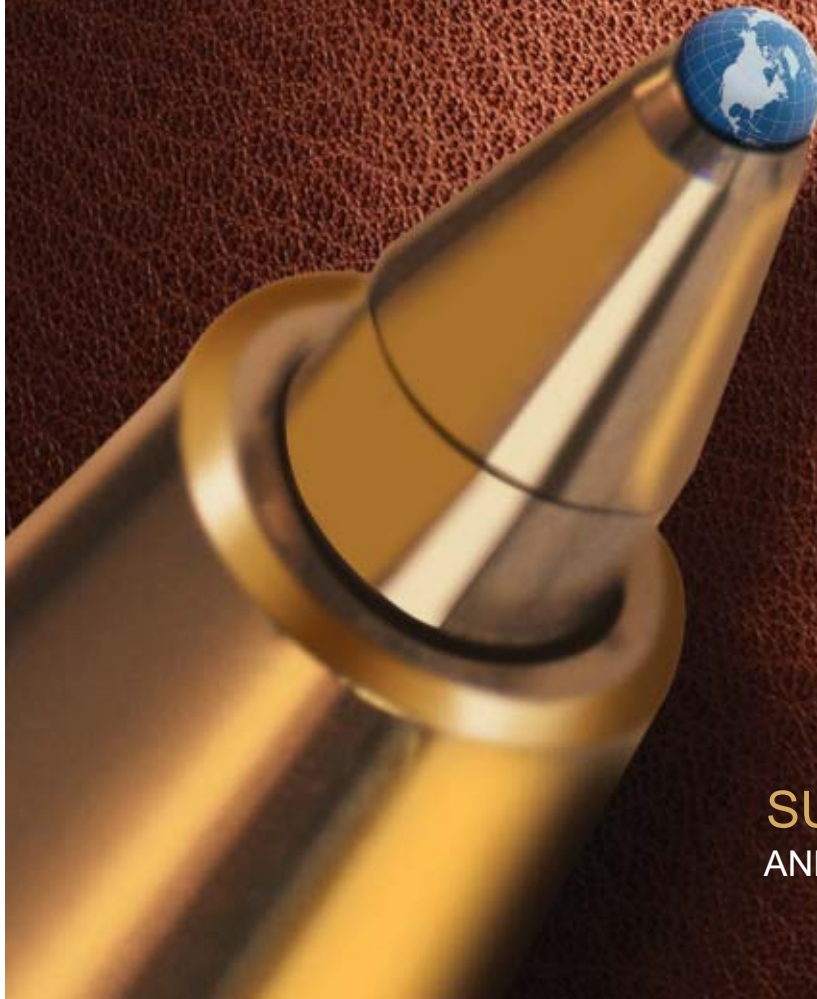




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SUPERHOUSE LTD.
ANNUAL REPORT 2010-2011



Mr. Vinay Sanan, Executive Director of the Company receiving Best Exporter Award in Overall Export Category for 2009-10. The Award was given by Shri Veer Bhadra Singh, Union Minister, Government of India.

Mr. Vinay Sanan, Executive Director of the Company receiving Best Exporter Award in Leather Garments Category and Runner-up Award in Leather Goods Category for 2009-10. The Award was given by Shri Salman Khurshid, Union Minister, Government of India.



Mr. V. Shiv Kumar, Manager of the Company receiving Best Exporter Award in Non-Leather Harness and Saddlery Category for 2009-10. The Award was given by Shri Veer Bhadra Singh, Union Minister, Government of India.

SUPERHOUSE LIMITED



Board of Directors

Mr. Mukhtarul Amin	<i>Chairman and Managing Director</i>
Mr. Zafarul Amin	<i>Joint Managing Director</i>
Mrs. Shahina Mukhtar	<i>Wholetime Director</i>
Mr. Vinay Sanan	<i>Executive Director</i>
Mr. Anil Kumar Agarwal	<i>Director Finance</i>
Mr. Mohd. Shadab	<i>Wholetime Director</i>
Mr. N C Jain	
Dr. K K Agarwal	
Mr. Anil Soni	
Mr. Kamal Agarwal	
Mr. Javed Ali Hashmi	
Mr. Dilip Kumar Dheer	

