mukhtarul Amin	-	-	-	-	-	-	-	-	-	45.60	64.15	113.18
Mrs. Shahina Mukhtar	-	-	-	-	-	-	-	-	-	5.02	21.24	46.32
Mr. Zafarul Amin	-	-	-	-	-	-	-	-	-	2.91	22.90	48.01
Mr. Vinay Sanan	-	-	-	-	-	-	-	-	-	3.81	3.81	3.77
Mr. A.K. Agarwal	-	-	-	-	-	-	-	-	-	0.87	1.02	1.16
Mr. Mohd. Shadab	-	-	-	-	-	-	-	-	-	1.82	0.85	0.62
Mr. R.K. Agrawal	-	-	-	-	-	-	-	-	-	0.73	0.81	0.90
Mr. Deepak Sanan	-	-	-	-	-	-	-	-	-	4.33	4.76	2.07
Mr. Manu Sanan	-	-	-	-	-	-	-	-	-	-	-	1.50
	5.27	-	-	-	264.48	54.65	212.53	149.55	255.20	65.09	119.54	217.53
(iii) Loans and Advances												
Superhouse (USA) International Inc.	3.90	3.89	3.98	-	-	-	-	-	-	-	-	-
Linea De Seguridad SLU, Spain	19.24	16.58	18.00	-	-	-	-	-	-	-	-	-
Steven Constructions Ltd.	-	-	-	-	92.06	80.30	-	-	-	-	-	-
Knowledgehouse Ltd.	-	-	-	-	2.95	-	-	-	-	-	-	-
Mayfair Leather Exports Ltd.	-	-	-	-	-	-	263.26	261.20	214.06	-	-	-
	23.14	20.47	21.98	-	95.01	80.30	263.26	261.20	214.06	-	-	-

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

(E) Key Managerial Personnel are entitled to post-employment benefits and other long term employee benefits recognized as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

49. (a) Foreign Currency Exposure hedged and un-hedged as at the balance sheet date is as under:

(Foreign Currency amount in Lacs)

PARTICULARS	USD			EURO			GBP			AED		
	2017-18	2016-17	2015-16	2017-18	2016-17	2015-16	2017-18	2016-17	2015-16	2017-18	2016-17	2015-16
Debtors	53.02	31.76	20.59	37.79	36.33	14.25	33.25	23.39	26.29	-	-	1.13
Creditors	9.29	2.84	5.09	5.14	2.92	5.45	0.21	0.17	0.52	-	-	-
Other Payables	2.59	7.76	3.19	2.08	6.41	5.54	2.85	2.88	3.97	-	0.00	0.01
Loan Taken (Principal)	7.15	14.71	22.46	3.78	13.08	7.56	-	2.50	5.00	-	-	-
Advances	2.36	2.41	3.71	0.27	1.09	0.49	-	0.04	0.41	-	-	-
Cash & Bank Balance	0.00	0.01	0.12	0.00	0.05	0.01	0.00	0.03	0.48	-	-	-
Corporate Guarantee	-	-	-	4.00	5.47	4.16	2.90	3.34	42.90	15.00	35.44	37.90
Letter of Credit	11.54	7.66	-	-	8.75	-	-	-	-	-	-	-

(b) Derivative Instrument Outstanding (Forward Contract for hedging) **(Foreign Currency amount in Lacs)**

PARTICULARS	USD / INR			EURO / INR			GBP / INR		
	2017-18	2016-17	2015-16	2017-18	2016-17	2015-16	2017-18	2016-17	2015-16
Against exports	58.04	65.80	23.60	55.16	39.10	33.20	42.52	26.40	9.90

50. Disclosure pursuant to Ind AS 108 "Operating Segment"

Business Segment

(A) The Company has determined following reporting segments based on the information reviewed by the Company's Chief Operating Decision Maker ('CODM').

(a) Leather and Leather Products comprises Finished Leather, Leather Shoes, Leather Uppers and other Leather Goods.

(b) Textile Garments comprises Textile garments, riding acessories etc.

The above business segments have been identified considering :

(a) the nature of products

(b) the differing risks and returns

(c) the internal organization and management structure, and

(d) the internal financial reporting systems

The measurement principles of segments are consistent with those used in Significant Accounting Policies. There are no inter segment transfer.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Leather and Leather Products			Textile Garments			Total		
	2017-18	2016-17	01.04.16	2017-18	2016-17	01.04.16	2017-18	2016-17	01.04.16
REVENUE									
Segment Revenue	47,394.28	48,955.82		10,227.29	10,627.52		57,621.57	59,583.34	
Intra Segment Revenue	-	-		-	-		-	-	
Eliminations	-	-		-	-		-	-	
Net Revenue	47,394.28	48,955.82		10,227.29	10,627.52		57,621.57	59,583.34	
RESULTS									
Profit/ loss before tax and finance cost	3,566.94	3,437.62		187.11	331.92		3,754.05	3,769.54	
Less: Finance Cost	1,249.96	1,411.72		550.15	418.23		1,800.11	1,829.95	
Less: Exceptional items	-	-					-	-	
Total profit/(loss) before tax	2,316.98	2,025.90		(363.04)	(86.31)		1,953.94	1,939.59	
Provision for taxation									
- Current							582.00	685.00	
- Deferred tax							82.10	60.70	
- Tax Adjustment relating to earlier years							0.39	(107.69)	
Net Profit for the year							1,289.45	1,301.58	
Other information									
Assets	52,044.67	49,067.40	50,687.44	10,200.44	9,822.36	8,799.01	62,245.11	58,889.76	59,486.45
Liabilities	28,030.65	26,706.44	29,536.89	7,144.63	6,433.94	5,294.23	35,175.28	33,140.38	34,831.12
Capital expenditure	469.79	858.74	3,014.76	312.77	531.58	858.36	782.56	1,390.32	3,873.12
Depreciation	1,188.04	1,189.11	-	281.53	248.69	-	1,469.57	1,437.80	
Impairment	-	-		-	-		-	-	

(B) Additional Information by Geographies

Although the Company's operations are managed by product area, we provide additional information based on geographies.

Particulars	With in India		Outside India		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
External	13,712.61	14159.05	43,908.96	45,424.29	57,621.57	59,583.34
Inter Segment	-	-	-	-	-	-
Total	**13,712.61**	**14,159.05**	**43,908.96**	**45,424.29**	**57,621.57**	**59,583.34**

(C) All non current assets of the Company are located in India.

(D) Revenue from major customers

The Company is not reliant on revenues from transactions with any single customer and does not receive 10% or more of its revenue from transactions with any single customer.

51. Disclosure pursuant to Ind AS 1 "Presentation of Financial Statements".

(a) Current liabilities & borrowing expected to be recovered within twelve months and after twelve months from the reporting date:

Rs in Lacs

Particulars	Note No.	As at March 31, 2018			As at March 31, 2017			As at April 01, 2016		
		Within twelve months	After twelve months	Total	Within twelve months	After twelve months	Total	Within twelve months	After twelve months	Total
Borrowings		15,191.34	3,151.59	18,342.93	15,851.14	3,032.85	18,883.99	15,403.47	4,017.40	19,420.87
Trade and other payables		11,943.40	-	11,943.40	9,177.87	-	9,177.87	10,145.08	-	10,145.08
Other financial liabilities		2,171.25	-	2,171.25	1,837.65	-	1,837.65	2,281.04	-	2,281.04
(b) Current assets expected to be settled within twelve months and after twelve months from the reporting date:										
Inventories		15,959.64	-	15,959.64	16,957.65	-	16,957.65	17,623.06	-	17,623.06
Trade Receivable		13,126.52	-	13,126.52	9,460.53	-	9,460.53	11,367.57	-	11,367.57
Other Financial Assets		2,830.32	-	2,830.32	1,285.43	-	1,285.43	1,069.81	-	1,069.81
Other Current Assets		1,059.81	-	1,059.81	1,257.58	-	1,257.58	1,147.12	-	1,147.12

52. 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 rupees in lacs.

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

Rajeev Kapoor
Partner
M. No. 077827

Place: Kanpur
Dated: July 09, 2018

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

Rajeev Prem & Associates,.
Chartered Accountants

Office :
216, Kalpana Plaza,
24/147-B, Birhana Road, Kanpur
Phone : 0512-2302412
Mob. : 09415051670
Email : carajeevkapoor@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of Superhouse Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Superhouse Limited (hereinafter referred to as "the Parent")and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group")and its associates, comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows, and for the Consolidated Statement of Change in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Parent's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act")that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated statement of cash flows and the consolidated statement of change in equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with rules there under. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Parent, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Parent's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Parent's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) and (b) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the considerations of the reports of the other auditors on separate financial statements of subsidiaries and associates referred to below in the other matters paragraph, the aforesaid consolidated Ind AS 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 including Ind AS, of the consolidated state of affairs of the Group and its associates as at March 31, 2018, and its consolidated profit, consolidated total comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the year ended on that date.

Other Matters

(a) We did not audit the financial statements / financial information of five subsidiaries, whose financial statements / financial information reflect total assets of Rs.13,777.59 Lacs as at March 31, 2018, total revenues of Rs.13,894.95 Lacs and net cash flows (decrease) amounting to Rs. 289.02 Lacs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

(b) We did not audit the financial statements / financial information of two subsidiaries, whose financial statements / financial information reflect total assets of Rs. 424.70 Lacs as at March 31, 2018, total revenue of Rs. 299.89 Lacs and net cash flow (increase) amounting to Rs. 25.33 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements / financial information are not material to the group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by Section143 (3) of the Act based on our audit and on the consideration of the report of other auditors on separate financial statements and the other financial information of subsidiaries and associate companies incorporated in India referred in the other matters paragraph above, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and Consolidated Statement of Change in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

   (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with rules there on.

(e) On the basis of the written representations received from the directors of the Parent as of March 31, 2018 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Parent and its associate companies in corporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our Report in Annexure A; which is based on the auditors' reports of the parent and associate companies incorporated in India.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates– Refer Note no. 36 to the consolidated financial statements.

ii. The Group and its associate companies incorporated in India did not have any material foreseeable losses on long-term contracts including derivative contracts.

There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate companies incorporated in India during the year ended March 31, 2018

For Rajeev Prem & Associates,
Chartered Accountants
Firm Registration No. **008905C**
Rajeev Kapoor
PARTNER
Membership No. 077827

Place : Kanpur
Date : July 09, 2018

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the consolidated Ind AS financial statements of Superhouse Limited ("the Holding Company") for the year ended March 31, 2018]

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of Superhouse Limited (hereinafter referred to as the Parent/the Company) as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajeev Prem & Associates,
Chartered Accountants
Firm Registration No. **008905C**
Rajeev Kapoor
PARTNER
Membership No. 077827

Place : Kanpur
Date : July 09, 2018

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

Particulars		Note No.	As at March 31, 2018 Rs. in Lacs	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs	As at April 01, 2016 Rs. in Lacs
ASSETS								
Non-current assets								
(a)	Property, Plant and Equipment	2 (a)		21,572.32		22,116.87		21,431.60
(b)	Capital work-in-progress			557.92		370.97		1,158.77
(c)	Investment Properties	2 (b)		206.95		413.95		-
(d)	Goodwill	2 (c)		584.85		584.85		584.85
(e)	Other Intangible assets	2 (d)		31.60		33.61		32.18
(f)	Financial Assets							
	(i) Investments	3	1,557.84		1,210.84		1,021.15	
	(ii) Loans	4	447.11		525.32		441.67	
				2,004.95		1,736.16		1,462.82
(g)	Deferred Tax Asset (net)	5		526.97		452.57		575.60
(h)	Other non-current assets	6		652.88		1,033.47		845.75
Current Assets								
(a)	Inventories	7		20,543.98		20,465.61		21,520.59
(b)	Financial Assets							
	(i) Trade receivables	8	15,418.37		10,864.53		13,650.99	
	(ii) Cash and cash equivalents	9	1,118.33		1,873.41		1,326.84	
	(iii) Bank Balances other than (iii) above	10	3,095.72		2,785.44		2,058.91	
	(iv) Other Financial Assets	11	2,834.73		1,286.03		1,083.19	
				22,467.15		16,809.41		18,119.93
(c)	Current Tax Assets (Net)			598.95		568.73		132.64
(d)	Other current assets	12		1,246.10		1,455.16		1,206.40
TOTAL ASSETS				**70,994.62**		**66,041.36**		**67,071.13**
EQUITY AND LIABILITIES								
EQUITY								
(a)	Equity Share Capital	13	1,141.98		1,141.98		1,141.98	
(b)	Other Equity	14	28,932.86		27,203.93		26,169.63	
LIABILITIES				30,074.84		28,345.91		27,311.61
Non current liabilities								
(a)	Financial liabilities							
	(i) Borrowings	15		4,236.80		4,126.35		5,188.91
(b)	Deferred tax liabilities (net)	16		1,764.10		1,655.28		1,552.37
(c)	Other non-current liabilities	17		328.87		296.98		-
Current liabilities								
(a) Financial liabilities								
	(i) Borrowings	18	15,470.61		16,101.43		15,814.02	
	(ii) Trade payables	19	13,496.21		9,947.75		10,956.71	
	(iii) Other financial liabilities	20	4,799.73		4,165.11		4,905.38	
				33,766.55		30,214.29		31,676.11
(b)	Other current liabilities	21		498.57		1,138.50		1,049.20
(c)	Provisions	22		236.34		239.60		205.20
(d)	Current Tax Liability (Net)			88.55		24.45		87.73
TOTAL EQUITY AND LIABILITIES				**70,994.62**		**66,041.36**		**67,071.13**

Significant Accounting Policies 1

See accompanying notes to the Consolidated financial statements

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

For and on behalf of the **Board of Directors**

Rajeev Kapoor
Partner
M. No. 077827

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

Place: Kanpur
Date: July 09, 2018

A. K. AGARWAL
Chief Financial Officer

R. K. AGRAWAL
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Note No.	2017 - 18 Rs. in Lacs	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs	2016 - 17 Rs. in Lacs
INCOME:					
Revenue from Operations	23		64,971.92		66,650.34
Other income	24		1,571.33		1,068.73
Total Income			**66,543.25**		**67,719.07**
EXPENSE:					
Cost of materials consumed	25		30,146.27		31,338.25
Purchase of stock-in-trade	26		9,113.48		9,339.80
Changes in inventories of finished goods, work-in-progress and stock-in-trade	27		321.13		485.75
Employee Benefits Expenses	28		5,630.15		5,534.02
Finance costs	29		2,011.88		2,065.84
Depreciation and Amortization Expenses			1,556.24		1,552.86
Other Expenses	30		15,278.18		15,832.88
Total Expenses			**64,057.33**		**66,149.40**
Profit before Exceptional items and Tax			2,485.92		1,569.67
Exceptional Items			-		-
Profit before Tax			2,485.92		1,569.67
Tax expense:					
1. Current Tax		644.02		681.61	
2. Deferred Tax		78.36		158.54	
3. Tax adjustment relating to earlier years		0.39		(107.69)	
			722.77		732.46
Profit for the period			1,763.15		837.21
Other comprehensive income					
(i) Items that will not be reclassified to profit or loss					
Re-measurements of the defined benefit plans		13.60		(18.12)	
(ii) Income tax related to items that will not be reclassified to profit or loss		4.71	8.89	(6.27)	(11.85)
Total comprehensive income for the period			1,772.04		825.36
Earnings per equity share	**31**				
(Face Value per Share Rs. 10/-)					
1. Basic			15.99		7.59
2. Diluted			15.99		7.59
Significant Accounting Policies	**1**				

