



**LEGACY OF
EXCELLENCE**

Superhouse Limited

**ANNUAL REPORT
2013-14**



**LEGACY OF
EXCELLENCE**



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



BOARD OF DIRECTORS

Managing Directors

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

Wholetime Directors

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

Independent Directors

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

COMPANY SECRETARY

Mr. R.K. Agrawal

BANKERS

Punjab National Bank
State Bank of India

AUDITORS

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

REGISTERED OFFICE

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



PLANTS

Fashion Shoe Division I

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

Fashion Shoe Division II

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

Fashion Shoe Division III

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

Fashion Shoe Division IV

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

Please inform your
Email ID to serve
you better

Tannery I

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

Tannery II

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

Shoe Upper Division

71-A, Jajmau, Kanpur-208010

Safety Footwear Division I

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

Safety Footwear Division II

Banthal, Unnao-209801

Readymade Garments Division I

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

Readymade Garments Division II

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

Readymade Garments Division III

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

Safety Garments Division

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

Leather Garments and Bags Division

A-69, Sector-57, Noida-201301

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CHAIRMAN'S MESSAGE

Dear Fellow Shareholders,

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

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

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

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

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

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

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

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

With best wishes

Mukhtarul Amin

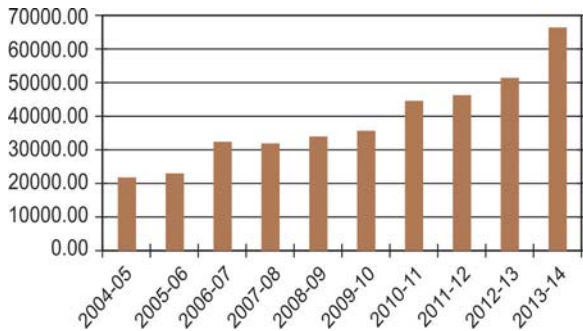
Chairman and Managing Director



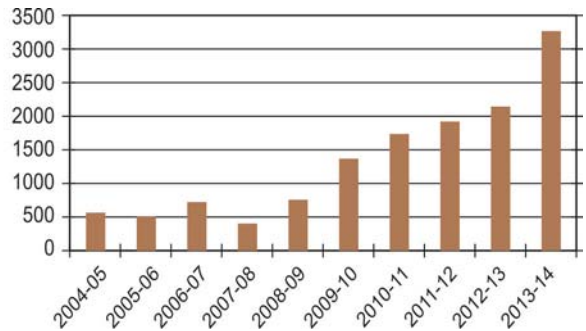


FINANCIAL HIGHLIGHTS

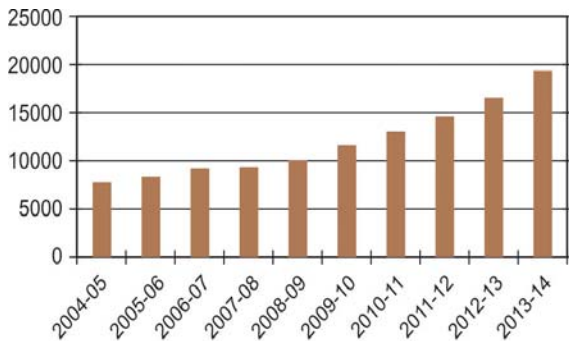
Turnover (Rs. in Lacs)



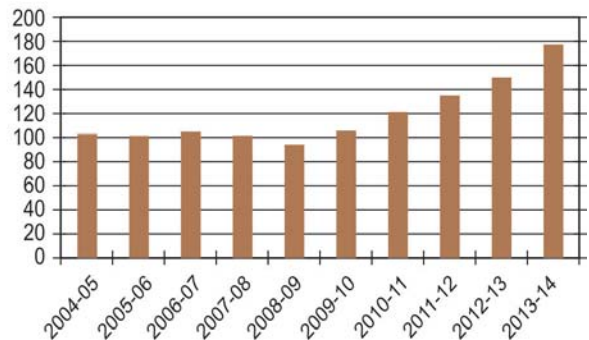
Net Profit (Rs. in Lacs)



Net Worth (Rs. in Lacs)



Book Value (Rs. per Share)





AWARDS AND RECOGNITION

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



NOTICE

Notice is hereby given that the thirty fourth Annual General Meeting of the members of the Company will be held on Tuesday 23rd September, 2014 at 10.00 A.M. at the Registered Office of the Company at 150 Feet Road, Jajmau, Kanpur-208 010, to transact the following business:-

Ordinary Business

1. To consider and adopt:
 - (a) The audited financial statement of the Company for the financial year ended 31st March, 2014, the reports of the Board of Directors and Auditors thereon: and
 - (b) The audited consolidated financial statement of the Company for the financial year ended 31st March, 2014.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Mohammad Shadab (DIN: 00098221), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that M/s Kapoor Tandon & Company, Chartered Accountants (Registration No. 000952C) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:-

5. To appoint Mr. Syed Javed Ali Hashmi (DIN: 00014726) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Syed Javed Ali Hashmi (DIN: 00014726), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019."
6. To appoint Mr. Dilip Kumar Dheer (DIN: 0003341879) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Dilip Kumar Dheer (DIN: 0003341879), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019."
7. To appoint Mr. Anil Soni (DIN: 00023188) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause-49 of the Listing Agreement. Mr. Anil Soni (DIN: 00023188), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2019."
8. To appoint Mr. Nemi Chand Jain (DIN: 00031283) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including



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

9. To appoint Dr. Krishna Kumar Agarwal (DIN: 00022719) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

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

10. To appoint Mr. Kamal Agarwal (DIN: 00022904) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

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

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

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Mukhtarul Amin (DIN: 00012108) as Chairman and Managing Director of the Company for a period of 2 years and 1 month effective from 1st March, 2015 on the terms and conditions including remuneration as specified below, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mukhtarul Amin, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

POWERS AND DUTIES:-

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

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

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

REMUNERATION:-

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

SECTION-I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-.

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



SECTION-II

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

- a. **SALARY** : Rs. 400000.00 per month. The board of directors may increase the salary of Mr. Mukhtarul Amin from time to time up to a maximum limit permitted under schedule V of the Companies Act, 2013.
- b. **PROVIDENT FUND**: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- c. **GRATUITY**: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- d. **LEAVE ENCASHMENT**: The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company."

"RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Zafarul Amin (DIN: 00015533) as Wholetime Director designated as Joint Managing Director of the Company for a period of 2 (two) years effective from 1st April, 2015 on the terms and conditions including remuneration as specified below, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Zafarul Amin, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:-

POWERS AND DUTIES:-

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

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

REMUNERATION:-

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

SECTION-I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS:-

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

SECTION-II

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

- a) **SALARY**: Rs. 244643.00 per month. The board of directors may increase the salary of Mr. Zafarul Amin from time to time upto a maximum limit permitted under schedule V of the Companies Act, 2013.
- b) **PROVIDENT FUND**: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- c) **GRATUITY**: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- d) **LEAVE ENCASHMENT**: The Encashment of leave at the end of the tenure will be allowed in accordance with the rules of the Company."

"RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. To re-appoint Mrs. Shahina Mukhtar (DIN: 00015442) as Wholetime Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial