

Superhouse Limited

GROWING WITH EACH STITCH

ANNUAL REPORT 2014-2015



LEGACY OF EXCELLENCE



LEGACY OF
EXCELLENCE



Mr. Zafarul Amin, Joint Managing Director
of Superhouse Group
receiving the **Niryat Shree Award** from the
Hon'ble President of India, Shri. Pranab Mukherjee



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. Syed Javed Ali Hashmi
Mr. Dilip Kumar Dheer

COMPANY SECRETARY

Mr. R.K. Agrawal

BANKERS

Punjab National Bank
State Bank of India
Bank of Baroda

AUDITORS

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

REGISTERED OFFICE

150 Feet Road,
Jajmau, Kanpur-208010
Email : share@superhouse.in
Website : www.superhouse.in
Tel. 91-0512-2462124, 2465995
Fax : 91-0515-2829325



PLANTS

Fashion Shoe Division I

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

Fashion Shoe Division II

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

Fashion Shoe Division III

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

Fashion Shoe Division IV

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

Please inform your
Email ID to serve
you better

Tannery I

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

Tannery II

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

Shoe Upper Division

71-A, Jajmau, Kanpur-208010

Safety Footwear Division I

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

Safety Footwear Division II

Banthal, Unnao-209801

Readymade Garments Division I

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

Readymade Garments Division II

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

Readymade Garments Division III

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

Safety Garments Division

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

Leather Garments and Bags Division

A-69, Sector-57, Noida-201301

CONTENTS

1. Chairman's Speech.....	3
2. Financial Highlights.....	4
3. Awards and Recognition	5
4. Notice.....	6 - 9
5. Directors' Report.....	10 - 28
6. Corporate Governance Report	29 - 38
7. Auditors' Report	39 - 41
8. Balance Sheet.....	42
9. Profit & Loss Account.....	43
10. Cash Flow Statement.....	44
11. Notes on Accounts and Accounting Policies.....	45 - 61
12. Auditors' Report on Consolidated Financial Statements	62 - 65
13. Consolidated Accounts.	66 - 84

CHAIRMAN'S MESSAGE

Dear Fellow Shareholders,

It gives me immense pleasure to update you on the performance of the Superhouse Limited. In spite of challenging year for Indian Exporting Industries, your company successfully managed to maintain positive growth during the year. Your company won the Export Excellency Award during the year in Overall Export Category for 2013-14. The Company also received the Best Export Award in Leather Footwear Category above Rs. 2000 Million and in Non-Leather Harness and Saddlery.

Your company achieved its highest ever turnover of Rs. 6583.83 millions and export turnover of Rs. 5765.42 million during the year. The export turnover contributing 87.57 % 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. The share prices of the equity shares of the company also increased substantially from Rs 93.25 as on 31.03.2014 to Rs 208.30 as on 31.03.2015, indicating compounded annual growth of 11.59% since last public offer of the company made in June, 1990. This excludes the dividend accrued and paid by the company during the period.

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. During the year, the company contributed 2% of the net profit towards Corporate Social Responsibility (CSR) activities.

I would like to thank all our customers, suppliers and colleagues in India and abroad for their wholehearted support and valued contribution during 2014-15. 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 share 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