See accompanying notes to the Consolidated financial statements

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

Rajeev Kapoor
Partner
M. No. 077827

Place: Kanpur
Date: July 09, 2018

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

A. Equity Share Capital

Particulars	2017 - 18 No. of Shares	2017 - 18 Rs. in Lacs	2016 - 17 No. of Shares	2016 - 17 Rs. in Lacs
Issued, Subscribed and fully paid-up Equity shares outstanding at the beginning of the year	1,10,25,000	1,102.50	1,10,25,000	1,102.50
Shares issued during the year	-	-	-	-
Issued, Subscribed and fully paid-up Equity shares outstanding at the end of the year	1,10,25,000	1,102.50	1,10,25,000	1,102.50
Add: Equity Shares forfeited (amount paid up originally)		39.48		39.48
Total	**1,10,25,000**	**1,141.98**	**1,10,25,000**	**1,141.98**

B. Other Equity Rs. in Lacs

Particulars	FCMITD Account	Reserves and Surplus: Capital Reserve	Securities Premium	General Reserve	Retained Earnings	OCI - Other	Total Other Equity
Balance as at April 01, 2016	(89.40)	1,273.49	1,787.21	9,000.00	14,198.33		26,169.63
Revaluation during the year	-	178.85	-	-	-		178.85
Profit for the year	-	-	-	-	837.21		837.21
Transfer from Retained Earnings to General Reserve	-	-	-	200.00	(200.00)		-
Other Comprehensive Income	-	-	-	-	(11.85)		(11.85)
Dividend paid for the previous year	-	-	-	-	(199.04)		(199.04)
(including Dividend Distribution tax thereon)	-	-	-	-	-		
Adjustment related to Investment properties	-	-	-	-	12.01		12.01
Share of profit (after tax) of associates	-	-	-	-	155.88		155.88
Exchange Fluctuation on payment/restatement of loan	51.69	-	-	-	-		51.69
Amount charged to finance cost	9.55	-	-	-	-		9.55
Balance as at March 31, 2017	(28.16)	1,452.34	1,787.21	9,200.00	14,792.54	-	27,203.93
Profit for the year	-	-	-	-	1,763.15	-	1,763.15
Other Comprehensive Income	-	-	-	-	8.89	-	8.89
Dividend paid for the previous year	-	-	-	-	(180.67)	-	(180.67)
(including Dividend Distribution tax thereon)	-	-	-	-	-	-	-
Share of profit (after tax) of associates	-	-	-	-	190.35	-	190.35
Adjustment	-	-	-	-	(207.59)	-	(207.59)
FVTOCI - Gain on fair value of other investments	-	-	-	-	-	126.64	126.64
Exchange Fluctuation on payment/restatement of loan	(8.19)	-	-	-	-	-	(8.19)
Amount charged to finance cost	36.35	-	-	-	-	-	36.35
Balance as at March 31, 2018	**-**	**1,452.34**	**1,787.21**	**9,200.00**	**16,366.67**	**126.64**	**28,932.86**

Significant Accounting Policies **1**

See accompanying notes to the Consolidated financial statements

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

For and on behalf of the **Board of Directors**

Rajeev Kapoor
Partner
M. No. 077827

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

Place: Kanpur
Date: July 09, 2018

A. K. AGARWAL
Chief Financial Officer

R. K. AGRAWAL
Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2018

	Particulars	Note No.	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Net Profit before tax		**2,485.92**	**1,569.67**
	Adjustments for :			
	Depreciation/ Amortisation		1,556.24	1,552.86
	Profit on Sale of Fixed Assets		(738.10)	(21.63)
	Loss on Sale of Fixed Assets		48.87	9.94
	Interest income		(291.32)	(247.77)
	Finance Cost		2,011.88	2,065.84
	Deferral of income on government grant		(38.36)	(30.03)
	Remeasurement of net defined benefit plans		(13.60)	18.12
	Bad Debts provided/written off		286.16	150.68
	Net (gain) / loss on fair valuation of investments		(0.01)	(0.06)
	Operating profit before working capital changes		**5,307.68**	**5,067.62**
	Changes in working capital:			
	Adjustment for (increase)/decrease in operating assets			
	(Increase)/ Decrease in trade receivables		(4,840.00)	2,635.78
	(Increase)/ Decrease in inventories		(78.37)	1,054.98
	(Increase)/ Decrease in other non current loans		78.21	(83.65)
	(Increase)/ Decrease in other current financial assets		(1,548.70)	(202.84)
	(Increase)/ Decrease in other current assets		209.06	(248.76)
	Adjustment for increase/(decrease) in operating liabilities			
	Increase/ (Decrease) in trade payables		3,548.46	(1,008.96)
	Increase/ (Decrease) in other financial liabilities		249.09	(471.56)
	Increase/ (Decrease) in other liabilities		(222.65)	269.95
	Increase/ (Decrease) in Provisions		(3.26)	34.40
	Cash generated from operations		**2,699.52**	**7,046.96**
	Income taxes refunded / (paid), net		(610.53)	(1,073.29)
	Net cash generated from operating activities		**2,088.99**	**5,973.67**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**			
	Purchase of Property Plant & Equipments		(1,141.09)	(1,970.07)
	Purchase of Other Intangible assets		(11.52)	(13.23)
	Purchase of Investment Properties		-	(413.95)
	Proceeds from sale of PPE & Investment Property		892.08	696.47
	Ajustment on consolidation		(283.33)	37.03
	Purchase of non-current investments		(30.00)	(33.75)
	Interest received		291.32	247.77
	Other bank balances (Margin Money)		(305.75)	(726.53)
	Net cash (used in) / generated from investing activities		**(588.29)**	**(2,176.26)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**			
	Proceeds from long-term loans		2,145.93	1,060.53
	Repayment of long-term loans		(1,654.48)	(2,395.14)
	Proceeds/(repayment) from/of working capital loans		(630.82)	287.41
	Finance costs paid		(1,983.72)	(2,004.60)
	Dividend Paid		(132.69)	(199.04)
	Net cash used in financing activities		**(2,255.78)**	**(3,250.84)**
	INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		**(755.08)**	546.57
	Cash and cash equivalents at the beginning of the year		**1,873.41**	1,326.84
	Cash and cash equivalents at the end of the year		**1,118.33**	1,873.41
	(refer Note No. 9 for break-up)		-	-

Significant Accounting Policies 1

See accompanying notes to the Consolidated financial statements

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

For and on behalf of the **Board of Directors**

Rajeev Kapoor
Partner
M. No. 077827

MUKHTARUL AMIN
Chairman and Managing Director

ZAFARUL AMIN
Joint Managing Director

Place: Kanpur
Date: July 09, 2018

A. K. AGARWAL
Chief Financial Officer

R. K. AGRAWAL
Company Secretary

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 1:

A. CORPORATE INFORMATION

The consolidated financial statements comprise financial statements of Superhouse Limited (the company/parent company) and its subsidiaries (collectively, "the Group") for the year ended 31 March 2018. Group is primarily engaged in the business of manufacturing and trading of Leather, Leather Goods and Textile Goods etc.

The Company is a public limited company having its registered office situated at 150 Feet Road, Jajmau, Kanpur – 208010 (UP). The Company's equity shares are listed at the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The financial statements were approved for issue in accordance with a resolution of the directors on 09.07.2018.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment.

Upto the year ended March 31, 2017, the Group has prepared the financial statements in accordance with the requirements of previous GAAP, which includes standards notified under the Companies (Accounting Standards) Rules, 2006 and other relevant provisions of the Act.

These are the Group's first Ind AS financial statements. The date of transition to the Ind AS is April 1, 2016. Refer Note no. 35 for details of first-time adoption exceptions and exemptions availed by the Company.

2. Basis of preparation

The financial statements have been prepared on the historical cost convention on accrual basis except for following assets and liabilities which have been measured at fair value amount:

i) Certain financial assets and liabilities (including derivative instruments),

ii) Defined benefit plans - plan assets

Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

3. Consolidation procedure

(i) The consolidated financial statements incorporate the financial statements of the Parent Company and its subsidiaries. For this purpose, an entity which is, directly or indirectly, controlled by the Parent Company is treated as subsidiary. The Parent Company together with its subsidiaries constitute the Group. Control exists when the Parent Company, directly or indirectly, has power over the investee, is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.

(ii) Consolidation of a subsidiary begins when the Parent Company, directly or indirectly, obtains control over the subsidiary and ceases when the Parent Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated Statement of Profit and Loss from the date the Parent Company, directly or indirectly, gains control until the date when the Parent Company, directly or indirectly, ceases to control the subsidiary.

(iii) The consolidated financial statements of the Group combines financial statements of the Parent Company and its subsidiaries line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-group assets, liabilities, income, expenses and except un realised profits/losses on intra-group transactions are eliminated on consolidation. The accounting policies of subsidiaries have been harmonized, to the extent possible, to ensure the consistency with the policies adopted by the Parent Company. The consolidated financial statements have been presented to the extent possible, in the same manner as Parent Company's standalone financial statements.

(iv) Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the Parent Company.

(v) 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 Statement of Profit and Loss. Investments in 100% foreign subsidiaries have been eliminated with the corresponding Share Capital and Share Premium, if any, of the subsidiary company.

(vi) In case of associates, where the company directly or indirectly through subsidiaries holds more than 20% of equity (i.e. where the Group has significant influence), 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.

(vii) The difference between the cost of investment in the subsidiary/associates, over the net assets of the subsidiary/associates is recognized in the consolidated financial statements as goodwill or capital reserve, as the case may be.

(viii) An investment in associate is initially recognised at cost and adjusted thereafter to recognize the Group's share of profit or loss and other comprehensive income of associate.

(ix) 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 presented in the same manner as the Company's separate financial statements.

4. Operating Cycle for current and non-current classification

All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months.

5. Financial statements are presented in Indian Rupees, which is also its functional currency. Figures have been rounded off to the nearest rupees in lacs.

6. The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

7. Revisions to accounting estimates are recognised prospectively in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

8. Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. For this purpose, cost includes deemed cost which represent the carrying value of property, plant and equipment recognised at 1st April 2016 measured as per the previous GAAP. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Expenses incurred relating to project, including borrowing cost and net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

Spare parts are capitalized when they meet the definition of PPE, i.e., when the Company intends to use these during more than a period of 12 months.

9. Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. For this purpose, cost includes deemed cost which represent the carrying value of property, plant and equipment recognised at 1st April 2016 measured as per the previous GAAP. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

An item of property, plant and equipment or any significant part initially recognised of such item of property plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

10. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation has been provided on such cost of assets less their residual values on straight line method on the basis of estimated useful life of assets as prescribed in Schedule II of the Act. However, in case of foreign Wholly Owned Subsidiary (WOS) the depreciation (including on Investment property) or amortisation is accounted for in accordance with the relevant statute / applicable accounting standard of the country.

Freehold land is not depreciated/amortised.

Assets held under financial leases are depreciated over their expected useful lives on the same basis as owned assets or, wherever shorter, the term of relevant lease.

Depreciation is calculated on a pro rata basis except that, assets costing upto Rs. 5,000 each are fully depreciated in the year of purchase.

The estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

11. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible assets being computer software is amortised on straight line method over the period of five years.

The Company has elected to continue with the carrying value of all of its intangibles assets recognised as on April 1, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period and adjusted prospectively, if appropriate.

The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

12. Impairment of tangible and intangible assets other than goodwill

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's(CGU) fair value less costs of disposal and its value in use.

Impairment loss is recognized when the carrying amount of an asset exceeds recoverable amount.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased.

If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

13. Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Company as a Lessee

Assets used under finance leases are recognised as property, plant and equipment in the Balance Sheet for an amount that corresponds to the lower of fair value and the present value of minimum lease payments determined at the inception of the lease and a liability is recognised for an equivalent amount.

The minimum lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the Statement of Profit and Loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the term of the lease.

14. Inventories

Inventories are valued at cost or net realisable value, whichever is lower. The basis of determining the cost for various categories of inventory are as follows:

(a) Raw materials, Chemicals, Components, stores & spares and Stock in Trade – Cost includes cost of purchase (Net of recoverable taxes) and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

(b) Stock in process and finished goods- Direct cost plus appropriate share of overheads.

(c) Saleable Scrap/Waste/By products - At estimated realisable value.

(d) Inter unit gods transfer – transfer price

(e) Import Entitlement / Licences – At estimated realisable/Utilisation value

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

15. Foreign Currencies

a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR/Rupees), which is the Company's functional and presentation currency.

b) Transaction and balances

Transactions in foreign currencies are recorded on initial recognition at the exchange rate prevailing on the date of the transaction.

Any gains or losses arising due to differences in exchange rates at the time of translation or settlement are accounted for in the Statement of Profit & Loss either under the head foreign exchange fluctuation or interest cost, as the case may be, except those relating to long-term foreign currency monetary items.

(i) Exchange differences pertaining to long term foreign currency loans obtained on or before March 31, 2017:

(a) relating to acquisition of depreciable assets - are adjusted to the carrying cost of the assets and depreciated over the balance useful life of the assets.

(b) Others - carried forward and amortise over the remaining period of such asset or liability since the company had opted to carry forward the same in accordance with the Companies (Accounting Standards) Amendment Rules, 2011.

(ii) Exchange differences pertaining to long term foreign currency loans obtained on or after April 1, 2017 is charged off or credited to profit & loss account.

(iii) Investment in overseas Wholly Owned Subsidiaries are carried in Balance Sheet at the rates prevailing on the dates of transaction.

16. Fair Value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

17. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit and loss.

Debt instruments at amortised cost

Debt instruments such as trade and other receivables, security deposits and loans given are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instruments at Fair value through Profit or Loss (FVTPL)

FVTPL is a residual category for debt instruments excluding investments in subsidiary and associate companies. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognised in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the company decides to classify the same either as at FVTOCI or FVTPL. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit or loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
- The Company has transferred substantially all the risks and rewards of the asset, or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVTPL) are recognised in the Statement of Profit and Loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognised and accumulated in OCI are not reclassified to profit or loss on de-recognition.

18. Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

b) Financial assets measured at fair value through other comprehensive income.

In case of other assets (listed as a) above), the company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

19. Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities at Fair Value through Profit or Loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to profit or loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Financial Liabilities at amortised cost

Financial liabilities classified and measured at amortised cost such as loans and borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

20. Derivative financial instruments

The Company uses derivative financial instruments to manage the commodity price risk and exposure on account of fluctuation in interest rate and foreign exchange rates. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value with changes being recognized in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Any gains or losses arising from changes in the fair value of derivatives are taken through profit and loss.

21. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit or loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs.

The borrowings are removed from the Balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any non cash asset transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

22. Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets.

Interest income earned on temporary investment of specific borrowing pending expenditure on qualifying asset is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they occur.

23. Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company, or the counterparty.

24. Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

25. Provisions, Contingent liabilities and Capital Commitments

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required, or the amount of the obligation cannot be measured with sufficient reliability. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Contingent assets are not recognised but disclosed when the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

26. Government Grant

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

A government grant that becomes receivable as compensation for expenses or losses incurred in previous period(s). Such a grant is recognised in profit or loss of the period in which it becomes receivable.

Government grants shall be recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to assets are presented in the balance sheet as deferred income and is recognised in profit or loss on a systematic basis over the expected useful life of the related assets or other relevant basis.

Government grants by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

27. Revenue Recognition

Sale of Goods and services

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns, rebates and discounts to customers.

Revenue from the sale of goods includes excise and other duties which the Company pays as a principal but excludes amounts collected on behalf of third parties, such as sales Tax/ value added tax/Goods & Services Tax.

Revenue from the sale of goods is recognised when (a) significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery in case of domestic sales and on issuance of Shipping Bill in case of export sales, (b) the amount of revenue can be measured reliably and (c) recovery of the consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Interest Income

Interest income is accrued on using on a time basis by the effective interest rate with reference to the principal outstanding.

Dividend Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

Export Incentives

Export Incentives are recognised when certainty of receipt is established.

Insurance Claim

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

Other Income

Other income is accounted for on accrual basis except where the receipt of income is uncertain ans in such cases it is accounted for on receipt basis.

28. Employee benefits

The Company makes contributions to both defined benefit and defined contribution schemes which are mainly administered through/by duly constituted and approved Trusts and the Government.

