



# Superhouse Limited

(A Government of India recognized Export Trading House)  
Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)  
CIN: L24231UP1980PLC004910 Tel: (0512) 2462124, 2465995 Fax: 0515-2829325  
email: share@superhouse.in url: http://www.superhouse.in

SHL/SHR/AR/2016/

3<sup>rd</sup> October, 2016

The Stock Exchange Mumbai,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI-400001.

SCRIPT CODE : 523283

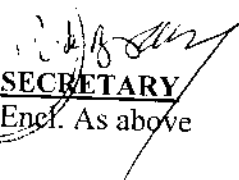
Sub:- ANNUAL REPORT 2015-16

Dear Sir,

As per Listing Regulations 34 of the SEBI (LODR), we enclose herewith Annual Report of the company for the year 2015-16.

Thanking you,

Yours faithfully,  
For SUPERHOUSE LIMITED

  
**SECRETARY**  
Encl. As above



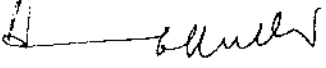






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## FORM A

(For audit report with unmodified opinion)  
[ Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1.	Name of the Company:	SUPERHOUSE LIMITED
2.	Annual financial statements for the year ended.	31 <sup>st</sup> March, 2016( Consolidated)
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not applicable
Auditors of the company For M/s Kapoor Tandon & Company Chartered Accountants Firm Registration No. 000952C  (Devendra Swaroop Mathur) Partner Membership No.082570 		For and on behalf of the Board SUPERHOUSE LIMITED   (Mukhtarul Amin) Chairman and Managing Director   (Anil Kumar Agarwal) Chief Financial Officer/Director Finance   (Syed Javed Ali Hashmi) Chairman of Audit Committee

Place: Kanpur  
Date: 13<sup>th</sup> August, 2016



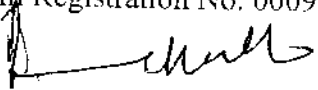



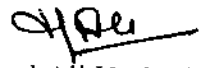
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## FORM A

(For audit report with unmodified opinion)

[ Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1.	Name of the Company:	SUPERHOUSE LIMITED
2.	Annual financial statements for the year ended.	31 <sup>st</sup> March, 2016( Standalone)
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not applicable
<p>Auditors of the company For M/s Kapoor Tandon &amp; Company Chartered Accountants Firm Registration No. 000952C  (Devendra Swaroop Mathur) Partner Membership No.082570 </p>		<p>For and on behalf of the Board SUPERHOUSE LIMITED   (Mukhtarul Amin) Chairman and Managing Director   (Anil Kumar Agarwal) Chief Financial Officer/Director Finance   (Syed Javed Ali Hashmi) Chairman of Audit Committee</p>

Place: Kanpur  
Date: 13<sup>th</sup> August. 2016



# **Superhouse Limited**

**Annual Report 2015-16**

# The Proud Recipient of Niryat Shree Award 3<sup>rd</sup> time in succession



**Mr. Zafarul Amin, Joint Managing Director  
of Superhouse Limited  
receiving Niryat Shree Award From the  
Hon'ble President of India, Shri. Pranab Mukharjee**



## **BOARD OF DIRECTORS**

### **Managing Directors**

Mr. Mukhtarul Amin *Chairman and Managing Director*  
Mr. Zafarul Amin *Joint Managing Director*

### **Wholetime Directors**

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

### **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**

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

## **REGISTERED OFFICE**

150 Feet Road,  
Jajmau, Kanpur-208010  
Email: [share@superhouse.in](mailto:share@superhouse.in)  
Website: [www.superhouse.in](http://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-209 801

### 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

### Tannery I

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

### Tannery II

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

### Shoe Upper Division

71-A, Jajmau, Kanpur-208010

### Safety Footwear Division I

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

### 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

Please inform  
your mail ID to  
serve you better

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## **CHAIRMAN'S MESSAGE**

Dear Fellow Shareholders,

It gives me great pleasure to share with you an update of the overall performance of your company. In spite of challenging year for Indian Exporting Industries, your company performed well and delivered another year of consistent, competitive and profitable performance. Your company won the Niryat Shree Gold Award 2015 during the year in overall Export Category for 2014-15. The Company also received the Best Export Award in Non-Leather Harness/Saddles/Bridles during the year.

Your company achieved turnover of Rs. 5796.64 millions and export turnover of Rs. 4877.73 million during the year. The export turnover contributing 84% 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 depressed condition of International Market the margins of the company also 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. 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 2015-16. 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**

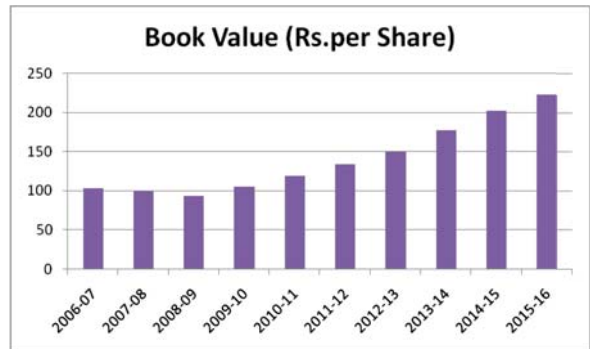
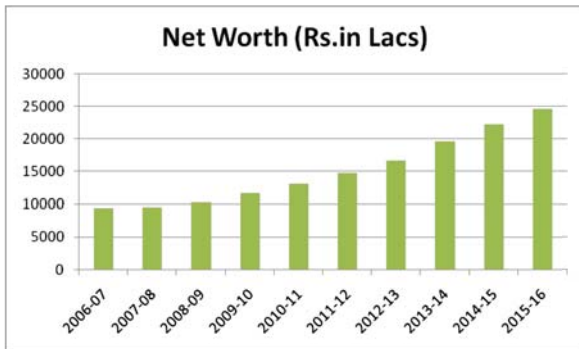
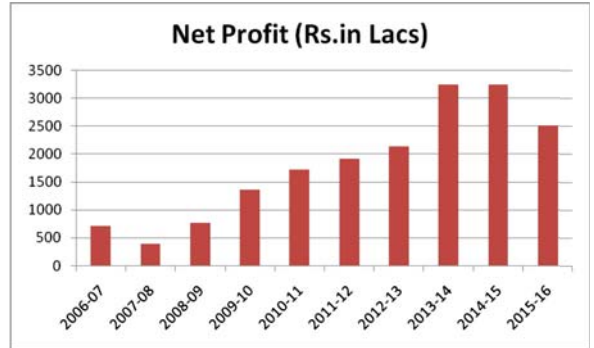
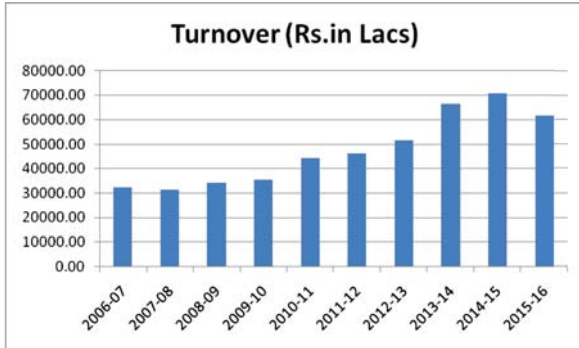
Chairman and Managing Director







## FINANCIAL HIGHLIGHTS





**AWARDS AND RECOGNITION**

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 by 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 Niryat Puraskaar Presented by Niryat 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 Niryat Puraskaar 2003-04 Presented by Rajya Niryat Protsaahan Vibhag, Uttar Pradesh Govt.
2002-03	2nd Prize Rajya Niryat Puraskaar 2002-03 Presented by Niryat 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.



**SUPERHOUSE LIMITED**

(CIN: L24231UP1980PLC004910)

Registered Office: - 150 Feet Road, Jajmau, Kanpur-208010.

**NOTICE**

Notice is hereby given that the thirty sixth Annual General Meeting of the members of the Company will be held on Friday the 30th September, 2016 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, 2016, 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, 2016.
- 2- To declare a dividend on equity shares.
- 3- To appoint a Director in place of Mr. Zafarul Amin (DIN: 00015533), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
- 4- To appoint a Director in place of Mr. Anil Kumar Agarwal (DIN: 00014645), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
- 5- 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."

Place : KANPUR  
Date : 13th August, 2016

By Order of the Board  
(**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. Mr. Zafarul Amin and Mr. Anil Kumar Agarwal are interested in the ordinary resolutions set out at item No 3 and 4, respectively, of the Notice with regard to their re-appointment. 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, shareholdings and relationship between directors inter-se are provided in the Corporate Governance Report forming part of the Annual Report. None of the other Key Managerial Personnel/their relative are interested in the re-appointment of directors.
3. The Company has notified closure of Register of Members and Share Transfer Books from Friday the 16th September, 2016 to Friday the 30th September, 2016 (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 2007-08 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, 2015 (date of last Annual General Meeting) on the website of the Company ([www.superhouse.in](http://www.superhouse.in)) and also on the website of the Ministry of Corporate Affairs ([www.iepf.gov.in](http://www.iepf.gov.in)).

The unclaimed and unpaid dividends declared for 2008-09 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.

Financial Year Ended	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Last date of Transferring the Fund to Investor Education and Protection Fund
31.03.2009	30.09.2009	29.09.2016	04.12.2016
31.03.2010	30.09.2010	29.09.2017	09.12.2017
31.03.2011	30.09.2011	29.09.2018	03.12.2018
31.03.2012	29.09.2012	28.09.2019	29.11.2019
31.03.2013	30.09.2013	29.09.2020	03.12.2020
31.03.2014	23.09.2014	22.09.2021	22.11.2021
31.03.2015	23.09.2015	22.09.2022	25.11.2022

Members who have not encashed/claimed the dividend so far are requested to claim at the earliest.

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 Listing Regulations, 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 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 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. Gautam Kumar Banthia, 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. 23rd September, 2016.
- (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. 23rd September, 2016 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. 23rd September, 2016, may obtain the User ID by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [share@superhousegroup.com](mailto: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 26th September, 2016. End of remote e-voting : Up to 5.00 p.m. (IST) on 29th September, 2016.
- (x) 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.
- (xi) 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.
- (xii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2016.
- (xiii) 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.nsd.com](http://www.evoting.nsd.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 26th September, 2016 (9:00 A.M.) till 29th September, 2016 (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 Participant (s)] :-**

- a. User ID and initial password provided in the attendance slip of AGM.
  - b. Please follow all steps from Sr. No. (b) 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.

Place : KANPUR  
Date : 13th August, 2016

By Order of the Board  
**(R. K. AGRAWAL)**  
Company Secretary



## DIRECTORS' REPORT

To  
The Shareholders.  
Superhouse Limited,  
Kanpur.

The Directors have pleasure in presenting their 36th Annual Report along with the Audited Accounts of your Company for the year ended 31st March, 2016.

### FINANCIAL RESULTS :

	Current Year (Rs. in ₹000)	Previous Year (Rs. in ₹000)
Profit before Depreciation	552228	641792
Less: Depreciation	139654	132480
Profit before tax	412574	509312
Less : Provision for taxation	146182	184654
Profit after tax	266392	324658
Less: Adjustment related to fixed assets	-	19971
Income Tax relating to earlier year	15247	-
Balance Brought forward from previous year	<u>1024093</u>	<u>839310</u>
	<u><b>1275238</b></u>	<u><b>1143997</b></u>
<b>Appropriations :</b>		
Proposed Dividend	16537	16537
Tax on Proposed Dividend	3367	3367
Transferred to General Reserve	100000	100000
Balance carried to Balance Sheet	<u>1155334</u>	<u>1024093</u>
	<u><b>1275238</b></u>	<u><b>1143997</b></u>

### Dividend and Reserves :-

Your Directors are pleased to recommend a final dividend of Rs. 1.50 per equity share (previous year Rs.1.50 per equity share) on the equity share capital of the company for the financial year ended 31st March, 2016. The cash outflow on account of dividend on equity capital will be Rs. 199.04 lacs (previous year Rs. 199.04 lacs) including dividend distribution tax of Rs. 33.67 lacs (previous year Rs.33.67 lacs). During the year under review your company transferred a sum of Rs 10.00 crores to General Reserve (Previous year Rs 10.00 crores).

### Financial Performance :-

The company has achieved the sales and other Income of Rs 625.85 crores against Rs. 712.02 crores reported last year. The Profit before tax was Rs. 41.26 crores and profit after tax was Rs. 25.11 crores during the year under review as compared to Rs. 50.93 crores and Rs. 32.47 crores, respectively, during previous year. Earning per share decreased from Rs.29.45 per share during the previous year to Rs. 22.78 per share during the year under review.

### Export Awards:-

The company won the Niryat Shree Gold Award 2015 during the year in overall Export Category for 2014-15. The company also received the Best Export Award in Non-Leather Harness/Saddles/Bridles.

### Subsidiary Companies, Joint Venture and Associate Companies :-

The company is having six subsidiary companies namely M/s Superhouse (UK) Limited, M/s Superhouse (USA) International Inc, M/s Superhouse Middle East FZC, M/s Briggs Industrial Footwear Limited, UK, M/s Linea De Seguridad S.L. Spain and M/s Superhouse GmbH, Germany and five Associates namely M/s Unnao Tanneries Pollution Control Company, M/s Steven Construction Limited, M/s Amin International Limited, M/s Knowledge house Limited and M/s Creemos International Limited. There is no joint venture of the company. During the year, no company become or ceased to be company's subsidiaries, joint venture or Associates Company.

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 Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates, the audited consolidated financial statement is provided in the Annual Report.

### Directors' Responsibility Statement :-

Your Directors state that:

- in the preparation of the annual accounts for the year ended March 31, 2016, 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, 2016 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 Disclosure Requirements) Regulation, 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.

### **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 were 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 professional and integrated manner the company has identified the promotion of Education Health-Care 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 assist in skill development by providing on job and vocational training.

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

In Environment 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 spent Rs 93.96 Lacs (around 2.12 % of the average net profiles of last three financial years) on CSR activities. The Annual Report on CSR activities is annexed herewith marked as Annexure-I.

### **Directors and Key Managerial Personnel :-**

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Zafarul Amin 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 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.

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, 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.

### **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>.

Your Directors draw attention of the members to Note 36 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 Corporate Governance Report.

### **Risk Management :-**

The details about development and implementation of risk management policy of the company including elements of risk are given in 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 competitive strength of the company. The use of modern technology and newest materials not only guarantee world class quality products at reasonable price but also cater to the fashion needs of the customers while meeting the ever changing market requirements.

The company has incurred revenue expenditure of Rs. 48.76 lacs which are 0.08 % of total turnover for the Research and Development Activities during the year as compared to Rs. 37.08 lacs which were 0.05% 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.48688.35 lacs during the year in comparison to previous year of Rs. 57220.59 lacs. During the year, the total Foreign Exchange outage was Rs. 9490.51 lacs as compared to Rs. 13214.72 lacs during the preceding financial year.

### Statutory Auditors:-

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

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 or adverse remark.

### Secretarial Auditor:-

The Board has appointed Mr. Gautam Kumar Banthia, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 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. Syed Javed Ali Hashmi, Chairman, Mr. Kamal Agarwal, Mr. Dilip Kumar Dheer and Mr. Anil Kumar Agarwal as other member. 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. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. 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.
6. 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.

Place : KANPUR  
Date : 13th August, 2016

For and on behalf of the Board  
**(MUKHTARULAMIN)**  
Chairman



## MANAGEMENT DISCUSSION AND ANALYSIS

### Macroeconomic Overview.

The Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Macroeconomic stability is one key element of assessing a country's attractiveness to investors and its growth rate is another.

Start with the comparisons with other countries. At a time when the newest normal for the world economy is one of turbulence and volatility, India is a refuge of stability and an outpost of opportunity. Its macro-economy is robust, and it is likely to be the fastest growing major economy in the world in 2016. For an economy where export have declined due to weak global demand and private investment remains weak, India's economy is performing remarkably well.

India's exports during 2015-16 were valued as INR 17146.18 billion, registering a decline of 9.58% over the level of INR 18963.48 billion in 2014-15 in rupee terms. The export of Leather Industries decreased by 3.49% during the year in rupee terms. The major reduction was in Finished Leather registering decline of 15.69%.

However, India's export of leather and leather products to the countries i.e. USA, Korea Rep., Japan have shown positive growth during 2015-16.

### Industry Structure and Development

The Leather Industry holds a prominent place in the Indian economy. This sector is known for its consistency in high export earnings and it is among the top ten foreign exchange earners for the country. With total annual Export of over US\$ 262 billion, the export of leather and leather products increased manifold over the past decades and touched US\$ 6.5 billion during 2014-15, recording a cumulative annual growth rate of about 13% (5 years).

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

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

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

As per DGCI & S export data, the export of leather and leather products for the year 2015-16 stands at US\$ 5853.96 million against the export of US\$ 6494.84 million during the previous period, registering a decline of 9.86%.

### 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 changing fashion trends and withdrawal of Government incentive.

### Segment-wise Performance :-

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

#### Segments Turnover

- |                                 |  |
|---------------------------------|--|
| a. Leather and Leather Products | Rs. 508.00 Crores<br>(previous year Rs. 585.37 crores) |
| b. Textile Garments             | Rs. 109.46 Crores<br>(previous year Rs. 117.62 Crores) |

#### Domestic Sales :

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



### Outlook :-

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

### Risk and Concerns :-

The major raw material for the leather industry is raw hide/skins. Leather is a natural product and its prices and availability are changing from time to time. The company is having vast experience in sourcing the raw materials for its tanneries and leather products divisions from India and outside which help in keeping the prices and availability under control. The output of raw hides/skins also depends upon personal skill of the purchasers and technicians, which are being properly taken care-of by the experienced personnel of the company. The substantial revenue of the company is being generated in foreign exchange. The adverse foreign exchange rates may affect the profitability of the company. The experienced professional of the company are keeping close watch over movement in currency rates.

Due to Brexit impact, the UK pound has decreased from Rs 94.16 to Rs. 86.63 during current year, causing decrease by more 8%. This adversely affecting the margins of the company.

### 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 625.85 crores during the year against Rs. 712.02 crores reported last year. The profit after tax was Rs 25.11 crores during the year as compared to Rs. 32.47 crores reported during the previous year. The gross block of the company as at 31.03.2016 was Rs 330.65 crores against Rs. 289.00 crores as at 31.03.2015. The net current assets as at 31.03.2016 were Rs 49.06 crores as against Rs.46.20 crores as at 31.03.2015. 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)	
	2015-16	2014-15
Sales	61746.90	70661.92
Other Income	838.61	539.94
PBT	4125.75	5093.12
PAT	2511.45	3246.58
Share Capital	1141.98	1141.98
Reserves & Surplus	23513.36	21171.15
Net Worth	24655.33	22313.12
Earnings per share	22.78	29.45

### 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 1789 permanent employees with the company as on 31st March, 2016.



**ANNEXURE I TO DIRECTORS' REPORT**  
**Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2015-16**

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	443645308
4	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	8872906
5	Details of CSR spent during the financial year.	
	(a) Total amount spent for the financial year	9396085
	(b) Amount unspent, if any	
	(c) 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.)	106085	106085	-	106085	Direct
2)	The All India Federation of Educational Association	Education	Khalasi Line, Kanpur	Kanpur, Lucknow, Jhansi (U.P.)	9000000	9000000	-	9000000	Direct
3)	Jyoti Bal Vikas Sansthan	Education	117/M/112"A" Kaka Dev Kanpur	Kanpur-208019 (U.P.)	100000	100000	-	100000	Direct
4)	Faiz-e-am Islamia Primary School	Education	Makhania Bazar	Kanpur (UP)	55,000	55,000	-	55,000	Direct
5)	Rotary Club	Education	8/58 B Arya Nagar,	Kanpur (UP)	10,000	10,000	-	10,000	Direct
6)	K Dayalan	Education	Adyar	Chennai-600020	25,000	25,000	-	25,000	Direct
7)	Delhi Public School	Education	Indra Nagar	Lucknow (UP)	1,00,000	1,00,000	-	1,00,000	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 per cent 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 nonprofit 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 The 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 measurable 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, 2016**

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

<b>I.</b>	<b>REGISTRATION AND OTHER DETAILS:</b>	
i)	CIN	L24231UP1980PLC004910
ii)	Registration Date	14 <sup>th</sup> 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) 2462124, 2465995 Fax: 0515-2829325
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, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Tel: (011) 64732681-88,26812682-83, Fax: (011)26812682
<b>II.</b>	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>	
	All the business activities contributing 10% or more of the total turnover of the company.	As per Annexure `A'
<b>III</b>	<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	
		As per annexure `B'
<b>IV</b>	<b>SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>	
i)	Category wise Shareholding	As per Annexure `C'
ii)	Shareholding of Promoters	As per Annexure `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 Annexure `E'
v)	Shareholding of Directors and Key Managerial Personnel	As per Annexure `F'
<b>V</b>	<b>INDEBTEDNESS</b>	
	Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Annexure `G'
<b>VI</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	
A	Remuneration to Managing Director, Whole-time Directors and/or Manager:	As per Annexure `H'
B.	Remuneration to other directors	As per Annexure `I'
C	Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD	As per Annexure `J'
<b>VII</b>	<b>PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:</b>	
		NIL

**ANNEXURE '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	49.60%
2	Finished Leather	4107	25.21%
3	Leather Shoe Upper	6406	2.71%
4	Other Leather Products	4202	3.85%
5	Textile Products	6105	18.16%
6	Others	8419	0.47%



**ANNEXURE '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 66, Commercial Square, Freemans Common, Leicester, LE2, 7SR	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 Freezone, Ajman UAE	265	Subsidiary	100%	2(87) (ii)
4	Briggs Industrial Footwear Limited, Edwin House, Cornwall Road, South Wigston, Leicester, LE18 4YU	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	Superhouse GmbH Am Buchenbaum 40-42, 47-51, Duisburg	HRB68261	Subsidiary	100%	2(87) (ii)
7	Steven Construction Limited 219/ 3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-208025	U51109UP1985PLC007002	Associate	46.67%	2 (6)
8	Unnao Tanneries Pollution Control Company 150 Feet Road, Jajmau, Kanpur-208010	U90002UP1991NPL013823	Associate	34.05%	2 (6)
9	Knowledgehouse Limited 150 Feet Road, Jajmau, Kanpur-208010	U80904UP2009PLC038784	Associate	31.85%	2 (6)
10	Amin International Limited 150 Feet Road, Jajmau, Kanpur-208010	U15494UP1995PLC017879	Associate	31.13%	2 (6)
11	Creemos International Limited 219/ 3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-208025	U29219UP2004PLC029284	Associate	48.63%	2 (6)

**ANNEXURE '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 01.04.2015				No. of shares held at the end of the year at 31.03.2016				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters.</b>									
<b>(1) Indian</b>									
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 Corp.	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
<b>Sub Total (A) (1) :-</b>	<b>6050874</b>	<b>0</b>	<b>6050874</b>	<b>54.88</b>	<b>6050874</b>	<b>0</b>	<b>6050874</b>	<b>54.88</b>	<b>0</b>
<b>(2) Foreign</b>									
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 Corp.	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
<b>Sub-Total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Total shareholding of promoters <b>A=(A)(1)+(A)(2)</b>	<b>6050874</b>	<b>0</b>	<b>6050874</b>	<b>54.88</b>	<b>6050874</b>	<b>0</b>	<b>6050874</b>	<b>54.88</b>	<b>0</b>



Category of Shareholders	No. of Shares held at the beginning of the year at 01.04.2015				No. of shares held at the end of the year at 31.03.2016				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	3587	3587	0.03	0	3587	3587	0.03	0
b) Banks/FII	50	3475	3525	0.03	50	3475	3525	0.03	0
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) FIs	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
<b>Sub Total (B) (1)</b>	<b>50</b>	<b>7062</b>	<b>7112</b>	<b>0.06</b>	<b>50</b>	<b>7062</b>	<b>7112</b>	<b>0.06</b>	<b>0</b>
2. Non-Institutions									
a) Bodies Corp.	566035	12558	578593	5.25	590170	12608	602778	5.46	0.21
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. 1 lakhs	1575894	1982420	3558314	32.28	1826897	1906688	3733585	33.87	1.59
ii) Individual shareholders holding nominal share capital in excess upto Rs. 1 lakhs	582518	0	582518	5.28	380798	0	380798	3.46	-1.82
c) Others(Specify)	242080	5509	247589	2.25	244544	5309	249853	2.27	0.02
<b>Sub total (B) (2)</b>	<b>2966527</b>	<b>2000487</b>	<b>4967014</b>	<b>45.06</b>	<b>3042409</b>	<b>1924605</b>	<b>4967014</b>	<b>45.06</b>	<b>0</b>
Total Public Shareholding (B)=(B) (1)+(B) (2)	2966577	2007549	4974126	45.12	3042459	1931667	4974126	45.12	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>9017451</b>	<b>2007549</b>	<b>11025000</b>	<b>100</b>	<b>9093333</b>	<b>1931667</b>	<b>11025000</b>	<b>100</b>	<b>0</b>