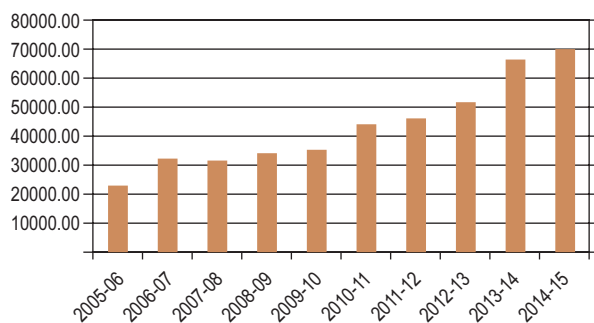
Chairman and Managing Director



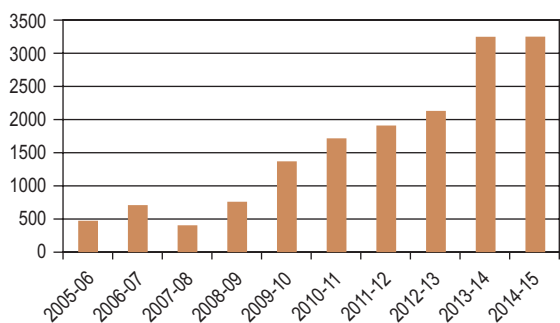


FINANCIAL HIGHLIGHTS

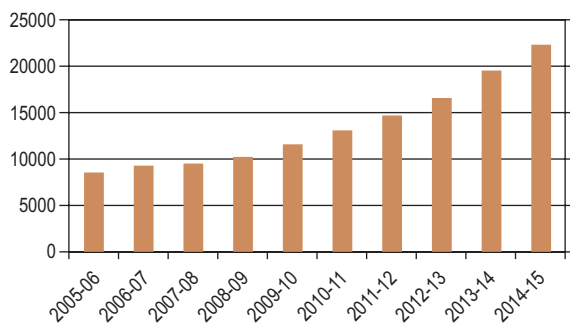
Turnover (Rs. in Lacs)



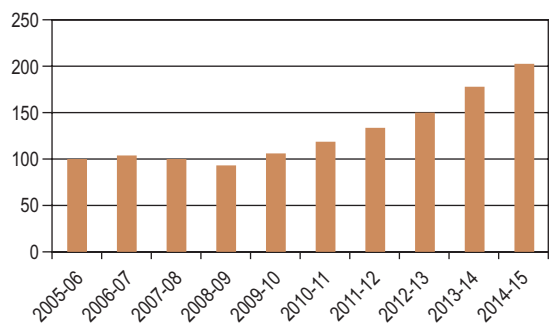
Net Profit (Rs. in Lacs)



Net Worth (Rs. in Lacs)



Book Value (Rs. per Share)



AWARDS AND RECOGNITION

2013-14 Overall Export Performance 2013-14 Presented by Council for Leather Exports.	2006-07 Best Overall Export Performance 2006-07 Gold Trophy 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.	2006-07 Best Export Performance 2006-07 Non- Leather Saddlery & Harness 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.	2006-07 Certificate of Merit for Securing ISO 14001 Certification for Finished Leather, Shoes & Accessories Units. Presented by Council for Leather Exports.
2012-13 Overall Export Performance 2012-13 Presented by Council for Leather Exports.	2006-07 Certificate of Merit for Securing OHSAS 18001 Certification for Finished Leather, Shoes & Accessories Units.
2012-13 Best Export Performance 2012-13 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 Best Overall Export Performance 2011-12 Gold Trophy presented by Council for Leather Exports.	2005-06 Best Overall Export Performance 2005-2006 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.	2004-05 Utkrast Puraskar-2004-05 / Rajya Niryaat Puraskar Presented by Niryaat Protsaahan Vibhag, Uttar Pradesh Govt.
2011-12 Excellent Export Performance 2011-12 for Leather Footwear Silver Trophy Presented by Council for Leather Exports	2003-04 Best Overall Export Performance 2003-04 Gold Trophy Presented by Council For Leather Exports.
2010-11 Best Overall Export Performance 2010-11 Gold Trophy presented by Council for Leather Exports.	2003-04 1st Prize Rajya Niryaat Puraskar 2003-04 Presented by Rajya Niryaat Protsaahan Vibhag, Uttar Pradesh Govt.
2010-11 Best Export Performance 2010-11 for Non Leather Harness & Saddlery presented by Council for Leather Exports.	2002-03 2nd Prize Rajya Niryaat Puraskar 2002-03 Presented by Niryaat Protsaahan Vibhag, Uttar Pradesh Govt.
2010-11 Excellent Export Performance 2010-11 for Leather Footwear Silver Trophy Presented by Council for Leather Exports	2001-02 Best Export Performance in Finished Leather. Presented by Council for Leather Exports.
2009-10 Niryat Shree Silver Trophy 2009-10 presented by Federation of Indian Export Organisations	1998-99 Commendable Export Performance during 1998-99 in Overall Exports. Presented by Council for Leather Exports.
2009-10 Best Overall Export Performance 2009-10 Gold Trophy 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 Best Export Performance 2009-10 for Leather Garments 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.
2009-10 Best Export Performance 2009-10 for Non Leather Harness & Saddlery 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.
2009-10 Commendable Export Performance 2009-10 for Leather Goods 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 Silver Trophy 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 Best Export Performance 2008-09 Non-Leather Saddlery & Harness. 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.
2008-09 Commendable Export Performance 2008-09 for Finished Leather Presented by Council for Leather Exports	1991-92 2nd Prize State Export Award. Presented by Uttar Pradesh Sarkar.
2008-09 Commendable Export Performance 2008-09 for Footwear Components 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 Commendable Export Performance 2007-08 Silver Trophy. Presented by Council for Leather Exports.	1988-89 1st Prize state Export Award 1988-89 Presented by Uttar Pradesh Govt.
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.	