Defined Contribution Scheme

In case of provident fund administered through Regional Provident Fund Commissioner, the Company has no obligation, other than the contribution payable to the provident fund.

In case of members of constituted and approved trusts, the Company recognises contribution payable to such trusts as an expense including any shortfall in interest between the amount of interest realised by the investment and the interest payable to members at the rate declared by the Government of India.

The Company's contributions paid / payable during the year to provident fund administered through Approved Trust, Regional Provident Fund Commissioner, Superannuation Fund and Employees' State Insurance Corporation are recognised in the Statement of Profit and Loss as an expense when employees have rendered services entitling them to contributions.

Defined Benefit Scheme

Gratuity: Cost of providing the Benefit is determined on an actuarial basis at the end of the year and charged to Statement of Profit and Loss. The cost of providing these benefits is determined by independent actuary using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses and the effect of the asset ceiling,(excluding amounts included in net interest on the net defined benefit liability and return on plan assets), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. It is included in retained earnings in the statement of changes in equity and in the balance sheet.

Leave encashment: Accrued Leaves are encashed annually at the end of the calendar year and not accumulated. Provision for the same is done on the basis of leaves accrued as at the end of the reporting period.

29. Research and Development Expenditure

Expenditure on research of revenue nature is charged to Statement of Profit and Loss and that of capital nature is capitalized as fixed assets.

30. Taxes on Income

Current tax is the amount of tax payable determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

Current and deferred taxes relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an deferred tax asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

31. Dividend Distribution

Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

32. Cash Flow Statement

Cash flows statement is prepared as per the Indirect Method specified in Ind AS 7 on Cash Flows. Cash and cash equivalents (including bank balances) shown in statement of cash flows exclude item which are not available for general use on the date of balance sheet.

33. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

34. Segment Reporting

Operating segments are reported in consistent manner with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the Company.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

2 (a) Property, plant and equipment **(Rs. In lacs)**

Particulars	Land Leasehold	Land Freehold	Factory building	Other buildings	Plant & Equipment	Furniture & Fixtures	Office Equipment	Computer	Vehicle	Total
Gross carrying value										
Deemed Cost as at April 1, 2016*	**1,357.93**	**194.90**	**8,398.41**	**2,993.37**	**7,359.51**	**294.72**	**90.85**	**43.67**	**698.24**	**21,431.60**
Additions	-	-	742.99	215.48	1,203.22	116.18	33.22	17.64	96.60	2,425.33
Adjustment/(Deletions)	-	(141.89)	(195.76)	(177.69)	45.89	(8.83)	21.34	(29.41)	(37.88)	(524.23)
Ind AS adjustments	-	-	-	-	314.56	-	-	-		314.56
As at March 31, 2017	**1,357.93**	**53.01**	**8,945.64**	**3,031.16**	**8,923.18**	**402.07**	**145.41**	**31.90**	**756.96**	**23,647.26**
Additions	-	155.15	205.32	-	680.75	40.53	29.76	23.12	67.01	1,201.64
Adjustment/(Deletions)	(121.71)	-	(61.11)	(0.06)	(80.25)	(0.54)	(0.13)	0.87	(42.82)	(305.75)
Ind AS adjustments	-	-	-	-	69.92	-	-	-	-	69.92
As at March 31, 2018	**1,236.22**	**208.16**	**9,089.85**	**3,031.10**	**9,593.60**	**442.06**	**175.04**	**55.89**	**781.15**	**24,613.07**
Accumulated Depreciation/Amortisation										
As at April 1, 2016*	-	-	-	-	-	-	-		-	-
Additions	14.20	-	331.12	29.66	869.85	55.41	37.80	18.68	145.46	1,502.18
Adjustment/(Deletions)	(0.39)	-	1.28	(1.18)	(0.49)	1.33	26.13	(23.99)	(5.33)	(2.64)
Ind AS adjustments	-	-	-	-	30.85	-	-	-	-	30.85
As at March 31, 2017	**13.81**	**-**	**332.40**	**28.48**	**900.21**	**56.74**	**63.93**	**-5.31**	**140.13**	**1,530.39**
Additions	15.43	-	340.22	44.16	856.84	55.72	27.54	19.51	147.15	1,506.57
Adjustent/(Deletions)	(2.66)	-	(3.88)	-	(3.07)	(0.30)	(0.02)	3.53	(23.99)	(30.39)
Ind AS adjustments	-	-	-	-	34.18	-	-	-	-	34.18
As at March 31, 2018	**26.58**	**-**	**668.74**	**72.64**	**1,788.16**	**112.16**	**91.45**	**17.73**	**263.29**	**3,040.75**
Net Carrying amount										
As at April 1, 2016*	**1,357.93**	**194.90**	**8,398.41**	**2,993.37**	**7,359.51**	**294.72**	**90.85**	**43.67**	**698.24**	**21,431.60**
As at March 31, 2017	**1,344.12**	**53.01**	**8,613.24**	**3,002.68**	**8,022.97**	**345.33**	**81.48**	**37.21**	**616.83**	**22,116.87**
As at March 31, 2018	**1,209.64**	**208.16**	**8,421.11**	**2,958.46**	**7,805.44**	**329.90**	**83.59**	**38.16**	**517.86**	**21,572.32**

*At deemed cost as per IND-AS 101 { refer Note 2(iii) below }

Building include Gross Block Rs. 30.40 Lacs (March 31, 2017 Rs. 30.40 Lacs & March 31, 2016 Rs. 30.40 Lacs) and Net block Rs. 20.17 Lacs (March 31, 2017 Rs. 20.97 Lacs & March 31, 2016 Rs. 21.77 Lacs) in respect two flats, purchased by the company in earlier years, title deed in respect of which is yet to be executed.

Building further include Gross Block Rs. 117.09 Lacs (March 31, 2017 Rs. 117.09 Lacs & March 31, 2016 Rs. 117.09 Lacs) and Net Block Rs. 75.44 Lacs (March 31, 2017 Rs. 80.31 Lacs & March 31, 2016 Rs. 85.18 Lacs) in respect of capital expenditure incurred by the company on rented premises.

(i) Assets given as security for borrowings

All the items of Property, Plant and Equipment of the Company have been given to lenders as security for various borrowing facilities.

(ii) The Company has adopted carrying value as recognized in the financial statement as at March 31, 2016, measured as per Previous GAAP as its deemed cost. Accordingly, its Net Block as on March 31, 2016 is its Gross Block under Ind AS. Break up of the said Gross block as at April 1, 2016 is as under:

(Rs. In lacs)

Particulars	Gross Block	Accumulated Depreciation / Amortization/ Ind AS Adjustment	Net Block
Land Leasehold	1,461.68	103.75	1,357.93
Land Freehold	194.90	-	194.90
Factory building	10,282.69	1,884.28	8,398.41
Other buildings	3,377.52	384.15	2,993.37
Plant & Equipment	17,013.75	9,654.24	7,359.51
Furniture & Fixtures	753.88	459.16	294.72
Office Equipment	353.94	263.09	90.85
Computers	370.45	326.78	43.67
Vehicle	1,338.73	640.49	698.24
Total	**35,147.54**	**13,715.94**	**21,431.60**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(b) Investment Properties **Rs. In Lacs**

Particulars	Other Buildings	Total
Gross carrying value		
Deemed Cost as at April 1, 2016*	**-**	**-**
Additions	413.95	413.95
Adjustent/(Deletions)	-	-
Ind AS adjustments	-	-
As at March 31, 2017	**413.95**	**413.95**
Additions	-	-
Adjustent/(Deletions)	(207.00)	(207.00)
Ind AS adjustments	-	-
As at March 31, 2018	**206.95**	**206.95**
Accumulated Depreciation/Amortisation		
As at April 1, 2016*	-	-
Additions	-	-
Adjustent/(Deletions)	-	-
As at March 31, 2017	**-**	**-**
Additions	-	-
Adjustent/(Deletions)	-	-
Ind AS adjustments	-	-
As at March 31, 2018	**-**	**-**
Net Carrying amount		
As at April 1, 2016*	**-**	**-**
As at March 31, 2017	**413.95**	**413.95**
As at March 31, 2018	**206.95**	**206.95**

(c) Goodwill - Goodwill on Consolidation **(Rs. In lacs)**

Particulars	
Carrying value	
As at April 01, 2016	584.85
Addition/deleation/amortisation/impairment	-
As at March 31, 2017	584.85
Addition/deleation/amortisation/impairment	-
As at March 31, 2018	584.85

(d) Other Intangible assets **(Rs. In lacs)**

Particulars	Brand and Trademark	Computer Software	Total
Gross carrying value			
Deemed Cost as at April 1, 2016*	-	32.18	32.18
Additions	-	13.23	13.23
Deletions/Adjustment	-	2.59	2.59
Ind AS adjustments	-	-	-
As at March 31, 2017	**-**	**48.00**	**48.00**
Additions	-	11.52	11.52
Deletions	-	-0.73	-0.73
Ind AS adjustments	-	-	-
As at March 31, 2018	**-**	**58.79**	**58.79**
Accumulated Depreciation			-
As at 1st April, 2016*	-	-	-
Additions	-	12.95	12.95
Deletions/Adjustment	-	1.44	1.44
Ind AS adjustments	-	-	-
As at March 31, 2017	**-**	**14.39**	**14.39**
Additions	-	15.47	15.47
Deletions/Adjustment	-	-2.67	-2.67
Ind AS adjustments	-	-	-
As at March 31, 2018	**-**	**27.19**	**27.19**
Net Carrying amount			
As at April 1, 2016*	**-**	**32.18**	**32.18**
As at March 31, 2017	**-**	**33.61**	**33.61**
As at March 31, 2018	**-**	**31.60**	**31.60**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

The Company has adopted carrying value as recognized in the financial statement as at 31st March, 2016, measured as per Previous GAAP as its deemed cost. Accordingly, its Net Block as on March 31, 2016 is its Gross Block under Ind AS. Break up of the said Gross block as at April 1, 2016 is as under:

(Rs. In lacs)

Particulars	Gross Block	Accumulated Depreciation / Amortization/ Ind AS Adjustment	Net Block
Computer Software	123.06	90.88	32.18
Brand and Trademark	22.18	22.18	-
Total	**123.06**	**90.88**	**32.18**

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.

3. Financial Assets: Investments - Non Current

Particulars	As at March 31, 2018 No. of Shares	As at March 31, 2018 Rs. in Lacs	As at March 31, 2017 No. of Shares	As at March 31, 2017 Rs. in Lacs	As at April 01, 2016 No. of Shares	As at April 01, 2016 Rs. in Lacs
Equity Shares Unquoted						
A. INVESTMENT IN ASSOCIATES						
(i) Steven Construction Ltd.						
21,00,000 Equity Shares of Rs. 10/- each fully paid	210.00		210.00		210.00	
Add: Share of post acquisition profit/loss (net)	84.67	294.67	83.59	293.59	82.29	292.29
(ii) Unnao Tanneries Pollution Control Company						
1,53,080 Equity Shares of Rs. 10/- each fully paid	15.31		15.31		15.31	
Add: Share of post acquisition profit/loss (net)	-	15.31	-	15.31	-	15.31
(iii) Knowledgehouse Ltd.						
8,60,000 Equity Shares of Rs. 10/- each fully paid	86.00		86.00		86.00	
Add: Share of post acquisition profit/loss (net)	210.86	296.86	136.76	222.76	90.77	176.77
(iv) Creemos International Ltd						
8,36,400 Equity Shares of Rs. 10/- each fully paid	100.37		100.37		100.37	
Add: Share of post acquisition profit/loss (net)	35.46	135.83	5.52	105.89	1.12	101.49
(v) Amin International Ltd.						
3,04,900 Equity Shares of Rs. 10/- each fully paid	30.49		30.49		30.49	
Add: Share of post acquisition profit/loss (net)	530.64	561.13	445.41	475.90	341.22	371.71
Total - A		**1,303.80**		**1,113.45**		**957.57**
B. OTHERS						
(i) Industrial Infrastructure Services India						
1,85,120 Equity Shares of Rs. 10/- each fully paid		18.51		18.51		18.51
(ii) Kanpur Unnao Leather Cluster Development Co. Ltd.						
5,62,500 Equity Shares of Rs. 10/- each fully paid (as at 31.03.2017 5,62,500 shares; 01.04.2016 4,50,000 shares)		211.10		56.25		45.00
(iii) Rojus Enterprises Ltd.						
7,00,000 Equity Shares of Rs. 10/- each fully paid (as at 31.03.2017 3,00,000 shares)		24.29		22.50		-
Total - B		**253.90**		**97.26**		**63.51**
Equity Shares Quoted						
C. (i) Super Tannery Ltd.						
3,000 Equity Shares of Rs. 1/- each fully paid		0.14		0.13		0.07
(ii) Mideast Integrated Steels Ltd. (Delisted)						
20,000 Equity Shares of Rs.10/- each fully paid		-		-		-
(iii) Somani Iron & Steels Ltd. (Delisted)						
8,700 Equity Shares of Rs.10/- each fully paid		-		-		-
Total - C		**0.14**		**0.13**		**0.07**
Total (A+B+C)		**1,557.84**		**1,210.84**		**1,021.15**
Aggregate Book Value of Quoted Investments		0.14		0.13		0.07
Market Value of Quoted Investments						
Aggregate Book Value of Unquoted Investments		1,557.70		1,210.71		1,021.08
Note: Investment is net of impairment						
Aggregate impairment in Value of Investments Quoted		6.61		6.61		6.61

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
4. Financial Assets: Loans - Non Current						
Loan to Associates {refer Note no. 41}		-		95.02		80.30
Loan to Other related parties {refer Note no. 41}		263.26		261.20		214.06
Loans & Advances - Others		183.85		169.10		147.31
Total		**447.11**		**525.32**		**441.67**
5. Deferred Tax Assets (Net)						
Tax effect of items constituting deferred tax assets						
Unabsorbed Losses	490.47		421.49		541.89	
Other Timing Differences	39.76		34.49		37.41	
Total assets		530.23		455.98		579.30
Tax effect of items constituting deferred tax liability						
Other Timing Differences		3.26		3.41		3.70
Total		**526.97**		**452.57**		**575.60**
6. Other Non Current Assets						
Capital Advance		386.44		771.71		634.34
Security Deposits		265.07		231.76		211.41
Share Application Money		-		30.00		-
Advance recoverable in cash or kind or for value to be received		1.37		-		-
Total		**652.88**		**1,033.47**		**845.75**
7. Inventories (At cost or net realisable value whichever is lower)						
At lower of cost and net realisable value						
Raw Materials		3,337.19		2,844.91		3,488.84
Work in Progress		5,512.24		5,446.67		5,901.19
Finished Goods {including stock at port Rs. 258.77 Lacs (March 2017: Rs. 1,357.94 Lacs & April 2016: Rs. 1,155.93 Lacs)}		9,239.76		9,263.54		9,218.19
Chemical, Components, Stores and spares		2,426.29		2,519.07		2,444.37
Import Entitlement / licences in hand		28.50		391.42		468.00
Total		**20,543.98**		**20,465.61**		**21,520.59**
During the year Rs. 397.45 Lacs was recognised as expense towards write-down of inventory.						
8. Financial Assets - Current: Trade Receivable						
Unsecured						
Considered Good	15,418.37		10,864.53		13,650.99	
Considered Doubtful (including Expected credit Loss)	238.57		151.19		138.23	
		15,656.94		11,015.72		13,789.22
Less: Allowance for doubtful debts		238.57		151.19		138.23
Total		**15,418.37**		**10,864.53**		**13,650.99**
9. Financial Assets - Current: Cash and Cash Equivalents						
Balances with banks						
on current accounts		966.12		1,780.12		1,169.20
Cheques and Draft on Hand/Remittance in Transit		71.32		0.03		23.83
Cash on hand		80.89		93.26		133.81
Total		**1,118.33**		**1,873.41**		**1,326.84**
10. Financial Assets - Current: Bank Balances other than cash and cash equivalents						
Margin money deposits (restricted, held as lien against bank guarantees/LCs)		2,961.91		2,656.16		1,932.97
Earmarked balances with banks - unclaimed Dividend		133.81		129.28		125.94
Total		**3,095.72**		**2,785.44**		**2,058.91**
11. Other Current Financial Assets						
Interest accrued on deposits		134.60		138.09		84.87
Export Incentive Receivable		1,028.10		647.71		654.92
Other Claims Receivable		52.71		53.66		12.15
Balance with Govt/Revenue authority		1,619.32		446.57		331.25
Total		**2,834.73**		**1,286.03**		**1,083.19**
12. Other Current Assets						
Advances to Trade Creditors		546.71		602.89		752.30
Advance recoverable in cash or kind or for value to be received		573.03		740.43		322.99
Prepaid expenses		126.36		111.84		131.11
Total		**1,246.10**		**1,455.16**		**1,206.40**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

13. Equity Share Capital

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No. of Shares	Rs. in Lacs	No. of Shares	Rs. in Lacs	No. of Shares	Rs. in Lacs
Authorised						
Equity Shares of Rs. 10/-each	1,50,00,000	1,500.00	1,50,00,000	1,500.00	1,50,00,000	1,500.00
Issued						
Equity Shares of Rs. 10/-each	1,49,72,718	1,497.27	1,49,72,718	1,497.27	1,49,72,718	1,497.27
Subscribed and fully paid-up						
Equity Shares of Rs. 10/-each	1,10,25,000	1,102.50	1,10,25,000	1,102.50	1,10,25,000	1,102.50
Add: Equity Shares Forfeited						
(Amount originally paid-up in respect of 3947718 Shares)		39.48		39.48		39.48
Total		**1,141.98**		**1,141.98**		**1,141.98**

(A) Reconciliation of the number of equity shares and share capital

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Rs. in Lacs	No. of Shares	Rs. in Lacs
Subscribed and fully paid-up equity shares				
Outstanding at the beginning of the year	1,10,25,000	1,102.50	1,10,25,000	1,102.50
Shares issued during the year	-	-	-	-
Outstanding at the end of the year	1,10,25,000	1,102.50	1,10,25,000	1,102.50

(B) Terms and 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.