**ANNEXURE '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 01.04.2015			Shareholding at the end of the year 31.03.2016			% 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
	<b>Total</b>	<b>6050874</b>	<b>54.88</b>	<b>0</b>	<b>6050874</b>	<b>54.88</b>	<b>0</b>	<b>0</b>



**ANNEXURE 'E'**  
**SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**

iii) Detail of Top 10 Shareholders as on 31-03-16 transacted during the period of 01-04-15 to 31-03-16 (Other Than Promoters)

S. No.	FolioNo/Client Id No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	CumulativeShareholding during the year (01-04-15 to 31-03-16)	
			No of Shares at the Beginning (01-04-15) /end of the Year (31-03-16)	% of total shares of the Company				No of Shares at the Beginning (01/04/15)/end of the Year(31/03/16)	% of total shares of the Company
1.	1201060002239844	SEETHA KUMARI	124035	1.13	08/05/2015	19619	Purchase	143654	1.30
					15/05/2015	5493	Purchase	149147	1.35
					22/05/2015	332	Purchase	149479	1.36
					12/06/2015	11163	Purchase	160642	1.46
					17/07/2015	-9033	Sale	151609	1.38
					31/07/2015	-7858	Sale	143751	1.30
					07/08/2015	-9597	Sale	134154	1.22
					14/08/2015	-1153	Sale	133001	1.21
					21/08/2015	-30646	Sale	102355	0.93
					04/12/2015	-13832	Sale	88523	0.80
			23835	0.22	08/01/2016	-64688	Sale	23835	0.22
2.	IN30114310760168	SATISH KUMAR	119249	1.08	19/06/2015	49769	Purchase	169018	1.53
					31/07/2015	-900	Sale	168118	1.52
					07/08/2015	-2169	Sale	165949	1.51
					09/09/2015	1051	Purchase	167000	1.51
					08/01/2016	-8048	Sale	158952	1.44
					31/03/2016	7211	Purchase	166163	1.51
3.	IN30009510001550	DR SANJEEV ARORA	90900	0.82			Nil		
						90900			
4.	1207650000000621	JAYAKUMAR KISHORE KUMAR .	40580	0.37			Nil		
						40580			
5.	IN30051319838688	ABHAY MAL LODHA	30000	0.27	07/08/2015	-30000	Sale	0	
					14/08/2015	30000	Purchase	30000	0.27
					31/12/2015	6000	Purchase	36000	0.33
6.	IN30154917938920	JATINDER KAUR	25000	0.23			Nil		
						25000			
7.	IN30075710393376	SHASHI RANI GUPTA	24217	0.22			Nil		
						24217			
8.	IN30114310095924	MASTER CAPITAL SERVICES LTD	53341	0.48	10/04/2015	-150	Sale	53191	0.48
					17/04/2015	10	Purchase	53201	0.48
					24/04/2015	5962	Purchase	59163	0.54
					01/05/2015	368	Purchase	59531	0.54
					08/05/2015	1033	Purchase	60564	0.55
					15/05/2015	271	Purchase	60835	0.55
					22/05/2015	24731	Purchase	85566	0.78
					29/05/2015	375	Purchase	85941	0.78
					05/06/2015	475	Purchase	86416	0.78
					12/06/2015	1264	Purchase	87680	0.80
					19/06/2015	-49582	Sale	38098	0.35
					26/06/2015	-710	Sale	37388	0.34
					30/06/2015	50	Purchase	37438	0.34
					03/07/2015	-407	Sale	37031	0.34
					10/07/2015	-2636	Sale	34395	0.31
					17/07/2015	-3015	Sale	31380	0.28
					24/07/2015	196	Purchase	31576	0.29
31/07/2015	-1969	Sale	29607	0.27					
07/08/2015	-901	Sale	28706	0.26					
14/08/2015	2997	Purchase	31703	0.29					
21/08/2015	210	Purchase	31913	0.29					
28/08/2015	2076	Purchase	33989	0.31					
04/09/2015	-156	Sale	33833	0.31					
09/09/2015	-3875	Sale	29958	0.27					
11/09/2015	-418	Sale	29540	0.27					



S. No	FolioNo	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
			No of Shares at the Beginning (01-04-15) /end of the Year (31-03-16)	% of total shares of the Company				No of Shares at the Beginning (01/04/15)/end of the Year(31/03/16)	% of total shares of the Company
					16/09/2015	-493	Sale	29047	0.26
					18/09/2015	-5	Sale	29042	0.26
					25/09/2015	364	Purchase	29406	0.27
					30/09/2015	-1254	Sale	28152	0.26
					09/10/2015	-151	Sale	28001	0.25
					16/10/2015	456	Purchase	28457	0.26
					23/10/2015	-291	Sale	28166	0.26
					30/10/2015	626	Purchase	28792	0.26
					06/11/2015	2456	Purchase	31248	0.28
					13/11/2015	2223	Purchase	33471	0.30
					20/11/2015	-2652	Sale	30819	0.28
					27/11/2015	-19	Sale	30800	0.28
					04/12/2015	-3804	Sale	26996	0.24
					11/12/2015	11132	Purchase	38128	0.35
					18/12/2015	-11	Sale	38117	0.35
					25/12/2015	-8045	Sale	30072	0.27
					31/12/2015	-4046	Sale	26026	0.24
					01/01/2016	-142	Sale	25884	0.23
					08/01/2016	-2816	Sale	23068	0.21
					15/01/2016	-211	Sale	22857	0.21
					22/01/2016	3051	Purchase	25908	0.23
					29/01/2016	-1063	Sale	24845	0.23
					05/02/2016	790	Purchase	25635	0.23
					12/02/2016	1152	Purchase	26787	0.24
					19/02/2016	7	Purchase	26794	0.24
					26/02/2016	179	Purchase	26973	0.24
					04/03/2016	-509	Sale	26464	0.24
					11/03/2016	-101	Sale	26363	0.24
					18/03/2016	-746	Sale	25617	0.23
					25/03/2016	2708	Purchase	28325	0.26
					31/03/2016	-6712	Sale	21613	0.20
			21613	0.20					
9	IN30072410153429	RAJASTHAN GLOBAL SECURITIES LTD	37496	0.34	05/06/2015	3303	Purchase	40799	0.37
					10/07/2015	4186	Purchase	44985	0.41
					07/08/2015	-10029	Sale	34956	0.32
					14/08/2015	-9272	Sale	25684	0.23
					21/08/2015	-9359	Sale	16325	0.15
					28/08/2015	-3291	Sale	13034	0.12
			13034	0.12					
10	1202890000879127	BABALBHAJ MANILAL PATEL	26360	0.24	01/05/2015	2000	Purchase	28360	0.26
					05/06/2015	-2316	Sale	26044	0.24
					26/06/2015	-2000	Sale	24044	0.22
					30/06/2015	-1000	Sale	23044	0.21
					03/07/2015	-1000	Sale	22044	0.20
					31/07/2015	-1000	Sale	21044	0.19
			21044	0.19					

**ANNEXURE '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 (01.04.15 to 31.03.16)	
		No. of share at the beginning (01.04.15)/end of the year (31.3.16)	% of total shares of the company				No. of at the beginning (01.04.15)/ end of the year (31.3.16)	% 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	1435	0.01	21.08.15	10	Sold	1445	0.01
7	Mr. Anil Kumar Agarwal	26	0		0	There is no change	26	0



**ANNEXURE '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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	57,20,83,316.00	-	-	57,20,83,316.00
ii) Interest due but not paid	41,31,154.00	-	-	41,31,154.00
iii) Interest accrued but not due.	7,93,923.00	-	-	7,93,923.00
<b>Total (i+ii+iii)</b>	<b>57,70,08,393.00</b>	<b>-</b>	<b>-</b>	<b>57,70,08,393.00</b>
<b>Change in Indebtedness during the financial year</b>				
· Addition	23,27,78,547.00	-	-	23,27,78,547.00
· Reduction	24,37,09,393.00	-	-	24,37,09,393.00
<b>Net Change</b>	<b>(1,09,30,846.00)</b>	<b>-</b>	<b>-</b>	<b>(1,09,30,846.00)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	56,11,52,470.00	-	-	56,11,52,470.00
ii) Interest due but not paid	34,00,872.00	-	-	34,00,872.00
iii) Interest accrued but not due	4,96,139.00	-	-	4,96,139.00
<b>Total (i+ii+iii)</b>	<b>56,50,49,481.00</b>	<b>-</b>	<b>-</b>	<b>56,50,49,481.00</b>

**ANNEXURE 'H'**

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

Sl. 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 Wholetime 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	3000000	2935716	2592000	2137052	1276908	20941676
	(b) Value of perquisites u/s 17(2) Income Tax Act.1961	0	0	0	0	0	0	0
	(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 : Others specify	5242500 0	2621250 0	2621250 0	0 0	0 0	0 0	10485000 0
5	Others							
	:P.F.	1080000	360000	352284	194400	157878	117828	2262390
	:Club Fees	13810	0	3068	0	0	0	16878
	:Medical	4245	0	0	77880	10504	50762	143391
	:L.T.C./Exgratia	1123134	107283	0	134946	972900	0	2338263
	:Leave Encashment	2720193	796154	169368	101251	0	0	3786966
	Electricity	233926	0	0	0	0	0	233926
	Guards/Servants	514734	0	0	0	0	0	514734
	Rent	1326223	0	0	0	0	0	1326223
	Car	39600	0	0	0	0	0	39600
	<b>Total (A)</b>	<b>21298365</b>	<b>6884687</b>	<b>6081686</b>	<b>3100477</b>	<b>3278334</b>	<b>1445498</b>	<b>42089047</b>
	Ceiling as per the Act.	417.16 Lacs (being 10% of the net profit of the company as per Section 198 of the Companies Act, 2013)						



**ANNEXURE 'I'**

**vii) B. Remuneration to other directors:**

Sl. 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	<b>Independent Directors</b>									
	: Fee for attending board committee meeting	1000	2000	3000	1000	1000	5000	0	1000	15000
	: Commission	0	0	0	0	0	0	0	0	0
	: Other (Director Travelling)	0	0	0	0	0	0	0	0	0
	<b>Total (1)</b>	1000	2000	3000	1000	1000	5000	0	0	15000
2	<b>Other Non Executive Directors</b>									
	: Fee for attending board committee meeting.	0	0	0	0	0	0	1000	1000	0
	: Commission	0	0	0	0	0	0	0	0	0
	: Other	0	0	0	0	0	0	0	0	0
	<b>Total (2)</b>	0	0	0	0	0	0	0	0	0
	<b>Total (B) = (1+2)</b>	1000	2000	3000	1000	1000	5000	1000	1000	15000
	Total Managerial Remuneration(A+B)	0								
	Ceiling as per the Act.	Rs. 41.71 Lacs (being 1% of the net profit of the company calculated as per Section 198 of the Companies Act, 2013)								

**ANNEXURE 'J'**

**viii) C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration				TOTAL AMOUNT
		CEO	Company Secretary	CFO	
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) of Income Tax Act, 1961		993072		993072
2	Stock Option	Covered under Chairman and Managing Director	0	Covered under Director Finance	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		90708 0 0 0		90708 0 0 0
	<b>Total</b>				1083780



**DETAILS PERTAINING 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	64	B.Sc.	02.09.1984	43	21298365	N. A.
Mrs. Shahina Mukhtar	Wholetime Director	60	Graduate	14.01.1980	36	6884687	N. A.
Mr. Zafarul Amin	Jt. Managing Director	33	Leather Technologist	30.01.2002	14	6081686	N. A.
Mr. Mohd. Shadab	Wholetime Director	39	Footwear Technologist	22.08.1998	18	3278334	N. A.
Mr. Vinay Sanan	Executive Director	59	Graduate	02.01.1996	38	3100477	N. A.
Mr. Deepak Sanan	Liason Manager	32	B.Tec.Master in Renewable Energy	01.08.2011	05	1829539	N. A.
Mr. Manu Sanan	Legal Retainer	29	B.Sc.LLB LLM	01.10.2012	04	1829539	N. A.
Mr. Anil Kumar Agarwal	Director Finance	62	Chartered Accountant	15.10.1996	37	1445498	U.P. Drugs & Pharmaceutical Co. Ltd.
Mr. Abdul Rauf Khan	Unit Head	57	MBA,B Com(Hons) D. Stats	26.09.2011	36	1142978	Indagro Foods Ltd
Mr. R K Agrawal	Company Secretary	57	FCS ACWA	07.06.2007	30	1083780	Hero Motors Ltd.

**B. Employed throughout the financial year 2015-16 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	64	B.Sc.	02.09.1984	43	21298365	N. A.

**Notes :-**

- All appointments are contractual and terminable by notice on either side.
- Mr. Mukhtarul Amin, Mrs. Shahina Mukhtar, Mr. Zafarul Amin and Mr. Mohammed Shadab, directors of the company are relatives of each other.
- Mr. Deepak Sanan and Mr. Manu sanan are sons of Mr. Vinay Sanan, Executive Director of the company.
- 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 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees are as under:-

Sl. No.	Name of Director/KMP And Designation	Remuneration of Director/ KMP for the Financial year 2015-16 (Rs. In lacs)	% increase/decrease in Remuneration In the Financial Year 2015-16	Ratio of remuneration of each Director/to median remuneration of employees
1	Mr. Mukhtarul Amin	212.98	-1.01	190.16
2	Mr. Zafarul Amin	60.82	-50.56	54.30
3	Mrs. Shahina Mukhtar	68.85	-32.12	61.47
4	Mr.Mohd. Shadab	32.78	40.27	29.26
5	Mr. Vinay Sanan	31.00	0.23	27.67
6	Mr. Anil Kumar Agarwal	14.45	-2.63	N.A.
7	Mr. R K Agrawal	10.84	1.78	N.A.





- ii. The median remuneration of employees of the Company during the financial year was Rs. 1.12 Lacs.
- iii. In the financial year, there was an increase of 1.95 % in the median remuneration of employees;
- iv. There were 1789 permanent employees on the rolls of Company as on March 31, 2016.
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 3.37 % whereas the decrease in the managerial remuneration for the same financial year was 17.27 %.
- 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.

**ANNEXURE 'V'**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March, 2016**  
**[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, 2016 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, 2016 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 on compliance with other laws, 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 have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.

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.

Date: 13.08.2016  
Place: Kanpur

Signature:  
Banthia And Company

G.K. Banthia (Prop.)  
ACS4933; C.P.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 Ltd.**  
**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: 13.08.2016  
Place: Kanpur

Signature:  
(G.K.Banthia Prop.)  
Membership ACS4933; C.P.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 :-**

#### **a. 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 director.

Mr. Zafarul Amin (00015533) retires by rotation at the ensuing Annual General Meeting and being eligible, he offers himself for re-election.

Mr. Anil Kumar Agarwal (00014645) retires by rotation at the ensuing Annual General Meeting and being eligible, he offers himself for re-election.

#### **b. 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>.

#### **c. 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>.

#### **d. 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.

#### **e. Directors' Profile :-**

##### **Brief profiles of directors of the Company are given below :-**

Mr. Mukhtarul Amin (DIN: 00012108) is a science graduate and joined the board of the company on 02.09.1984. He is one of the promoter directors of the company having enriched experience of 43 years in Leather Industry. He was born on 17.02.1952. He established many units specializing in manufacturing and export of Leather, Leather Products and Textile Garments. He is also director of i. M/s Kanpur-Unnao Leather Cluster Development Company Limited. ii. M/s Creemos International Limited. iii. M/s Amin Colonizers & Developers Limited. iv. M/s Industrial Infrastructure Services (India). v. M/s Superhouse Educational Foundation. vi. M/s Azad Multispecialty Hospitals & Research Center Limited. vii. M/s Unnao Tanneries Pollution Control Company. viii. M/s Leather Cluster Development Limited. ix. Council for Leather Exports established under the aegis of Ministry of Commerce and Industry. x. M/s Superhouse (UK) Limited. xi. M/s Superhouse Middle East FZC. xii. M/s Superhouse (USA) International Inc. xiii. M/s Briggs Industrial Footwear Limited, U.K. xiv. M/s Linea De Seguridad S.L. Spain and xv. Superhouse GmbH, Germany. Mr. Mukhtarul Amin has been Chairman of Council for Leather Export and Footwear Design Development Institute working under the aegis of Ministry of Commerce and Industry. He is also chairman of Corporate Social Responsibility Committee and Risk Management Committee. Mrs. Shahina Mukhtar wholetime director, Mr. Zafarul Amin, Joint Managing



Director, Mr. Yusuf Amin, Director and Mr. Mohd. Shadab, wholetime director are relatives of Mr. Mukhtarul Amin.

Mrs. Shahina Mukhtar (DIN: 00015442) joined the board of the company on 14.01.1980. She is one of the promoter directors of the company having enriched experience of 36 years in Leather Industry. She was born on 05.01.1956. She is also director of M/s Superhouse Educational Foundation. She is not a member of any committee of directors. Mr. Mukhtarul Amin, Chairman and Managing Director, Mr. Zafarul Amin, Joint Managing Director, Mr. Yusuf Amin, Director and Mr. Mohd. Shadab, wholetime director are relatives of Mrs. Shahina Mukhtar.

Mr. Zafarul Amin (DIN: 00015533) is a Leather Technologist and joined the board of the company on 30.01.2002. He is one of the promoter directors of the company having enriched experience of 14 years in Tanning, Export Marketing and Administration. He was born on 27.01.1983. He is neither a director in any other body corporate nor a member of any committee of directors. Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar, wholetime director, Mr. Yusuf Amin, Director and Mr. Mohd. Shadab, wholetime director are relatives of Mr. Zafarul Amin.

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

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

Mr. Anil Kumar Agarwal (DIN: 00014645) is a Chartered Accountant and joined the board of the company on 15.10.1996. He was born on 05.12.1954. He is overall responsible for Accounts and Financial Activities of the Company. He is also director of i- M/s Mayfair Leather Exports Limited. ii- M/s Creemos International Limited. iii- M/s Superhouse Educational Foundation. iv- M/s Knowledgehouse Limited. v- M/s Unnao Tanneries Pollution Control Company. vi- M/s Superhouse (USA) International Inc. vii- M/s Superhouse (UK) Limited. viii- M/s Superhouse Middle East FZC. ix- M/s Briggs Industrial Footwear Limited and x- M/s Linea De Seguridad S.L. Spain. He is also a member of the Audit Committee, Stakeholder Relationship Committee, Corporate Social Responsibility and Risk Management Committee of the company. He is not related to any director of the company.

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

Mr. Syed Javed Ali Hashmi (DIN: 00014726) is a M.F.C from Aligarh University and joined the board of the company on 30.01.2010. He is having enriched experience in Finance and Administration. He was born on 29.05.1973. He is also director of i- M/s Modriba Hygiene Solutions Limited. ii- M/s Amin International Limited. iii- M/s Demure Fashions Pvt. Limited. iv- M/s Chowdhary Overseas Limited. v- M/s Superhouse Accessories Limited. vi- M/s Steven Construction Limited. vii- M/s Rojus Enterprises Limited. He is also chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee and member of Corporate Social Responsibility and Risk Management Committee of the company. Mr. Syed Javed Ali Hashmi does not hold any share of the company. He is not related to any director of the company.

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

Dr. Krishna Kumar Agarwal (DIN: 00022719) is a well known Doctor of Kanpur and joined the board of the company on 06.03.2004. He is having vast experience in the medical field. He was born on 31.01.1953. He is neither director in any other body corporate nor a member of any committee of directors. Dr. Krishna Kumar Agarwal does not hold any share of the company. Mr. Kamal Agarwal, director of the company is a relative of Dr. Krishna Kumar Agarwal, director of the company.

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

Mr. Dilip Kumar Dheer (DIN: 0003341879) is a B. Tech from IIT Kanpur and joined the board of the company on 13.11.2010. He is having enriched experience in Finance and Administration. He was born on 01.03.1950. He is also director of i. M/s Mayfair Leather Exports Limited. and ii- M/s Knowledgehouse Limited. He is also member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility and Risk Management



Committee of the company. Mr. Dilip Kumar Dheer does not hold any share of the company. He is not related to any director of the company.

Mr. Yusuf Aminr (DIN: 06863918) joined the board of the company on 23.09.2015. He was born on 29.04.1996. He is also director of i- M/s Amin International Limited and ii- M/s Rojus Enterprises Limited. He is not a member of any committee of the company. Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar, wholetime director, Mr. Zafarul Amin, Joint Managing Director and Mr. Mohd. Shadab, wholetime director are relatives of Mr. Yusuf Amin. Mr. Yusuf Amin holds 132350 Equity Shares of the company.

Mr. Ajai Kumar Sengar (DIN: 07238070) joined the board of the company on 23.09.2015. He was born on 29.10.1953. He is neither a director in any other body corporate nor a member of any committee of directors. Mr. Ajai Kumar Sengar does not hold any share of the company. He is not related to any director of the company.

During the year five Board Meetings were held. The dates of the meetings were as follows :- 30th May, 2015, 30th July, 2015, 14th August, 2015, 14th November, 2015 and 13th February, 2016.

The composition of the Board of Directors as on 31st March, 2016, attendance of each director at the Board of Directors' meeting and at the last Annual General Meeting and number of other directorship/memberships of committees of each director are as follows :-

Name of Directors	Categories	No. of Board Meeting attended	Attendance at last AGM	No. of other Directorship	Committee Membership	
					Members	Chairman
Mr. Mukhtarul Amin	Chairman and Managing Director	2	No	15	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	3	No	2	0	0
Mr. A. K. Agarwal	Executive Director	5	No	10	4	0
Mr. Mohd. Shadab	Executive Director	1	No	0	0	0
Mr. Yusuf Amin	Director, Independent	1	No	2	0	0
Mr. Nemi Chand Jain	Director, Independent	3	No	1	0	0
Dr. Krishan Kumar Agarwal	Director, Independent	1	No	0	0	0
Mr. Anil Soni	Director, Independent	1	No	2	0	0
Mr. Kamal Agarwal	Director, Independent	1	No	1	3	0
Mr. Dilip Kumar Dheer	Director, Independent	5	No	2	5	0
Mr. Syed Javed Ali Hashmi	Director, Independent	2	Yes	7	2	3
Mr. Ajai Kumar Sengar	Director, Independent	1	No	0	0	0

**3. Audit Committee :-**

**a. Composition of the Committee**

Name	Category	Designation	No. of meeting attended
Mr. Syed Javed Ali Hashmi	Non Executive-Independent	Chairman	4
Mr. Kamal Agarwal	Non Executive-Independent	Member	1
Mr. Dilip Kumar Dheer	Non Executive-Independent	Member	5
Mr. Anil Kumar Agarwal	Executive	Member	5

**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, 2015, 30th July, 2015, 14th August, 2015, 14th November, 2015 and 13th February, 2016.

**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 and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by the management.
- Significant adjustments made in financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of related party transactions.
- 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 and performance and effectiveness of the audit process.

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

Scrutiny of inter corporate loans and investments.

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

Evaluation of internal financial controls and risk management systems.

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

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

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

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

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

To review the functioning of the Whistle Blower mechanism.

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

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

Reviewing financial statements, in particular the investments made by the Company's 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. Syed Javed Ali Hashmi, Mr. Kamal Agarwal and Mr. Dilip Kumar Dheer. The constitution of the Remuneration Committee and attendance of each member of the Committee as on 31st March, 2016 is given below :-

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

During the year, one meeting was held on 13th February, 2016



**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 2015-2016 are as under :-

Sl. No.	Name of Directors	Remuneration paid during the year 2015-16							Notice Period	Total
		Salary	P.F.	Per-Quisites	Bonus/LTC/ Ex-gratia	Commis-sion	Sitting Fee	Allowa-nces		
<b>Executive/Whole-time Directors</b>										
1.	Mr. Mukhtarul Amin	9000000	1080000	2132538	3843327	5242500	0	0	0	21298365
2.	Mrs. Shahina Mukhtar	3000000	360000	0	903437	2621250	0	0	0	6884687
3.	Mr. Zafarul Amin	2935716	352284	3068	169368	2621250	0	0	0	6081686
4.	Mr. Vinay Sanan	2592000	194400	77880	236197	0	0	0	0	3100477
5.	Mr. Anil Kumar Agarwal	1276908	117828	50762	0	0	0	0	0	1445498
6.	Mr. Mohd. Shadab	2137052	157878	10504	972900	0	0	0	0	3278334
<b>Non Executive Directors</b>										
7.	Mr. Yusuf Amin	0	0	0	0	0	1000	0	0	1000
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

**6. Stakeholders Relationship Committee :-**

During the year thirty seven meetings of Stakeholders Relationship Committee were held. The said meetings were held on 07th April, 2015, 14th April, 2015, 21st April, 2015, 30th April, 2015, 7th May, 2015, 14th May, 2015, 21st May, 2015, 30th May, 2015, 06th June, 2015, 15th June, 2015, 07th July, 2015, 14th July, 2015, 21st July, 2015, 31st July, 2015, 07th August, 2015, 14th August, 2015, 21st August, 2015, 31st August, 2015, 7th September, 2015, 7th October, 2015, 14th October, 2015, 21st October, 2015, 31st October, 2015, 7th November, 2015, 14th November, 2015, 21st November, 2015, 30th November, 2015, 7th December, 2015, 14th December, 2015, 31st December, 2015, 7th January, 2016, 14th January, 2016, 6th February, 2016, 13th February, 2016, 29th February, 2016, 5th March, 2016 and 14th March, 2016.