Company Secretary

Mr. R K Agrawal

Bankers

Punjab National Bank
State Bank of India

Auditors

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

Registered Office

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



SUPERHOUSE LIMITED

PLANTS

Fashion Shoe Division Unit I

D-15, UPSIDC Industrial Area, Site-II,
Unnao-209 801

Fashion Shoe Division Unit II

A-3, Export Promotion Industrial Park,
Agra

Fashion Shoe Division Unit III

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

Fashion Shoe Division Unit IV

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

Tannery No. 1

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

Tannery No. 2

B-16, UPSIDC Industrial Area, Site-II,
Unnao-209 801

Safety Footwear Division-I

B-6, UPSIDC Industrial Area,
Site-I, Unnao-209 801

Safety Footwear Division-II

150 Feet Road, Jajmau,
Kanpur-208010

Upper Division

71-A, Jajmau, Kanpur-208010

Readymade Garments Division-I

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

Readymade Garments Division-II

A-5, Sector-59,
Noida-201303

Safety Garments Division

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

Leather Garments Division

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

Please inform your
Email ID to serve
you better

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NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Company will be held on Friday the 30th September, 2011 at 10.00 A.M. at the Registered Office of the Company at 150 Feet Road, Jajmau, Kanpur-208 010, to transact the following business:-

- 1- To receive, consider and adopt the Balance Sheet as at 31st March, 2011 and Audited Accounts for the Year ended on that date and the Reports of the Auditors and Directors thereon.
- 2- To elect a Director in place of Mr. Zafarul Amin who retires by rotation and is eligible for re-election.
- 3- To elect a Director in place of Mr. N C Jain who retires by rotation and is eligible for re-election.
- 4- To elect a Director in place of Mr. Anil Kumar Agarwal who retires by rotation and is eligible for re-election.
- 5- To declare a dividend on Equity Shares.
- 6- To appoint Auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :-

- 7- To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution:-
"RESOLVED that Mr. Dilip Kumar Dheer be and is hereby appointed a Director of the Company whose term of office will be liable to be determined by retirement of Directors by rotation."
- 8- **To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution :-**

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 314, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the company be and is hereby given to the re-appointment of Mr. Mukhtarul Amin as Chairman and Managing Director of the Company for a period of three years with effect from 1st March, 2012 on the terms and conditions and remuneration as specified below :-

POWERS AND DUTIES :-

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

In pursuance of Article 92(b) of the Articles of Association of the company and subject to provisions of Sections 292 and 293 and other applicable provisions of the Companies Act, 1956 the Chairman and Managing Director will exercise all the powers as may be exercised by the Board of Directors of the Company.

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

REMUNERATION :-

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

SECTION-I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-

The Remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and Other Allowances as may be finalized by the Board of Directors in consultation with the appointee, which shall not exceed five percent of net profit of the company.

SECTION-II

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

a. SALARY :

Rs. 4,00,000.00 per month. The board of directors may increase the salary of Mr. Mukhtarul Amin from time to time upto maximum limit permitted under schedule XIII of the Companies Act, 1956.

b. PROVIDENT FUND :

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

c. GRATUITY :

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

d. LEAVE ENCASHMENT :

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

- 9- **To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution :-**

"RESOLVED that pursuant to the provisions of Sections 198, 269, 311, 314, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the company be and is hereby given to the re-appointment of Mr. Zafarul Amin as Joint Managing Director of the Company for a period of three years with effect from 1st April, 2012 on the terms and conditions and remuneration as specified below :-

POWERS AND DUTIES :-

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

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

REMUNERATION :-

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

SECTION- I

REMUNERATION PAYABLE WHEN THE COMPANY HAS



SUPERHOUSE LIMITED

PROFITS :-

The Remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and Other Allowances as may be finalized by the Board of Directors in consultation with the appointee, which shall not exceed 2.50 percent of net profit of the company.

SECTION-II

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

a) SALARY :

Rs. 2,00,000.00 per month. The board of directors may increase the salary of Mr. Zafarul Amin from time to time upto maximum limit permitted under schedule XIII of the Companies Act, 1956.

b) PROVIDENT FUND :

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

c) GRATUITY :

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

d) LEAVE ENCASHMENT :

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

10- To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution :-

"RESOLVED that pursuant to the provisions of Sections 198, 269, 311, 314, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the company be and is hereby given to the appointment of Mrs. Shahina Mukhtar as Whole-time Director of the Company for a period of three years with effect from 1st April, 2012 on the terms and conditions and remuneration as specified below :-

POWERS AND DUTIES :-

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

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

REMUNERATION :-

The under mentioned remuneration shall be payable to Mrs. Shahina Mukhtar, Wholetime Director of the company :-

SECTION-I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-

The Remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and Other Allowances as may be finalized by the Board of Directors in consultation with the appointee, which shall not exceed 2.50 percent of net profit of the company.