(C) Details of shareholders holding more than 5% shares in the company

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Mr. Mukhtarul Amin	13,24,487	12.01%	13,24,487	12.01%	13,24,487	12.01%
Steven Construction Limited	13,15,119	11.93%	13,15,119	11.93%	13,15,119	11.93%

		2017-18 (No. of Shares)	2016-17 (No. of Shares)
(D)	Equity Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the immediately preceding five years	NIL	NIL
(E)	Equity Shares allotted as fully up Bonus Shares during the immediately preceding five years	NIL	NIL
(F)	Equity shares buy-back in immediately preceding five years	NIL	NIL
(G)	Shares held by holding/ultimate holding company and/or their subsidiaries/associates	NIL	NIL

(H) During the year ended March 31, 2018, the company has paid the final dividend of Rs. 1.00 per equity share for the year ended March 31, 2017 amounting to Rs. 110.25 Lacs and Dividend distribution tax of Rs. 22.44 Lacs.

(I) The Board of Directors has recommended for approval of share holders, final dividend od Rs. 1.00 per shares. On approval, total dividend payment is expected to be Rs. 110.25 Lacs and payment of Dividend Distribution Tax is expected to be Rs. 22.44 Lacs.

14. Other equity

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
Capital Reserve		1,452.34		1,452.34		1,273.49
Securities Premium		1,787.21		1,787.21		1,787.21
Foreign Currency Monetary item translation difference FCMITD A/c		-		(28.16)		(89.40)
General Reserve		9,200.00		9,200.00		9,000.00
Other Comprehensive income		126.64		-		-
Retained Earnings		16,366.67		14,792.54		14,198.33
Total		**28,932.86**		**27,203.93**		**26,169.63**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(A) Capital Reserve

It represent the gain of capital nature which mainly include the excess of value of net assets acquired over consideration paid by the company for business combination in earlier years.

(B) Securities Premium

Securities premium reserve is used to record the premium on issue of shares. This reserve is utilized in accordance with the provisions of the Act.

(C) General Reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

(D) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends paid or other distributions out of reserves to shareholders.

(E) Other Comprehensive Income - Others

It represent gain/(loss) on Unquoted Long Term Investments recognised on fair value through other comprehensive income.

15. Financial Liabilities - Non-current: Borrowings

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
Secured						
Term loans from banks - INR		2,986.50		2,633.76		2,812.74
Term loans from banks - Foreign Currency		1,238.59		1,470.97		2,357.70
Vehicle Term loans from banks - INR		11.71		21.62		18.47
Total		**4,236.80**		**4,126.35**		**5,188.91**
Amount of default as on the Balance Sheet date:						
(a) Repayment of loan		NIL		NIL		NIL
(b) Interest on Loan		NIL		NIL		NIL

Repayment terms:

(a) Secured rupee term loans from banks: Structured Quarterly Installments

(b) The classification of loans between current liabilities and non -current liabilities continues based on repayment schedule under respective agreements as no loans have been recalled due to non compliance of conditions under any of the loan agreements.

(c) Scheduled repayments: Contractual repayments in case of loans from banks (including Current maturities disclosed under other Current financial liabilities:

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
Upto three years		4,850.85		4,699.23		4,023.94
Between three to five years		1,341.40		841.16		2,500.99
Over five years		298.99		459.40		809.47

Security details:-

Term Loan other than Vehicle Loans

Aforesaid Term Loans are secured by hypothecation/mortgage of company's moveable and im-moveable properties. Furthe secured by the personal guarantee of three promoter Directors of the company.

Vehicle Loans

Secured by hypothecation of vehicle financed.

16. Deferred tax liabilities (Net)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
Tax effect of items constituting deferred tax liability						
On difference between book balance and tax balance of fixed assets		1,949.83		1,846.54		1,651.74
Others		82.10		42.09		-
Total Tax effect of items constituting deferred tax liability		**2,031.93**		**1,888.63**		**1,651.74**
Tax effect of items constituting deferred tax assets						
Provision for gratuity		48.16		31.98		26.25
Government grant		113.82		102.78		-
Provision for Bad Debts		76.53		48.09		42.76
Others		29.32		50.50		30.36
Total Tax effect of items constituting deferred tax assets		**267.83**		**233.35**		**99.37**
Net Deferred Tax Liability		1,764.10		1,655.28		1,552.37

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

17. Other Non-current Liabilities

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
Deferred Revenue						
Govt Grant under IDLS		183.29		213.33		-
EPCG Obligations		145.58		83.65		-
Total		**328.87**		**296.98**		**-**

(a) Government Grant under IDLS, the deferred grant income is recognized in Statement of Profit and Loss on a systematic basis over the useful life of asset on which such grant is received subject to compliance of other terms & conditions of the scheme.

(b) Under EPCG scheme, the Company is committed to export prescribed times of the duty saved on import of capital goods over a specified period of time apart from maintaining average export growth. In case such commitments are not met, the Company would be required to pay the duty saved along with interest to the regulatory authorities. The deferred grant income is recognized in Statement of Profit and Loss on a systematic basis over the periods in which the related performance obligations are fulfilled.

18. Financial Liabilities - Current: Borrowings

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
Secured						
Borrowings from banks						
(a) Indian rupee loan from bank(s)	13,337.18		13,264.42		13,099.47	
(b) Foreign currency loan from bank(s)	2,044.21	15,381.39	2,221.08	15,485.50	2,508.79	15,608.26
Buyers Credit (Foreign Currency Loan) from banks						
(a) for Fixed Assets	-		512.18		51.10	
(b) for Raw Materials, Stores and spares	89.22	89.22	103.75	615.93	154.66	205.76
Total		**15,470.61**		**16,101.43**		**15,814.02**
Amount of default as on the Balance Sheet date:						
(a) Repayment of loan		NIL		NIL		NIL
(b) Interest on Loan		NIL		NIL		NIL

(A) Security

Working Capital Loans are primarily secured by hypothecation of present and future Current Assets and Actionable Claims (viz. Inventories, trade receivable / book debts, outstanding monies, receivable claims, bills and materials in transit).

These are further collaterally secured by extension of charge over moveable and immoveable properties of the company.

Further secured by personal guarantee of three promoter director(s) of the company.

(B) Buyers Credit is secured by Bank Guarantee issued within the limit sanctioned to the company.

19. Financial Liabilities - Current: Trade Payable

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Dues to micro and small enterprises	-	-	-
Due to parties other than micro and small enterprises	13,496.21	9,947.75	10,956.71
Total	**13,496.21**	**9,947.75**	**10,956.71**

20. Financial Liabilities - Current: Other Financial Liabilities

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Current maturities of long term borrowings	2,254.44	1,873.44	2,145.49
Interest accrued and due on borrowings	34.63	42.15	34.01
Interest accrued but not due on borrowings	0.57	3.19	4.96
Book overdraft from banks	179.31	30.62	-
Unclaimed Dividend	133.81	129.28	125.94
Other Liabilities	2,196.97	2,086.43	2,594.98
Total	**4,799.73**	**4,165.11**	**4,905.38**

21. Other Current Liabilities

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Advance from customers	444.85	667.50	397.55
Advance against sale of fixed assets	1.00	280.51	50.51
Creditors for capital goods	52.72	190.49	601.14
Total	**498.57**	**1,138.50**	**1,049.20**

22. Current Liabilities: Provisions

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Provision for Gratuity	151.62	101.86	82.67
Provision for Leave Encashment	84.72	137.74	122.53
Total	**236.34**	**239.60**	**205.20**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

23. Revenue from operations

Particulars	2017 - 18 Rs. in Lacs	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs	2016 - 17 Rs. in Lacs
Sales (Export & Overseas)	52,093.22		52,988.55	
Exchange Fluctuation on Sales (Export)	417.76		174.74	
Sales (Indigenous)	9,032.06		8,944.05	
{refer Note (b) below for break-up}		61,543.04		62,107.34
Other operating revenue				
Export Incentives {refer Note (c) below for break-up}		3,428.88		4,543.00
Revenue from operations (gross)		64,971.92		66,650.34

(a) Revenue from operations for periods upto 30th June, 2017 includes excise duty, which is discontinued with effect from 1st July, 2017 upon implementation of Goods and Service Tax (GST) in India. In accordance with 'Ind AS 18 - Revenue Recognition' GST is not included in revenue from operations. In view of the aforesaid restructuring of indirect taxes, revenue from operations for the year ended March 31, 2018 is not comparable with the previous year. However, it has no effect on profits for the year. Amount of such excise duty for the current year is Rs. 64.35 Lacs (previous year Rs. 367.54 Lacs).

(b) Breakup of Sales				
Leather and Leather Products		52,110.16		52,158.05
Textile Products		9,432.88		9,949.29
Total		**61,543.04**		**62,107.34**
(c) Details of other operating revenue				
Export Incentives				
Duty Draw Back / ROSL		2,076.48		3,330.16
licences/Entitlements		1,352.40		1,212.84
Total		**3,428.88**		**4,543.00**

24. Other Income

Other Operating Income				
Interest income				
- from Fixed Deposit with Banks	194.48		177.67	
- from Others	96.84		70.10	
	291.32		247.77	
Miscellaneous Income	405.84		360.98	
Deferred revenue on EPCG & IDLS Subsidy	38.36		30.03	
Liabilities/provisions no longer required	71.01		-	
Exchange Difference (net)	-		381.65	
		806.53		1,020.43
Other Non Operating Income				
Fair value gain on quoted investments	0.01		0.06	
Profit on Sale of Fixed Assets	738.10		21.63	
Rent	26.69		26.61	
		764.80		48.30
Total		**1,571.33**		**1,068.73**

25. Cost of material consumed

Raw Material consumed				
(a) Finished Leather	3,523.30		4,308.11	
(b) Raw Hide/Skin	7,367.88		6,398.61	
(c) Fabric & Yarn	4,143.51		4,247.91	
(d) Sole	2,073.78		2,274.43	
(e) PU / PVC Compound	1,409.25		1,381.96	
(f) Others	527.02		1,511.83	
Raw Material consumed		19,044.74		20,122.85
Chemicals, Components and Spare Parts consumed		9,701.65		9,751.78
Packing Material consumed		1,399.88		1,463.62
Total		**30,146.27**		**31,338.25**

26. Purchase of stock in trade

(a) Leather and Leather Products		9,099.16		9,339.61
(b) Textile Products		14.32		0.19
Total		**9,113.48**		**9,339.80**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

27. Increase/decrease in Inventories

Particulars	2017 - 18 Rs. in Lacs	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs	2016 - 17 Rs. in Lacs
Inventories at the commencement of the year				
Finished Goods	9,263.54		9,218.19	
Work in process	5,446.67		5,901.19	
Import Entitlements/Licenses in hand	391.42		468.00	
TOTAL 'A'		**15,101.63**		**15,587.38**
Inventories at the end of the year				
Finished Goods	9,239.76		9,263.54	
Work in process	5,512.24		5,446.67	
Import Entitlements/Licenses in hand	28.50		391.42	
TOTAL 'B'		**14,780.50**		**15,101.63**
Decrease/(Increase) in Stocks (A-B)		321.13		485.75

28. Employee benefit expense

Particulars	2017 - 18 Rs. in Lacs	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs	2016 - 17 Rs. in Lacs
Salary, Wages and Bonus		4,323.95		4,340.05
Directors Remuneration (including Sitting Fee)		521.38		465.00
Contribution to Provident and other funds		423.62		408.56
Contribution to Gratuity Fund		118.06		71.32
Workmen and Staff Welfare expenses		243.14		249.09
Total		**5,630.15**		**5,534.02**

29. Finance cost

Particulars	2017 - 18 Rs. in Lacs	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs	2016 - 17 Rs. in Lacs
Interest on				
- Term Loan	511.67		524.62	
- Others	1,019.11		1,171.33	
Exchange fluctuation to the extent to be regarded as adjustment to interest cost	101.44		(38.28)	
	1,632.22		1,657.67	
Less: Interest capitalised	14.11		46.96	
		1,618.11		1,610.71
Bank Charges		393.77		455.13
Total		**2,011.88**		**2,065.84**

30. Other expenses

Particulars	2017 - 18 Rs. in Lacs	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs	2016 - 17 Rs. in Lacs
Manufacturing Expenses				
Consumable Stores	587.71		707.46	
Production Charges	5,062.51		5,423.78	
Job Work Charges	621.07		504.14	
Power and Fuel	1,611.07		1,476.02	
Excise Duty on sales	64.35		367.54	
Effluent Treatment Expenses	111.89		106.24	
Repairs and Maintenance				
- Building	167.15		238.42	
- Machinery	358.08		340.95	
		8,583.83		9,164.55
Selling and Distribution Expenses				
Freight, Handling and Other Sales and Distribution Expenses	2,565.96		2,573.23	
Commission on Sale	1,187.17		1,047.52	
Advertisement and Publicity	87.46		122.49	
Bad Debts - Provision/write off	286.16		150.68	
		4,126.75		3,893.92
Establishment Expenses				
Rent	108.39		94.56	
Rates and Taxes	154.02		305.73	
Insurance	224.01		234.32	
Communication cost	208.63		203.85	
Travelling and Conveyance	565.85		521.59	
Vehicle Running and Maintenance	252.20		268.51	
Repairs and Maintenance - Others	263.46		383.04	
Printing and Stationery	98.61		100.62	
Legal and Professional Charges	179.99		145.08	
Auditor's Remuneration {refer Note (a) below}	15.24		22.38	
Miscellaneous Expenses	214.35		295.27	
Research & Development Expenses	42.02		61.23	
Exchange Difference	106.28		-	
Charity and Donation	9.53		28.26	
Loss on Sale of Fixed Assets	48.87		9.94	
Corporate Social Responsibility Expenses	76.15		100.03	
		2,567.60		2,774.41
Total		**15,278.18**		**15,832.88**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	2017 - 18 Rs. in Lacs	2017 - 18 Rs. in Lacs	2016 - 17 Rs. in Lacs	2016 - 17 Rs. in Lacs
(a) Auditor's remuneration comprises:				
As auditor		14.70		18.18
For other services		0.54		4.20
Total		**15.24**		**22.38**