The details of composition of Stakeholders Relationship Committee/Investors Grievances Committee and attendance of each member of the Committee as on 31st March, 2016 is as under :-

**Composition of the Committee**

Sl. No.	Name	Category	Designation	No. of Meeting Attended.
1.	Mr. Syed Javed Ali Hashmi	Non-Executive-Independent	Chairman	33
2.	Mr. Kamal Agarwal	Non-Executive-Independent	Member	1
3.	Mr. Dilip Kumar Dheer	Non-Executive-Independent	Member	37
4.	Mr. Anil Kumar Agarwal	Executive	Member	7



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 11 complaints from the shareholders during the year, all of them have been replied/redressed to the satisfaction of the shareholders. There is no pending complaint or transfer upto 31st March, 2016.

## 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
2012-13	30th September, 2013 at 10.00 A.M	150 Feet Road, Jajmau, Kanpur-208010	One Special Resolution passed
2013-14	23rd September, 2014 at 10.00 A.M	150 Feet Road, Jajmau, Kanpur-208010	Seven Special Resolutions were passed
2014-15	23rd September, 2015 at 10.00 A.M.	150 Feet Road, Jajmau, Kanpur-208010	No Special Resolution 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.

The board appointed Mr. Gautam Kumar Banthia a Practicing Company Secretary, Kanpur as Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner. 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](http://www.superhouse.in).

## 9. General Shareholders Information :-

- |        |  |   |
|--------|--|---|
| i      | Date of Annual General Meeting, time and venue | 30th September, 2016 at 10.00 A.M. at 150 Feet Road, Jajmau, Kanpur-208010  |
| ii.    | <b>Financial Calendar</b>                      |   |
|        | Ist Quarterly Results                          | During second week of August, 2016  |
|        | IIInd Quarterly Results                        | During second week of November, 2016  |
|        | IIIrd Quarterly Results                        | During second week of February, 2017  |
|        | IVth Quarterly Results                         | During last week of May, 2017   |
|        | Annual General Meeting                         | During last week of September, 2017   |
| iii.   | <b>Date of Book Closure</b>                    | 16th September, 2016 to 30th September, 2016<br>(both days inclusive)   |
| iv.    | <b>Dividend Payment Date</b>                   | Credit/dispatch of dividend warrants between 1st October, 2016 and 5th October, 2016.   |
| v.     | <b>Listing at Stock Exchanges</b>              | The Stock Exchange, Mumbai and<br>The National Stock Exchange of India Ltd., Mumbai.<br>Annual Listing Fee upto Current Year has been paid to both the Stock Exchanges. |
| vi. a. | <b>Stock Code</b>                              | 523283 at BSE<br>SUPERHOUSE at NSE  |
| b.     | <b>Demat/ISIN for NSDL and CDSL</b>            | INE 712B01010   |

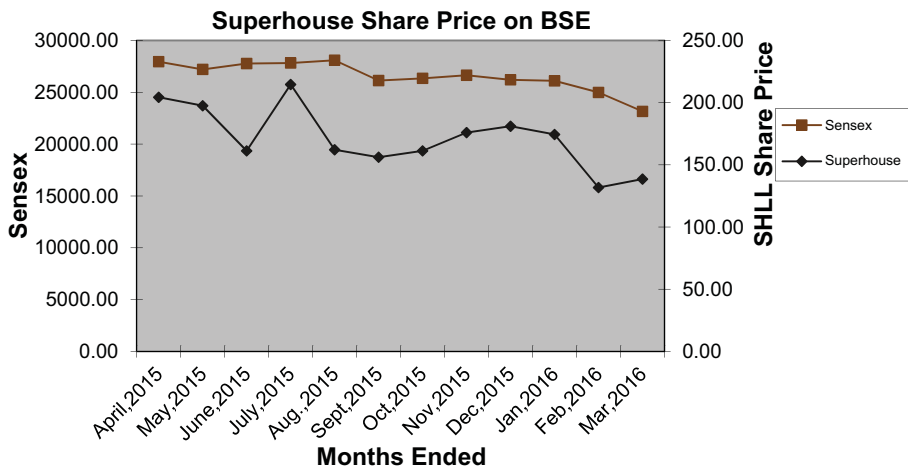




vii. Stock Market price data of the company for the year 2015-2016 are as follows :-

Months	The Stock Exchange, Mumbai	
	Highest (Rs.)	Lowest (Rs.)
April, 2015	243.40	195.00
May, 2015	214.80	192.00
June, 2015	190.00	138.00
July, 2015	239.70	162.00
August, 2015	257.00	147.00
September, 2015	160.00	135.00
October, 2015	175.00	153.50
November, 2015	186.10	149.10
December, 2015	185.80	154.00
January, 2016	239.00	155.10
February, 2016	179.60	125.00
March, 2016	148.80	132.10

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



ix. **Registrar and Share Transfer Agents :-**

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

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

x. **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.

xi. a. **Distribution of Shareholders:-**

Distribution of shareholding as at 31st March, 2016 are as under :-

Range	No. of Members	%age	No. of Shares held	%age
Upto- 500	32153	97.48	2733738	24.80
501- 1000	459	1.39	353071	3.20
1001-2000	175	0.53	261745	2.37
2001-3000	65	0.20	166794	1.51
3001-4000	26	0.08	91929	0.83
4001-5000	31	0.09	143886	1.31
5001-10000	32	0.10	224604	2.04
10001- above	43	0.13	7049233	63.94
<b>TOTAL</b>	<b>32984</b>	<b>100.00</b>	<b>11025000</b>	<b>100.00</b>



**b. Shareholding Pattern as at 31st March, 2016 is as**

Category		No. of shares held	Percentage of Shareholding
<b>A. Promoter's holding (1+2)</b>		<b>6050874</b>	<b>54.88</b>
1.	Promoters		
	Indian Promoters	6050874	54.88
	Foreign Promoters	-	-
2.	Persons acting in Concert	-	-
	<b>Sub -Total</b>	<b>6050874</b>	<b>54.88</b>
<b>B. Non- Promoters Holding (3+4)</b>		<b>4974126</b>	<b>45.12</b>
3.	Institutional Investors		
a.	Mutual Funds and UTI	3587	0.03
b.	<b>Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non- Government Institutions)</b>	<b>3525</b>	<b>0.03</b>
c.	FIs	-	-
	<b>Sub-Total</b>	<b>7112</b>	<b>0.06</b>
4.	Others		
a.	Private Corporate Bodies	602778	5.47
b.	Indian Public	4182958	37.95
c.	NRI's/OCBs	181278	1.64
d.	Any Other (Please specify)	-	-
	<b>Sub-Total (3+4)</b>	<b>4974126</b>	<b>45.12</b>
<b>GRAND TOTAL (A+B)</b>		<b>11025000</b>	<b>100.00</b>

**xii. 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, 2016 is as under :-

Total No. of Equity Shares : 11025000

Total No. of Shareholders/Beneficial Owners : 32894

The status of physical /demat shares as on 31st March, 2016 is as under :-

Total No. of Equity Shares : 11025000

Total No. of Shareholders/Beneficial Owners : 32894

Mode	No. of Equity Shares		% of Equity Shares	
Physical		1931667		17.52
Demat		9093333		82.48
National Securities Depository Limited	8093239		73.41	
And Central Depository Services Limited	1000094		9.07	
<b>TOTAL</b>		<b>11025000</b>		<b>100%</b>

**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.

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

**xiv. 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.



**xv. Plant Location :-**

Fashion Shoe Division I	D-15, UPSIDC Industrial Area, Site-II, Unnao-209 801
Fashion Shoe Division II	A-5, UPSIDC Industrial Area, Site-B, Sikandra, Agra-282007
Fashion Shoe Division III	A-3, Export Promotion Industrial Park, Shastrapuram, Agra-282007
Fashion Shoe Division IV	D-18, UPSIDC Industrial Area, Site-II, Unnao-209801
Tannery I	A-1, UPSIDC Industrial Area, Site-II, Unnao-209801
Tannery II	B-16, UPSIDC Industrial Area, Site-II, Unnao-209 801
Shoe Upper Division	71-A, Jajmau, Kanpur-208010
Safety Footwear Division I	B-6, UPSIDC Industrial Area, Site-I, Unnao-209 801
Safety Footwear Division II	Banthar, 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, Bulandshahar-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

**xvi. Address for Communication** 150 FEET ROAD, JAJMAU, KANPUR-208010  
 Phone No. : (0512) 2462124, 2465995  
 Fax No. : (0515) 2829325  
 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 and Managing Director:	Chairman	1
2.	Mr. Anil Kumar Agarwal	Director Finance	Member	3
3.	Mr. Syed Javed Ali Hashmi	Non-Executive-Independent	Member	1
4.	Mr. Dilip Kumar Dheer	Non-Executive-Independent	Member	3

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.**

Three meetings of the CSR Committee were held during the year. The meeting were held on 30th July, 2015, 14th August, 2015 and 14th November, 2015.

**11. Risk Management:**

**a. Composition of the Committee**

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

**b. Meetings Details**

Three meetings of the Risk Management Committee were held during the year. The meeting were held on 30th July, 2015, 14th August, 2015 and 14th November, 2015.

**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. 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 36 of notes forming part of the financial statements in accordance with "Accounting Standard 18". A statement in summary form 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>.

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>.

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 Chairperson 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 Accountanting 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 ongoing 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 1 <sup>st</sup> April, 2015	No of shareholders: 4717 No. of share : 280072
ii	Number of shareholders who approached the company for transfer of shares from the Unclaimed Suspense Account during the year.	20
iii	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	20
iv.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 31 <sup>st</sup> March, 2016.	No. of Shareholders: 4697 No. of Shares : 278008

**Note:** The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

**ix. Compliance Officer:-**

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

**x. Governance 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.

**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 2015-16.

**(MUKHTARULAMIN)**  
**Chairman and Managing Director**



**KAPOOR TANDON & CO.**

Chartered Accountants  
H-118, 11th Floor, Himalaya House,  
23 Kasturba Gandhi Marg,  
New Delhi - 110 001



**Branches :**

- ★ 24/57, First Floor, Birhana Road, Kanpur-208001
- ★ Flat No. 701, 7th Floor, A Wing, Vardhaman Vatika-AB CHSL Chitalsar, Manpada, G.B. Road, Thane - 400 607

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**To the members of Superhouse Limited**

We have examined the compliance of conditions of corporate governance by **Superhouse Limited (the company)** for the year ended 31st March, 2016 as stipulated in clause 49 of the Listing Agreement ('Listing Agreement') of the said company with Stock Exchange for the period from 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December, 2015 to 31st March, 2016.

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

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

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

**For Kapoor Tandon & Co.**  
Chartered Accountants  
Firm Registration No. 000952C  
**(Devendra Swaroop Mathur)**  
PARTNER  
Membership No. 082570

**Place :** Kanpur  
**Date:** August 13, 2016

**CEO / CFO CERTIFICATE**

To,  
The Board of Directors  
Super House Limited

1. We have reviewed financial statement and the cash flow statement of Superhouse Limited for the year ended March 31, 2016 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.

**(Mukhtarul Amin)**  
Chairman and Managing Director  
**(Anil Kumar Agarawal)**  
Chief Financial Officer /Director Finance

**Place:** Kanpur  
**Date:** 13.08.2016



**KAPOOR TANDON & CO.**

Chartered Accountants  
H-118, 11th Floor, Himalaya House,  
23 Kasturba Gandhi Marg,  
New Delhi - 110 001



**Branches :**

- ★ 24/57, First Floor, Birhana Road,  
Kanpur-208001
- ★ Flat No. 701, 7th Floor, A Wing,  
Vardhaman Vatika-AB CHSL  
Chitalsar, Manpada, G.B. Road,  
Thane - 400 607

**INDEPENDENT AUDITORS' REPORT**

**To the Members of Superhouse Limited  
Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **Superhouse Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone  
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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the 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 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 financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 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,



- and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. on the basis of the written representations received from the directors as of 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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";
- 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 financial statements – Refer Note no. 38 to the 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.

**For KAPOOR TANDON & CO.,**

Chartered Accountants  
Firm Registration No. 000952C

**Devendra Swaroop Mathur**  
PARTNER

Membership No. 082570

Place : Kanpur  
Date : August 13, 2016

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 of our report of even date on the standalone financial statements for the financial year ended 31st March, 2016 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 Rs.)**

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	19,00,000	13,63,026	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	11,40,000	8,14,162	

- (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 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, 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 31st March 2016 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 and Value Added Tax 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.)
The Trade Tax and Central Sales Tax Act	Tax & interest	Joint Commissioner of Trade Tax	2001-02 & 2005-06	1,79,473
	Entry Tax	Joint Commissioner of Trade Tax	2005-06	5,86,500
The Income Tax Act, 1961	Income Tax & Interest	CIT (Appeals), Kanpur	A.Y. 2012-13	15,66,760
			A.Y. 2013-14	4,39,550
	Income Tax (TDS) & Interest	CIT (Appeals), Kanpur	A.Y. 2010-11 to 2015-16	24,84,848
Finance Act, 1994	Service Tax	CESTAT, Allahabad Bench	2009-10 to 2013-14	6,28,52,155

\* 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 excepting for certain delays in repayment of installment and interest during the year to banks. However there is no default as on Balance Sheet date.
- (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 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 KAPOOR TANDON & CO.,**  
Chartered Accountants  
Firm Registration No. 000952C

**Devendra Swaroop Mathur**  
PARTNER  
Membership No. 082570

Place : Kanpur  
Date : August 13, 2016



**ANNEXURE B TO THE AUDITORS' REPORT**

(Referred to in paragraph 2(f) of our report of even date on the financial statements for the financial year ended 31st March, 2016 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 31<sup>st</sup> March, 2016 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 31<sup>st</sup> March, 2016, 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.

Place : Kanpur  
Date : August 13, 2016

**For KAPOOR TANDON & CO.,**  
Chartered Accountants  
Firm Registration No. 000952C  
**Devendra Swaroop Mathur**  
PARTNER  
Membership No. 082570



**BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note No.	As at 31st March, 2016 (Rupees)	As at 31st March, 2015 (Rupees)
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	2	11,41,97,718	11,41,97,718
(b) Reserves and Surplus	3	2,35,13,35,505	2,11,71,14,640
		2,46,55,33,223	2,23,13,12,358
<b>2. Non Current Liabilities</b>			
(a) Long Term Borrowings	4	40,17,39,680	34,57,54,534
(b) Deferred Tax Liabilities (Net)	5	15,40,76,000	14,06,94,000
		55,58,15,680	48,64,48,534
<b>3. Current Liabilities</b>			
(a) Short Term Borrowings	6	1,38,09,34,545	1,35,03,98,561
(b) Trade Payables	7	1,03,29,57,702	99,68,37,212
(c) Other Current Liabilities	8	47,37,89,408	58,08,19,876
(d) Short Term Provisions	9	3,96,14,801	4,86,93,762
		2,92,72,96,456	2,97,67,49,411
<b>TOTAL</b>		<b>5,94,86,45,359</b>	<b>5,69,45,10,303</b>
<b>II. ASSETS</b>			
<b>1. Non Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	10	1,91,75,80,192	1,62,73,75,093
(ii) Intangible Assets		30,06,416	22,61,882
(iii) Capital Work-in-Progress		11,58,76,909	16,18,34,571
(b) Non Current Investments	11	35,22,11,523	34,97,11,523
(c) Long Term Loans and Advances	12	14,20,52,250	11,46,18,302
		2,53,07,27,290	2,25,58,01,371
<b>2. Current Assets</b>			
(a) Inventories	13	1,76,23,05,892	1,73,29,64,367
(b) Trade Receivables	14	1,13,82,25,048	1,05,20,90,398
(c) Cash and Bank Balances	15	29,56,94,763	28,42,37,051
(d) Short Term Loans and Advances	16	14,77,13,531	15,18,17,493
(e) Other Current Assets	17	7,39,78,835	21,75,99,623
		3,41,79,18,069	3,43,87,08,932
<b>TOTAL</b>		<b>5,94,86,45,359</b>	<b>5,69,45,10,303</b>
<b>Significant Accounting Policies</b>	<b>1</b>		

See the accompanying notes to the financial statements

As per our report of even date

**For Kapoor Tandon & Co.,**

Chartered Accountants  
Firm Reg. No. 000952C

**Devendra Swaroop Mathur**

Partner  
M. No. 082570

Place: Kanpur

Dated: 13th August, 2016

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



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Note No.	2015-16 (Rupees)	2014-15 (Rupees)
<b>REVENUE</b>			
Revenue from operations (gross)	18	6,20,74,44,049	7,10,05,31,409
Less: Excise Duty		3,27,54,023	3,43,39,795
Revenue from operations (net)		<u>6,17,46,90,026</u>	<u>7,06,61,91,614</u>
Other Income	19	8,38,60,915	5,39,93,714
<b>Total Revenue</b>		<u><b>6,25,85,50,941</b></u>	<u><b>7,12,01,85,328</b></u>
<b>EXPENSES</b>			
Cost of Materials consumed	20	3,39,89,57,819	3,89,36,26,032
Purchases of Stock-in-trade	21	42,01,76,031	53,77,91,668
(Increase)/decrease in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade	22	(13,91,08,329)	(15,39,86,331)
Employee Benefits Expenses	23	40,48,57,497	41,73,11,796
Finance Costs	24	19,56,54,634	19,06,84,076
Depreciation and Amortisation	25	13,96,53,806	13,24,80,908
Other Expenses	26	1,42,57,84,659	1,59,29,65,122
<b>Total Expenses</b>		<u><b>5,84,59,76,117</b></u>	<u><b>6,61,08,73,271</b></u>
<b>Profit Before Tax</b>		41,25,74,824	50,93,12,057
<b>Tax Expenses</b>			
- Current Tax		13,28,00,000	17,40,00,000
- Deferred Tax		1,33,82,000	1,06,54,000
- Tax adjustments relating to earlier years		1,52,47,486	-
<b>Profit for the year</b>		25,11,45,338	32,46,58,057
<b>Earning per Equity Share (EPS)</b>	27		
(Face value of Rs 10 each)			
EPS - Basic (Rupees per share)		22.78	29.45
EPS - Diluted (Rupees per share)		22.78	29.45

**Significant Accounting Policies**

1

See the accompanying notes to the financial statements

As per our report of even date

**For Kapoor Tandon & Co.,**

Chartered Accountants

Firm Reg. No. 000952C

**Devendra Swaroop Mathur**

Partner

M. No. 082570

Place: Kanpur

Dated: 13th August, 2016

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



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	<u>2015-16</u> (Rupees)	<u>2014-15</u> (Rupees)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>NET PROFIT BEFORE TAX</b>	41,25,74,824	50,93,12,057
Adjustment for :		
Depreciation	13,96,53,806	13,24,80,908
Finance Cost	19,56,54,634	19,06,84,076
Interest Income	(2,11,92,972)	(1,71,77,239)
Dividend Income	(29,89,190)	(54,61,550)
Bad Debts Provision/write off	85,44,987	73,16,012
Fixed Assets - Loss on sale	37,63,780	61,34,696
Fixed Assets - Profit on sale	(17,59,825)	(22,31,529)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	73,42,50,044	82,10,57,431
ADJUSTMENTS FOR :		
Trade and Other Receivables	2,22,23,980	13,38,05,812
Inventories	(2,93,41,525)	(28,12,60,299)
Trade and Other Payables	(37,65,176)	(4,81,88,639)
<b>CASH GENERATED FROM OPERATIONS</b>	72,33,67,323	62,54,14,305
Income Tax Paid (net of Refunds)	(17,15,14,767)	(21,07,23,604)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	55,18,52,556	41,46,90,701
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets (including CWIP)	(38,73,12,291)	(35,06,92,718)
Sale of Fixed Assets	1,67,71,509	1,75,74,211
Purchase of Investments	(25,00,000)	(2,66,38,800)
Other Bank Balances (including Margin Money)	(3,81,73,512)	(80,91,173)
Interest Income	2,11,92,972	1,71,77,239
Dividend Income	29,89,190	54,61,550
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	(38,70,32,132)	(34,52,09,691)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long term Borrowings	21,55,25,841	29,61,77,819
Repayments of Long term Borrowings	(22,64,56,687)	(27,64,33,260)
Net Increase/(Decrease) in working capital loans and short term loans	3,05,35,984	12,93,66,507
Finance Cost (net of adjustment in FCMITD a/c)	(19,23,99,881)	(18,13,84,322)
Dividend paid	(1,53,74,835)	(1,63,10,025)
Dividend Distribution Tax paid	(33,66,646)	(28,10,548)
<b>NET CASH FLOW USED IN FINANCING ACTIVITIES</b>	(19,15,36,224)	(5,13,93,829)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(2,67,15,800)	1,80,87,181
<b>OPENING CASH AND CASH EQUIVALENTS</b>	11,76,71,870	9,95,84,689
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	9,09,56,070	11,76,71,870

(refer Note no. 15)

**Significant accounting policies**

1

See the accompanying notes to the financial statements

As per our report of even date

**For Kapoor Tandon & Co.,**

Chartered Accountants

Firm Reg. No. 000952C

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

**Devendra Swaroop Mathur**

Partner

M. No. 082570

**MUKHTARUL AMIN**

Chairman and Managing Director

**ZAFARUL AMIN**

Joint Managing Director

Place: Kanpur

Dated: 13th August, 2016

**A. K. AGARWAL**

Chief Financial Officer

**R. K. AGRAWAL**

Company Secretary

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016****1. SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of Preparation of Financial Statements**

The financial statements are prepared under the historical cost convention, except for certain fixed assets which were revalued, on accrual basis of accounting in accordance with the applicable Accounting Standards as prescribed under the relevant provisions of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in India.

**1.2 Use of Estimates**

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

**1.3 Fixed Assets**

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

**1.4 Depreciation**

Depreciation on Fixed Assets is provided on 'Straight Line Method' in accordance with the provisions of Schedule II to the Companies Act, 2013 except for leasehold land and intangible assets. Leasehold Land is amortised over the period of lease. Depreciation attributable to appreciation due to revaluation of fixed assets (other than leasehold land) is provided over the remaining useful life of the asset in accordance with Schedule II to the Companies Act, 2013 and equivalent amount is withdrawn from Revaluation Reserve and credited to Statement of Profit and Loss. In case of impaired assets, depreciation is charged on the adjusted cost net of impairment. However the assets costing below Rs. 5000 are depreciated fully in the year of addition. Intangible Assets are amortised over a period of five years under the straight line method of amortisation.

**1.5 Impairment of assets**

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

**1.6 Capital work in progress**

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

**1.7 Investments**

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

**1.8 Inventories**

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

**1.9 Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered probable. Contingent liabilities are disclosed by way of notes on accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable. Contingent Assets are neither recognized nor disclosed in the financial statements.

**1.10 Revenue Recognition**

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

**1.11 Government Grants**

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

**1.12 Foreign Currency Translations**

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

**1.13 Accounting for Retirement Benefits**

- i) Provident Fund & Family Pension (PF & FPF) and Employees State Insurance (ESI) are defined contribution obligations and company's contributions to PF and ESI are charged to Statement of Profit and Loss.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

- ii) Gratuity is a defined benefit obligation. The company has created a trust with Life Insurance Corporation of India under the Group Gratuity Scheme in which actuarial valuation is carried out annually in the month of March. The amount required to be contributed to meet the accrued liability as per the actuarial valuation is charged to Statement of Profit and Loss.
- iii) Leave encashment is a defined benefit obligation and provision for the same is done on the basis of leaves accrued as at the end of the year.

**1.14 Excise Duty**

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

**1.15 Borrowing Cost**

Interest and other cost in connection with the borrowing of funds are capitalized up to the date when such qualifying assets are ready for its intended use and other borrowing costs are charged to Statement of Profit and Loss. Borrowing Cost include exchange fluctuation to the extent regarded as adjustment to interest cost.