NOTICE

To,

**The Members of
Superhouse Limited**

Notice is hereby given that the thirty fifth Annual General Meeting of the members of the Company will be held on Wednesday the 23rd September, 2015 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, 2015, 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, 2015.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Vinay Sanan (DIN: 00014536), 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 Accountant (Registration No. 000952C) be and is 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, on the recommendation of Audit Committee of the Company.”

Special Business :-

5. To appoint Mr. Ajai Kumar Sengar (DIN: 07238070) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ajai Kumar Sengar (DIN:07238070), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 2020.”
6. To appoint Mr. Yusuf Amin (DIN: 06863918) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Yusuf Amin (DIN: 06863918), who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term of office will be liable to be determined by retirement of Directors by rotation.”

By Order of the Board

Place : KANPUR
Date : 30th July, 2015

(R.K. Agrawal)
Company Secretary

**NOTES :-**

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship and memberships/chairmanships of Board Committees, shareholders and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The brief resume of directors proposed to be appointed are given in the explanatory statement.
3. The Company has notified closure of Register of Members and Share Transfer Books from Thursday the 10th September, 2015 to Wednesday the 23rd September, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
4. The Company has transferred the unpaid or unclaimed dividend declared upto financial years 2006-07 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 23rd September, 2014 (date of last Annual General Meeting) on the website of the Company (www.superhouse.in) and also on the website of the Ministry of Corporate Affairs.
5. 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.
6. The route map including prominent land mark of venue of the meeting is provided at the overleaf of the Proxy form and also at the website of the company.
7. In compliance of provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of the Listing Agreement the company has made necessary arrangements with National Securities Depository Limited to facilitate e-voting. Information and other instructions relating to e-voting are as under :-
 - (i) The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') to vote on resolutions proposed to be passed in the meeting by electronic means.
 - (ii) The facility for voting through electronic voting or ballot/polling papers shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through electronic voting or ballot/polling paper.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.
 - (v) The Board of Directors of the Company has appointed Mr. Kailash Nath Shridhar, a Practicing Company Secretary failing him Mr. Rajesh Parasramka, Chartered Accountant as Scrutinizer to scrutinize remote e-voting and ballot/polling paper in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
 - (vi) Voting rights shall be reckoned on the paidup value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 16th September, 2015.
 - (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 16th September, 2015 only shall be entitled to avail the facility of remote e-voting.
 - (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 16th September, 2015, may obtain the User ID by sending a request to evoting@nsdl.co.in or share@superhousegroup.com.



- (ix) **The remote e-voting facility will be available during the following period:** Commencement of remote e-voting : From 9.00 a.m. (IST) on 19th September, 2015; End of remote e-voting : Up to 5.00 p.m. (IST) on 22nd September, 2015.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled for voting thereafter.

- (x) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <http://superhouse.in> and on the website of NSDL at <https://www.evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.

- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 23rd September, 2015.

- (xii) Instructions and other information relating to remote e-voting:

A. **In case a member receives an e-mail from National Securities Depository Limited (NSDL)** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- a. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
- c. Click on "Shareholder - Login".
- d. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- e. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- f. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- g. Select "EVEN" of Superhouse Limited. Members can cast their vote online from 19th September, 2015 (9:00 A.M.) till 22nd September, 2015 (5:00 P.M.).

Note: e-Voting shall not be allowed beyond said time.

- h. Now you are ready for "e-Voting" as "Cast Vote" page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
- j. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

B. In case a member receive physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company/Depository Participants(s)]:-

- a. User ID and initial password provided in the attendance slip of AGM.
- b. Please follow all steps from Sr. No. (a) to (j) as mentioned in (A) above, to cast your vote.

8. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

By Order of the Board

Place : KANPUR
Date : 30th July, 2015

(R.K. Agrawal)
Company Secretary