31. Earning per share (EPS)

	2017 - 18	2016 - 17
(a) Profit for the year (Rs. In Lacs)	1,763.15	837.21
(b) Weighted average number of equity shares for the purpose of of calculation of Basic and Diluted EPS	1,10,25,000	1,10,25,000
(c) Nominal value of equity shares (Rupees)	15.99	7.59
(d) EPS- Basic and diluted (Rupees per share)		

Rs. in Lacs

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
32. Capital and other commitments			
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	NIL	167.82	445.43
33. Contingent liabilities			
i. Claim against the company not acknowledged as debt	152.97	171.57	148.82
ii. Contingent Liabilities in respect of:			
(a) Corporate Guarantee(s) to bank(s) against credit facilities extended to Wholly Owned Subsidiaries in U.K., UAE and Spain	855.29	859.31	5,306.94
(b) Letter of Credit opened and outstanding	2,035.25	3,086.82	3,893.25

(c) The detail of disputed dues (net of amounts paid) as per the clause 3 (vii)(b) of Section 143 (11) of the Companies Act, 2013

(Rs. in Lacs)

Nature of Dues & Forum where dispute is pending	Period to which relates	March 31, 2018	March 31, 2017	April 01, 2016
Income Tax - u/s 143(3) of the Income Tax Act, 1961:				
CIT Appeals, Kanpur	A.Y. 2012-13	NIL	15.67	15.67
CIT Appeals, Kanpur	A.Y. 2013-14	NIL	4.40	4.40
Income Tax(TDS)-u/s 201(1)/(1A) of the Income Tax Act, 1961:				
CIT Appeals, Kanpur	A.Y. 2010-11	NIL	NIL	2.18
CIT Appeals, Kanpur	A.Y. 2011-12	NIL	NIL	5.86
CIT Appeals, Kanpur	A.Y. 2012-13	NIL	NIL	4.40
CIT Appeals, Kanpur	A.Y. 2013-14	NIL	NIL	4.46
CIT Appeals, Kanpur	A.Y. 2014-15	NIL	NIL	4.57
CIT Appeals, Kanpur	A.Y. 2015-16	NIL	NIL	3.39
Finance Act 1994 - Service Tax:				
CESTAT, Allahabad Bench	2009-10 to 2014-15	656.72	686.57	628.72
Entry Tax:				
Joint Commissioner of Trade Tax, Kanpur	2005-2006	5.87	5.87	5.87
UP Trade Tax and Central Sales Tax:				
Joint Commissioner of Trade Tax, Kanpur	2001-2002	NIL	NIL	1.51
Joint Commissioner of Trade Tax, Kanpur	2005-2006	0.28	0.28	0.28
Addl. Commissioner of Trade Tax, Kanpur	2011-2012	NIL	NIL	NIL
Addl. Commissioner of Trade Tax, Kanpur	2012-2013	NIL	NIL	NIL

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

34 Disclosure pursuant to Ind AS 19 "Employee Benefits":

(a) Defined Contribution Plan

The employees of the Company are members of a state-managed retirement benefit plans namely Provident fund and Pension and Employee State Insurance (ESI) operated by the Government of India. The Company is required to contribute a specified percentage of payroll costs to the retirement benefit and ESI schemes.

The only obligation of the company with respect to such retirement and other benefit plan is to make the specified contributions.

The Company has recognized the following amounts in the Income Statement during the year under 'Contribution to staff provident and other funds' (refer note 27)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Rs. in Lacs

Particulars	2017-18	2016-17
Employer's contribution to PF and FPF	229.18	202.23
Employer's contribution to ESIC	79.26	85.33
Contribution for Employee Benefits at WOS	115.18	121.00
Total	**423.62**	**408.56**

(b) **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.

Rs. in Lacs

	Particulars	Gratuity (Funded) March 31, 2018	Gratuity (Funded) March 31, 2017
(A)	**Movements in present value of defined benefit obligation**		
	Obligations as at beginning of the year	634.14	546.58
	Current service cost	70.18	62.51
	Interest cost	46.48	42.85
	Current service contribution- employee	-	-
	Past Service Cost	38.16	-
	Plan amendment	-	-
	Remeasurement {or Actuarial (gain)/Loss} arising from		
	- change in financial assumption	(20.81)	26.18
	- experience variance	0.44	(14.28)
	- others	-	-
	Benefits paid	(70.00)	(29.70)
	Present value of defined benefit obligation as at end of the year	698.59	634.14
(B)	**Movements in the fair value of plan assets**		
	Fair value of plan assets at beginning of the year	541.73	470.74
	Investment Income	39.71	36.91
	Return on plan assets, excluding amount recognised in net Interest expense	(6.77)	(6.22)
	Actual contributions by the employer	54.75	70.00
	Fund transferred	-	-
	Employee contribution	-	-
	Benefits paid	(70.00)	(29.70)
	Fair value of plan assets as at end of the year	559.42	541.73
(C)	**Amount recognized in the balance sheet**		
	Present value of defined benefit obligation as at end of the year	698.59	634.14
	Fair value of plan assets as at end of the year	559.42	541.73
	Funded status {Surplus/(deficit)}	(139.17)	(92.41)
	Effect of balance sheet asset limit	-	-
	Unrecognised past service cost	-	-
	Net asset/(liability) recognised in balance sheet	(139.17)	(92.41)
	Net asset/(liability) recognised in balance sheet at beginning of the year	(92.41)	(75.83)
	Expense recognised in Statement of Profit and Loss	115.11	68.46
	Expense recognised in Other Comprehensive Income	(13.60)	18.12
	Actual contributions by the employer	54.75	70.00
	Net acquisition/business combination	-	-
	Net asset/(liability) recognised in balance sheet at end of the year	(139.17)	(92.41)
(D)	**Amounts recognized in the statement of profit and loss**		
	Current service cost	70.18	62.51
	Interest cost	6.77	5.95
	Loss/(gain) on settlement	-	-
	Past service cost	38.16	-
	Total	**115.11**	**68.46**
(E)	**Amounts recognised in other comprehensive income**		
	Actuarial (gain) / loss due to		
	- change in financial assumption	(20.81)	26.18
	- experience variance	0.44	(14.28)
	- others	-	-
	Return on plan assets, excluding amount recognised in net Interest expense	6.77	6.22
	Remeasurement (or actuarial (gain)/loss) arising due to asset ceiling	-	-
	Total	**(13.60)**	**18.12**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Rs. in Lacs

Particulars		Gratuity (Funded) March 31, 2018		Gratuity (Funded) March 31, 2017
(F) Category of plan assets				
Funds managed by Insurer	100%		100%	
(G) Sensitivity analysis				
DBO on base assumptions		698.59		634.14
A. Discount Rate				
1. Effect due to 1.00% increase in discount rate	-7.41%	646.85	-7.81%	584.59
2. Effect due to 1.00% decrease in discount rate	8.57%	758.44	9.07%	691.68
B. Salary Escalation Rate				
1. Effect due to 1.00% increase in salary escalation rate	8.68%	759.25	8.79%	689.90
2. Effect due to 1.00% decrease in salary escalation rate	-7.62%	645.37	-7.75%	584.99
C. Withdrawal Rate				
1. Effect due to 50% increase in withdrawal rate	1.85%	711.48	1.67%	644.72
2. Effect due to 50% decrease in withdrawal rate	-2.07%	684.13	-1.88%	622.19
D. Mortality Rate				
1. Effect due to 10% increase in mortality rate	0.36%	701.11	0.36%	636.42
2. Effect due to 10% decrease in mortality rate	-0.37%	696.02	-0.37%	631.82

(H) Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under perform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities.

These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments % which have low correlation with equity securities.

The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit.

(I) Actuarial assumptions

Actuarial valuation as at the year-end was done in respect of the aforesaid defined benefit plans based on the following assumptions:

i) General assumptions

- Discount rate (per annum)	7.70%	7.33%
- Withdrawal rate	2.00%	2.00%
- Rate of increase in compensation	5.00%	5.00%

ii) Mortality rates considered are as per the published rates in the India Assured Lives Mortality (2006-08) Ultimate.

iii) Leave policy: Leave balance as at the valuation date and each subsequent year following the valuation date to the extent not availed by the employee accumulated up to 31st December 2017 is available for encashment on separation from the Company up to a maximum of 30 days.

iv) The discount rate should be based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.

v) The expected rate of return on plan assets is based on market expectation, at the beginning of the year, for returns over entire life of the related obligation.

vi) The assumption of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion, supply and demand and other relevant factors.

vii) Liability on account of long term absences has been actuarially valued as per Projected Unit Credit Method.

viii) Short term compensated absences have been provided on actual basis.

35. Transition to Ind AS:

These are the Company's first financial statements prepared in accordance with Ind-AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2016, with a transition date of 1st April, 2016. Ind AS 101 - 'First-time Adoption of Indian Accounting Standards' requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March, 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognized directly in equity (retained earnings or another appropriate category of equity).

A. Exemptions and exceptions availed

Set out below are the applicable Ind-AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind-AS.

A.1 Ind-AS Optional Exemptions

A.1.1 Deemed Cost

Ind-AS 101 permits a first – time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognized in the financial statements as at the date of transition to Ind-AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

A.1.2 Foreign Currency Monetary items

In terms of Para D13AA of Ind AS 101, the Company may continue to account for foreign exchange differences relating to long term foreign currency monetary items as per previous IGAAP. The Company has elected to apply the same.

A.2 Ind-AS Mandatory Exceptions

A.2.1 Estimates

An entity's estimates in accordance with Ind-ASs at the date of transition to Ind-AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind-AS estimates as at 1st April, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind-AS at the date of transition as these were not required under previous GAAP:

A.2.2 De-recognition of financial assets and liabilities

Ind-AS 101 requires a first – time adopter to apply the de-recognition provisions of Ind-AS 109 prospectively for transactions occurring on or after the date of transition to Ind-AS. However, Ind-AS 101 allows a first – time adopter to apply the de – recognition requirements in Ind-AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind-AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The company has elected to apply the de-recognition provisions of Ind-AS 109 prospectively from the date of transition to Ind-AS.

A.2.3 Classification and measurement of financial assets

Ind-AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind-AS.

A.2.4 Impairment of Financial Assets

Ind AS 101 requires an entity to apply the Ind AS requirements retrospectively if it is practicable without undue cost and effort to determine the credit risk that debt financial instruments where initially recognized. The company has measured impairment losses on financial assets as on the date of transition i.e. 1st April, 2016 in view of cost and effort.

B. Transition to Ind AS Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS, as required under Ind AS 101:

(i) Reconciliation of Balance sheet as at April 1, 2016 (Transition Date);

(ii) Reconciliation of Balance sheet as at March 31, 2017;

(iii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2017;

(iv) Reconciliation of Total Equity as at April 1, 2016 and as at March 31, 2017;

(v) Adjustments to Cash Flow Statements as at March 31, 2017

The presentation requirements under previous GAAP differs from Ind AS, and hence, previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The re-grouped previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with previous GAAP.

(i) and (ii) Reconciliation of Balance Sheet as at April 1, 2016 (Transition date) and March 31, 2017

Particulars	Note No.	As at April 01, 2016			As at March 31, 2017		
		Previous GAAP Rs. in Lacs	Adjustments Rs. in Lacs	Ind AS Rs. in Lacs	Previous GAAP Rs. in Lacs	Adjustments Rs. in Lacs	Ind AS Rs. in Lacs
ASSETS							
Non-current assets							
(a) Property, Plant and Equipment	A1	21,673.84	(242.24)	21,431.60	21,833.16	283.71	22,116.87
(b) Capital work-in-progress		1,158.77	-	1,158.77	370.97	-	370.97
(c) Investment Properties		-	-	-	413.95	-	413.95
(d) Goodwill		584.85	-	584.85	584.85	-	584.85
(e) Other Intangible assets		32.18	-	32.18	33.61	-	33.61
(f) Financial Assets							
(i) Investments	A1	1,021.15	-	1,021.15	1,210.78	0.06	1,210.84
(ii) Loans		441.67	-	441.67	525.32	-	525.32
(g) Deferred Tax Assets (Net)		575.60	-	575.60	452.57	-	452.57
(h) Other non-current assets		845.75	-	845.75	1,033.47	-	1,033.47
Current Assets							
(a) Inventories		21,520.59	-	21,520.59	20,465.61	-	20,465.61
(b) Financial Assets							
(i) Trade receivables	A1	13,665.67	(14.68)	13,650.99	10,876.75	(12.22)	10,864.53
(ii) Cash and cash equivalents		1,326.84	-	1,326.84	1,873.41	-	1,873.41
(iii) Bank Balances other than (iii) above		2,058.91	-	2,058.91	2,785.44	-	2,785.44
(iv) Other Financial Assets		1,083.19	-	1,083.19	1,286.03	-	1,286.03
(c) Current Tax Assets (Net)		132.64	-	132.64	568.73	-	568.73
(d) Other current assets		1,206.40	-	1,206.40	1,455.16	-	1,455.16
TOTAL ASSETS		**67,328.05**	**(256.92)**	**67,071.13**	**65,769.81**	**271.55**	**66,041.36**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Note No.	As at April 01, 2016			As at March 31, 2017		
		Previous GAAP Rs. in Lacs	Adjustments Rs. in Lacs	Ind AS Rs. in Lacs	Previous GAAP Rs. in Lacs	Adjustments Rs. in Lacs	Ind AS Rs. in Lacs
EQUITY AND LIABILITIES							
EQUITY							
(a) Equity Share Capital		1,141.98	-	1,141.98	1,141.98	-	1,141.98
(b) Other Equity	A1	26,227.51	(57.88)	26,169.63	27,229.36	(25.43)	27,203.93
LIABILITIES							
Non current liabilities							
(a) Financial liabilities							
(i) Borrowings		5,188.91	-	5,188.91	4,126.35	-	4,126.35
(b) Deferred tax liabilities (net)		1,552.37	-	1,552.37	1,655.28	-	1,655.28
(c) Other non-current liabilities	A1	-		-	-	296.98	296.98
Current liabilities							
(a) Financial liabilities							
(i) Borrowings		15,814.02		15,814.02	16,101.43	-	16,101.43
(ii) Trade payables		10,956.71		10,956.71	9,947.75	-	9,947.75
(iii) Other financial liabilities		4,905.38		4,905.38	4,165.11	-	4,165.11
(b) Other current liabilities		1,049.20		1,049.20	1,138.50	-	1,138.50
(c) Provisions	A1	404.24	(199.04)	205.20	239.60	-	239.60
(d) Current Tax Liability (Net)		87.73		87.73	24.45	-	24.45
TOTAL EQUITY AND LIABILITIES		**67,328.05**	**(256.92)**	**67,071.13**	**65,769.81**	**271.55**	**66,041.36**

(iii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2017

Particulars	Note No.	Previous GAAP Rs. in Lacs	Adjustments Rs. in Lacs	Ind AS Rs. in Lacs
INCOME:				
Revenue from Operations	A1	66,282.80	367.54	66,650.34
Other income	A1	1,038.64	30.09	1,068.73
Total Income		**67,321.44**	**397.63**	**67,719.07**
EXPENSE:				
Cost of materials consumed	A1	31,325.80	12.45	31,338.25
Purchase of stock-in-trade		9,339.80	-	9,339.80
Changes in inventories of finished goods, work-in-progress and stock-in-trade		485.75	-	485.75
Employee Benefits Expenses	A1	5,552.14	(18.12)	5,534.02
Finance costs		2,065.84	-	2,065.84
Depreciation and Amortization Expenses	A1	1,522.01	30.85	1,552.86
Other Expenses	A1	15,467.81	365.07	15,832.88
Total Expenses		**65,759.15**	**390.25**	**66,149.40**
Profit before Exceptional items and Tax		1,562.29	7.38	1,569.67
Exceptional Items				
Profit before Tax		1,562.29	7.38	1,569.67
Tax expense:		726.19	6.27	732.46
1. Current Tax		681.61	-	681.61
2. Deferred Tax	A1	152.27	6.27	158.54
3. Tax adjustment relating to earlier years		(107.69)	-	(107.69)
Profit for the period		836.10	1.11	837.21
Other comprehensive income				
(i) Items that will not be reclassified to profit or loss		-	(11.85)	(11.85)
Re-measurements of the defined benefit plans		-	(18.12)	(18.12)
(ii) Income tax related to items that will not be reclassified to profit or loss		-	(6.27)	(6.27)
Total comprehensive income for the period		836.10	-10.74	825.36

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(iv) Reconciliation of Total Equity as at April 1, 2016 and March 31, 2017

Particulars	Note No.	As at March 31, 2017 Rs. in Lacs	Rs. in Lacs	As at April 01, 2016 Rs. in Lacs	Rs. in Lacs
Net worth as per previous GAAP			28,371.34		27,369.50
Revaluation Reserve adjusted with carrying amount in terms of para 91 of AS-10		-		(242.24)	
Proposed Dividend accounted for on Approval basis		-		165.37	
Dividend Distribution Tax accounted for on Approval basis		-		33.66	
Restatement of government grant IDLS		(83.65)		-	
Restatement of government grant EPCG		(243.36)		-	
Capitalisation on Restatement of government grant EPCG		327.01		-	
Depreciation on Fixed assets		(30.85)		-	
Deferral of income of government grant		30.03		-	
Fair valuation of investments		0.06		-	
Provision for doubtful receivables		(12.22)		(14.68)	
Material Consumed		(12.45)		-	
Others		-		-	
Total Impact			(25.43)		(57.89)
Net worth as per Ind AS			28,345.91		27,311.61

(v) Adjustments to Cash Flow Statements as at March 31, 2017

The Ind AS adjustments are non cash adjustments. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended March 31, 2017 as compared with the previous GAAP.