**1.16 Taxation**

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

**1.17 Prior Period Items**

Prior period items, if material, are disclosed separately.

**1.18 Cash Flow Statement**

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

Particulars	<u>As at 31st March, 2016</u> (Rupees)	<u>As at 31st March, 2015</u> (Rupees)
<b>2. SHARE CAPITAL</b>		
<b>Authorised</b>		
1,50,00,000 Equity Shares of Rs.10/- each	15,00,00,000	15,00,00,000
<b>Issued</b>		
1,49,72,718 Equity Shares of Rs.10/- each	14,97,27,180	14,97,27,180
<b>Subscribed and fully paid up</b>		
1,10,25,000 Equity Shares of Rs.10/- each fully paid up	11,02,50,000	11,02,50,000
Add: Equity shares forfeited (amount originally paid up in respect of 39,47,718 Shares)	39,47,718	39,47,718
<b>Total</b>	<b>11,41,97,718</b>	<b>11,41,97,718</b>

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

Equity shares	<u>As at 31st March, 2016</u>		<u>As at 31st March, 2015</u>	
	No. of Shares	(Rupees)	No. of Shares	(Rupees)
<i>Subscribed and fully paidup share of Rs.10/- each</i>				
At the beginning of the year	1,10,25,000	11,02,50,000	1,10,25,000	11,02,50,000
Changes during the year	-	-	-	-
Outstanding at the end of the year	<b>1,10,25,000</b>	<b>11,02,50,000</b>	<b>1,10,25,000</b>	<b>11,02,50,000</b>

**2.2 Term/rights attached to equity shares**

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

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

- 2.3 Bonus Shares/Shares issued for consideration other than cash NIL (NIL)
- and Buy Back of shares during preceding five years:
- 2.4 Shares held by holding/ultimate holding company and/or their subsidiaries/associates: NIL (NIL)
- 2.5 Details of shareholders holding more than 5% shares in the company

Name of the Share Holder	<u>As at 31st March, 2016</u>		<u>As at 31st March, 2015</u>	
	No. of Shares	% held	No. of Shares	% held
Mr. Mukhtarul Amin	13,24,487	12.01%	13,24,487	12.01%
Steven Construction Limited	13,15,119	11.93%	13,15,119	11.93%



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

Particulars	As at 31st March 2016 ( Rupees )	As at 31st March 2015 ( Rupees )
<b>3. RESERVES AND SURPLUS</b>		
<b>Capital Reserves</b>		
Balance as per last Balance Sheet	10,19,95,571	10,19,95,571
<b>Securities Premium Reserve</b>		
Balance as per last Balance Sheet	17,87,21,597	17,87,21,597
<b>Revaluation Reserve</b>		
Balance as per last Balance Sheet	2,44,99,008	2,63,25,240
Less: Amount transferred to the Statement of profit and loss as reduction from depreciation	<u>2,75,080</u>	<u>18,26,232</u>
	2,42,23,928	2,44,99,008
<b>Foreign Currency Monetary Item Translation Difference (FCMITD) Account (refer Note No. 3.1)</b>		
Balance as per last Balance Sheet	(1,21,94,260)	(2,14,94,014)
Exchange fluctuation on payment/restatement of loan	<u>(28,20,671)</u>	<u>52,86,995</u>
	(1,50,14,931)	(1,62,07,019)
Amount debited to Finance Cost	<u>(89,39,507)</u>	<u>40,12,759</u>
	(1,21,94,260)	
<b>General Reserves</b>		
Balance as per last Balance Sheet	80,00,00,000	70,00,00,000
Add : From the Statement of Profit and Loss	<u>10,00,00,000</u>	<u>10,00,00,000</u>
	90,00,00,000	80,00,00,000
<b>Surplus in the Statement of profit and loss</b>		
Balance as per last Balance Sheet	1,02,40,92,724	83,93,09,752
Profit for the year	25,11,45,338	32,46,58,057
Adjustment related to Fixed Asset	-	(1,99,70,939)
	1,27,52,38,062	1,14,39,96,870
Less: Appropriations		
Transfer to General Reserve	10,00,00,000	10,00,00,000
Proposed Dividend on Equity Share [Rs. 1.50 per share (Previous Year Rs1.50 per share)]	1,65,37,500	1,65,37,500
Dividend Distribution Tax	<u>33,66,646</u>	<u>33,66,646</u>
	1,15,53,33,916	1,02,40,92,724
<b>TOTAL</b>	<u><u>2,35,13,35,505</u></u>	<u><u>2,11,71,14,640</u></u>

3.1 The Company (Accounting Standards) Second Amendment Rules, 2011 has amended the provisions of AS-11 relating to "The effect of the Change in Foreign Exchange Rates" vide notification dated December 29, 2011. In terms of the amendments, the company has opted to carry over the Long Term Monetary Gain/Loss and amortise the same over balance period of such long term asset/liability.

**4. LONG TERM BORROWINGS**

**Secured**

**Term Loans**

Indian rupee loan from bank(s)	28,12,73,759	17,20,69,382
Foreign currency loan from bank(s)	11,86,19,388	16,90,59,113
Indian rupee vehicle loan from bank(s) (refer Note no. 4.5)	18,46,533	46,26,039
<b>TOTAL</b>	<u><u>40,17,39,680</u></u>	<u><u>34,57,54,534</u></u>

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

4.2 Maturity profile of Secured Loans from Banks is as under:

Repayable in Next one year	15,94,12,790	22,63,28,782
Repayable in Next two to five years	40,17,39,680	34,57,54,534
Repayable in Next six to seven years	NIL	NIL

4.3 Continuing default in respect of principal and or interest

NIL

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

4.5 Vehicle loans are secured against vehicle financed.





**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

Particulars	As at 31st March 2016 ( Rupees )	As at 31st March 2015 ( Rupees )
<b>5. DEFERRED TAX LIABILITIES (NET)</b>		
<b>Deferred Tax Liability</b>		
on account of		
Depreciation	16,51,74,000	14,90,51,000
<b>Gross deferred tax liability</b>	<b>16,51,74,000</b>	<b>14,90,51,000</b>
<b>Deferred Tax Assets</b>		
on account of		
Provision for doubtful debts	42,76,000	21,47,000
Provision for Gratuity	26,25,000	32,82,000
Other Timing Differences	41,97,000	29,28,000
<b>Gross deferred tax assets</b>	<b>1,10,98,000</b>	<b>83,57,000</b>
<b>Net Deferred Tax Liability @</b>	<b>15,40,76,000</b>	<b>14,06,94,000</b>
<p>@ Deferred Tax Assets has been recognised and carried forward only to the extent there is virtual certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realised. Deferred Tax Assets and Deferred Tax Liabilities have been set off in accordance with clause 29 of AS 22 .</p>		
<b>6. SHORT TERM BORROWING</b>		
<b>Secured</b>		
<b>Working Capital Loans</b>		
Indian rupee loan from bank(s)	1,30,99,47,202	1,24,33,19,792
Foreign currency loan from bank(s)	7,09,87,343	10,70,78,769
<b>TOTAL</b>	<b>1,38,09,34,545</b>	<b>1,35,03,98,561</b>
6.1 Working Capital Loans are primarily secured by hypothecation of present and future stock of raw materials, stock in process, finished goods, stores and spares, book debts, outstanding monies, receivable claims, bills and materials in transit. Also secured collaterally by equitable mortgage of company's specific factory land and building. Further secured by personal guarantee of promoter director(s) of the company.		
<b>7. TRADE PAYABLES</b>		
Micro and Small Enterprises	-	-
Sundry Creditors	1,03,29,57,702	99,68,37,212
<b>TOTAL</b>	<b>1,03,29,57,702</b>	<b>99,68,37,212</b>
7.1 The company has requested confirmation from Suppliers regarding their registration (filling of Memorandum) under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act). According to the information available with the company there was no amount (principal and/or interest) due to any micro/small enterprises (SME as defined in the Act) as at the end of the year. There is no delay in payment to SME during the year. No interest was paid/payable on account of delay in payment to SME during the year in terms of Section 16 of the Act.		
<b>8. OTHER CURRENT LIABILITIES</b>		
Current maturity of long term borrowings	15,94,12,790	22,63,28,782
Interest accrued but not due on borrowings	4,96,139	7,93,923
Interest accrued and due on borrowings	34,00,872	41,31,154
Advance from Customers	3,95,58,065	7,14,70,541
Book overdraft from bank(s)	-	40,77,242
Unclaimed dividend (refer Note 8.1)	1,25,94,389	1,14,31,724
Other Liabilities	25,83,27,153	26,25,86,510
<b>TOTAL</b>	<b>47,37,89,408</b>	<b>58,08,19,876</b>
8.1 There are no amounts due for payment to Investor Education & Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.		
<b>9. SHORT TERM PROVISIONS</b>		
Provision for Tax	-	61,46,00,000
Less: Advance Tax (including TDS) (refer Note 12 for Current Year)	-	60,41,29,564
Provision for Gratuity	75,83,663	94,82,471
Provision for Leave Encashment	1,21,26,992	84,61,709
Proposed Dividend	1,65,37,500	1,65,37,500
Provision for Dividend Distribution Tax	33,66,646	33,66,646
Provision for Wealth Tax	-	3,75,000
<b>TOTAL</b>	<b>3,96,14,801</b>	<b>4,86,93,762</b>



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Rupees)

10. FIXED ASSETS

Description	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK				
	As at 01.04.2015	Additions	Sales/ Adj.	As at 31.03.2016	Upto 31.03.2015	For the Year	on Revaluation	Adjustment	Adjustment from retained earnings	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
<b>Tangible Assets</b>												
Land Leasehold	16,77,92,318	93,58,696	-	17,71,51,014	1,54,74,406	16,21,298	2,75,080	-	-	1,73,70,784	15,97,80,230	15,23,17,912
Land Freehold	53,01,129	-	-	53,01,129	-	-	-	-	-	-	53,01,129	53,01,129
Building :												
Factory	84,18,07,303	25,33,13,667	-	1,09,51,20,970	22,62,92,833	2,68,26,622	-	-	-	25,31,19,455	84,20,01,515	61,55,14,470
Non-Factory	10,54,21,068	-	-	10,54,21,068	1,40,93,662	36,38,274	-	-	-	1,77,31,936	8,76,89,132	9,13,27,406
Plant and Machinery	1,51,55,94,467	16,87,68,470	2,88,94,371	1,65,54,68,566	85,98,73,928	8,38,40,599	-	1,24,07,071	-	93,13,07,456	72,41,61,110	65,57,20,539
Furniture & Fittings	6,27,05,706	48,85,014	1,52,403	6,74,38,317	3,83,00,473	42,29,418	-	14,648	-	4,25,15,243	2,49,23,074	2,44,05,233
Vehicles	11,60,16,591	76,21,372	38,27,814	11,98,10,149	4,79,57,811	1,27,39,676	-	18,99,629	-	5,87,97,858	6,10,12,291	6,80,58,780
Office Equipments	3,47,76,464	21,23,896	2,54,136	3,66,46,224	2,39,59,964	41,51,554	-	86,520	-	2,80,24,998	86,21,226	1,08,16,500
Computer	3,48,04,007	20,33,809	1,45,190	3,66,92,626	3,08,90,883	18,01,840	-	90,582	-	3,26,02,141	40,90,485	39,13,124
<b>TOTAL - A</b>	<b>2,88,42,19,053</b>	<b>44,81,04,924</b>	<b>3,32,73,914</b>	<b>3,29,90,50,063</b>	<b>1,25,68,43,960</b>	<b>13,88,49,281</b>	<b>2,75,080</b>	<b>1,44,98,450</b>	<b>-</b>	<b>1,38,14,69,871</b>	<b>1,91,75,80,192</b>	<b>1,62,73,75,093</b>
<b>Intangible Assets</b>												
Computer Software	58,62,716	15,49,059	-	74,11,775	36,00,834	8,04,525	-	-	-	44,05,359	30,06,416	22,61,882
<b>TOTAL - B</b>	<b>58,62,716</b>	<b>15,49,059</b>	<b>-</b>	<b>74,11,775</b>	<b>36,00,834</b>	<b>8,04,525</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>44,05,359</b>	<b>30,06,416</b>	<b>22,61,882</b>
<b>TOTAL (A + B)</b>	<b>2,89,00,81,769</b>	<b>44,96,53,983</b>	<b>3,32,73,914</b>	<b>3,30,64,61,838</b>	<b>1,26,04,44,794</b>	<b>13,96,53,806</b>	<b>2,75,080</b>	<b>1,44,98,450</b>	<b>-</b>	<b>1,38,58,75,230</b>	<b>1,92,05,86,608</b>	<b>1,62,96,36,975</b>
PREVIOUS YEAR	2,70,80,61,621	22,10,51,432	3,90,31,284	2,89,00,81,769	1,11,31,50,621	13,24,80,908	18,26,232	1,75,53,906	3,05,40,939	1,26,04,44,794	1,62,96,36,975	-

10.1 Building include Gross Block Rs. 30,40,000 (previous year Rs. 30,40,000) and Net block Rs. 2,17,7,190 (previous year Rs. 23,05,605) in respect two flats, purchased by the company in earlier years, title deed in respect of which is yet to be executed.

10.2 Building further include Gross Block Rs. 1,17,08,995 (previous year Rs. 1,17,08,995) and Net block Rs. 85,18,094 (previous year Rs. 90,05,085) in respect of capital expenditure incurred by the company on rented premises.

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

10.4 Subsidy amounting to Rs. Nil (Rs. 14,96,772) received during the year under IDLS Scheme of the Government of India has been adjusted/credited to cost of respective machines.

10.5 Fixed Assets given on operating Lease

( Rupees )

Particular	Building Factory		Plant & Machinery	
	2015-16	2014-15	2015-16	2014-15
Gross carrying amount	49,16,385	49,16,385	2,81,24,302	2,81,24,302
Accumulated Depreciation	28,16,379	26,69,587	2,67,18,087	2,67,18,087
Depreciation for the year	1,46,792	1,46,792	-	4,84,569



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

Particulars	As at 31st March 2016 ( Rupees )	As at 31st March 2015 ( Rupees )
<b>11. NON CURRENT INVESTMENTS</b>		
<i>(Long Term Investments)</i>		
<b>Trade (valued at cost unless stated otherwise)</b>		
<b>EQUITY SHARES - UNQUOTED</b>		
<b>A. INVESTMENT IN SUBSIDIARIES</b>		
i. Superhouse (U.K.) Ltd.		
150,000 Ordinary Shares of GBP 1 each fully paid	1,06,18,924	1,06,18,924
ii. Superhouse (USA) International Inc.		
240 Non assessable Shares, no par value amounting to USD 113,070	50,25,924	50,25,924
iii. Superhouse Middle East FZC		
100 Shares of DHR 2000 each fully paid up	24,19,366	24,19,366
iv. Briggs Industrial Footwear Ltd.		
4,08,441 Ordinary Shares of GBP 1 each fully paid	13,44,61,183	13,44,61,183
v. Linea De Seguridad S.L.U.		
58,000 Shares of Euro 6.01 each fully paid	14,74,10,476	14,74,10,476
vi. Superhouse GMBH		
Share Capital Euro 25000	17,01,350	17,01,350
	30,16,37,223	30,16,37,223
<b>B. INVESTMENT IN ASSOCIATES</b>		
i. Steven Construction Ltd.		
21,00,000 Equity Shares of Rs. 10/- each fully paid	2,10,00,000	2,10,00,000
ii. Unnao Tanneries Pollution Control Company		
153,080 Equity Shares of Rs.10/- each fully paid	15,30,800	15,30,800
iii. Knowledgehouse Ltd.		
860,000 Equity Shares of Rs.10/- each fully paid	86,00,000	86,00,000
iv. Creemos International Ltd		
836,400 Equity Share of Rs 10/- Each Fully Paid	1,00,36,800	1,00,36,800
v. Amin International Ltd.		
304,900 Equity Shares of Rs.10/- each fully paid	30,49,000	30,49,000
	4,42,16,600	4,42,16,600
<b>C. OTHERS</b>		
i. Industrial Infrastructure Services India		
185,120 Equity Shares of Rs.10/- each fully paid	18,51,200	18,51,200
ii. Kanpur Unnao Leather Cluster Development Co. Ltd.		
4,50,000 Equity Shares of Rs. 10/- each fully paid (previous year 2,00,000 shares)	45,00,000	20,00,000
	63,51,200	38,51,200
<b>Total (A)</b>	35,22,05,023	34,97,05,023
<b>Others (Non Trade - valued at cost unless stated otherwise)</b>		
<b>EQUITY SHARES - QUOTED</b>		
i. Super Tannery Ltd.		
3,000 Equity Shares of Rs. 1/- each fully paid	6,500	6,500
ii. Mideast Integrated Steels Ltd. (Delisted)		
20,000 Equity Shares of Rs.10/- each fully paid	4,00,000	4,00,000
iii. Somani Iron & Steels Ltd. (Delisted)		
8,700 Equity Shares of Rs.10/- each fully paid	2,61,000	2,61,000
	6,67,500	6,67,500
Less: Provision for diminution in value	6,61,000	6,61,000
<b>Total (B)</b>	6,500	6,500
<b>TOTAL (A+B)</b>	35,22,11,523	34,97,11,523
<b>Book value of Quoted Investments (Net of Provisions)</b>	6,500	6,500
<b>Book value of Unquoted Investments</b>	35,22,05,023	34,97,05,023
<b>Market value of Quoted Investments</b>	12,120	16,350



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

Particulars	As at 31st March 2016 ( Rupees )	As at 31st March 2015 ( Rupees )
<b>12. LONG TERM LOANS &amp; ADVANCES</b>		
(unsecured considered good)		
Capital Advances	6,34,33,591	7,98,17,621
Security Deposits	1,92,56,870	1,29,68,303
Balance with Government/Revenue Authorities	10,00,000	10,00,000
Advance to Subsidiaries (refer Note no. 43)	21,98,220	19,84,320
Advance to associate (refer Note no. 43)	80,29,551	70,01,579
Other Loans	3,51,37,173	1,18,46,479
Advance Tax (including TDS)	57,13,96,845	-
Less: Provision for Tax (refer Note no. 9 for previous year)	55,84,00,000	-
<b>TOTAL</b>	<b>14,20,52,250</b>	<b>11,46,18,302</b>
<b>13. INVENTORIES</b>		
(valued at lower of cost and net realisable value)		
Raw Materials	34,31,64,431	44,28,99,926
Work in Process (refer Note 28)	58,89,70,124	52,72,24,067
Finished Goods (refer Note 29) [including Stock at Port Rs. 11,55,93,080 (Rs. 12,93,46,437)]	53,89,34,724	49,35,72,452
Chemicals, Components and Spare Parts	24,44,36,613	25,44,67,922
Import Entitlements/Licenses in hand	4,68,00,000	1,48,00,000
<b>TOTAL</b>	<b>1,76,23,05,892</b>	<b>1,73,29,64,367</b>
Finished Goods include Stock in Trade, as both are stocked together		
<b>14. TRADE RECEIVABLES</b>		
(Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	9,06,00,189	11,00,82,537
Considered Doubtful	1,23,54,925	62,02,421
Less: Provision for Doubtful Receivables	1,23,54,925	-
Others		
Considered Good	1,04,76,24,859	94,20,07,861
<b>TOTAL</b>	<b>1,13,82,25,048</b>	<b>1,05,20,90,398</b>
<b>Trade receivable include:</b>		
Due from subsidiary companies	15,58,43,885	14,99,63,881
Due from associates	4,24,44,487	86,51,910
Due from other related parties	5,00,59,740	4,02,43,712
<b>15. CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
Cash on Hand (as Certified by the Management)	1,31,62,286	1,84,41,889
Cheques in hand/Remittance in Transit	23,83,186	75,06,409
Balances with Banks on:		
Current Accounts	7,00,00,675	9,04,52,773
Foreign Currency Account (EEFC A/c)	54,09,923	12,70,799
<b>Other bank balances</b>	<b>9,09,56,070</b>	<b>11,76,71,870</b>
Margin Money Deposit Accounts	19,21,44,305	15,51,33,457
Unclaimed Dividend Account	1,25,94,388	1,14,31,724
<b>TOTAL</b>	<b>20,47,38,693</b>	<b>16,65,65,181</b>
<b>TOTAL</b>	<b>29,56,94,763</b>	<b>28,42,37,051</b>
<b>16. SHORT TERM LOANS &amp; ADVANCES</b>		
(Unsecured considered good)		
Advance recoverable in cash or kind or for value to be received	11,47,11,847	11,18,71,487
Balance with Government/Revenue Authorities	3,30,01,684	3,99,46,006
<b>TOTAL</b>	<b>14,77,13,531</b>	<b>15,18,17,493</b>
<b>17. OTHER CURRENT ASSETS</b>		
(Unsecured considered good)		
Interest accrued on fixed deposits	84,86,788	1,20,48,172
Export Incentive Receivable	6,54,92,047	20,41,82,847
Other Claim Receivable	-	13,68,604
<b>TOTAL</b>	<b>7,39,78,835</b>	<b>21,75,99,623</b>



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

Particulars	2015-16 ( Rupees )	2014-15 ( Rupees )
<b>18. REVENUE FROM OPERATIONS</b>		
Revenue from operations		
<b>Sale of products (refer Note 18.1)</b>		
Sales (Export)	4,87,77,31,822	5,76,54,18,454
Sales (Indigenous)	<u>91,89,11,417</u>	<u>81,84,08,269</u>
	<u>5,79,66,43,239</u>	<u>6,58,38,26,723</u>
<b>Other operating revenue</b>		
Export Incentives (refer Note 18.2)	<u>41,08,00,810</u>	<u>51,67,04,686</u>
<b>Revenue from operations (gross)</b>	<u><u>6,20,74,44,049</u></u>	<u><u>7,10,05,31,409</u></u>
<b>18.1 Details of product sold</b>		
Gross Sales	5,79,66,43,239	6,58,38,26,723
Less: Excise Duty	<u>3,27,54,023</u>	<u>3,43,39,795</u>
	<u><u>5,76,38,89,216</u></u>	<u><u>6,54,94,86,928</u></u>
<b>Breakup of Sales (net of excise)</b>		
Leather Foot wear	2,85,86,94,025	3,12,18,01,053
Finished Leather	1,45,28,69,247	1,65,37,75,374
Leather Shoe Upper	15,63,56,613	31,42,17,387
Other Leather Products	22,17,27,009	26,10,97,981
Textile Products	1,04,64,38,871	1,13,80,69,322
Others	<u>2,78,03,451</u>	<u>6,05,25,811</u>
<b>TOTAL</b>	<u><u>5,76,38,89,216</u></u>	<u><u>6,54,94,86,928</u></u>
<b>18.2 Details of other operating revenue</b>		
Export Incentives		
- Duty Draw Back	33,25,41,638	40,63,28,150
- Licences/Entitlements	<u>7,82,59,172</u>	<u>11,03,76,536</u>
<b>TOTAL</b>	<u><u>41,08,00,810</u></u>	<u><u>51,67,04,686</u></u>
<b>19. OTHER INCOME</b>		
<b>Other Operating Income</b>		
Interest income		
- from Fixed Deposit with Banks	1,58,73,232	1,43,60,765
- from Others	<u>53,19,740</u>	<u>28,16,474</u>
	<u>2,11,92,972</u>	<u>1,71,77,239</u>
Miscellaneous Income	1,82,05,008	1,64,90,531
Liabilities/provisions no longer required	84,20,430	81,849
Exchange Difference (net)	<u>2,15,28,219</u>	<u>71,88,102</u>
<b>Other Non Operating Income</b>	6,93,46,629	4,09,37,721
Dividend income		
- from subsidiary companies	29,89,190	54,46,400
- from Investments - non trade	<u>-</u>	<u>15,150</u>
	<u>29,89,190</u>	<u>54,61,550</u>
Commission on Corporate Guarantee from Subsidiaries	61,12,400	23,43,724
Profit on Sale of Fixed Assets	17,59,825	22,31,529
Rent	<u>36,52,871</u>	<u>30,19,190</u>
	1,45,14,286	1,30,55,993
<b>TOTAL</b>	<u><u>8,38,60,915</u></u>	<u><u>5,39,93,714</u></u>



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

Particulars	2015-16 ( Rupees )	2014-15 ( Rupees )
<b>20. COST OF MATERIAL CONSUMED</b>		
Raw Material consumed		
Finished Leather	47,59,03,168	87,38,61,809
Raw Hide/Skin	85,26,09,691	68,24,71,721
Fabric	45,51,69,362	52,28,68,791
Sole	25,11,33,570	23,12,63,766
PU / PVC Compound	14,35,38,573	16,64,73,642
Others	11,48,78,995	15,72,25,480
Raw Material consumed	2,29,32,33,359	2,63,41,65,209
Chemicals, Components and Spare Parts consumed	95,17,08,065	1,08,85,33,216
Packing Material consumed	15,40,16,395	17,09,27,607
<b>Cost of material consumed</b>	3,39,89,57,819	3,89,36,26,032
<b>21. PURCHASE OF STOCK-IN-TRADE</b>		
Leather and Leather Products	41,90,47,651	53,63,08,579
Textile Products	11,28,380	14,83,089
<b>TOTAL</b>	42,01,76,031	53,77,91,668
<b>22. DECREASE/(INCREASE) IN INVENTORIES</b>		
<b>Inventories at the commencement of the year</b>		
Finished Goods	49,35,72,452	40,79,35,372
Work in process	52,72,24,067	47,36,74,816
Import Entitlements/Licenses in hand	1,48,00,000	-
<b>TOTAL 'A'</b>	1,03,55,96,519	88,16,10,188
<b>Inventories at the end of the year</b>		
Finished Goods	53,89,34,724	49,35,72,452
Work in process	58,89,70,124	52,72,24,067
Import Entitlements/Licenses in hand	4,68,00,000	1,48,00,000
<b>TOTAL 'B'</b>	1,17,47,04,848	1,03,55,96,519
<b>Decrease/(Increase) in Stocks (A-B)</b>	(13,91,08,329)	(15,39,86,331)
<b>23. EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages and Bonus	30,96,51,105	29,84,63,596
Directors Remuneration (including Sitting Fee)	3,99,89,564	5,08,87,196
Contribution to Provident and other funds	2,69,00,392	2,54,17,503
Contribution to Gratuity Fund	56,46,718	1,53,83,152
Workmen and Staff Welfare expenses	2,26,69,718	2,71,60,349
<b>TOTAL</b>	40,48,57,497	41,73,11,796
(refer Note 35 for disclosure in terms of AS-15, Employee Benefits)		
<b>24. FINANCE COSTS</b>		
Interest on		
- Term Loan	4,06,15,760	3,82,14,836
- Others	10,07,61,342	12,24,52,144
	14,13,77,102	16,06,66,980
Bank Charges	3,88,60,304	3,95,92,111
Exchange fluctuation to the extent to be regarded as adjustment to interest cost	2,33,39,408	(22,35,222)
	20,35,76,814	19,80,23,869
Less: Interest capitalised	79,22,180	73,39,793
<b>TOTAL</b>	19,56,54,634	19,06,84,076
<b>25. DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation	13,99,28,886	13,43,07,140
Less: recoupment from revaluation reserve	2,75,080	18,26,232
<b>TOTAL</b>	13,96,53,806	13,24,80,908



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

Particulars	2015-16 ( Rupees )	2014-15 ( Rupees )
<b>26. OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Consumable Stores	4,91,27,389	6,01,19,434
Production Charges	51,99,19,377	58,23,14,931
Job Work Charges	3,14,77,774	4,43,79,299
Power and Fuel	13,88,48,898	15,64,03,257
Effluent Treatment Expenses	74,41,496	74,47,705
Repairs and Maintenance		
- Building	1,50,73,604	1,39,18,550
- Machinery	3,50,88,080	3,47,40,675
	79,69,76,618	89,93,23,851
<b>Selling and Distribution Expenses</b>		
Freight, Handling and Other Sales and Distribution Expenses	21,03,22,270	25,27,41,838
Commission on Sale	21,15,69,754	23,72,46,226
Advertisement and Publicity	23,75,086	14,78,859
Bad Debts - Provision/write off	85,44,987	73,16,012
	43,28,12,097	49,87,82,935
<b>Establishment Expenses</b>		
Rent	42,21,398	51,35,128
Rates and Taxes	1,62,86,213	1,50,61,508
Insurance	1,65,24,057	1,46,91,848
Communication cost	1,31,67,542	1,15,38,585
Travelling and Conveyance	3,84,87,537	3,56,72,316
Vehicle Running and Maintenance	2,29,68,643	2,75,91,225
Repairs and Maintenance - Others	2,52,35,514	2,82,54,355
Printing and Stationery	57,61,657	63,26,608
Legal and Professional Charges	86,79,453	81,26,650
Auditor's Remuneration (refer Note No. 26.1)	17,88,953	12,25,289
Miscellaneous Expenses	1,82,61,844	2,12,11,089
Research & Development Expenses	48,76,059	37,08,485
Charity and Donation	65,77,209	27,24,776
Loss on Sale of Fixed Assets	37,63,780	61,34,696
Corporate Social Responsibility Expenses	93,96,085	74,55,778
	19,59,95,944	19,48,58,336
<b>TOTAL</b>	<b>1,42,57,84,659</b>	<b>1,59,29,65,122</b>
<b>26.1 Payment to auditor</b>		
<b>As Auditor:</b>		
Audit Fees	10,16,648	9,21,352
Tax audit Fee	1,14,500	1,01,124
<b>In other capacity:</b>		
Other Certification services	6,57,805	2,02,813
<b>TOTAL</b>	<b>17,88,953</b>	<b>12,25,289</b>
<b>27. Earning per share (EPS)</b>		
Profit for the year	25,11,45,338	32,46,58,057
Weighted average number of equity shares for the purpose of calculation of Basic and Diluted EPS	1,10,25,000	1,10,25,000
Nominal value of equity shares (Rupees)	10.00	10.00
EPS- Basic and diluted (Rupees per share)	22.78	29.45
<b>28. Closing Inventory of Work-in-process</b>		
Leather and Leather Products	51,81,21,929	47,36,19,978
Textile Products	7,08,48,195	5,30,19,089
Others	-	5,85,000
<b>TOTAL</b>	<b>58,89,70,124</b>	<b>52,72,24,067</b>
<b>29. Closing Inventory of Finished Goods</b>		
Leather and Leather Products	48,94,98,176	42,83,60,954
Textile Products	4,94,36,548	6,31,75,191
Others	-	20,36,307
<b>TOTAL</b>	<b>53,89,34,724</b>	<b>49,35,72,452</b>



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

**30. Imported and indigenous raw materials, components and spare parts consumed**

PARTICULARS	2015-16		2014-15	
	Rupees	%	Rupees	%
<b>Raw Material</b>				
Imported (Direct)	33,99,26,792	14.82%	55,21,50,313	20.96%
Indigenous	1,95,33,06,567	85.18%	2,08,20,14,896	79.04%
<b>Chemicals Components, Stores &amp; Spare parts (including Packing Material)</b>				
Imported (Direct)	23,61,49,767	21.36%	35,03,21,659	27.82%
Indigenous	86,95,74,693	78.64%	90,91,39,164	72.18%

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

**31. Value of Imports on CIF basis**

(excluding purchases from canalising agencies and imported items purchased locally)

Raw Materials	
Chemicals, Stores, Components and Spare Parts	
Capital Goods	
Finished Goods	

	2015-16 ( Rupees )	2014-15 ( Rupees )
	<b>33,99,26,792</b>	61,22,63,714
	<b>23,61,49,768</b>	30,76,91,311
	<b>9,23,10,086</b>	5,44,97,569
	<b>1,12,65,754</b>	2,46,93,664
	<b>67,96,52,400</b>	<b>99,91,46,258</b>
	<b>4,85,97,34,262</b>	5,71,42,68,556
	<b>29,89,190</b>	54,46,400
	<b>61,12,400</b>	23,43,724
	<b>82,83,399</b>	80,71,691
	<b>20,44,41,865</b>	23,05,24,487
	<b>1,13,29,578</b>	1,75,11,321
	<b>1,20,21,817</b>	1,42,00,415
	<b>3,33,22,028</b>	5,20,18,035
	<b>NIL</b>	<b>NIL</b>

**32. Earnings in foreign exchange**

Export of goods calculated on FOB Basis	
Dividend from Wholly Owned Subsidiaries	
Others (Commission on Corporate Guarantee)	

**33. Expenditure in foreign currency**

- Travelling	
- Commission on Sales	
- Interest on Loans	
- Foreign Bank Charges	
- Others	

**34. Remittance in foreign currency on account of Dividend**

**35. Disclosure in terms of AS 15**

**Defined Benefit Plan**

The employees Gratuity Fund Scheme, which is a defined benefit plan, is managed by the trust maintained with LIC. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Reconciliation of Opening and Closing balance of present value of defined benefit obligation for Gratuity

Present Value of Obligation at beginning of the year	<b>5,00,31,614</b>	3,53,33,808
Current Service Cost	<b>60,89,538</b>	54,79,924
Interest Cost	<b>38,92,460</b>	31,80,043
Benefits paid	<b>(43,32,049)</b>	(33,43,928)
Actuarial (Gain)/Loss on Obligations	<b>(10,23,408)</b>	93,81,767
Present Value of Obligation at end of the year	<b>5,46,58,155</b>	5,00,31,614

Reconciliation of Opening and Closing Fair Value of Plan Assets

Fair Value of Plan Assets at beginning of the year	<b>4,05,49,143</b>	3,31,34,952
Expected Return on Plan Assets	<b>35,48,050</b>	28,99,308
Contributions	<b>75,45,526</b>	80,00,000
Benefit Paid	<b>(43,32,049)</b>	(33,43,928)
Actuarial Gain / (Loss) on Plan Assets	<b>(2,36,178)</b>	(1,41,189)
Fair Value of Plan Assets at end of the year	<b>4,70,74,492</b>	4,05,49,143

Reconciliation of Present Value of Obligations and Fair Value of Plan Assets

Fair Value of Plan Assets at end of the year	<b>4,70,74,492</b>	4,05,49,143
Present Value of Obligation at end of the year	<b>5,46,58,155</b>	5,00,31,614
Asset/(Liability) recognised in the Balance Sheet	<b>(75,83,663)</b>	(94,82,471)





**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

Particulars	2015-16 ( Rupees )	2014-15 ( Rupees )
<u>Expenses recognised during the year</u>		
Current Service Cost	60,89,538	54,79,924
Interest Cost	38,92,460	31,80,043
Expected Return on Plan Assets	(35,48,050)	(28,99,308)
Total Actuarial Loss/(Gain) recognised during the year	(7,87,230)	95,22,956
<b>Net Cost recognised in Statement of Profit and Loss</b>	<b>56,46,718</b>	<b>1,52,83,615</b>
<u>Assumptions</u>		
Discount Rate (p.a.)	7.84%	7.78%
Expected Rate of increase in Salary (p.a.)	5.00%	5.00%
Expected Rate of return on Plan Assets (p.a.)	8.75%	8.75%
Mortality	IALM 06-08 ultimate	IALM 06-08 ultimate
Withdrawal Rate	2.00%	2.00%

Disclosure as required under Para 120 (n) of AS-15:

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
(i) Present Value of the Obligation	5,46,58,155	5,00,31,614	3,53,33,808	3,08,80,622	2,60,54,881
Fair Value of Plan Assets	4,70,74,492	4,05,49,143	3,31,34,952	2,47,09,212	1,77,82,369
Net Asset/(Liability)	(75,83,663)	(94,82,471)	(21,98,856)	(61,71,410)	(82,72,512)
(ii) Experience Adjustment on present value of benefit obligation and plan asset					
(Gain)/Loss on Plan Liabilities	(7,47,658)	41,03,654	17,15,318	7,14,514	2,045
(Gain)/Loss on Plan Assets	(2,36,178)	(1,41,189)	(2,44,291)	24,517	(39,601)
<b>Defined Contribution Plan</b>			<b>2015-16</b>		<b>2014-15</b>
Employers contribution to PF and PF			1,98,22,814		1,87,51,958
Employers contribution to ESI			70,77,578		66,65,545

**36. The related party disclosure in accordance with AS 18 'Related Party Disclosures' is given below:**

**A. Relationship**

**i. Subsidiary (Wholly owned) Companies**

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

**ii. Joint Ventures & Associates:**

**Joint Venture: Nil**

**Associates:**

- |  | As at 31.03.2016 | As at 31.03.2015 |
|--|------------------|------------------|
| a) Unnao Tanneries Pollution Control Company<br>(A company registered under Section 25 of erstwhile the Companies Act, 1956) | 34.05%           | 34.05%           |
| b) Steven Construction Ltd.  | 46.67%           | 46.67%           |
| c) Amin International Ltd.   | 31.13%           | 31.13%           |
| d) Knowledgehouse Ltd.   | 31.85%           | 31.85%           |
| e) Creemos International Ltd.  | 48.63%           | 48.63%           |

**iii. Key Management Personnel (KMP) & Relatives:**

- a) Mr. Mukhtarul Amin – Chairman & Managing Director
- b) Mr. Zafarul Amin – Jt. Managing Director (Son of Mr. Mukhtarul Amin)
- c) Mr. Vinay Sanan – Executive Director
- d) Mr. A.K. Agarwal – Director (Finance) - 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)

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

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



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

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

<b>Key Management Personnel and relatives:</b>		<b>(Rupees)</b>	
<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>	
Rent paid	27,00,000	24,60,000	
Directors Remuneration	3,99,74,564	5,08,75,196	
Salary, Wages and Bonus	43,77,114	34,65,252	
Remuneration Payable (including Provisions)	2,17,53,514	3,80,92,729	

<b>Subsidiary/Associates/Others:</b>					<b>(Rupees)</b>	
<b>Particulars</b>	<b>Subsidiary Companies</b>	<b>Associates</b>	<b>Others</b>	<b>Total</b>		
Purchases of Materials/Finished Goods	3,62,310	1,41,79,235	24,74,38,688	26,19,80,233		
	(Nil)	(14,62,627)	(27,00,17,695)	(27,14,80,322)		
Sale of Materials/Finished Goods etc.	31,03,96,815	9,22,77,486	8,17,19,699	48,43,94,000		
	(31,03,25,224)	(5,94,74,917)	(9,15,33,375)	(46,13,33,516)		
Services rendered/other receipts	Nil	2,27,138	2,64,209	4,91,347		
	(Nil)	(6,13,492)	(30,58,569)	(36,72,061)		
Services availed	12,98,77,634	75,98,884	22,64,791	13,97,41,309		
	(11,71,09,146)	(65,13,238)	(1,33,65,643)	(13,69,88,027)		
Rent received	Nil	9,03,635	24,66,931	33,70,566		
	(Nil)	(2,04,726)	(24,68,916)	(26,73,642)		
Interest received	Nil	11,42,191	6,72,899	18,15,090		
	(Nil)	(10,74,159)	(Nil)	(10,74,159)		
Dividend received	29,89,190	Nil	Nil	29,89,190		
	(54,46,400)	(Nil)	(Nil)	(54,46,400)		
Rent paid	Nil	2,40,000	4,80,000	7,20,000		
	(Nil)	(4,15,000)	(4,80,000)	(8,95,000)		
Commission received on Corporate Guarantee	61,12,400	Nil	Nil	61,12,400		
	(23,43,724)	(Nil)	(Nil)	(23,43,724)		
<b>Balances at the end of the year:</b>						
Receivables	15,58,43,885	4,24,44,487	5,00,59,740	24,83,48,112		
	(14,99,63,881)	(86,51,910)	(4,02,43,712)	(19,88,59,503)		
Loans and Advances	21,98,220	80,29,551	2,14,05,809	3,16,33,580		
	(19,84,320)	(70,01,579)	(Nil)	(89,85,899)		
Payables (Trade payable & other liabilities)	Nil	54,64,974	2,55,19,892	3,09,84,866		
	(Nil)	(11,70,131)	(2,68,24,487)	(2,79,94,618)		
Investments (refer Note no.11)	30,16,37,223	4,42,16,600	6,500	34,58,60,323		
	(30,16,37,223)	(4,42,16,600)	(6,500)	(34,58,60,323)		

Figures in bracket pertains to previous year.

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

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

<b>(Rupees)</b>			<b>(Rupees)</b>		
<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>	<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
<b>Purchases of Materials/Finished Goods</b>			Rivera Trendz Pvt. Ltd.	1,18,88,137	5,38,80,678
Linea De Seguridad SLU, Spain	3,62,310	-	Super Tannery Ltd.	9,95,551	30,437
Amin International Ltd.	28,33,141	14,62,627	Mayfair Leather Exports Ltd.	4,41,10,474	-
Creemos International Ltd.	1,13,46,094	-	Prime International	1,97,822	-
Modriba Hygiene Solutions Ltd.	4,80,33,101	3,80,33,761	Super Shoes Ltd.	1,95,51,479	7,99,46,490
Superhouse Accessories Ltd.	7,41,98,716	5,58,24,303	<b>Sale of Materials/Finished Goods</b>		
Chowdhary Overseas Ltd.	4,81,11,329	4,16,94,921	Superhouse (U.K.) Ltd., UK	10,55,80,000	9,95,40,837
Rojus Enterprises Ltd.	3,52,079	6,07,105	Superhouse Middle East FZC, Azman	8,55,48,733	6,74,09,680



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(Rupees)

(Rupees)

Particulars	2015-16	2014-15	Particulars	2015-16	2014-15
Briggs Industrial Footwear Ltd. (U.K.)	10,86,87,882	10,44,68,842	<b>Commission received on Corporate Guarantee</b>		
Linea De Seguridad SLU, Spain	1,05,80,200	3,89,05,865	Superhouse (U.K.) Ltd., UK	3,25,167	1,46,044
Amin International Ltd.	4,16,78,865	5,94,74,917	Superhouse Middle East FZC, Azman	7,35,646	2,90,079
Creemos International Ltd.	5,05,98,621	-	Briggs Industrial Footwear Ltd. (U.K.)	46,92,552	17,41,552
Modriba Hygiene Solutions Ltd.	47,253	82,785	Linea De Seguridad SLU, Spain	3,59,035	1,66,049
Superhouse Accessories Ltd.	8,39,780	3,33,988	<b>Receivables</b>		
Chowdhary Overseas Ltd.	1,85,89,235	3,63,25,026	Superhouse (U.K.) Ltd., UK	4,13,27,180	4,96,66,047
Rojus Enterprises Ltd.	2,44,29,797	98,39,357	Superhouse Middle East FZC, Azman	4,62,27,672	4,36,15,186
Rivera Trendz Pvt. Ltd.	2,28,800	52,21,067	Briggs Industrial Footwear Ltd. (U.K.)	5,03,25,665	3,12,50,047
Super Tannery Ltd.	1,90,486	2,43,630	Linea De Seguridad SLU, Spain	1,79,63,368	2,54,32,601
Mayfair Leather Exports Ltd.	3,33,66,644	-	Steven Construction Ltd.	10,300	10,300
Super Shoes Ltd.	40,27,704	3,94,87,522	Amin International Ltd.	-	86,40,580
<b>Services rendered/other receipts</b>			Creemos International Ltd.	4,24,34,187	1,030
Amin International Ltd.	2,27,138	6,13,492	M/s Shoe House	64,54,802	64,55,621
Modriba Hygiene Solutions Ltd.	-	29,67,272	Chowdhary Overseas Ltd.	30,10,026	1,27,88,057
Chowdhary Overseas Ltd.	1,33,308	31,969	Rojus Enterprises Ltd.	2,73,34,481	1,84,55,526
Rojus Enterprises Ltd.	-	59,328	Super Shoes Ltd.	7,43,548	10,44,508
Super Tannery Ltd.	1,30,901	-	Super Tannery Ltd.	27,412	-
<b>Services availed</b>			Mayfair Leather Exports Ltd.	1,24,89,471	15,00,000
Superhouse (U.K.) Ltd., UK	10,42,56,097	8,74,98,640	<b>Payables (Trade payable &amp; other liabilities)</b>		
Superhouse (USA) International Inc., USA	17,98,783	17,55,598	Amin International Ltd.	43,83,198	-
Superhouse Middle East FZC, Azman	31,95,051	43,44,717	Unnao Tanneries Pollution Control Company	10,81,776	11,70,131
Briggs Industrial Footwear Ltd. (U.K.)	-	27,22,155	Modriba Hygiene Solutions Ltd.	1,36,30,353	45,84,939
Linea De Seguridad SLU, Spain	1,51,52,929	1,53,47,261	Superhouse Accessories Ltd.	86,14,873	1,43,38,716
Superhouse GMBH, Germany	54,74,774	54,40,775	Rivera Trendz Pvt. Ltd.	30,69,118	78,62,384
Unnao Tanneries Pollution Control Company	69,16,333	57,35,691	Super Tannery Ltd.	-	38,448
Amin International Ltd.	-	7,77,547	Prime International	2,05,548	-
Creemos International Ltd.	6,82,551	-	Mr. Mukhtarul Amin	1,13,18,077	1,83,63,385
Superhouse Accessories Ltd.	15,80,000	1,24,58,096	Mrs. Shahina Mukhtar	46,32,019	88,02,615
Chowdhary Overseas Ltd.	6,11,336	8,80,580	Mr. Zafarul Amin	48,00,643	97,10,024
Super Tannery Ltd.	73,455	26,967	Mr. Vinay Sanan	3,77,295	3,39,511
<b>Rent paid</b>			Mr. A.K. Agarwal	1,16,228	1,16,228
Chowdhary Overseas Ltd.	4,80,000	4,80,000	Mr. Mohd. Shadab	62,447	2,02,953
Steven Construction Ltd.	2,40,000	4,15,000	Mr. R.K. Agrawal	89,595	2,06,610
Mr. Mukhtarul Amin	7,20,000	4,80,000	Mr. Deepak Sanan	2,07,210	2,01,403
Mrs. Shahina Mukhtar	18,00,000	18,00,000	Mr. Manu Sanan	1,50,000	1,50,000
Mr. Deepak Sanan	1,80,000	1,80,000	<b>Loans and Advances</b>		
<b>Rent received</b>			Superhouse (USA) International Inc.	3,97,740	3,74,880
Steven Construction Ltd.	2,264	6,740	Linea De Seguridad SLU, Spain	18,00,480	16,09,440
Knowledgehouse Ltd.	1,371	1,356	Steven Constructions Ltd.	80,29,551	70,01,579
Amin International Ltd.	9,00,000	1,96,630	Mayfair Leather Exports Ltd.	2,14,05,809	-
Modriba Hygiene Solutions Ltd.	2,74,815	2,71,020	<b>Remuneration</b>		
Superhouse Accessories Ltd.	17,09,025	16,85,400	Mr. Mukhtarul Amin	1,91,83,882	2,15,15,579
Chowdhary Overseas Ltd.	3,41,805	3,37,080	Mrs. Shahina Mukhtar	68,84,687	1,01,43,114
Rojus Enterprises Ltd.	1,41,286	1,75,416	Mr. Zafarul Amin	60,81,686	1,23,02,900
<b>Interest received</b>			Mr. Vinay Sanan	31,00,477	30,92,688
Steven Construction Ltd.	11,42,191	10,74,159	Mr. A.K. Agarwal	14,45,498	14,83,530
Mayfair Leather Exports Ltd.	6,72,899	-	Mr. Mohd. Shadab	32,78,334	23,37,385
<b>Dividend received</b>			Mr. R.K. Agrawal	10,83,780	11,14,217
Superhouse (U.K.) Ltd., UK	4,49,640	4,16,700	Mr. Deepak Sanan	13,50,000	6,00,000
Briggs Industrial Footwear Ltd. (U.K.)	25,39,550	50,29,700	Mr. Manu Sanan	18,00,000	18,00,000

37. Capital and other commitments

(Rupees)

	2015-16	2014-15
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	4,45,42,693	15,91,40,483
ii. Forward Exchange Contracts	49,92,90,203	96,60,90,369
iii. Company has given undertaking to bankers for non disposal of Investments in case of following subsidiaries:		
- Briggs Industrial Footwear Ltd.	13,44,61,183	13,44,61,183
- Linea De Seguridad S.L.U., Spain	14,74,10,476	14,74,10,476



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

38. Contingent liabilities

(Rupees)

	2015-16	2014-15
Claim against the company not acknowledged as debt	1,48,82,864	46,68,514
<b>Contingent Liabilities in respect of:</b>		
i. Guarantees issued by the Bank	3,30,34,253	7,44,29,780
ii. Corporate Guarantee(s) to bank(s) against credit facilities extended to Wholly Owned Subsidiaries in U.K., UAE and Spain	53,06,94,629	51,18,75,964
iii. Letter of Credit opened and outstanding	38,93,24,960	23,91,05,701
iv. Duty on Export obligation pending	6,14,06,526	6,15,65,983

v. 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

(Rupees)

Forum where dispute is pending	Period to which Relates	2015-16	2014-15
<b>Income Tax - u/s 143(3) of the Income Tax Act</b>			
CIT Appeals, Kanpur	A.Y. 2010-11	Nil	9,39,370
CIT Appeals, Kanpur	A.Y. 2012-13	15,66,760	Nil
CIT Appeals, Kanpur	A.Y. 2013-14	4,39,550	Nil
ITAT Appeals, Lucknow	A.Y. 2007-08	Nil	82,72,270
ITAT Appeals, Lucknow	A.Y. 2008-09	Nil	77,26,990
<b>Income Tax(TDS)-u/s 201(1)/(1A) of the Income Tax Act</b>			
CIT Appeals, Kanpur	A.Y. 2010-11	2,17,509	2,17,509
CIT Appeals, Kanpur	A.Y. 2011-12	5,85,609	5,85,609
CIT Appeals, Kanpur	A.Y. 2012-13	4,39,545	4,39,545
CIT Appeals, Kanpur	A.Y. 2013-14	4,45,864	4,45,864
CIT Appeals, Kanpur	A.Y. 2014-15	4,56,875	4,56,875
CIT Appeals, Kanpur	A.Y. 2015-16	3,39,446	3,39,446
<b>Finance Act 1994 - Service Tax</b>			
CESTAT, Allahabad Bench	2009-10 to 2013-14	6,28,72,155	Nil
<b>Entry Tax:</b>			
Joint Commissioner of Trade Tax, Kanpur	2005-2006	5,86,500	5,86,500
<b>UP Trade Tax and Central Sales Tax:</b>			
Deputy Commissioner of Trade Tax, Kanpur	2008-2009	Nil	7,28,106
Joint Commissioner of Trade Tax, Kanpur	2001-2002	1,51,473	1,51,473
Joint Commissioner of Trade Tax, Kanpur	2005-2006	28,000	28,000
Joint Commissioner of Trade Tax, Kanpur	2009-2010	Nil	59,830

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

39. Disclosure in respect of Derivative Instruments:

a) Derivative instruments outstanding:

(Foreign Currency in Millions)

Forward Contracts		2015-16	2014-15
Against Exports	USD/INR	2.36	4.73
	EURO/INR	3.32	5.96
	GBP/INR	0.99	2.93

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

c) Foreign Currency exposures that are not hedged by Derivative Instruments:

(Foreign Currency in Millions)

Particulars	AED		USD		EURO		GBP	
	15-16	14-15	15-16	14-15	15-16	14-15	15-16	14-15
Debtors	0.11	-	2.06	1.81	1.42	1.65	2.63	2.84
Creditors	-	-	0.51	0.66	0.54	0.30	0.05	*
Other Payables	-	-	0.32	0.99	0.55	0.50	0.40	0.65
Loan Taken (Principal)	-	-	2.25	4.35	0.76	0.94	0.50	0.75
Advances	-	-	0.37	0.20	0.05	0.01	0.04	*
Cash & Bank Balances	-	-	0.01	*	-	*	0.05	0.01
Corporate Guarantee	3.79	3.79	-	-	0.42	*	4.58	4.58
Letter of Credit	-	-	-	0.03	-	0.61	-	-

\* denotes amount less than 0.01 million



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

40. 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.

**41. Disclosure in terms of AS 28**

The management has carried out an exercise of identifying the asset that may have been impaired, during the year, in respect of each cash generating unit. On the basis of review carried out by the management, there was no impairment loss on fixed assets during the year.

**42. Disclosure in terms of AS 29**

The company has recognised contingent liabilities as disclosed in Note 38 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.

**43. 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:**

**(Rupees)**

Name of the company	Relationship	Amount Outstanding as on		Maximum balance outstanding during the year	
		31.03.2016	31.03.2015	2015-16	2014-15
Superhouse (USA) International Inc.	WOS	3,97,740	3,74,880	3,98,400	5,39,010
Linea De Seguridad SLU, Spain	WOS	18,00,480	16,09,440	18,00,480	17,45,520
Steven Constructions Ltd.	Associate	80,29,551	70,01,579	80,59,433	83,11,298
Mayfair Leather Exports Limited	Other related party	2,14,05,809	2,14,05,809	NIL	NIL

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

**b) Investments: refer Note No. 11(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. 53,06,94,629 {GBP 42,90,000 for Briggs Industrial Footwear Ltd., GBP 2,90,000 for Superhouse (UK) Ltd., Euro 416,162.82 for Linea De Seguridad SLU, Spain and AED 35,43,714 for Superhouse Middle East FZC, UAE} and the same has been utilised for the same purposes.

**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.

44. Trade Receivables include Rs. 2,81,89,061 (Rs. 2,72,02,128) being amount outstanding for more than two years and/or under litigation. Management is confident that entire amount is recoverable. The same has been considered as good and no provision is required.

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

**A) BUSINESS SEGMENTS (Primary Segment):**

**(Rupees)**

Particulars	Leather & Leather Products		Textile Garments		Others		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Segment Revenue	5,08,00,51,396	5,85,36,95,025	1,09,46,38,630	1,17,61,88,300	-	3,63,08,289	6,17,46,90,026	7,06,61,91,614
Intra Segment Revenue	-	-	-	-	-	-	-	-
<b>Total Revenue</b>	<b>5,08,00,51,396</b>	<b>5,85,36,95,025</b>	<b>1,09,46,38,630</b>	<b>1,17,61,88,300</b>	<b>-</b>	<b>3,63,08,289</b>	<b>6,17,46,90,026</b>	<b>7,06,61,91,614</b>
Eliminations	-	-	-	-	-	-	-	-
<b>Net Revenue</b>	<b>5,08,00,51,396</b>	<b>5,85,36,95,025</b>	<b>1,09,46,38,630</b>	<b>1,17,61,88,300</b>	<b>-</b>	<b>3,63,08,289</b>	<b>6,17,46,90,026</b>	<b>7,06,61,91,614</b>
Profit Before Tax & Finance Cost	51,67,53,982	61,39,77,082	9,14,75,476	9,20,08,430	-	(59,89,379)	60,82,29,458	69,99,96,133
Finance Cost	(16,00,26,351)	(15,59,90,371)	(3,56,28,283)	(3,30,03,332)	-	(16,90,373)	(19,56,54,634)	(19,06,84,076)
Profit Before Tax	35,67,27,631	45,79,86,711	5,58,47,193	5,90,05,098	-	(76,79,752)	41,25,74,824	50,93,12,057
Segment Assets	5,06,87,44,229	4,89,85,07,668	87,99,01,130	78,90,77,323	-	69,25,312	5,94,86,45,359	5,69,45,10,303
Segment Liabilities	2,95,36,88,946	2,99,57,02,868	52,94,23,190	47,33,05,453	-	(58,10,376)	3,48,31,12,136	3,46,31,97,945
Capital Expenditure	30,14,75,570	29,52,52,076	8,58,36,721	7,59,49,483	-	15,31,695	38,73,12,291	37,27,33,254
Depreciation	11,77,93,803	11,16,96,184	2,18,60,003	2,01,80,382	-	6,04,342	13,96,53,806	13,24,80,908



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016**

**B) GEOGRAPHICAL SEGMENTS (secondary segment):**

**(Rupees)**

Particulars	With in India		Outside India		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
External	1,29,69,58,204	1,30,07,73,160	4,87,77,31,822	5,76,54,18,454	6,17,46,90,026	7,06,61,91,614
Inter Segments	-	-	-	-	-	-
<b>Total Revenue</b>	<b>1,29,69,58,204</b>	<b>1,30,07,73,160</b>	<b>4,87,77,31,822</b>	<b>5,76,54,18,454</b>	<b>6,17,46,90,026</b>	<b>7,06,61,91,614</b>
Eliminations	-	-	-	-	-	-
<b>Net Revenue</b>	<b>1,29,69,58,204</b>	<b>1,30,07,73,160</b>	<b>4,87,77,31,822</b>	<b>5,76,54,18,454</b>	<b>6,17,46,90,026</b>	<b>7,06,61,91,614</b>
Carring amount of Segment Assets	5,94,86,45,359	5,69,45,10,303	-	-	5,94,86,45,359	5,69,45,10,303
Segment Liabilities	3,48,31,12,136	3,46,31,97,945	-	-	3,48,31,12,136	3,46,31,97,945
Capital Expenditure	38,73,12,291	37,27,33,254	-	-	38,73,12,291	37,27,33,254
Depreciation on Fixed Assets	13,96,53,806	13,24,80,908	-	-	13,96,53,806	13,24,80,908

46. The company has investment of Rs. 14,74,10,476 in the shares of Linea De Seguridad SLU, a wholly owned subsidiary of the company (WOS). Further the company has Trade Receivable amounting to Rs. 1,79,63,368 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.

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

**(Rupees)**

Name of the Firm	Amount Outstanding as on	
	31.03.2016	31.03.2015
M/s Shoe House	64,54,802	64,55,621

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

**49. Expenditure on Research and Development**

**(Rupees)**

Nature	2015-16	2014-15
Capital Expenditure	-	3,09,070
Revenue Expenditure	48,76,059	37,08,485

**50. Previous Year Figures**

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

As per our report of even date  
**For Kapoor Tandon & Co.,**  
 Chartered Accountants  
 Firm Reg. No. 000952C

**Devendra Swaroop Mathur**  
 Partner  
 M. No. 082570

Place: Kanpur  
 Dated: 13th August, 2016

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

**MUKHTARUL AMIN**  
 Chairman and Managing Director

**A. K. AGARWAL**  
 Chief Financial Officer

**ZAFARUL AMIN**  
 Joint Managing Director

**R. K. AGRAWAL**  
 Company Secretary



**KAPOOR TANDON & CO.**

Chartered Accountants  
H-118, 11th Floor, Himalaya House,  
23 Kasturba Gandhi Marg,  
New Delhi - 110 001



**Branches :**

- ★ 24/57, First Floor, Birhana Road,  
Kanpur-208001
- ★ Flat No. 701, 7th Floor, A Wing,  
Vardhaman Vatika-AB CHSL  
Chitalsar, Manpada, G.B. Road,  
Thane - 400 607

**INDEPENDENT AUDITOR'S REPORT**

**To the Members of Superhouse Limited  
Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Superhouse Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated 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 and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements by the Directors of the Holding Company, as aforesaid.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated 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 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 financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated 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) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Group and its associates as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.



**Other Matters**

- (a) We did not audit the financial statements / financial information of three subsidiaries, whose financial statements / financial information reflect total assets of Rs. 107,65.16 Lacs as at March 31, 2016, total revenues of Rs. 126,88.99 Lacs and net cash flows (decrease) amounting to Rs. 2,22.84 Lacs for the year ended on that date, as considered in the consolidated 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 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 one subsidiary, whose financial statements / financial information reflect total assets of Rs. 10.72 Lacs as at March 31, 2016, total revenue of Rs. 55.75 Lacs and net cash flow (increase) amounting to Rs. 0.36 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 certified by the German Public Auditor and our opinion on the consolidated 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 Section 143(3) of the Act, 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 financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated 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, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as of March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on March 31, 2016 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; 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The consolidated 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.
  - 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.

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

**Devendra Swaroop Mathur**  
PARTNER  
Membership No. 082570

Place : Kanpur  
Date : August 13, 2016





## **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 financial statements of Superhouse Limited ("the Holding Company") for the year ended March 31, 2016]

### **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 financial statements of Superhouse Limited (hereinafter referred to as the Holding Company/the Company) as of and for the year ended March 31, 2016, 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 Holding company 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 31<sup>st</sup> March, 2016, 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 KAPOOR TANDON & CO.,**  
Chartered Accountants  
Firm Registration No. 000952C

**Devendra Swaroop Mathur**  
PARTNER

Place : Kanpur  
Date : August 13, 2016

Membership No. 082570



**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note No.	As at 31st March 2016 (Rupees)	As at 31st March 2015 (Rupees)
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	2	11,41,97,718	11,41,97,718
(b) Reserves and Surplus	3	<u>2,62,27,53,263</u>	<u>2,34,40,22,943</u>
		2,73,69,50,981	2,45,82,20,661
<b>2. Non Current Liabilities</b>			
(a) Long Term Borrowings	4	51,88,90,560	46,79,37,354
(b) Deferred Tax Liabilities (Net)	5	<u>9,76,76,958</u>	<u>8,46,40,859</u>
		61,65,67,518	55,25,78,213
<b>3. Current Liabilities</b>			
(a) Short Term Borrowings	6	1,58,14,02,522	1,56,63,68,386
(b) Trade Payables	7	1,11,41,21,363	1,05,59,05,274
(c) Other Current Liabilities	8	57,70,08,133	68,38,48,710
(d) Short Term Provisions	9	<u>4,04,23,444</u>	<u>6,08,72,625</u>
		3,31,29,55,462	3,36,69,94,995
<b>TOTAL</b>		<u><u>6,66,64,73,961</u></u>	<u><u>6,37,77,93,869</u></u>
<b>II. ASSETS :</b>			
<b>1. Non Current Assets</b>			
(a) Fixed Assets :			
(i) Tangible Assets	10	2,22,58,69,151	1,93,07,77,806
(ii) Intangible Assets		32,18,372	22,91,359
(iii) Capital Work in Progress		11,58,76,905	16,18,34,571
(b) Non Current Investments	11	10,21,15,010	8,70,07,454
(c) Long Term Loans and Advances	12	<u>13,32,32,908</u>	<u>10,35,86,642</u>
		2,58,03,12,346	2,28,54,97,832
<b>2. Current Assets</b>			
(a) Inventories	13	2,15,20,58,533	2,11,35,61,633
(b) Trade Receivables	14	1,36,65,67,412	1,26,02,87,261
(c) Cash and Bank Balances	15	33,85,75,232	33,50,73,438
(d) Short Term Loans and Advances	16	15,37,66,155	16,48,50,879
(e) Other Current Assets	17	<u>7,51,94,283</u>	<u>21,85,22,826</u>
		4,08,61,61,615	4,09,22,96,037
<b>TOTAL</b>		<u><u>6,66,64,73,961</u></u>	<u><u>6,37,77,93,869</u></u>

**Significant Accounting Policies** 1

See accompanying notes to the financial statements

As per our report of even date

**For Kapoor Tandon & Co.,**  
Chartered Accountants  
Firm Reg. No. 000952C

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

**Devendra Swaroop Mathur**  
Partner  
M. No. 082570

**MUKHTARUL AMIN**  
Chairman and Managing Director

**ZAFARUL AMIN**  
Joint Managing Director

Place: Kanpur  
Dated: 13th August, 2016

**A. K. AGARWAL**  
Chief Financial Officer

**R. K. AGRAWAL**  
Company Secretary



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Note No.	<u>2015-16</u> (Rupees)	<u>2014-15</u> (Rupees)
<b>REVENUE</b>			
Revenue from operations (gross)	18	7,13,38,40,365	8,03,53,71,618
Less: Excise Duty		3,27,54,023	3,43,39,795
Revenue from operations (net)		7,10,10,86,342	8,00,10,31,823
Other Income	19	11,67,70,095	8,52,59,248
<b>Total Revenue</b>		<b>7,21,78,56,437</b>	<b>8,08,62,91,071</b>
<b>EXPENSES</b>			
Cost of Material consumed	20	3,45,49,68,510	3,96,31,33,270
Purchase of Stock-in-trade	21	1,04,32,57,330	1,12,55,61,935
(Increase)/decrease in Inventories of Finished Goods, Work-in-Process and Traded Goods	22	(15,52,03,491)	(11,59,68,767)
Employee Benefits Expense	23	58,13,61,456	57,69,82,340
Finance Costs	24	22,19,19,165	20,54,39,524
Depreciation and Amortisation	25	14,99,13,141	14,12,44,050
Other Expenses	26	1,47,11,64,496	1,63,85,70,362
<b>Total Expenses</b>		<b>6,76,73,80,607</b>	<b>7,53,49,62,714</b>
<b>Profit Before Tax</b>		<b>45,04,75,830</b>	<b>55,13,28,357</b>
<b>Tax Expenses</b>			
- Current Tax		14,26,61,709	18,24,97,579
- Deferred Tax		1,33,82,000	1,19,43,288
- Tax adjustments relating to earlier years		1,52,47,486	-
<b>Profit for the year</b>		<b>27,91,84,635</b>	<b>35,68,87,490</b>
<b>Earning per Equity Share (EPS)</b>	27		
(Face value of Rs 10 each)			
EPS - Basic (Rupees per share)		25.32	32.37
EPS - Diluted (Rupees per share)		25.32	32.37

**Significant Accounting Policies** 1

See accompanying notes to the financial statements

As per our report of even date

**For Kapoor Tandon & Co.,**

Chartered Accountants  
Firm Reg. No. 000952C

**Devendra Swaroop Mathur**

Partner  
M. No. 082570

Place: Kanpur

Dated: 13th August, 2016

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 CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	2015-16 (Rupees)	2014-15 (Rupees)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>NET PROFIT BEFORE TAX</b>	<b>45,04,75,830</b>	<b>55,13,28,357</b>
Adjustment for :		
Depreciation	14,99,13,141	14,12,44,050
Finance Cost	22,19,19,165	20,54,39,524
Interest Income	(2,11,95,931)	(1,72,82,158)
Dividend Income	-	(15,150)
Bad Debts Provision/write off	94,13,482	80,61,216
Fixed Assets - Loss on sale	38,40,714	62,64,204
Fixed Assets - Profit on sale	(2,29,80,752)	(23,01,956)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>79,13,85,649</b>	<b>89,27,38,087</b>
ADJUSTMENTS FOR :		
Trade and Other receivables	(28,29,461)	12,54,55,438
Inventories	(3,84,96,900)	(24,97,02,913)
Trade and Other Payables	1,84,00,500	(16,83,65,962)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>76,84,59,788</b>	<b>60,01,24,650</b>
Income Tax Paid (net of Refunds)	(18,37,57,811)	(22,03,74,314)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>58,47,01,977</b>	<b>37,97,50,336</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets (including CWIP)	(40,26,50,431)	(53,71,19,983)
Deferred Tax Assets on acquisition/consolidation of WOS	(3,45,901)	1,20,47,544
Sale of Fixed Assets	4,17,97,986	1,92,92,189
Purchase of Investments	(25,00,000)	(1,00,36,802)
Other Bank Balances (including Margin Money)	(3,79,04,058)	(93,33,045)
Interest Income	2,11,95,931	1,72,82,158
Dividend Income	-	15,150
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(38,04,06,473)</b>	<b>(50,78,52,789)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long term Borrowings	21,01,30,676	53,20,97,680
Repayments of Long term Borrowings	(22,64,56,687)	(28,76,43,733)
Net Increase/(Decrease) in working capital loans and short term loans	1,50,34,136	14,64,33,682
Finance Cost (net of adjustment in FCMITD a/c)	(21,86,64,412)	(19,61,39,770)
Dividend paid	(1,53,74,835)	(1,63,10,025)
Dividend Distribution Tax paid	(33,66,646)	(28,10,548)
<b>NET CASH FLOW USED IN FINANCING ACTIVITIES</b>	<b>(23,86,97,768)</b>	<b>17,56,27,286</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(3,44,02,264)</b>	<b>4,75,24,833</b>
<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>16,70,86,372</b>	<b>11,95,61,539</b>
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>13,26,84,108</b>	<b>16,70,86,372</b>
(refer Note no. 15)		

**Significant accounting policies**

1

-

-

See accompanying notes to the financial statements

As per our report of even date

**For Kapoor Tandon & Co.,**

Chartered Accountants

Firm Reg. No. 000952C

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

**Devendra Swaroop Mathur**

Partner

M. No. 082570

**MUKHTARUL AMIN**  
Chairman and Managing Director

**ZAFARUL AMIN**  
Joint Managing Director

Place: Kanpur

Dated: 13th August, 2016

**A. K. AGARWAL**  
Chief Financial Officer

**R. K. AGRAWAL**  
Company Secretary



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**1. SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS**

**A) Basis of Consolidation**

1. The financial statements of the subsidiary companies considered in the consolidation are drawn upto the same reporting date as of the company i.e. year ended March 31, 2015.
2. The consolidated financial statements have been prepared in accordance with Accounting Standard (AS-21) Consolidated Financial Statements.

**B) Principles of Consolidation :**

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

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

**C) Other Significant Accounting Policies:**

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

**D) Notes :**

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

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



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	<u>As at 31st March 2016</u> ( Rupees )	<u>As at 31st March 2015</u> ( Rupees )
<b>2. SHARE CAPITAL</b>		
<b>Authorised</b>		
1,50,00,000 Equity Shares of Rs.10/- each	<u>15,00,00,000</u>	<u>15,00,00,000</u>
<b>Issued</b>		
1,49,72,718 Equity Shares of Rs.10/- each	<u>14,97,27,180</u>	<u>14,97,27,180</u>
<b>Subscribed and fully paid up</b>		
11,025,000 Equity Shares of Rs.10/- each fully paid up	<u>11,02,50,000</u>	<u>11,02,50,000</u>
Add: Equity shares forfeited (amount originally paid up in respect of 39,47,718 Shares)	<u>39,47,718</u>	<u>39,47,718</u>
<b>Total</b>	<u><u>11,41,97,718</u></u>	<u><u>11,41,97,718</u></u>

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

Equity shares	<u>As at 31st March 2016</u>		<u>As at 31st March 2015</u>	
	<u>No. of Shares</u>	<u>(Rupees)</u>	<u>No. of Shares</u>	<u>(Rupees)</u>
<i>Subscribed and Paidup</i>				
At the beginning of the year	1,10,25,000	11,02,50,000	1,10,25,000	11,02,50,000
Changes during the year	-	-	-	-
Outstanding at the end of the year	<u>1,10,25,000</u>	<u>11,02,50,000</u>	<u>1,10,25,000</u>	<u>11,02,50,000</u>

**2.2 Term/rights attached to equity shares**

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

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

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

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

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

Name of the Share Holder	<u>As at 31st March 2016</u>		<u>As at 31st March 2015</u>	
	<u>No. of Shares</u>	<u>% held</u>	<u>No. of Shares</u>	<u>% held</u>
Mr. Mukhtarul Amin	13,24,487	12.01%	13,24,487	12.01%
Steven Construction Limited	13,15,119	11.93%	13,15,119	11.93%



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	As at 31st March 2016 ( Rupees )	As at 31st March 2015 ( Rupees )
<b>3. RESERVES AND SURPLUS</b>		
<b>Capital Reserves</b>		
Balance as per last Balance Sheet	11,13,17,188	11,13,25,783
Less: Subsidies/Grants from Public Bodies	<u>9,798</u>	<u>8,595</u>
	11,13,07,390	11,13,17,188
<b>Securities Premium Reserve</b>		
Balance as per last Balance Sheet	17,87,21,597	17,87,21,597
<b>Revaluation Reserve</b>		
Balance as per last Balance Sheet	3,66,69,268	3,84,95,501
Add : Revaluation during the Year	38,72,400	-
Less: Amount transferred to the Statement of profit and loss as reduction from depreciation	<u>2,75,080</u>	<u>18,26,233</u>
	4,02,66,588	3,66,69,268
<b>Foreign Currency Monetary Item Translation Difference (FCMITD) Account</b>		
Balance as per last Balance Sheet	(1,21,94,260)	(2,14,94,014)
Exchange fluctuation on payment/restatement of loan	<u>(28,20,671)</u>	<u>52,86,995</u>
	(1,50,14,931)	(1,62,07,019)
Amount debited to Finance Cost	<u>60,75,424</u>	<u>40,12,759</u>
	(89,39,507)	(1,21,94,260)
<b>General Reserves</b>		
Balance as per last Balance Sheet	80,00,00,000	70,00,00,000
Add : From the Statement of Profit and Loss	<u>10,00,00,000</u>	<u>10,00,00,000</u>
	90,00,00,000	80,00,00,000
<b>Surplus in the Statement of profit and loss</b>		
Balance as per last Balance Sheet	1,22,95,09,150	99,71,00,637
Profit for the year	27,91,84,635	35,68,87,490
Adjustment related to Fixed Assets	-	(1,99,70,939)
Share of Profits of Associates	<u>1,26,07,556</u>	<u>1,53,96,108</u>
	1,52,13,01,341	1,34,94,13,296
Less: Appropriations		
Transfer to General Reserve	10,00,00,000	10,00,00,000
Proposed Dividend on Equity Share [Rs. 1.50 per share (Previous Year Rs1.50 per share)]	1,65,37,500	1,65,37,500
Dividend Distribution Tax	<u>33,66,646</u>	<u>33,66,646</u>
	1,40,13,97,195	1,22,95,09,150
<b>TOTAL</b>	<u>2,62,27,53,263</u>	<u>2,34,40,22,943</u>
<b>4. LONG TERM BOROWINGS</b>		
<b>Secured Term Loans</b>		
Indian rupee loan from bank(s)	28,12,73,759	17,20,69,382
Foreign currency loan from bank(s)	23,57,70,268	29,12,41,933
Indian rupee vehicle loan from bank(s) (refer Note no. 4.5)	18,46,533	46,26,039
<b>TOTAL</b>	<u>51,88,90,560</u>	<u>46,79,37,354</u>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

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

4.2 Maturity profile of Secured Loans from Banks is as under:

Repayable in Next one year	<b>21,45,48,644</b>	28,18,27,861
Repayable in Next two to five years	<b>51,88,90,560</b>	43,72,97,646
Repayable in Next six to seven years	<b>Nil</b>	3,06,39,708

4.3 Continuing default in respect of principal and or interest

**Nil** Nil

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

4.5 Vehicle loans are secured against vehicle financed.

**5. DEFERRED TAX LIABILITIES (NET)**

**Deferred Tax Liability**

*on account of*

Depreciation

**16,51,74,000**

14,90,51,000

Others

-

7,78,276

**Gross deferred tax liability**

**16,51,74,000**

14,98,29,276

**Deferred Tax Assets**

*on account of*

Provision for doubtful debts

**42,76,000**

21,47,000

Provision for Gratuity

**26,25,000**

32,82,000

Other Timing Differences

**6,05,96,042**

5,97,59,417

**Gross deferred tax assets**

**6,74,97,042**

6,51,88,417

**Net Deferred Tax Liability @**

**9,76,76,958**

8,46,40,859

@ Deferred Tax Assets has been recognised and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realised. Deferred Tax Assets and Deferred Tax Liabilities have been set off in accordance with clause 29 of AS 22.