SECTION-II

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

a) SALARY :

Rs. 1,50,000.00 per month. The board of directors may increase the salary of Mrs. Shahina Mukhtar from time to time upto maximum limit permitted under schedule XIII of the Companies Act, 1956.

b) PROVIDENT FUND :

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

c) GRATUITY :

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

d) LEAVE ENCASHMENT :

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

11- To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution :-

"RESOLVED that pursuant to the provisions of Sections 198, 269, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby given to the re-appointment of Mr. Vinay Sanan as Executive Director of the Company for the period of three years with effect from 1st August, 2011 on the terms and conditions and remuneration as specified below :-

DUTIES :-

Mr. Vinay Sanan Executive Director of the company will be responsible for day to day affairs of the company and for any other responsibility/work assigned to him by the Chairman and Managing Director of the company.

REMUNERATION :-

a) SALARY :

Rs.1,35,000.00 per month. Further the Board of Directors may increase the remuneration at any time, subject to maximum limit specified under Schedule XIII of the Companies Act, 1956.

b) PERQUISITES :

Mr. Vinay Sanan, Executive Director of the company will be entitled to under mentioned perquisites :-

i- HOUSE RENT ALLOWANCE :

The Executive Director shall be entitled to House Rent Allowance of 30% of the basic salary.

ii. CONVEYANCE REIMBURSEMENT :

The Executive Director shall be entitled for Conveyance Reimbursement Allowance up to 30% of the basic salary.

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- iii- **PROVIDENT FUND :-**
Mr. Vinay Sanan, Executive Director of the company shall be entitled for Contribution to Provident Fund in accordance with the rules of the company.
- iv- **MEDICAL REIMBURSEMENT :-**
Expenses incurred for the Executive Director and his family, subject to a ceiling of half month's salary in a year in accordance with the rules of the Company.
- v- **EX-GRATIA :-**
The Executive Director of the company will be entitled to Ex-gratia as per rules of the company.
- vi- **CAR AND TELEPHONE :-**
The Company shall provide a car and a telephone at residence to the Executive Director of the company."
- 12- **To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution :-**
"RESOLVED that pursuant to the provisions of Sections 198, 269, 311, 314, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby given to the re-appointment of Mr. Mohd. Shadab as Wholetime Director of the Company for the period of three years with effect from 1st April, 2012 on the terms and conditions and remuneration as specified below :-
DUTIES :-
Mr Mohd. Shadab, Wholetime Director of the company will be responsible for day to day affairs of the company and for any other responsibility/work assigned to him by the Chairman and Managing Director of the company.
REMUNERATION :-
a) **SALARY :-**
Rs.44682.00 per month. Further the Board of Directors may increase the remuneration at any time, subject to maximum limit specified under Schedule XIII of the Companies Act, 1956.
b) **PERQUISITES :-**
Mr. Mohd. Shadab, Wholetime Director of the company will be entitled to undermentioned perquisites :-
i- **HOUSE RENT ALLOWANCE :-**
The Wholetime Director shall be entitled to House Rent Allowance of 30% of the basic salary.
ii- **CONVEYANCE REIMBURSEMENT :-**
The Wholetime Director shall be entitled for Conveyance Reimbursement Allowance up to 30% of the basic salary.
iii- **PROVIDENT FUND :-**
Mr. Mohd. Shadab, Wholetime Director of the company shall be entitled for contribution to the Provident Fund, in accordance with the rule of the company.
iv- **GRATUITY :-**
Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
v- **LEAVE ENCASHMENT :-**
The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company.
vi- **MEDICAL REIMBURSEMENT :-**
Expenses incurred for the Wholetime Director and his family, subject to a ceiling of half month's salary in a year in accordance with the rules of the Company.
vii- **LEAVE TRAVEL CONCESSION :-**
The Wholetime Director of the Company shall be entitled to Leave Travel Concession in accordance with the Rules of the Company.
viii- **EX-GRATIA :-**
Mr. Mohd. Shadab, Wholetime Director of the company will be entitled to Ex-gratia as per rules of the company.
ix- **CAR AND TELEPHONE :-**
The Company shall provide a car and a telephone at residence to the Wholetime Director of the company."
- 13- **To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :-**
"RESOLVED that pursuant to the provisions of Sections 198, 269, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby given to the appointment of Mr. Anil Kumar Agarwal as Director Finance of the Company for the period of three years with effect from 1st April, 2012 on the terms and conditions and remuneration as specified below :-
DUTIES :-
Mr. Anil Kumar Agrawal shall be primarily responsible for the compliance of various provisions relating to 'Accounts' and 'Audit' given in the Companies Act 1956 and Accounting Standards or any amendment and/or replacement thereof, financial Functions and for any other responsibility/work assigned to him by the Chairman and Managing Director of the Company.
REMUNERATION :-
a) **SALARY**
Rs. 52,771.00 per month. Further, the board of directors may increase the remuneration at any time, subject to