Notes to Reconciliations:

The following explains the material adjustments made during transition from previous GAAP to Ind AS:

1. Investments in Equity Instruments

On the date of transition to Ind AS, the difference between the fair value of quoted Investments recognized at FVTPL as per Ind AS and their corresponding carrying amount as per financial statements prepared under Previous GAAP, has resulted in an increase in the carrying amount of these quoted investments by Rs. 0.06 Lacs which has been recognized directly in retained earnings (Equity). Those quoted equity instruments are designated at FVTPL.

2. Trade receivable

Under previous GAAP the company has recognized provision on trades receivable based on expectation of company. Under Ind AS, the company provides loss allowance on receivable based on the expected Credit Loss (ECL) model which is measured following the "simplified approach at amount equal to lifetime expected credit loss in addition to debts identified as bad/doubtful at each reporting date.

3. Borrowings

Under previous GAAP transaction cost were recognized in Statement of Profit and Loss. Under Ind AS financial liability in form of borrowing have been measured at amortized cost using Effective Interest Method. However, the same has not resulted in any adjustments required to be made.

4. Government Grants

Under previous GAAP, Government Grants in respect of Property, Plant and Equipment was presented as a deduction from Property, Plant and Equipment. Under Ind AS, Government Grants in respect of Property, Plant and Equipment need to be presented as deferred income in profit or loss on a systematic basis over the useful life of the asset.

Under Ind AS, import duty waivers for capital assets purchased under Export Promotion Credit Guarantee (EPCG) schemes are recorded as deferred revenue and recognized in Statement of Profit and Loss on a systematic basis over the periods in which the related performance obligations are fulfilled.

On the transition date, the Company, therefore, recorded an adjustment to measure such property, plant and equipment in accordance with Ind AS 16.

Under Previous GAAP, cost of the property, plant and equipment was recorded at the cash price paid to acquire such assets. Consequently, depreciation relating to the above differences in the cost of property, plant and equipment under Ind AS and Previous GAAP has also been adjusted.

5. Deferred Tax

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has not resulted in any adjustment to deferred tax recognised under previous GAAP.

6. Remeasurement of Defined benefits liabilities

Under previous GAAP the company recognized remeasurement of defined benefits plans under profit and loss. Under Ind AS, remeasurement of defined benefits plans are recognized in Other Comprehensive Income

7. Retained Earnings.

Retained earnings as at April 1, 2016 has been adjusted consequent to the above Ind-AS transition adjustments.

8. Other Comprehensive Income

Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard enquires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

36. Expenditure on Research and Development

Rs. In Lacs

Particulars	2017-18	2016-17
Capital Expenditure	-	-
Revenue Expenditure	42.02	60.74
Total	**42.02**	**60.74**

37. Disclosure pursuant to Ind AS 17 "Leases":

(a) Where the company is Lessor

i. Operating Lease:

The company has not entered into any non-cancellable Operating Lease. The company has given Building and Factory and Plant & Machinery on cancellable operating lease. The details are as under:

Rs. In Lacs

Particulars	Building Factory			Plant and Machinery		
	31.03.2018	31.03.2017	01.04.2016	31.03.2018	31.03.2017	01.04.2016
- Net Carrying amount as at the Balance Sheet date	18.06	19.53	21.00	14.06	14.06	14.06
- Contingent Rent recognised as Income in Statement of Profit and Loss of the year	NIL	NIL	-	NIL	NIL	-

ii. Finance Lease: The Company has not entered into any finance lease.

(b) Where the company is Lessee

i. Finance Lease:

The company has finance lease arrangement for various land leases for terms of 70 years and 99 years . The details are as under:

Rs. In Lacs

Particulars	Land Leasehold		
	31.03.2018	31.03.2017	01.04.2016
- Net Carrying amount as at the Balance Sheet date	1,209.64	1,344.12	1,357.93
- Contingent Rent recognised as expense in Statement of Profit and Loss of the year	NIL	NIL	-

ii. Operating Lease: The Company has not entered into any non-cancellable operating leases.

38. Financial Instruments

(i) Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The capital structure of the company consists of debt, which includes the borrowings including temporary overdrawn balance , cash and cash equivalents including short term bank deposits, equity comprising issued capital, reserves and non-controlling interests. The gearing ratio for the year is as under:

(Rs. In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Debt	21,961.85	22,101.22	23,148.42
Less: Cash and cash equivalent	1,118.33	1,873.41	1,326.84
Net debt (A)	20,843.52	20,227.81	21,821.58
Total equity (B)	30,074.84	28,345.91	27,311.61
Debt Equity Ratio (A/B)	0.69	0.71	0.80

(ii) Categories of financial instruments

Calculation of Fair Values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values of financial instruments:

a) The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.

b) The fair value of the long-term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).

c) The fair value of loans from banks and other financial indebtedness as well as other non current financial liabilities is estimated by discounting future cash flows using rates currently available for debt or similar terms and remaining maturities.

d) Cash and cash equivalents, trade receivables, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(Rs. In Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial Assets						
Financial assets measured at fair value						
Investments measured at						
i. Fair value through other comprehensive income	-	253.90		97.26		63.51
ii. Fair value through profit and loss	-	0.14		0.13		0.07
Financial assets measured at amortized cost						
Trade Receivables	15,418.37		10,864.53		13,650.99	
Cash and cash equivalents	1,118.33		1,873.41		1,326.84	
Bank balances other than cash and cash equivalents	3,095.72		2,785.44		2,058.91	
Other financial assets	2,834.73		1,286.03		1,083.19	
Total	**22,467.15**	**254.04**	**16,809.41**	**97.39**	**18,119.93**	**63.58**
Financial Liabilities						
Financial liabilities measured at amortized cost						
Borrowings	21,961.85	-	22,101.22	-	23,148.42	-
Trade payables	13,496.21	-	9,947.75	-	10,956.71	-
Other financial liabilities	2,545.29	-	2,291.67	-	2,759.89	-
Total	**38,003.35**	**-**	**34,340.64**	**-**	**36,865.02**	**-**

(iii) Income, expenses, gains or losses on financial instruments Rs. In Lacs

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Financial assets measured at amortized cost		
Allowances for doubtful receivables	5.23	(2.46)
Financial assets measured at fair value through Profit and Loss		
- Fair value gain/ (loss) on investments in equity instruments	0.06	0.01
- Fair value gain/ (loss) on investments in debt instruments	-	-
Financial assets measured at fair value through Other Comprehensive Income		
- Fair value gain/ (loss) on investments in equity instruments	126.64	-

Fair value measurements recognized in the balance sheet:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(Rs. In Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2018				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	-	N.A.	126.64	126.64
ii. Fair value through profit and loss	0.01	N.A.	126.64	126.65
As at March 31, 2017				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	-	N.A.	N.A.	-
ii. Fair value through profit and loss	0.06	N.A.	N.A.	0.06
As at April 1, 2016				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	-	N.A.	N.A.	-
ii. Fair value through profit and loss	-	N.A.	N.A.	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(iii) Financial risk management objectives:

The Company's principal financial liabilities comprise of loan from banks and financial institutions, and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short term deposits, which arise directly from its operations.

The main risks arising from Company's financial instruments are foreign currency risk, credit risk, market risk, interest rate risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

(a) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Trade and Other receivables

Customer credit is managed by each business unit subject to the Company's established policies, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 20 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Expected credit loss assessment for customers:

The company is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows:

(Rs. In Lakhs)

Particulars	2017-18	2016-17
Opening Balance	151.19	138.23
Impairment loss as per ECL recognised/(reversed)	5.23	(2.46)
Additional Provision	124.30	136.69
Amounts written off as bad debts	(42.15)	(121.27)
Closing Balance	238.57	151.19

Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks and derivative contracts.

The Company held cash and cash equivalents of Rs. 1,118.33 Lacs at March 31, 2018 (March 31, 2017: Rs. 1,873.41 Lacs, April 1, 2016 : Rs. 1,326.84 Lacs). Cash and cash equivalents are held with reputable and credit-worthy banks.

Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Management of the Company.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired

(b) Market risk:

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

(I) Foreign currency risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Company's exposure is mainly denominated in USD, GBP and Euro. The exchange rates have changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks. The Company uses derivative instruments (mainly foreign exchange forward contracts) to mitigate the risk of changes in foreign currency exchange rate.

The Company do not use derivative financial instruments for trading or speculative purposes.

(II) Interest rate risk:

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short-term loans.

Interest rate sensitivity analysis:

As at March 31, 2018 interest bearing financial liability (secured loan from banks) stood at Rs. 21,961.85 Lacs, was subject to variable interest rates. Increase/decrease of 50 basis points in interest rates at the balance sheet date would result in decrease/increase in profit before tax of Rs. 109.81 Lacs.

The risk estimates provided assume a parallel shift of 50 basis points interest rate. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

Fair value of financial instruments:

All financial assets are initially recognized at fair value of consideration paid. Subsequently, financial assets are carried at fair value or amortized cost less impairment. Where non – derivative financial assets are carried at fair value, gains and losses on re- measurement are recognized directly in equity unless the financial assets have been designated as being held at fair value through profit or loss, in which case the gains and losses are recognized directly in the standalone statement of profit and loss. Financial assets are designated as being held at fair value through profit or loss when it is necessary to reduce measurement inconsistency for related assets and liabilities. All financial liabilities other than derivatives are initially recognized at fair value of consideration received net of transaction costs as appropriate (initial cost) and subsequently carried at amortized cost.

(III) Liquidity risk:

The Company follows a Conservative policy of ensuring sufficient liquidity at all times through a strategy of profitable growth, efficient liquidity at all times through a strategy of profitable growth, efficient working capital management as well as prudent capital expenditure. The Company has a overdraft facility with banks to support any temporary funding requirements.

The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

Liquidity table:

Liquidity tables drawn up based on the cash flows of financial liabilities based on the earliest date on which the Company can be required to pay is disclosed at Note no. 44.

(IV) Other price risk:

The Company is not exposed to any significant equity price risks arising from equity investments, as on 31st March 2018. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

(V) Equity price sensitivity analysis:

There is no exposure to equity price risks as at the reporting date or as at the previous reporting date.

39. Disclosure pursuant to Ind AS 37 "Provisions, Contingent Liabilities and Contingent assets":

The company has recognised contingent liabilities as disclosed in Note 33 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.

40. Disclosure pursuant to Ind AS 105 “Non-current assets held for sale and discontinued operations”:

There are no such asset held for sale and discontinued operations.

41. Disclosure of related parties/related party transactions/balances pursuant to Ind AS 24 "Related Party Disclosures"

(A) Name of Related Parties and nature of relationship

ii. Joint Ventures **Nil**

iii. Associates with whom transactions were carried out during the year

	Proportion of voting power held by co.		
	31.03.18	**31.03.17**	**01.04.16**
a) Unnao Tanneries Pollution Control Company (A company registered under Section 25 of erstwhile the Companies Act, 1956)	34.05%	34.05%	34.05%
b) Steven Construction Ltd.	46.67%	46.67%	46.67%
c) Amin International Ltd.	31.13%	31.13%	31.13%
d) Knowledgehouse Ltd.	31.85%	31.85%	31.85%
e) Creemos International Ltd.	48.63%	48.63%	48.63%

iv. 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) - CFO
e) Mr. Mohd. Shadab – Dy. Managing 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)
i) Mr. Yusuf Amin – Director (Son of Mr. Mukhtarul Amin)
j) Mr. Akbar Waris - Dierctor of Subsidiaries
k) Mr. A Devis - Director of Subsidiary
l) Mr. G Lomas - Director of Subsidiary

v. Others: Enterprise over which KMP or relatives of KMP are able to exercise significant influence:

a) Prime International (a partnership firm)
b) Shoe House (a partnership firm)
c) Chowdhary Overseas Ltd.
d) Rojus Enterprises Ltd.
e) Modriba Hygiene Solutions Ltd.
f) Superhouse Accessories Ltd.
g) Rivera Trendz Pvt. Ltd.
h) Mayfair Leather Exports Ltd.
i) Bell Fashions Pvt. Ltd.
j) Patrick Shoes Limited, UK

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(B) (i) Disclosure of related party transactions during the year (in ordinary course of business at arm lenghth price) Summary:

Transactions	Associates As at / for the year ended			Other related parties As at / for the year ended			KMP and Relatives As at / for the year ended		
	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16
Purchases of materials / finished goods	109.40	24.62	-	1,515.56	2,337.95	-	-	-	-
Purchases of fixed assets	0.36	-	-	-	20.37	-	-	-	-
Sale of materials / finished goods	779.05	685.19	-	924.79	976.59	-	-	-	-
Sale of fixed assets	747.61	107.49	-	-	-	-	-	-	-
Services rendered / other receipts	0.90	1.58	-	1.80	4.61	-	-	-	-
Services availed	92.08	88.49	-	39.97	17.07	-	-	-	-
Rent paid	1.20	2.40	-	-	-	-	27.00	27.00	-
Rent received	0.04	0.01	-	28.20	24.65	-	-	-	-
Interest received	8.95	13.08	-	30.07	29.04	-	-	-	-
Remuneration/sitting fee	-	-	-	-	-	-	550.88	498.43	-
Receivables (Net)	511.97	519.30	424.44	624.16	454.94	492.88	-	-	-
Payables (Trade payable & other liabilities)	-	264.48	54.65	212.53	149.55	255.20	128.09	120.94	223.06
Loans and Advances	-	95.01	80.30	263.26	261.20	214.06	-	-	-
Investments	refer Note No. 3								

(ii) Detail of related party transactions during the year (in ordinary course of business at arm lenghth price)