**6. SHORT TERM BORROWING**

**Secured**

**Working Capital Loans**

Indian rupee loan from bank(s)

**1,30,99,47,202**

1,24,33,19,792

Foreign currency loan from bank(s)

**27,14,55,320**

32,30,48,594

**TOTAL**

**1,58,14,02,522**

1,56,63,68,386

6.1 Working Capital Loans are primarily secured by hypothecation of present and future stock of raw materials, stock in process, finished goods, stores and spares, book debts, outstanding monies, receivable claims, bills and materials in transit. Also secured collaterally by equitable mortgage of company's specific factory land and building. Further secured by personal guarantee of promoter director(s) of the company.





**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**7. TRADE PAYABLES**

Micro and Small Enterprises	-	-
Sundry Creditors	1,11,41,21,363	1,05,59,05,274
<b>TOTAL</b>	<b><u>1,11,41,21,363</u></b>	<b><u>1,05,59,05,274</u></b>

7.1 The company has requested confirmation from Suppliers regarding their registration (filling of Memorandum) under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act). According to the information available with the company there was no amount (principal and/or interest) due to any micro/small enterprises (SME as defined in the Act) as at the end of the year. There is no delay in payment to SME during the year. No interest was paid/payable on account of delay in payment to SME during the year in terms of Section 16 of the Act.

**8. OTHER CURRENT LIABILITIES**

Current maturity of long term borrowings	21,45,48,644	28,18,27,861
Interest accrued but not due on borrowings	4,96,139	7,93,923
Interest accrued and due on borrowings	34,00,872	41,32,777
Advance from customers	3,97,54,794	7,16,56,359
Book overdraft from banks	-	40,77,242
Unpaid dividend (refer Note 8.1)	1,25,94,389	1,14,31,724
Other Liabilities	30,62,13,295	30,99,28,824
<b>TOTAL</b>	<b><u>57,70,08,133</u></b>	<b><u>68,38,48,710</u></b>

8.1 There are no amounts due for payment to Investor Education & Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.

**9. SHORT TERM PROVISIONS**

Provision for Tax	-	62,56,20,585
Less: Advance Tax (refer Note 12 for Current Year)	-	<u>60,42,62,968</u>
Provision for Gratuity	82,66,621	1,06,90,755
Provision for Leave Encashment	1,22,52,677	85,45,107
Proposed Dividend	1,65,37,500	1,65,37,500
Provision for Dividend Distribution Tax	33,66,646	33,66,646
Provision for Wealth Tax	-	3,75,000
<b>TOTAL</b>	<b><u>4,04,23,444</u></b>	<b><u>6,08,72,625</u></b>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

10. FIXED ASSETS

(Rupees)

DESCRIPTION	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK					
	AS AT 01.04.2015	ADDITIONS	Revaluation	SALES / ADJ.	AS AT 31.03.2016	UP TO 31.03.2015	FOR THE YEAR	ON REVALU- ATION	ADJ.	ON RETAINED EARNING	UP TO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
<b>Tangible Assets</b>													
Goodwill	5,84,84,851	-	-	-	5,84,84,851	-	-	-	-	-	-	5,84,84,851	5,84,84,851
Land leasehold	16,77,92,318	93,58,696	-	-	17,71,51,014	1,54,74,406	16,21,298	2,75,080	-	-	1,73,70,784	15,97,80,230	15,23,17,912
Land Freehold	1,94,90,140	-	-	-	1,94,90,140	-	-	-	-	-	-	1,94,90,140	1,94,90,140
<b>Building:</b>													
Factory	86,68,98,100	25,33,13,667	-	-	1,12,02,11,767	24,08,75,023	2,75,79,331	-	-	-	26,84,54,354	85,17,57,413	62,60,23,077
Non-Factory	30,80,05,900	7,83,318	38,72,400	-	31,26,61,618	1,56,78,961	75,01,081	-	-	-	2,30,80,042	28,95,81,576	29,24,26,939
Plant and Machinery	1,66,88,10,625	17,31,81,851	-	11,09,76,432	1,73,10,16,044	1,00,47,79,226	8,62,00,537	-	9,25,65,880	-	99,84,13,883	73,26,02,161	66,40,31,399
Furniture & Fittings	8,98,37,920	92,39,674	-	1,58,442	9,89,19,152	6,32,74,224	48,00,212	-	16,470	-	6,80,57,966	3,08,61,186	2,65,63,696
Vehicles	12,83,79,903	1,31,25,350	-	86,98,717	13,48,06,536	5,21,16,955	1,52,61,568	-	28,11,631	-	6,45,66,892	7,02,39,644	7,62,62,948
Office Equipment	3,51,52,355	21,23,896	-	2,54,138	3,70,22,113	2,41,71,047	41,63,733	-	86,520	-	2,82,48,260	87,73,853	1,09,81,308
Computer	3,77,28,490	20,88,242	-	1,45,190	3,96,71,542	3,35,32,954	19,31,073	-	90,582	-	3,53,73,445	42,98,097	41,95,536
<b>TOTAL - A</b>	<b>3,38,05,80,602</b>	<b>46,32,14,694</b>	<b>38,72,400</b>	<b>11,82,32,919</b>	<b>3,72,94,34,777</b>	<b>1,44,98,02,196</b>	<b>14,90,58,833</b>	<b>2,75,080</b>	<b>9,55,71,083</b>	<b>-</b>	<b>1,50,35,65,626</b>	<b>2,22,58,69,151</b>	<b>1,93,07,77,806</b>
<b>Intangible Assets</b>													
Computer Software	1,09,78,843	17,77,433	-	5,10,142	1,22,46,134	86,87,484	8,54,308	-	5,14,030	-	90,27,762	32,18,372	22,91,359
Brands & Trademark	22,18,396	-	-	-	22,18,396	22,18,396	-	-	-	-	22,18,396	-	-
<b>TOTAL - B</b>	<b>1,31,97,239</b>	<b>17,77,433</b>	<b>-</b>	<b>5,10,142</b>	<b>1,44,64,530</b>	<b>1,09,05,880</b>	<b>8,54,308</b>	<b>-</b>	<b>5,14,030</b>	<b>-</b>	<b>1,12,46,158</b>	<b>32,18,372</b>	<b>22,91,359</b>
<b>TOTAL - (A+B)</b>	<b>3,39,37,77,841</b>	<b>46,49,92,127</b>	<b>38,72,400</b>	<b>11,87,43,061</b>	<b>3,74,38,99,307</b>	<b>1,46,07,08,676</b>	<b>14,99,13,141</b>	<b>2,75,080</b>	<b>9,60,85,113</b>	<b>-</b>	<b>1,51,48,11,784</b>	<b>2,22,90,87,523</b>	<b>1,93,30,69,165</b>
PREVIOUS YEAR	3,03,59,91,283	40,74,70,102	-	4,96,83,544	3,39,37,77,841	1,31,35,26,561	14,12,44,050	18,26,233	2,64,29,107	3,05,40,939	1,46,07,08,676	1,93,30,69,165	-

10.1 Building include Gross Block Rs. 30,40,000 (previous year Rs. 30,40,000) and Net block Rs. 21,77,190 (previous year Rs. 23,05,605) in respect two flats, purchased by the company in earlier years, title deed in respect of which is yet to be executed.

10.2 Building further include Gross Block Rs. 1,17,08,995 (previous year Rs. 1,17,08,995) and Net block Rs. 85,18,094 (previous year Rs. 90,05,085) in respect of capital expenditure incurred by the company on rented premises.

10.3 Certain Fixed Assets of the Company were revalued by the Approved Valuer, on the basis of fair market value as on 31.12.1994. Accordingly value of Fixed Assets of the Company was increased by Rs. 15,59,29,935 (Leasehold Land Rs. 3,09,83,028, Factory Building Rs. 6,40,82,963 and Plant and Machinery Rs. 6,08,63,954) and the corresponding amount was credited to the Revaluation Reserve.

10.4 Subsidy amounting to Rs. Nil (Rs. 14,96,772) received during the year under IDLS Scheme of the Government of India has been adjusted/credited to cost of respective machines.

10.5 Fixed Assets given on operating Lease

(Rupees)

Particular	Building Factory		Plant & Machinery	
	2015-16	2014-15	2015-16	2014-15
Gross carrying amount	49,16,385	49,16,385	2,81,24,302	2,81,24,302
Accumulated Depreciation	28,16,379	26,69,587	2,67,18,087	2,67,18,087
Depreciation for the year	1,46,792	1,46,792	-	4,84,569



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	<u>As at 31st March 2016</u> ( Rupees )		<u>As at 31st March 2015</u> ( Rupees )	
<b>11. <u>NON CURRENT INVESTMENTS</u></b> <i>(Long Term Investments)</i>				
<b>Trade (valued at cost unless stated otherwise)</b>				
<b>EQUITY SHARES - UNQUOTED</b>				
<b>A. INVESTMENT IN ASSOCIATES</b>				
i. Steven Construction Limited 21,00,000 Equity Shares of Rs. 10/- each fully paid (Cost of Investment)	<b>2,10,00,000</b>		2,10,00,000	
Add: Share of post acquisition profit/loss (net)	<b>82,28,596</b>	<b>2,92,28,596</b>	<u>64,89,340</u>	2,74,89,340
ii. Unnao Tanneries Pollution Control Company 153,080 Equity Shares of Rs.10/- each fully paid		<b>15,30,800</b>		15,30,800
iii. Knowledgehouse Ltd. 860,000 Equity Shares of Rs.10/- each fully paid (Cost of investment - including Capital reserve (net) Rs.13,33,000 arising on consolidation)	<b>86,00,000</b>		86,00,000	
Add: Share of post acquisition profit	<b>90,77,471</b>	<b>1,76,77,471</b>	<u>83,57,945</u>	1,69,57,945
iv. Amin International Ltd. 304,900 Equity Shares of Rs.10/- each fully paid Cost of Investment (including Goodwill (net) Rs.7,25,662 arising on consolidation)	<b>30,49,000</b>		30,49,000	
Add: Share of post acquisition profit	<b>3,41,21,582</b>	<b>3,71,70,582</b>	<u>2,40,85,869</u>	2,71,34,869
v. Creemos International Ltd. 836400 Equity Shares of Rs.10/- each fully paid Cost of Investment (including Goodwill (net) Rs. arising on consolidation)	<b>1,00,36,800</b>		1,00,36,800	
Add: Share of post acquisition profit	<b>1,13,061</b>	<b>1,01,49,861</b>	<u>-</u>	1,00,36,800
<b>Total (A)</b>		<b>9,57,57,310</b>		8,31,49,754
<b>B. OTHERS</b>				
i. Industrial Infrastructure Services India 185,120 Equity Shares of Rs.10/- each fully paid	<b>18,51,200</b>		18,51,200	
ii. Kanpur Unnao Leather Cluster Development Co. Ltd. 2,00,000 Equity Shares of Rs. 10/- each fully paid	<b>45,00,000</b>		<u>20,00,000</u>	
<b>Total (B)</b>		<b>63,51,200</b>		38,51,200
<b>Others - (Non Trade - valued at cost unless stated otherwise)</b>				
<b>EQUITY SHARES - QUOTED</b>				
i. Super Tannery Ltd. 3,000 Equity Shares of Rs. 1/- each fully paid	<b>6,500</b>		6,500	
ii. Mideast Integrated Steels Ltd. (Delisted) 20,000 Equity Shares of Rs.10/- each fully paid	<b>4,00,000</b>		4,00,000	
iii. Somani Iron & Steels Ltd. (Delisted) 8,700 Equity Shares of Rs.10/- each fully paid	<b>2,61,000</b>		<u>2,61,000</u>	
	<b>6,67,500</b>		<u>6,67,500</u>	
Less: Provision for Diminution in value	<b>6,61,000</b>		<u>6,61,000</u>	
<b>Total (C)</b>		<b>6,500</b>		6,500
<b>TOTAL (A+B+C)</b>		<b>10,21,15,010</b>		<u>8,70,07,454</u>
<b>Book value of Quoted Investments (Net of Provisions)</b>		<b>6,500</b>		6,500
<b>Book value of Unquoted Investments</b>		<b>10,21,08,510</b>		8,70,00,954
<b>Market value of Quoted Investments</b>		<b>16,350</b>		4,770



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	As at 31st March 2016 ( Rupees )	As at 31st March 2015 ( Rupees )
<b>12. LONG TERM LOANS &amp; ADVANCES</b> (unsecured considered good)		
Capital Advances	6,34,33,591	7,98,17,621
Balance with Government/Revenue Authorities	10,00,000	10,00,000
Security Deposits	2,11,41,594	1,57,67,442
Advance to associate (refer Note No. 33)	80,29,551	70,01,579
Other Loan	3,51,37,173	
Advance Tax (including TDS)	57,16,63,907	-
Less: Provision for Tax	56,71,72,908	-
<b>TOTAL</b>	<b>13,32,32,908</b>	<b>10,35,86,642</b>
<b>13. INVENTORIES</b> (valued at lower of cost and net realisable value)		
Raw Materials	34,88,83,937	45,07,23,785
Work in Process (refer Note 28)	59,01,18,643	53,92,14,446
Finished Goods (refer Note 29) [including stock at port Rs. 11,55,93,080 (Rs. 12,93,46,437)]	92,18,19,340	84,95,20,046
Chemicals, Components and Spare Parts	24,44,36,613	25,93,03,356
Import Entitlements/Licenses in hand	4,68,00,000	1,48,00,000
<b>TOTAL</b>	<b>2,15,20,58,533</b>	<b>2,11,35,61,633</b>
Finished Goods include Stock in Trade, as both are stocked together		
<b>14. TRADE RECEIVABLES</b> (Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	9,45,62,106	11,59,63,618
Considered Doubtful	1,23,54,925	62,02,421
Less: Provision for Doubtful Receivables	1,23,54,925	62,02,421
Others		
Considered Good	1,27,20,05,306	1,14,43,23,643
Considered Doubtful	11,41,080	5,54,760
Less: Provision for Doubtful Receivables	11,41,080	5,54,760
<b>TOTAL</b>	<b>1,36,65,67,412</b>	<b>1,26,02,87,261</b>
<b>Trade receivable include:</b>		
Due from associates	4,24,44,487	86,51,910
Due from other related parties	5,00,59,740	4,02,43,712
<b>15. CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
Cash on Hand (as Certified by the Management)	1,33,81,306	1,89,09,594
Cheques in hand/Remittance in Transit	23,83,186	75,06,409
Balances with Banks on:		
Current Accounts	11,15,09,693	13,93,99,570
Foreign Currency Account (EEFC A/c)	54,09,923	12,70,799
	13,26,84,108	16,70,86,372
<b>Other bank balances</b>		
Margin Money Deposit Accounts	19,32,96,736	15,65,55,342
Unclaimed Dividend Account	1,25,94,388	1,14,31,724
	20,58,91,124	16,79,87,066
<b>TOTAL</b>	<b>33,85,75,232</b>	<b>33,50,73,438</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	As at 31st March 2016 ( Rupees )	As at 31st March 2015 ( Rupees )
<b>16. SHORT TERM LOANS &amp; ADVANCES</b>		
<i>(Unsecured considered good)</i>		
Advance recoverable in cash or kind or for value to be received	12,06,40,998	12,46,29,708
Balance with Government/Revenue Authorities	3,31,25,157	4,02,21,171
<b>TOTAL</b>	<b>15,37,66,155</b>	<b>16,48,50,879</b>
<b>17. OTHER CURRENT ASSETS</b>		
<i>(Unsecured considered good)</i>		
Interest accrued on fixed deposits	84,86,788	1,20,48,172
Export Incentive Receivable	6,54,92,047	20,41,82,847
Other Claim Receivable	12,15,448	22,91,807
<b>TOTAL</b>	<b>7,51,94,283</b>	<b>21,85,22,826</b>
Particulars	2015-16 ( Rupees )	2014-15 ( Rupees )
<b>18. REVENUE FROM OPERATIONS</b>		
Revenue from operations		
<b>Sale of products (refer Note 19.1)</b>		
Sales (Export)	5,80,41,28,138	6,70,02,58,663
Sales (Indigenous)	91,89,11,417	81,84,08,269
	6,72,30,39,555	7,51,86,66,932
<b>Other operating revenue</b>		
Export Incentives (refer Note 19.2)	41,08,00,810	51,67,04,686
<b>Revenue from operations (gross)</b>	<b>7,13,38,40,365</b>	<b>8,03,53,71,618</b>
<b>18.1 Details of product sold</b>		
Gross Sales	6,72,30,39,555	7,51,86,66,932
Less: Excise Duty	3,27,54,023	3,43,39,795
	<b>6,69,02,85,532</b>	<b>7,48,43,27,137</b>
<b>Breakup of Sales (net of excise)</b>		
Leather and Leather Products	5,64,38,46,661	6,27,18,30,548
Textile Products	1,04,64,38,871	1,17,61,88,300
Others	-	3,63,08,289
<b>TOTAL</b>	<b>6,69,02,85,532</b>	<b>7,48,43,27,137</b>
<b>18.2 Export Incentives</b>		
- Duty Draw Back	33,25,41,638	40,63,28,150
- Licences/Entitlements	7,82,59,172	11,03,76,536
<b>TOTAL</b>	<b>41,08,00,810</b>	<b>51,67,04,686</b>
<b>19. OTHER INCOME</b>		
<b>Other Operating Income</b>		
Interest income		
- from Fixed Deposit with Banks	1,58,76,191	1,43,61,136
- from Others	53,19,740	29,21,022
	2,11,95,931	1,72,82,158
Exchange Difference gain/(loss) (net) (including exchange difference on Consolidation)	1,23,38,275	2,53,74,197
Miscellaneous Income	3,78,79,049	7,14,13,255
<b>Other Non Operating Income</b>		
Dividend income		
- from Investments - non trade	-	15,150
Profit on Sale of Fixed Assets	2,29,80,752	23,01,956
Rent	2,23,76,088	4,53,56,840
<b>TOTAL</b>	<b>11,67,70,095</b>	<b>8,52,59,248</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	2015-16 ( Rupees )	2014-15 ( Rupees )
<b>20. COST OF MATERIAL CONSUMED</b>		
<u>Raw Material consumed</u>		
Finished Leather	47,59,03,168	87,38,61,809
Raw Hide/Skin	85,26,09,691	68,24,71,721
Fabric	45,51,69,362	52,28,68,791
Sole	25,11,33,570	23,12,63,766
PU / PVC Compound	14,35,38,573	16,64,73,642
Others	16,92,54,464	22,42,68,321
Raw Material consumed	2,34,76,08,828	2,70,12,08,050
Chemicals, Components and Spare Parts consumed	95,33,43,287	1,09,09,97,613
Packing Material consumed	15,40,16,395	17,09,27,607
<b>Cost of material consumed</b>	<b>3,45,49,68,510</b>	<b>3,96,31,33,270</b>
<b>21. PURCHASE OF STOCK-IN-TRADE</b>		
Leather and Leather Products	1,04,21,28,950	1,12,40,78,846
Textile Products	11,28,380	14,83,089
<b>TOTAL</b>	<b>1,04,32,57,330</b>	<b>1,12,55,61,935</b>
<b>22. DECREASE/(INCREASE) IN INVENTORIES</b>		
<b>Inventories at the commencement of the year</b>		
Finished Goods	84,95,20,046	80,66,55,332
Work in Process	53,92,14,446	48,09,10,393
Import Entitlements/Licenses in hand	1,48,00,000	-
<b>TOTAL 'A'</b>	<b>1,40,35,34,492</b>	<b>1,28,75,65,725</b>
<b>Inventories at the end of the year</b>		
Finished Goods	92,18,19,340	84,95,20,046
Work in Process	59,01,18,643	53,92,14,446
Import Entitlements/Licenses in hand	4,68,00,000	1,48,00,000
<b>TOTAL 'B'</b>	<b>1,55,87,37,983</b>	<b>1,40,35,34,492</b>
<b>Decrease/(Increase) in Stocks (A-B)</b>	<b>(15,52,03,491)</b>	<b>(11,59,68,767)</b>
<b>23. EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages and Bonus	43,71,24,468	41,19,25,524
Directors Remuneration (including Sitting Fee)	7,15,53,951	7,91,96,782
Contribution to Provident and other funds	4,34,71,331	4,24,10,087
Gratuity - contribution/provision	60,55,780	1,57,05,291
Workmen and Staff Welfare expenses	2,31,55,926	2,77,44,656
<b>TOTAL</b>	<b>58,13,61,456</b>	<b>57,69,82,340</b>
<b>24. FINANCE COSTS</b>		
Interest on		
- Term Loan	5,10,41,852	4,39,99,543
- Others	10,60,32,658	12,63,88,247
	15,70,74,510	17,03,87,790
Bank Charges	4,91,05,667	4,45,93,239
Exchange fluctuation to the extent to be regarded as adjustment to interest cost	2,36,61,168	(22,01,712)
	22,98,41,345	21,27,79,317
Less: Interest capitalised	79,22,180	73,39,793
<b>TOTAL</b>	<b>22,19,19,165</b>	<b>20,54,39,524</b>
<b>25. DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation of tangible assets	15,01,88,221	3,74,38,99,307
Less: recoupment from revaluation reserve	2,75,080	2,22,90,87,523
<b>TOTAL</b>	<b>14,99,13,141</b>	<b>1,51,48,11,784</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	2015-16 ( Rupees )	2014-15 ( Rupees )
<b>26. OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Consumable Stores	4,91,27,389	6,01,19,434
Production Charges	51,99,19,377	58,23,14,931
Job Work Charges	3,14,77,774	4,43,79,299
Power and Fuel	14,48,27,542	16,34,32,193
Effluent Treatment Expenses	74,41,496	76,33,841
Repairs and Maintenance		
- Building	1,50,73,604	1,39,61,004
- Machinery	3,50,88,080	3,50,66,028
	<b>80,29,55,262</b>	<b>90,69,06,730</b>
<b>Selling and Distribution Expenses</b>		
Freight, Handling and Other Sales and Distribution Expenses	24,44,28,596	28,29,06,906
Commission on Sale	12,62,04,619	16,62,68,317
Advertisement and Publicity	2,20,56,822	1,92,56,870
Bad Debts - Provision/write off	94,13,482	80,61,216
	<b>40,21,03,519</b>	<b>47,64,93,309</b>
<b>Establishment Expenses</b>		
Rent	1,12,47,802	1,16,43,406
Rates and Taxes	2,35,04,086	2,25,04,455
Insurance	2,33,41,554	2,07,83,867
Communication cost	1,90,46,106	1,82,58,779
Travelling and Conveyance	5,22,25,918	4,74,92,871
Vehicle Running and Maintenance	2,65,43,296	3,20,17,821
Repairs and Maintenance - Others	3,83,93,273	3,11,54,194
Printing and Stationery	90,30,185	97,24,303
Legal and Professional Charges	1,34,90,349	1,56,02,007
Auditor's Remuneration (refer Note No. 26.1)	26,52,879	26,43,945
Miscellaneous Expenses	2,19,27,182	2,31,90,348
Research & Development Expenses	48,89,077	37,08,485
Charity and Donation	65,77,209	27,25,860
Loss on Sale of Fixed Assets	38,40,714	62,64,204
CSR Expenses	93,96,085	74,55,778
	<b>26,61,05,715</b>	<b>25,51,70,323</b>
<b>TOTAL</b>	<b>1,47,11,64,496</b>	<b>1,63,85,70,362</b>
<b>26.1 Payment to auditor</b>		
<b>As Auditor:</b>		
Audit Fees	18,80,574	23,40,008
Tax audit Fee	1,14,500	1,01,124
<b>In other capacity:</b>		
Taxation & other services	6,57,805	2,02,813
<b>TOTAL</b>	<b>26,52,879</b>	<b>26,43,945</b>
<b>27. Earning per share (EPS)</b>		
Profit for the year	27,91,84,635	35,68,87,490
Weighted average number of equity shares for the purpose of calculation of Basic and Diluted EPS	1,10,25,000	1,10,25,000
Nominal value of equity shares (Rupees)	10.00	10.00
EPS- Basic and diluted (Rupees per share)	25.32	32.37
<b>28. Closing Inventory of Work-in-process</b>		
Leather and Leather Products	51,92,70,448	48,56,10,357
Textile Products	7,08,48,195	5,30,19,089
Others	-	5,85,000
<b>TOTAL</b>	<b>59,01,18,643</b>	<b>53,92,14,446</b>
<b>29. Closing Inventory of Finished Goods</b>		
Leather and Leather Products	87,23,82,792	78,37,49,998
Textile Products	4,94,36,548	6,40,83,741
Others	-	16,86,307
<b>TOTAL</b>	<b>92,18,19,340</b>	<b>84,95,20,046</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

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

(Rupees in Lacs)

Description of Item	As per CFS of the group		As per the Balance Sheet of Superhouse (UK) Ltd. included in CFS		As per the Balance Sheet of Briggs Industrial Footwear Ltd. included in CFS		As per the Balance Sheet of Linea De Seguridad SLU, Spain included in CFS	
	as at 31.03.2016		as at 31.03.2016		as at 31.03.2016		as at 31.03.2016	
	Gross Block	Depreciation for the year	Gross Block	Depreciation for the year	Gross Block	Depreciation for the year	Gross Block	Depreciation for the year
Fixed Assets @ (including Revaluation)	37,438.99	1,499.13	326.76	10.21	2,197.68	64.04	1,813.22	25.97

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

31. The group has given effect to AS 23 "Accounting for Investment in Associates in consolidated financial statements" on the basis of latest available financial statements of associates (i.e. for the year ended 31.03.2014) and Capital Reserve/Goodwill has been recognized accordingly.