SUPERHOUSE LIMITED

maximum limit specified under Schedule XIII of the Companies Act, 1956.

b) PERQUISITES :

Mr. Anil Kumar Agarwal, Director Finance of the company will be entitled to undermentioned perquisites:-

i- HOUSE RENT ALLOWANCE :

The Director Finance shall be entitled to House Rent Allowance of 30 % of the basic salary.

ii- PROVIDENT FUND :-

Mr. Anil Kumar Agarwal, Director Finance of the company shall be entitled for Contribution to Provident Fund, in accordance with the rules of the company.

iii- MEDICAL REIMBURSEMENT :-

Expenses incurred for the Director Finance and his family, subject to a ceiling of half month's salary in a year in accordance with the rules of the Company.

iv- LEAVE TRAVEL CONCESSION :-

Mr. Anil Kumar Agarwal, Director finance of the company shall be entitled to Leave Travel Concession in accordance with the Rules of the Company.

v- SPECIAL ALLOWANCE :-

Rs. 700/- will be paid to the Director Finance as Special Allowance.

vi- EX-GRATIA :-

The Ex-gratia will be paid to the Director Finance in accordance with the rules of the Company.

vii- CAR AND TELEPHONE :-

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

14- To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution :-

"RESOLVED THAT pursuant to provisions of section 314(1B) of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors to appoint Mr. Deepak Sanan, a relative of Mr. Vinay Sanan, Executive Director of the company, as Liaison Manager- Germany to hold office of profit under the company for a period of three years with effect from 1st August, 2011 on the gross monthly remuneration of Rs. 1,50,000/-".

By Order of the Board

R. K. AGRAWAL

Company Secretary

Place : Kanpur
Date : 30th July, 2011

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to

appoint a proxy to attend and vote instead of himself. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. The register of members and Share Transfer Book of the Company will remain closed from 16th September, 2011 to 30th September, 2011 (both days inclusive).
3. Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 accompanies this notice.

By Order of the Board

R. K. AGRAWAL

Company Secretary

Place : Kanpur
Date : 30th July, 2011

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956. ITEM NO. 7

At the meeting of the Board of Directors of the company held on 13th November, 2010, Mr. Dilip Kumar Dheer was appointed Director of the company in place of Mr. Sartaj Ahmad. He will hold office only upto the date of forthcoming Annual General Meeting. Mr. Dilip Kumar Dheer is willing to act as Director, if so appointed and has filed with the company his consent pursuant to Section 264 (1) of the Act. Moreover, the company has received Notice U/s 257 of the Companies Act, 1956 for the appointment of Mr. Dilip Kumar Dheer as Director of the company alongwith required deposit.

ITEM NOS. 8 TO 11 :-

The appointment of Mr. Mukhtarul Amin, Chairman and Managing Director will expire on 28th February, 2012 and that of Mr. Zafarul Amin, Joint Managing Director, Mrs. Shahina Mukhtar, Wholetime Director and Mr. Vinay Sanan, Executive Director will expire on 31st March, 2012. The board of directors and remuneration committee of the company have approved, at their respective meetings held on 30th July, 2011, the re-appointment and remuneration packages of the appointees. Mr. Vinay Sanan, Executive Director re-appointed with increased remuneration with effect from 1st August, 2011. The proposed remuneration of managerial personnel will be within the limits laid down under schedule XIII to the Companies Act, 1956.