	Associates 31.03.18	Associates 31.03.17	Other related parties 31.03.18	Other related parties 31.03.17	KMP and Relatives 31.03.18	KMP and Relatives 31.03.17
Purchases of materials / finished goods						
Amin International Ltd	97.97	18.33	-	-	-	-
Creemos International Ltd.	11.43	6.29	-	-	-	-
Modriba Hygiene Solutions Ltd.	-	-	482.81	409.61	-	-
Superhouse Accessories Ltd.	-	-	807.26	712.14	-	-
Chowdhary Overseas Ltd.	-	-	77.23	239.25	-	-
Rojus Enterprises Ltd.	-	-	40.97	17.37	-	-
Rivera Trendz Pvt. Ltd.	-	-	1.37	10.75	-	-
Mayfair Leather Exports Ltd.	-	-	102.96	939.29	-	-
Prime International (a partnership firm)	-	-	-	0.24	-	-
Bell Fashions Pvt. Ltd.	-	-	0.43	9.30	-	-
Patrick Shoes Limited, UK	-	-	2.53	-		
	109.40	24.62	1,515.56	2,337.95	-	-
Purchases of fixed assets						
Amin Internatinal Ltd.	0.36	-	-	-	-	-
Chowdhary Overseas Ltd.	-	-	-	5.62	-	-
Bell Fashions Pvt. Ltd.	-	-	-	14.75	-	-
	0.36	-	-	20.37	-	-
Sale of materials / finished goods						
Amin International Ltd	583.12	294.69	-	-	-	-
Creemos International Ltd.	195.93	390.50	-	-	-	-
Modriba Hygiene Solutions Ltd.	-	-	3.30	0.74	-	-
Superhouse Accessories Ltd.	-	-	4.40	10.22	-	-
Chowdhary Overseas Ltd.	-	-	65.28	92.87	-	-
Rojus Enterprises Ltd.	-	-	168.59	273.88	-	-
Rivera Trendz Pvt. Ltd.	-	-	15.93	9.83	-	-
Mayfair Leather Exports Ltd.	-	-	14.64	499.36	-	-
Bell Fashions Pvt. Ltd.	-	-	90.30	89.69	-	-
Patrick Shoes Limited, UK			562.35	-	-	-
	779.05	685.19	924.79	976.59	-	-
Sale of fixed assets						
Amin International Ltd	747.61	-	-	-	-	-
Creemos International Ltd.	-	107.49	-	-	-	-
	747.61	107.49	-	-	-	-
Services availed						
Unnao Tanneries Pollution Control Company	91.57	88.49	-	-	-	-
Creemos International Ltd.	0.51	-	-	-	-	-
Superhouse Accessories Ltd.	-	-	1.26	9.47	-	-
Chowdhary Overseas Ltd.	-	-	1.46	6.16	-	-
Mayfair Leather Exports Ltd.	-	-	37.25	0.54	-	-
Bell Fashions Pvt. Ltd.	-	-	-	0.90	-	-
	92.08	88.49	39.97	17.07	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Name of related party & Transactions	Associates			Other related parties			KMP and Relatives		
	31.03.18	**31.03.17**	**01.04.16**	**31.03.18**	**31.03.17**	**01.04.16**	**31.03.18**	**31.03.17**	**01.04.16**
Services rendered / other receipts									
Amin International Ltd	0.90	1.58		-	-		-	-	
Chowdhary Overseas Ltd.	-	-		1.80	4.61		-	-	
	0.90	1.58		1.80	4.61		-	-	
Rent paid									
Steven Construction Ltd.	1.20	2.40		-	-		-	-	
Mr. Mukhtarul Amin	-	-		-	-		7.20	7.20	
Mrs. Shahina Mukhtar	-	-		-	-		18.00	18.00	
Mr. Deepak Sanan	-	-		-	-		1.80	1.80	
	1.20	2.40		-	-		27.00	27.00	
Rent received									
Knowledgehouse Ltd.	0.04	0.01		-	-		-	-	
Modriba Hygiene Solutions Ltd.	-	-		2.83	2.77		-	-	
Superhouse Accessories Ltd.	-	-		17.59	17.24		-	-	
Chowdhary Overseas Ltd.	-	-		6.96	3.45		-	-	
Rojus Enterprises Ltd.	-	-		0.82	1.19		-	-	
	0.04	0.01		28.20	24.65		-	-	
Interest received									
Steven Construction Ltd.	8.95	13.08		-	-		-	-	
Mayfair Leather Exports Ltd.	-	-		30.07	29.04		-	-	
	8.95	13.08		30.07	29.04		-	-	
Remuneration/sitting fee									
Mr. Mukhtarul Amin	-	-		-	-		111.06	127.38	
Mrs. Shahina Mukhtar	-	-		-	-		33.60	35.33	
Mr. Zafarul Amin	-	-		-	-		37.88	34.57	
Mr. Vinay Sanan	-	-		-	-		30.23	30.93	
Mr. A.K. Agarwal	-	-		-	-		15.20	15.26	
Mr. Mohd. Shadab	-	-		-	-		30.65	24.60	
Mr. Yusuf Amin - Sitting Fee	-	-		-	-		0.03	0.01	
Mr. Akbar Waris - Dierctor of Subsidiaries	-	-		-	-		68.82	18.17	
Mr. A Devis - Director of Subsidiary	-	-		-	-		111.94	104.47	
Mr. G Lomas - Director of Subsidiary	-	-		-	-		81.83	73.57	
Mr. R.K. Agrawal	-	-		-	-		11.64	11.64	
Mr. Deepak Sanan	-	-		-	-		18.00	18.00	
Mr. Manu Sanan	-	-		-	-		-	4.50	
	-	-		-	-		550.88	498.43	
(C) **Outstanding balances with related parties:**									
(i) **Receivables (Net)**									
Amin International Ltd.	68.41	-	-	-	-	-	-	-	-
Steven Construction Ltd.	0.10	0.66	0.10	-	-	-	-	-	-
Creemos International Ltd.	442.95	514.01	424.34	-	-	-	-	-	-
Knowledgehouse Ltd.	-	0.64	-	-	-	-	-	-	-
Unnao Tanneries Pollution Control Company	0.51	3.99	-	-	-	-	-	-	-
M/s Shoe House	-	-	-	-	12.55	64.55	-	-	-
Chowdhary Overseas Ltd.	-	-	-	9.90	29.64	30.10	-	-	-
Rojus Enterprises Ltd.	-	-	-	217.20	247.22	273.34	-	-	-
Mayfair Leather Exports Ltd.	-	-	-	47.12	88.43	124.89	-	-	-
Bell Fashionwear Pvt. Ltd.	-	-	-	46.88	77.10	-	-	-	-
Patrick Shoes Limited, UK	-	-	-	303.06	-	-	-	-	-
	511.97	519.30	424.44	624.16	454.94	492.88	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Name of related party & Transactions	Associates			Other related parties			KMP and Relatives		
	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16	31.03.18	31.03.17	01.04.16
(ii) Payables (Trade payable & other liabilities)									
Amin International Ltd.	-	264.48	43.83	-	-	-	-	-	-
Unnao Tanneries Pollution Control Company	-	-	10.82	-	-	-	-	-	-
Modriba Hygiene Solutions Ltd.	-	-	-	150.08	78.12	136.30	-	-	-
Superhouse Accessories Ltd.	-	-	-	61.69	64.57	86.15	-	-	-
Rivera Trendz Pvt. Ltd.	-	-	-	0.76	2.95	30.69	-	-	-
Super Shoes Ltd.	-	-	-	-	3.91	-	-	-	-
Prime International	-	-	-	-	-	2.06	-	-	-
Mr. Mukhtarul Amin	-	-	-	-	-	-	55.82	64.15	113.18
Mrs. Shahina Mukhtar	-	-	-	-	-	-	5.02	21.24	46.32
Mr. Zafarul Amin	-	-	-	-	-	-	2.91	22.90	48.01
Mr. Vinay Sanan	-	-	-	-	-	-	3.81	3.81	3.77
Mr. A.K. Agarwal	-	-	-	-	-	-	0.87	1.02	1.16
Mr. Mohd. Shadab	-	-	-	-	-	-	1.82	0.85	0.62
Mr. Akbar Waris - Dierctor of Subsidiaries							15.49	1.40	5.53
Mr. A Devis - Director of Subsidiary							19.70	-	-
Mr. G Lomas - Director of Subsidiary							17.59	-	-
Mr. R.K. Agrawal	-	-	-	-	-	-	0.73	0.81	0.90
Mr. Deepak Sanan	-	-	-	-	-	-	4.33	4.76	2.07
Mr. Manu Sanan	-	-	-	-	-	-		-	1.50
	-	264.48	54.65	212.53	149.55	255.20	128.09	120.94	223.06
(iii) Loans and Advances									
Steven Constructions Ltd.	-	92.06	80.30	-	-	-	-	-	-
Knowledgehouse Ltd.	-	2.95	-	-	-	-	-	-	-
Mayfair Leather Exports Ltd.	-	-	-	263.26	261.20	214.06	-	-	-
	-	95.01	80.30	263.26	261.20	214.06	-	-	-

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

(E) Key Managerial Personnel are entitled to post-employment benefits and other long term employee benefits recognized as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

42. Disclosure pursuant to Ind AS 108 "Operating Segment"

Business Segment

(A) The Company has determined following reporting segments based on the information reviewed by the Company's Chief Operating Decision Maker ('CODM').

(a) Leather and Leather Products comprises Finished Leather, Leather Shoes, Leather Uppers and other Leather Goods.

(b) Textile Garments comprises Textile garments, riding acessories etc.

The above business segments have been identified considering :

(a) the nature of products

(b) the differing risks and returns

(c) the internal organization and management structure, and

(d) the internal financial reporting systems

The measurement principles of segments are consistent with those used in Significant Accounting Policies. There are no inter segment transfer.

Particulars	Leather and Leather Products			Textile Garments			Total		
	2017-18	2016-17	01.04.16	2017-18	2016-17	01.04.16	2017-18	2016-17	01.04.16
REVENUE									
Segment Revenue	56,315.96	57,091.55		10,227.29	10,627.52		66,543.25	67,719.07	
Intra Segment Revenue	-	-		-	-		-	-	
Eliminations	-	-		-	-		-	-	
Net Revenue	56,315.96	57,091.55		10,227.29	10,627.52		66,543.25	67,719.07	
RESULTS									
Profit/ loss before tax and finance cost	4,310.69	3,303.59		187.11	331.92		4,497.80	3,635.51	
Less: Finance Cost	1,461.73	1,647.61		550.15	418.23		2,011.88	2,065.84	
Less: Exceptional items	-	-					-	-	
Total profit/(loss) before tax	2,848.96	1,655.98		(363.04)	(86.31)		2,485.92	1,569.67	
Provision for taxation									
- Current							644.02	681.61	
- Deferred tax							78.36	158.54	
- Tax Adjustment relating to earlier years							0.39	(107.69)	
Net Profit for the year							1,763.15	837.21	
Other information									
Assets	60,794.18	56,219.00	50,687.44	10,200.44	9,822.36	8,799.01	70,994.62	66,041.36	59,486.45
Liabilities	33,775.15	31,261.51	29,536.89	7,144.63	6,433.94	5,294.23	40,919.78	37,695.45	34,831.12
Capital expenditure	702.08	1,041.09	3,014.76	312.77	531.58	858.36	1,014.85	1,572.67	3,873.12
Depreciation	1,274.71	1,304.17	-	281.53	248.69	-	1,556.24	1,552.86	
Impairment	-	-		-	-		-	-	

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(B) Additional Information by Geographies

Although the Company's operations are managed by product area, we provide additional information based on geographies.

Particulars	With in India		Outside India		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
External	13,712.61	14,159.05	52,830.64	53,560.02	66,543.25	67,719.07
Inter Segment	-	-	-	-	-	-
Total	**13,712.61**	**14,159.05**	**52,830.64**	**53,560.02**	**66,543.25**	**67,719.07**

(C) All non current assets of the Company are located in India.

(D) Revenue from major customers

The Company is not reliant on revenues from transactions with any single customer and does not receive 10% or more of its revenue from transactions with any single customer.

43. Additional information pursuant to Schedule III to the Act for the year ended March 31, 2018 of enterprises consolidated as subsidiary and associates

Name of the company	Net Assets i.e. total assets minus total liabilities		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount (Rs. In Lacs)	As % of consolidated profit or loss	Amount (Rs. In Lacs)	As % of consolidated other comprehensive income	Amount (Rs. In Lacs)	As % of consolidated total comprehensive income	Amount (Rs. In Lacs)
Parent Company								
Superhouse Limited	85.67%	25,766.04	73.13%	1,289.45	100.00%	8.89	73.27%	1,298.34
Subsidiaries - Foreign								
Superhouse (U.K.) Ltd., UK	2.33%	700.47	5.85%	103.23	-	-	5.83%	103.23
Superhouse (USA) International Inc., USA	0.07%	22.38	0.10%	1.74	-	-	0.10%	1.74
Superhouse Middle East FZC, Azman	2.89%	868.70	3.93%	69.24	-	-	3.91%	69.24
Briggs Industrial Footwear Ltd. (U.K.)	9.51%	2,860.24	13.16%	232.00	-	-	13.09%	232.00
Linea De Seguridad S.L.U., Spain	2.78%	835.06	-10.53%	-185.74	-	-	-10.48%	-185.74
Superhouse GMBH, Germany	0.00%	0.58	-0.23%	-4.08	-	-	-0.23%	-4.08
La Compagnie Francaise De Protection SRL, France	0.17%	51.52	-1.44%	-25.38	-	-	-1.43%	-25.38
Total Subsidiaries		**31,104.99**		**1,480.46**	**100%**	**8.89**		**1,489.35**
Non controlling interest in all the subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Associates								
(on the basis of last audited balance sheet as at 31.03.2017)								
Unnao Tanneries Pollution Control Company	0.05%	15.31	Note-A	Note-A	Note-A	Note-A	Note-A	Note-A
Steven Construction Ltd.	0.98%	294.67	0.06%	1.08	-	-	0.06%	1.08
Amin International Ltd.	1.87%	561.13	4.83%	85.23	-	-	4.81%	85.23
Knowledgehouse Ltd.	0.99%	296.86	4.20%	74.10	-	-	4.18%	74.10
Creemos International Ltd.	0.45%	135.83	1.70%	29.94	-	-	1.69%	29.94
Total Associates		**1,303.80**		**190.35**	**-**	**-**		**190.35**
CFS Adjustment and elimination	-7.76%	(2,333.95)	5.24%	92.34			5.21%	92.34
Total		**30,074.84**		**1,763.15**		**8.89**		**1,772.04**

Note-A : Unnao Tanneries Pollution Control Company is a company registered under section 25 as the Companies Act, 1956 and it operates under severe long term restrictions that significantly impair its ability to transfer funds to the parent company.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

44. Disclosure pursuant to Ind AS 1 "Presentation of Financial Statements".

(a) Current liabilities & borrowing expected to be recovered within twelve months and after twelve months from the reporting date:

Rs in Lacs

Particulars	Note No.	As at March 31, 2018			As at March 31, 2017			As at April 01, 2016		
		Within twelve months	After twelve months	Total	Within twelve months	After twelve months	Total	Within twelve months	After twelve months	Total
Borrowings		17,725.05	4,236.80	21,961.85	17,974.87	4,126.35	22,101.22	17,959.51	5,188.91	23,148.42
Trade and other payables		13,496.21	-	13,496.21	9,947.75	-	9,947.75	10,956.71	-	10,956.71
Other financial liabilities		2,545.29	-	2,545.29	2,291.67	-	2,291.67	2,759.89	-	2,759.89

(b) Current assets expected to be settled within twelve months and after twelve months from the reporting date:

Rs in Lacs

Particulars	Note No.	As at March 31, 2018			As at March 31, 2017			As at April 01, 2016		
		Within twelve months	After twelve months	Total	Within twelve months	After twelve months	Total	Within twelve months	After twelve months	Total
Inventories		20,543.98	-	20,543.98	20,465.61	-	20,465.61	21,520.59	-	21,520.59
Trade Receivable		15,418.37	-	15,418.37	10,864.53	-	10,864.53	13,650.99	-	13,650.99
Other Financial Assets		2,834.73	-	2,834.73	1,286.03	-	1,286.03	1,083.19	-	1,083.19
Other Current Assets		1,246.10	-	1,246.10	1,455.16	-	1,455.16	1,206.40	-	1,206.40

45. 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 rupees in lacs.