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

**A) BUSINESS SEGMENTS (Primary Segment):**

(Rupees)

Particulars	Leather & Leather Products		Textile Garments		Others		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Segment Revenue	6,00,64,47,712	6,78,85,35,234	1,09,46,38,630	1,17,61,88,300	-	3,63,08,289	7,10,10,86,342	8,00,10,31,823
Intra Segment Revenue	-	-	-	-	-	-	-	-
<b>Total Revenue</b>	<b>6,00,64,47,712</b>	<b>6,78,85,35,234</b>	<b>1,09,46,38,630</b>	<b>1,17,61,88,300</b>	<b>-</b>	<b>3,63,08,289</b>	<b>7,10,10,86,342</b>	<b>8,00,10,31,823</b>
Eliminations	-	-	-	-	-	-	-	-
<b>Net Revenue</b>	<b>6,00,64,47,712</b>	<b>6,78,85,35,234</b>	<b>1,09,46,38,630</b>	<b>1,17,61,88,300</b>	<b>-</b>	<b>3,63,08,289</b>	<b>7,10,10,86,342</b>	<b>8,00,10,31,823</b>
Profit Before Tax & Finance Cost	58,09,19,520	67,07,48,830	9,14,75,476	9,20,08,430	-	(59,89,379)	67,23,94,996	75,67,67,881
Finance Cost	(18,62,90,882)	(17,07,45,819)	(3,56,28,283)	(3,30,03,332)	-	(16,90,373)	(22,19,19,165)	(20,54,39,524)
Profit Before Tax	39,46,28,637	50,00,03,011	5,58,47,193	5,90,05,098	-	(76,79,752)	45,04,75,830	55,13,28,357
Segment Assets	5,78,65,72,834	5,58,17,91,234	87,99,01,130	78,90,77,323	-	69,25,312	6,66,64,73,964	6,37,77,93,869
Segment Liabilities	3,40,00,99,790	3,45,20,78,131	52,94,23,190	47,33,05,453	-	(58,10,376)	3,92,95,22,980	3,91,95,73,208
Capital Expenditure	31,68,13,714	47,68,95,747	8,58,36,721	8,07,24,483	-	15,31,695	40,26,50,435	55,91,51,925
Depreciation	12,80,53,138	12,04,59,326	2,18,60,003	2,01,80,382	-	6,04,342	14,99,13,141	14,12,44,050

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

**B) GEOGRAPHICAL SEGMENTS (secondary segment):**

(Rupees)

Particulars	Within India		Outside India		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
External Revenue	1,29,69,58,204	1,30,07,73,160	5,80,41,28,138	6,70,02,58,663	7,10,10,86,342	8,00,10,31,823
Inter Segments	-	-	-	-	-	-
<b>Total Revenue</b>	<b>1,29,69,58,204</b>	<b>1,30,07,73,160</b>	<b>5,80,41,28,138</b>	<b>6,70,02,58,663</b>	<b>7,10,10,86,342</b>	<b>8,00,10,31,823</b>
Eliminations	-	-	-	-	-	-
<b>Net Revenue</b>	<b>1,29,69,58,204</b>	<b>1,30,07,73,160</b>	<b>5,80,41,28,138</b>	<b>6,70,02,58,663</b>	<b>7,10,10,86,342</b>	<b>8,00,10,31,823</b>
Segment Assets	5,94,86,45,359	5,69,45,10,303	71,78,28,605	68,32,83,566	6,66,64,73,964	6,37,77,93,869
Segment Liabilities	3,48,31,12,136	3,46,31,97,945	44,64,10,844	45,63,75,263	3,92,95,22,980	3,91,95,73,208
Capital Expenditure	38,73,12,291	37,27,33,255	1,53,38,144	18,64,18,670	40,26,50,435	55,91,51,925
Depreciation on Fixed Assets	13,96,53,806	13,24,80,908	1,02,59,335	87,63,142	14,99,13,141	14,12,44,050




**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

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

**A. Relationship**
**i. Joint Ventures & Associates:**

Joint Venture: Nil Associates:	Proportion of voting power held by co.	
	As at 31.03.2016	As at 31.03.2015
a) Unnao Tanneries Pollution Control Company (A company registered under Section 25 of erstwhile the Companies Act, 1956)	34.05%	34.05%
b) Steven Construction Ltd.	46.67%	46.67%
c) Amin International Ltd.	31.13%	31.13%
d) Knowledgehouse Ltd.	31.85%	31.85%
e) Creemos International Ltd.	48.63%	48.63%

**ii. Key Management Personnel (KMP) and 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. Akbar Waris, Director of Subsidiary
- j) Mr. A Davis, Director of Subsidiary
- k) Mr. G Lomas, Director of Subsidiary

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

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

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

(Rupees)

Particulars	Associates		Others	
	2015-16	2014-15	2015-16	2014-15
Purchases of Materials/Finished Goods	1,41,79,235	14,62,627	22,79,87,611	27,00,17,695
Sale of Materials/Finished Goods etc.	9,22,77,486	5,94,74,917	8,40,49,394	9,15,33,375
Services rendered/other receipts	2,27,138	6,13,492	2,64,209	30,58,569
Services availed	75,98,884	65,13,238	22,64,791	1,33,65,643
Rent received	9,03,635	2,04,726	24,66,931	24,68,916
Interest received	11,42,191	10,74,159	6,72,899	Nil
Rent paid	2,40,000	4,15,000	4,80,000	4,80,000
<b>Balances at the end of the year:</b>				
Receivables	4,24,44,487	86,51,910	5,00,59,740	4,02,43,712
Loans and Advances	80,29,551	70,01,579	2,14,05,809	Nil
Payables (Trade payable & other liabilities)	54,64,974	11,70,131	2,55,19,892	2,68,24,487
Investments	4,42,16,600	4,42,16,600	6,500	6,500

**Key Management Personnel and relatives:**

(Rupees)

Particulars	2015-16	2014-15
Rent paid	27,00,000	24,60,000
Directors Remuneration	7,15,38,951	7,91,84,782
Salary, Wages and Bonus	43,77,114	34,65,252
Remuneration Payable (including Provisions)	2,42,86,132	4,03,05,852



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

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

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

(Rupees)

Particulars	2015-16	2014-15	Particulars	2015-16	2014-15
<b>Purchases of Materials/Finished Goods</b>					
Amin International Ltd.	28,33,141	14,62,627	Superhouse Accessories Ltd.	17,09,025	16,85,400
Creemos International Ltd.	1,13,46,094	-	Chowdhary Overseas Ltd.	3,41,805	3,37,080
Modriba Hygiene Solutions Ltd.	4,80,33,101	3,80,33,761	Rojus Enterprises Ltd.	1,41,286	1,75,416
Superhouse Accessories Ltd.	7,41,98,716	5,58,24,303	<b>Interest Received</b>		
Chowdhary Overseas Ltd.	4,81,11,329	4,16,94,921	Steven Construction Ltd.	11,42,191	10,74,159
Rojus Enterprises Ltd.	3,52,079	6,07,105	Mayfair Leather Exports Limited	6,72,899	-
Rivera Trendz Pvt. Ltd.	1,18,88,137	5,38,80,678	<b>Receivables</b>		
Super Tannery Ltd.	9,95,551	30,437	Steven Construction Ltd.	10,300	10,300
Mayfair Leather Exports Limited	4,41,10,474	-	Amin International Ltd.	-	86,40,580
Prime International	1,97,822	-	Creemos International Ltd.	4,24,34,187	1,030
Super Shoes Ltd.	1,95,51,479	7,99,46,490	M/s Shoe House	64,54,802	64,55,621
<b>Sale of Materials/Finished Goods</b>			Chowdhary Overseas Ltd.	30,10,026	1,27,88,057
Amin International Ltd.	4,16,78,865	5,94,74,917	Rojus Enterprises Ltd.	2,73,34,481	1,84,55,526
Creemos International Ltd.	5,05,98,621	-	Super Shoes Ltd.	7,43,548	10,44,508
Modriba Hygiene Solutions Ltd.	47,253	82,785	Super Tannery Ltd.	27,412	-
Superhouse Accessories Ltd.	8,39,780	3,33,988	Mayfair Leather Exports Limited	1,24,89,471	15,00,000
Chowdhary Overseas Ltd.	1,85,89,235	3,63,25,026	<b>Payables (Trade payable &amp; other liabilities)</b>		
Rojus Enterprises Ltd.	2,44,29,797	98,39,357	Amin International Ltd.	43,83,198	-
Rivera Trendz Pvt. Ltd.	2,28,800	52,21,067	Unnao Tanneries Pollution Control Company	10,81,776	11,70,131
Super Tannery Ltd.	1,90,486	2,43,630	Modriba Hygiene Solutions Ltd.	1,36,30,353	45,84,939
Mayfair Leather Exports Limited	3,33,66,644	-	Superhouse Accessories Ltd.	86,14,873	1,43,38,716
Super Shoes Ltd.	40,27,704	3,94,87,522	Rivera Trendz Pvt. Ltd.	30,69,118	78,62,384
<b>Services rendered/other receipts</b>			Super Tannery Ltd.	-	38,448
Amin International Ltd.	2,27,138	6,13,492	Prime International	2,05,548	-
Modriba Hygiene Solutions Ltd.	-	29,67,272	Mr. Mukhtarul Amin	1,13,18,077	1,83,63,385
Chowdhary Overseas Ltd.	1,33,308	31,969	Mrs. Shahina Mukhtar	46,32,019	88,02,615
Rojus Enterprises Ltd.	-	59,328	Mr. Zafarul Amin	48,00,643	97,10,024
Super Tannery Ltd.	1,30,901	-	Mr. Vinay Sanan	3,77,295	3,39,511
<b>Services availed</b>			Mr. A.K. Agarwal	1,16,228	1,16,228
Unnao Tanneries Pollution Control Company	69,16,333	57,35,691	Mr. Mohd. Shadab	62,447	2,02,953
Amin International Ltd.	-	7,77,547	Mr. R.K. Agarwal	89,595	2,06,610
Creemos International Ltd.	6,82,551	-	Mr. Deepak Sanan	2,07,210	2,01,403
Superhouse Accessories Ltd.	15,80,000	1,24,58,096	Mr. Manu Sanan	1,50,000	1,50,000
Chowdhary Overseas Ltd.	6,11,336	8,80,580	Mr. Akbar Waris	5,52,837	3,96,091
Super Tannery Ltd.	73,455	26,967	<b>Remuneration</b>		
<b>Rent paid</b>			Mr. Mukhtarul Amin	2,08,69,221	2,15,15,579
Chowdhary Overseas Ltd.	4,80,000	4,80,000	Mrs. Shahina Mukhtar	68,84,687	1,01,43,114
Steven Construction Ltd.	2,40,000	4,15,000	Mr. Zafarul Amin	60,81,686	1,23,02,900
Mr. Mukhtarul Amin	7,20,000	4,80,000	Mr. Vinay Sanan	31,00,477	30,92,688
Mrs. Shahina Mukhtar	18,00,000	18,00,000	Mr. A.K. Agarwal	14,45,498	14,83,530
Mr. Deepak Sanan	1,80,000	1,80,000	Mr. Mohd. Shadab	32,78,334	23,37,385
<b>Rent received</b>			Mr. Akbar Waris	87,22,976	50,66,674
Steven Construction Ltd.	2,264	6,740	Mr. A Davis	1,18,51,596	1,30,89,261
Knowledgehouse Ltd.	1,371	1,356	Mr. G Lomas	93,04,476	1,01,53,651
Amin International Ltd.	9,00,000	1,96,630	Mr. R.K. Agarwal	10,83,780	11,14,217
Modriba Hygiene Solutions Ltd.	2,74,815	2,71,020	Mr. Deepak Sanan	13,50,000	6,00,000
			Mr. Manu Sanan	18,00,000	18,00,000

**34. Expenditure on Research and Development**

(Rupees)

Particulars	2015-16	2014-15
Capital Expenditure	-	3,09,070
Revenue Expenditure	48,76,059	37,08,485

**35. Capital and other commitments**

(Rupees)

Particulars	2015-16	2014-15
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	4,45,42,693	15,91,40,483
ii. Forward Exchange Contracts	49,92,90,203	96,60,90,369



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**36. Contingent liabilities**

(Rupees)

	2015-16	2014-15
Claim against the company not acknowledged as debt	1,48,82,864	46,68,514
<b>Contingent Liabilities in respect of:</b>		
i. Guarantees issued by the Bank	3,30,34,253	7,44,29,780
ii. Corporate Guarantee(s) to bank(s) against credit facilities extended to Wholly Owned Subsidiaries in U.K., UAE and Spain	53,06,94,629	51,18,75,964
iii. Letter of Credit opened and outstanding	38,28,31,253	23,91,05,701
iv. Duty on Export obligation pending	6,14,06,526	6,15,65,983

vi. 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

(Rupees)

Forum where dispute is pending	Period to which relates	2015-16	2014-15
<b>Income Tax - u/s 143(3) of the Income Tax Act, 1961:</b>			
CIT Appeals, Kanpur	A.Y. 2010-11	Nil	9,39,370
CIT Appeals, Kanpur	A.Y. 2012-13	15,66,760	Nil
CIT Appeals, Kanpur	A.Y. 2013-14	4,39,550	Nil
ITAT Appeals, Lucknow	A.Y. 2007-08	Nil	82,72,270
ITAT Appeals, Lucknow	A.Y. 2008-09	Nil	77,26,990
<b>Income Tax(TDS) - u/s 201(1)/(1A) of the Income Tax Act, 1961:</b>			
CIT Appeals, Kanpur	A.Y. 2010-11	2,17,509	2,17,509
CIT Appeals, Kanpur	A.Y. 2011-12	5,85,609	5,85,609
CIT Appeals, Kanpur	A.Y. 2012-13	4,39,545	4,39,545
CIT Appeals, Kanpur	A.Y. 2013-14	4,45,864	4,45,864
CIT Appeals, Kanpur	A.Y. 2014-15	4,56,875	4,56,875
CIT Appeals, Kanpur	A.Y. 2015-16	3,39,446	3,39,446
<b>Finance Act 1994 - Service Tax</b>			
CESTAT, Allahabad Bench	2009-10 to 2013-14	6,28,72,155	Nil
<b>Entry Tax:</b>			
Joint Commissioner of Trade Tax, Kanpur	2005-2006	5,86,500	5,86,500
<b>UP Trade Tax and Central Sales Tax:</b>			
Deputy Commissioner of Trade Tax, Kanpur	2008-2009	Nil	7,28,106
Joint Commissioner of Trade Tax, Kanpur	2001-2002	1,51,473	1,51,473
Joint Commissioner of Trade Tax, Kanpur	2005-2006	28,000	28,000
Joint Commissioner of Trade Tax, Kanpur	2009-2010	Nil	59,830

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

**37. Disclosure in respect of Derivative Instruments:**

a) Derivative instruments outstanding:

(Foreign Currency in Millions)

Forward Contracts		2015-16	2014-15
Against Exports	USD/INR	2.36	4.73
	EURO/INR	3.32	5.96
	GBP/INR	0.99	2.93

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

**38. Previous Year Figures**

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

As per our report of even date

**For Kapoor Tandon & Co.,**

Chartered Accountants

Firm Reg. No. 000952C

**Devendra Swaroop Mathur**

Partner

M. No. 082570

Place: Kanpur

Dated: 13th August, 2016

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



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures.

Name of Enterprises	As at 31.03.2016				As at 31.03.2015			
	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss		Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss	
	As % of consolidated net assets	Amount (Figure in Rs.)	As % of consolidated Profit or Loss	Amount (Figure in Rs.)	As % of consolidated net assets	Amount (Figure in Rs.)	As % of consolidated Profit or Loss	Amount (Figure in Rs.)
<b>Parent</b>								
Superhouse Limited	82.54%	2,46,55,33,223	89.00%	25,11,45,338	82.01%	2,23,13,12,358	89.60%	32,46,58,058
<b>Subsidiaries</b>								
<b>Foreign</b>								
Superhouse UK Ltd. UK	2.04%	6,09,67,089	2.12%	59,75,099	1.90%	5,15,69,230	0.21%	7,57,472
Superhouse USA International INC USA	0.07%	19,51,909	0.10%	2,78,822	0.06%	16,73,087	0.03%	1,25,398
Superhouse Middle East FZC	2.57%	7,68,67,872	3.75%	1,05,76,551	2.44%	6,62,91,320	5.97%	2,16,43,519
Briggs Industrial Footwear Ltd. UK	9.00%	26,88,93,948	4.37%	1,23,33,258	9.52%	25,91,00,239	5.13%	1,85,89,268
Linea De Seguridad SLU, Spain	3.77%	11,26,26,310	0.59%	16,55,937	4.08%	11,09,80,171	-0.44%	(15,87,772)
Superhouse GMBH Germany	0.01%	2,07,146	0.07%	2,08,821	0.00%	(1,675)	-0.51%	(18,52,053)
<b>Minority Interests in all subsidiaries</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Associates (Investments as per the equity method)</b>								
<b>Indian</b>								
<b>Last Audited Balance Sheet as on 31.03.2015</b>								
Steven Construction Limited	2.01%	6,01,42,981	1.32%	37,26,712	2.07%	5,64,16,269	0.85%	30,76,733
Knowledgehouse Limited	1.92%	5,72,99,415	0.80%	22,59,108	2.02%	5,50,47,192	1.20%	43,64,724
Amin International Limited	6.16%	18,39,40,055	11.42%	3,22,38,077	5.58%	15,17,98,942	11.14%	4,03,79,164
Creemos International Limited	0.90%	2,68,21,701	0.08%	2,32,493	0.24%	65,53,207	0.08%	2,77,811
Unnao Tanneries Pollution Control Company	0.35%	1,05,85,756	Note-A	Note-A	0.44%	1,19,17,560	Note-A	Note-A
<b>Joint Ventures</b>	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

**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.

**SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY/ASSOCIATES/JOINT VENTURES AS PER COMPANIES ACT, 2013 PART "A" SUBSIDIARIES**

S. No.	Name of Subsidiary Company	Superhouse (UK) Limited		Superhouse (USA) International INC.		Superhouse Middle East FZC		Briggs Industrial Footwear Ltd., U.K.		Linea De Seguridad SLU, Spain		Superhouse GMBH Germany	
		Rupees	GBP	Rupees	USD	Rupees	AED	Rupees	GBP	Rupees	EURO	Rupees	EURO
1	i) Closing Exchange Rate	95.09	= 1 GBP	66.33	= 1 USD	18.04	= 1 AED	95.09	= 1 GBP	75.10	= 1 EURO	75.10	= 1 EURO
2	ii) Average Exchange Rate	98.76	= 1 GBP	65.46	= 1 USD	17.80	= 1 AED	98.76	= 1 GBP	72.31	= 1 EURO	72.31	= 1 EURO
3	Share Capital	1,06,18,924	1,50,000	50,25,924	1,13,070	24,19,366	2,00,000	13,44,61,183	4,08,441	2,49,95,818	3,48,580	17,01,350	25,000
4	Reserves & Surplus	5,03,48,165	5,54,605	(30,74,015)	(83,646)	7,44,48,506	41,39,631	13,44,32,765	23,95,963	8,76,30,492	4,05,909	(14,94,204)	(22,242)
5	Total Assets	15,51,28,249	16,94,837	24,64,135	37,150	13,16,14,841	73,31,078	70,70,61,536	74,12,329	21,43,26,070	21,08,680	10,71,515	14,268
6	Total Liabilities (refer note 3)	15,51,28,249	16,94,837	24,64,135	37,150	13,16,14,841	73,31,078	70,70,61,536	74,12,329	21,43,26,070	21,08,680	10,71,515	14,268
7	Investments	-	-	-	-	-	-	-	-	-	-	-	-
8	Turnover/Total Income	24,04,38,219	24,35,761	1,23,62,271	1,87,296	13,50,42,122	74,28,905	87,45,07,556	89,12,037	15,39,52,735	21,88,180	55,74,698	76,990
9	Profit/(Loss) Before Taxation	74,13,835	65,686	2,78,822	2,703	1,05,76,551	3,98,450	1,56,69,963	1,34,592	67,42,172	56,920	2,08,854	2,784
10	Provision for Taxation	14,38,736	14,568	-	-	-	-	33,36,705	33,786	50,86,235	70,339	33	1
11	Profit/(Loss) After Taxation	59,75,099	51,118	2,78,822	2,703	1,05,76,551	3,98,450	1,23,33,258	1,00,806	16,55,937	(13,419)	2,08,821	2,783
12	Proposed Dividend	4,49,640	4,500	-	-	-	-	25,39,550	26,000	-	-	-	-
13	% of Shareholding	100%		100%		100%		100%		100%		100%	

**NOTES:**

- Names of Subsidiaries which are yet to commence operations - Nil
- Names of Subsidiaries which have been liquidated or sold during the year - Nil
- Total Liability includes Share Capital and Reserves & Surplus

**For Kapoor Tandon & Co.,**  
Chartered Accountants  
Firm Reg. No. 000952C

**Devendra Swaroop Mathur**  
Partner  
M. No. 082570

Place: Kanpur  
Dated: 13th August, 2016

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



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**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 Rupees	Knowledgehouse Limited Rupees	Amin International Limited Rupees	Creemos International Limited Rupees	Unnao Tanneries Pollution Control Company Rupees
<b>I.</b>	<b>ASSOCIATE COMPANIES:</b>					
1	Latest Audited Balance Sheet Date	31.03.2015	31.03.2015	31.03.2015	31.03.2015	31.03.2015
2	<b>Shares of Associate/Joint Ventures held by the company on the year end</b>					
	- Number of Shares	21,00,000	8,60,000	3,04,900	8,36,400	1,53,080
	- Amount of Investment (Rupees)	2,10,00,000	86,00,000	30,49,000	10,36,800	15,30,800
	- % 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	2,80,68,729	1,82,49,864	5,72,60,539	1,30,43,393	36,04,450
6	<b>Profit/(Loss) for the year of Associate Company</b>					
	i) Considered in Consolidation (Refer Note-'D')	37,26,712	22,59,108	3,22,38,077	2,32,493	-
	ii) Not Considered in Consolidation	-	-	-	-	-
<b>II.</b>	<b>JOINT VENTURES:</b>	N.A.	N.A.	N.A.	N.A.	N.A.

**NOTE:**

- 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 Kapoor Tandon & Co.,**  
Chartered Accountants  
Firm Reg. No. 000952C

**Devendra Swaroop Mathur**  
Partner  
M. No. 082570

Place: Kanpur  
Dated: 13th August, 2016

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

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(A Government of India recognized Export Trading House)

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