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

I. GENERAL INFORMATION :

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

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Year	Sales	(Rs. In lacs) Profit after Tax
2008-09	34232.06	757.22
2009-10	35546.90	1364.88
2010-11	44320.36	1718.23

(v) Export performance and net foreign exchange earnings :

The company has achieved export turnover of Rs.35523.87 lacs during 2010-11 in comparison to Rs. 29049.40 lacs during 2009-10 on FOB basis.

(vi) Foreign investment or collaboration, if any : The company has made foreign investment of Rs 164.29 lacs as at 31.03.2011 in the subsidiary companies, by way of subscription of shares.

II. INFORMATION ABOUT THE APPOINTEES :

Name	Background Details	Past Remunerations	Recognition/ Award	Job profile and his suitability	Proposed Remuneration	Comparative Remuneration	Pecuniary Relationship/ Relation	Other Directorship
Mr. Mukhtarul Amin	Aged about 59 years having enriched experience of 38 years in Leather Industry.	5% of net profit of the company. Minimum monthly salary was Rs. 400000/- per month.	B.Sc. Under the prudent directorship of the appointee the company is continuously winning export awards since last decade.	Proposed to be re-appointed as Chairman and Managing Director of the company. He was appointed as Managing Director of the company on 01.11.1990. Under his leadership the company is winning export awards, continuously, since last decade.	As given in Special Resolution at Item No.8	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the company and profile of the position and person at the time of approving the remuneration package.	In addition to receiving remuneration, the appointee has no pecuniary relationship with the company except three houses of the appointee taken on rent by the company. He is relative of Mr. Zafarul Amin, Joint Managing Director, Mrs. Shahina Mukhtar Wholetime Director and Mr. Mohd. Shadab, wholetime director of the company.	1.Superhouse (UK) Limited. 2.Superhouse Middle East FZC 3.Superhouse R.O. SRL 4.Superhouse (USA) International Inc. 5. Unnao Tanneries Pollution Control Company Ltd. 6. Tritan Leather Works (P) Limited. 7.Superhouse Educational Foundation. 8.Creemos International Ltd. 9. Agra Footwear Industry Infrastructure Development Company Ltd. 10.Industrial Infrastructure Services (India) Limited. 11.Kanpur-Unnao Leather Cluster Development Company Ltd. 12.Knowledgehouse Ltd. 13.Amin Colonizers and Development Ltd. 14. Azad Multispecialty Hospitals and Research Center (P) Limited.



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Name	Background Details	Past Remunerations	Recognition/Award	Job profile and his suitability	Proposed Remuneration	Comparative Remuneration	Pecuniary Relationship/Relation	Other Directorship
Mr. Zafarul Amin	Aged about 28 years having enriched experience of 9 years in Leather Industry.	2.50% of net profit of the company. Minimum monthly salary was Rs.200000/- per month.	B.Sc. (Hon.) in Leather Technology from University College Northampton, United Kingdom.	Proposed to be re-appointed as Joint Managing Director of the company. He was appointed as wholetime Director on 29.07.2002. During his tenure the company is winning export awards continuously, since last decade.	As given in Special Resolution at Item No.9	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the company and profile of the position and person at the time of approving the remuneration package.	In addition to receiving remuneration the appointee has no pecuniary relationship with the company except one flat of the appointee taken on rent by the company. He is relative of Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar Wholetime Director and Mr. Mohd. Shadab, Wholetime Director of the company.	1.Knowledgehouse Limited
Mrs. Shahina Mukhtar	Aged about 56 years having enriched experience of 31 years in Leather Industry.	2.50% of net profit of the company. Minimum monthly salary was Rs.150000/- per month.	Graduate.	Proposed to be re-appointed as wholetime Director of the company. She was appointed as Wholetime Director on 16.01.1997. During her tenure the company is winning export awards, continuously, since last decade.	As given in Special Resolution at Item No.10	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the company and profile of the position and person at the time of approving the remuneration package.	In addition to receiving remuneration the appointee has no pecuniary relationship with the company except one flat of the appointee taken on rent by the company. She is relative of Mr. Mukhtarul Amin Chairman and Managing Director, Mr. Zafarul Amin, Joint Managing Director and Mr. Mohd. Shadab, Wholetime Director of the company.	1.Superhouse Educational Foundation. 2. Knowledgehouse Limited