See the accompanying notes to the consolidated financial statements

As per our attached report of even date

For Rajeev Prem & Associates,
Chartered Accountants
Firm Reg. No. 008905C

Rajeev Kapoor
Partner
M. No. 077827

Place: Kanpur
Dated: July 09, 2018

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

SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY/ASSOCIATES/JOINT VENTURES AS PER COMPANIES ACT, 2013

PART"A" SUBSIDIARIES

(Rs. in Lacs)

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	LA Compagnie Francaise De Protection SRL, France
1	Financial year ending on	31.03.2018	31.03.2018	31.03.2018	31.03.2018	31.03.2018	31.03.2018	31.03.2018
2	Date of Acquistion	01.04.1999	26.06.2001	19.10.2005	06.05.2011	21.09.2012	27.01.2012	02.08.2017
3	Reporting Currency and Exchange Rate as on the last date of the Financial Year in case of Foreign Subsidiaries.	GBP / ₹ 92.28	USD / ₹ 65.04	AED / ₹ 17.68	GBP / ₹ 92.28	EURO / ₹ 80.62	EURO / ₹ 80.62	EURO / ₹ 80.62
4	Average yearly rate for Profit and Loss item translation	GBP / ₹ 85.47	USD / ₹ 64.45	AED / ₹ 17.52	GBP / ₹ 85.47	EURO / ₹ 75.42	EURO / ₹ 75.42	EURO / ₹ 75.42
5	Share Capital	106.19	50.26	24.19	1,344.61	265.33	17.01	76.90
6	Other Equity/Reserves & Surplus (as applicable)	594.28	(27.88)	844.51	1,515.62	569.74	(16.43)	(25.38)
7	Liabilities	2,097.57	5.81	717.93	4,171.84	1,497.59	11.14	361.46
8	Total Liabilities	2,798.04	28.19	1,586.63	7,032.07	2,332.66	11.72	412.98
9	Total Assets	2,798.04	28.19	1,686.63	7,032.07	2,332.66	11.72	412.98
10	Investments	-	-	-	-	-	-	-
11	Turnover (including other income)	3,819.07	104.33	1,930.16	7,159.30	882.09	58.66	241.23
12	Profit/(Loss) Before Taxation	120.02	1.74	69.24	273.59	(185.83)	(4.08)	(25.38)
13	Provision for Taxation	16.79	-	-	41.59	(0.09)	-	-
14	Profit/(Loss) After Taxation	103.23	1.74	69.24	232.00	(185.74)	(4.08)	(25.38)
15	Proposed Dividend	3.71	-	-	47.98	-	-	-
16	Percentage of Shareholding	100%	100%	100%	100%	100%	100%	100%

NOTES:

1) Reporting period of the subsidiaries is the same as that of the Company.

2) Balance Sheet items have been translated at the exchange rate as on the last day of financial year.

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

SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY/ASSOCIATES/JOINT VENTURES AS PER COMPANIES ACT, 2013

PART "B" ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. No.	Name of Associates / Joint Venture Company	Steven Construction Limited	Knowledgehouse Limited	Amin International Limited	Creemos International Limited	Unnao Tanneries Pollution Control Company
		Rupees	Rupees	Rupees	Rupees	Rupees
I.	**ASSOCIATE COMPANIES:**					
1	Latest Audited Balance Sheet Date	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2	**Shares of Associate/Joint Ventures held by the company on the year end**					
	- Number of shares	2,100,000	860,000	304,900	836,400	153,080
	- Amount of Investment in Associates (Rs. in Lacs)	210.00	86.00	30.49	100.37	15.31
	- Total number of shares	4,500,000	2,700,000	979,400	1,720,000	449,632
	- Extent of Holding %	46.67%	31.85%	31.13%	48.63%	34.05%
3	Description of how there is significant influence	Note-A	Note-A	Note-A	Note-A	Note-A
4	Reason why the associate/joint venture is not consolidated	N.A.	N.A.	N.A.	N.A.	Note-E
5	Net worth attributable to Shareholding as per latest audited Balance Sheet (Rs. in Lacs)	283.06	302.58	762.03	164.76	44.87
6	**Profit/(Loss) for the year (Rs. in Lacs)**					
	i) Considered in Consolidation (Refer Note-'D')	1.07	74.09	85.23	29.94	-
	ii) Not Considered in Consolidation	-	-	-	-	-
II.	**JOINT VENTURES:**	N.A.	N.A.	N.A.	N.A.	N.A.

NOTES:

A) There is significant influence due to percentage (%) of Share Capital.

B) Names of associates or joint ventures which are yet to commence operations - Nil

C) Names of associates or joint ventures which have been liquidated or sold during the year - Nil

D) Investments are accounted for using equity method in accordance with AS '23' Accounting for Investments in Associates in Consolidated Financial Statements.

E) Unnao Tanneries Pollution Control Company is a company registered under section 25 as the Companies Act, 1956 and it operates under severe long term restrictions that significantly impair its ability to transfer funds to the parent company.

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

NOTICE

Notice is hereby given that the thirty eighth Annual General Meeting of the members of the Company will be held on Saturday the 29th September, 2018 at 10.00 A.M. at the Office of the Company at 219/3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-208 025, to transact the following business:-

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:

   (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

   (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare a dividend on equity shares for the financial year ended March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT a dividend at the rate of Rs. 1/- (one rupee only) per equity share of Rs. 10/- (ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018."

3. To appoint Mr. Vinay Sanan, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vinay Sanan (DIN: 00014536), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint Mr. Anil Kumar Agarwal, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Anil Kumar Agarwal (DIN: 00014645), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business:

5. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, the Board of Directors be and are hereby authorized to decide a fee, not exceeding Rs 100/- (Rs One Hundred), in addition to estimated actual expenses to be incurred by the Company, to be charged for delivery of any document through a particular mode to a member.

   THAT the request for delivery of any document through a particular mode along with requisite fees and estimated actual expenses should be duly received by the Company before 10 days but not before 90 days of dispatch of documents by the Company to the shareholders.

   FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby, severally, authorized to do all such acts, deeds, matters and things as they may in their absolute discretion, deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of actual fee and estimated charges for delivery of the document to be paid in advance."

By Order of the Board

Date : 9th July, 2018 (R. K. AGRAWAL)

Place : Kanpur. *Company Secretary*

NOTES :-

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

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

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.

3. In terms of Section 152 of the Act, Mr. Vinay Sanan and Mr. Anil Kumar Agarwal, Directors, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Human Resources, Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company commend their respective re-appointments. Details of Directors retiring by rotation/ seeking re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice.

4. The Company has notified closure of Register of Members and Share Transfer Books from Thursday the 13th September, 2018 to Saturday the 29th September, 2018 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting. The dividend on equity shares, if, declared at the Annual General Meeting as recommended by the Board of Directors, will be credited/dispatched between Monday the 1st October, 2018 and Friday the 5th October, 2018 to the members.

5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May, 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 29th September, 2017.

6. The Company has transferred the unpaid or unclaimed dividend declared upto financial years 2009-10 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unclaimed amounts lying with the Company as on 29th September, 2017 (date of last Annual General Meeting) on the website of the Company and the same can be accessed through the link http://www.superhouse.in/invest-dividend.asp?links=links14

and also on the website of the Ministry of Corporate Affairs (www.iepf.gov.in).

7. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18 , transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. October, 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link http://www.superhouse.in/invest-dividend.asp?links=links14. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: http://www.iepf.gov.in

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

9. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerilize shares held by them in physical form.

10. The unclaimed and unpaid dividends declared for 2010-11 and thereafter will be transferred to the Investor Education and Protection Fund (The IEPF) as detailed below, if not claimed by the shareholders before last date for claiming unpaid dividend. During the year, the company transferred Rs. 14,46,688.00 to the Investor Education and Protection Fund (The IEPF). Members who have not encashed/claimed the dividend so far are requested to claim at the earliest.

Financial Year Ended	Date of Declaration of Dividend	Due Date
31.03.2011	30.09.2011	04.11.2018
31.03.2012	29.09.2012	31.10.2019
31.03.2013	30.09.2013	04.11.2020
31.03.2014	23.09.2014	24.10.2021
31.03.2015	23.09.2015	26.10.2022
31.03.2016	30.09.2016	31.10.2023
31.03.2017	29.09.2017	01.11.2024

11. 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.

12. Members holding shares in physical mode:
    (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/Skyline Financial Services Private Limited, if not registered with the Company as mandated by SEBI.
    (b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link http://www.superhouse.in/pdf/Nominations.pdf

13. Members holding shares in electronic mode:
    (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
    (b) are advised to contact their respective DPs for registering the nomination.

14. Non-Resident Indian members are requested to inform Skyline Financial Services Private Limited/respective DPs, immediately of:
    (a) Change in their residential status on return to India for permanent settlement.
    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

15. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. http://www.superhouse.in/

16. 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 A.M. to 3.00 P.M. up to the date of conclusion of Annual General Meeting.

17. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

By Order of the Board

Date : 9th July, 2018 (R. K. AGRAWAL)

Place : Kanpur. *Company Secretary*

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

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

ITEM NO. 5

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

The Directors accordingly commend the Ordinary Resolution at item no. 5 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.5 of the accompanying Notice

By Order of the Board

Date : 9th July, 2018 (R. K. AGRAWAL)

Place : Kanpur. *Company Secretary*

Annexure to the Notice dated July, 9, 2018
Details of Directors retiring by rotation/seeking re-appointment at the Meeting.

Name	Age	Qualifications	Experience(including expertise in specific functional area)/ Brief Resume	Terms & Conditions of Re-appointment	Remuneration last drawn (including sitting fees, if any)	Remuneration proposed to be paid	Date of first appointment on the Board	Shareholding in the Company as on March, 31,2018	Relationship with the other Directors/Key Managerial Personnel	No. of Meeting of the Board attended during the financial year (2017-18)	Directorship of other Board as on March, 31, 2018	Membership/Chairmanship of Committees of other Boards as on March, 31, 2018
Mr. Vinay Sanan	About 62 years	Graduate	Having experience in Management, and export marketing.	He was re-appointed as a wholetime director at the Annual General Meeting held on 29th September, 2017 is liable to retire by rotation at the Meeting.	Rs. 30.23 lacs (for remuneration details including perquisite value, please refer Attachment `H' of Annexure IV to the Directors' Report).	As per existing approved terms & Conditions.	2nd January, 1996	1382 equity shares of Rs. 10/- each	Not related to any Director/Key Managerial Personnel	02	Knowledgehouse Limited	**Other Board**: NIL **Membership/Chairman-ship of Committee of the Board :** NIL
Mr. Anil Kumar Agarwal	About 63 years	Chartered Acountant	He is Chartered Accountant. He is overall responsibility for Accounts and Financial activities of the company	He was re-appointed as a wholetime director at the Annual General Meeting held on 29th September, 2017 is liable to retire by rotation at the Meeting.	Rs.15.20 lacs (for remuneration details including perquisite value, please refer Attachment `H' of Annexure IV to the Directors' Report).	As per existing approved terms & Conditions.	15th October, 1996.	26 equity shares of Rs. 10/- each	Not related to any Director/Key Managerial Personnel	05	1. Knowledgehouse Limited 2. Creemos International Limited. 3. Superhouse Educational Foundation	**Other Board**: NIL **Membership of Committee of the Board :** (i) Audit Committee of the company.(ii)Stakeholder Relationship Committee of the company.(iii)Risk Management Committee of the company. (iv). Corporate Social Responsbility Committee of the company.

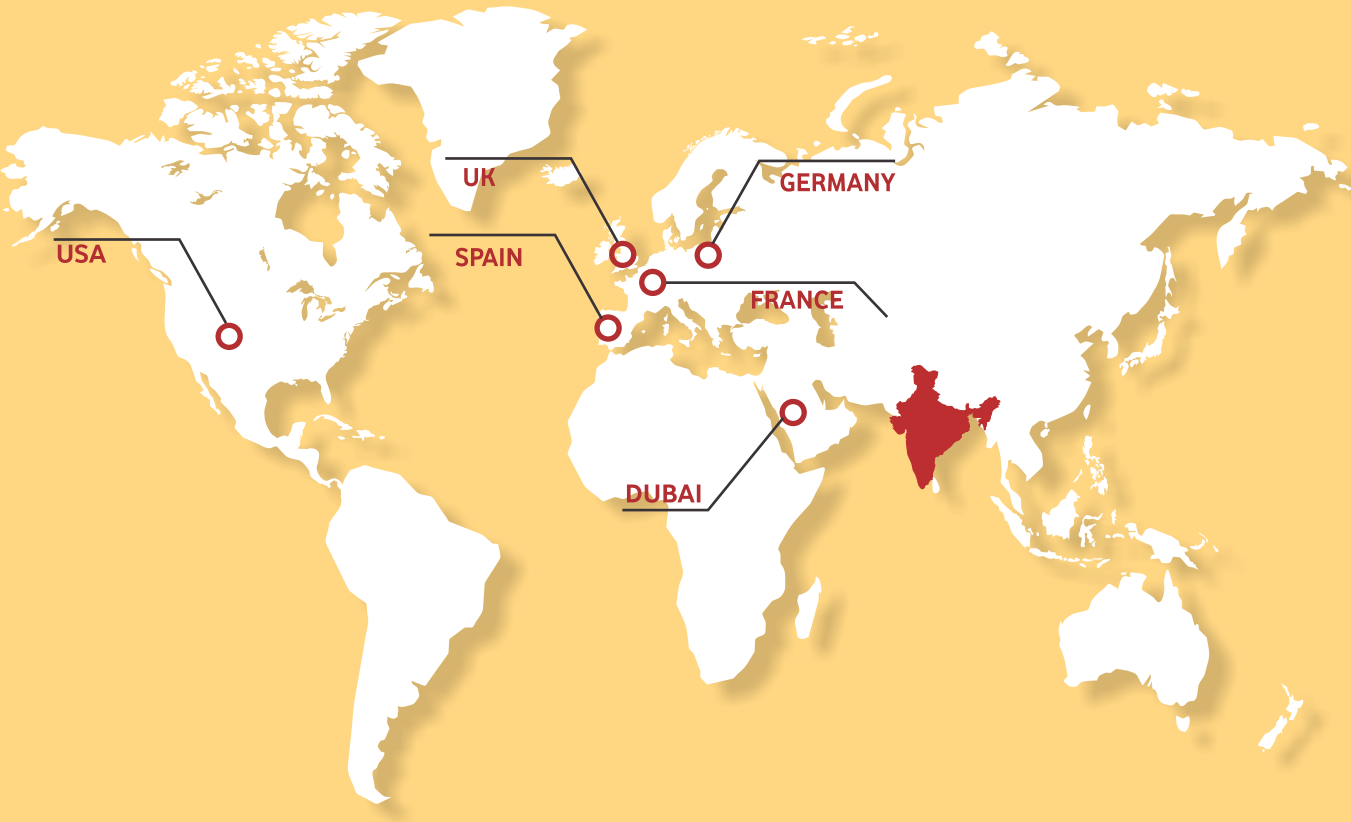
NOTES

www.allencooperindia.com www.facebook.com/allencooper.in

SUPERHOUSE GROUP

LEGACY OF EXCELLENCE

A True Indian Multi National



Superhouse Limited

(A Government of India recognized Export Trading House)

Regd. Office: 150 Feet Road, Jajmau, Kanpur - 208010 (India)

CIN: L24231UP1980PLC004910 | Tel: (0512) 2460185, 9935142048 | (0515) 2829325

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