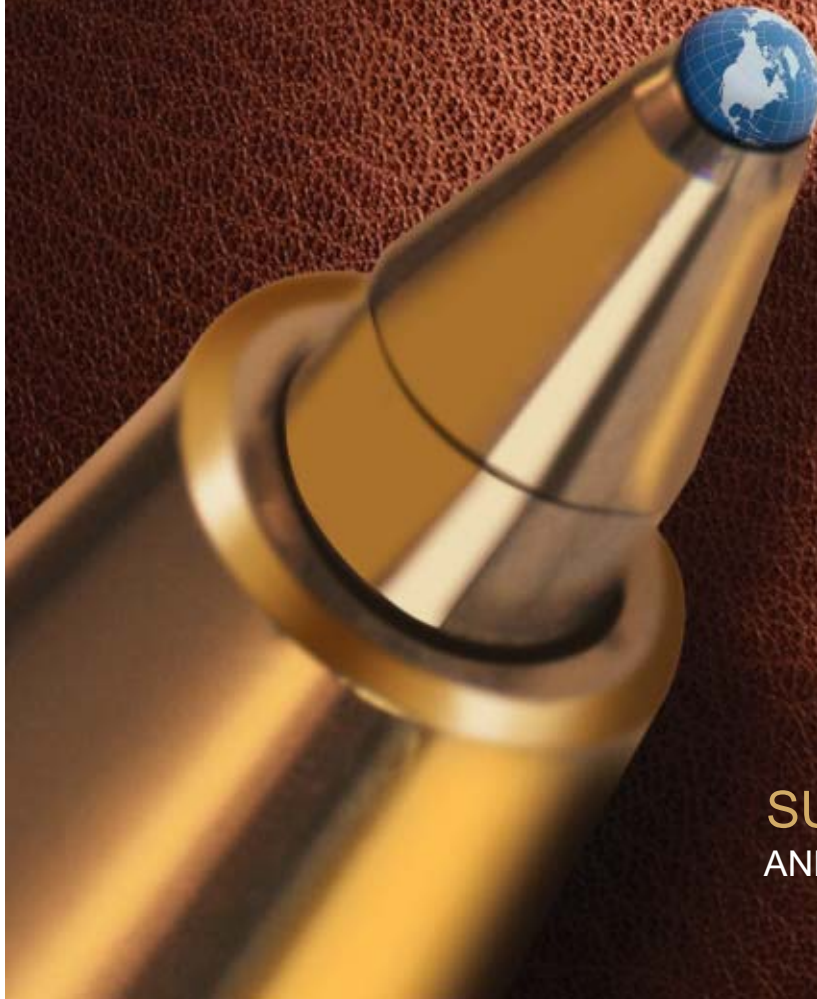




Etching global success!



SUPERHOUSE LTD.
ANNUAL REPORT 2010-2011



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

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



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

SUPERHOUSE LIMITED



Board of Directors

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

Company Secretary

Mr. R K Agrawal

Bankers

Punjab National Bank
State Bank of India

Auditors

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

Registered Office

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



PLANTS

Fashion Shoe Division Unit I

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

Fashion Shoe Division Unit II

A-3, Export Promotion Industrial Park,
Agra

Fashion Shoe Division Unit III

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

Fashion Shoe Division Unit IV

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

Tannery No. 1

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

Tannery No. 2

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

Safety Footwear Division-I

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

Safety Footwear Division-II

150 Feet Road, Jajmau,
Kanpur-208010

Upper Division

71-A, Jajmau, Kanpur-208010

Readymade Garments Division-I

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

Readymade Garments Division-II

A-5, Sector-59,
Noida-201303

Safety Garments Division

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

Leather Garments Division

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

Please inform your
Email ID to serve
you better

CONTENTS

	Page No.(s)
1. Notice	3-9
2. Financial Highlights	10
3. Directors' Report	11-21
4. Auditors' Report	22-23
5. Balance Sheet	24
6. Profit & Loss	25
7. Schedules to the Balance Sheet and Profit & Loss Account	26-34
8. Notes on Accounts and Accounting Policies	35-47
9. Cash Flow Statement	48
10. Statement pursuant to Section 212 of the Companies Act, 1956 relating to Company's Interest in Subsidiary Companies	49
11. Details of Subsidiary Companies	50
12. Balance Sheet Abstract and Company's General Business Profile	51
13. Auditors' Report on Consolidated Financial Statements	52-53
14. Consolidated Accounts	54-71



NOTICE

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

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

SPECIAL BUSINESS :-

- 7- To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution:-

“RESOLVED that Mr. Dilip Kumar Dheer be and is hereby appointed a Director of the Company whose term of office will be liable to be determined by retirement of Directors by rotation.”

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

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

POWERS AND DUTIES :-

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

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

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

REMUNERATION :-

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

SECTION-I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-

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

SECTION-II

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

a. SALARY :

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

b. PROVIDENT FUND :

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

c. GRATUITY :

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

d. LEAVE ENCASHMENT :

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

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

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

POWERS AND DUTIES :-

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

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

REMUNERATION :-

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

SECTION- I

REMUNERATION PAYABLE WHEN THE COMPANY HAS



SUPERHOUSE LIMITED

PROFITS :-

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

SECTION-II

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

a) SALARY :

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

b) PROVIDENT FUND :

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

c) GRATUITY :

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

d) LEAVE ENCASHMENT :

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

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

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

POWERS AND DUTIES :-

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

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

REMUNERATION :-

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

SECTION-I

REMUNERATION PAYABLE WHEN THE COMPANY HAS PROFITS :-

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

SECTION-II

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

a) SALARY :

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

b) PROVIDENT FUND :

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

c) GRATUITY :

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

d) LEAVE ENCASHMENT :

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

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

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

DUTIES :-

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

REMUNERATION :-

a) SALARY :

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

b) PERQUISITES :

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

i- HOUSE RENT ALLOWANCE :

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

ii. CONVEYANCE REIMBURSEMENT :

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

SUPERHOUSE LIMITED



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



SUPERHOUSE LIMITED

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

b) PERQUISITES :

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

i- **HOUSE RENT ALLOWANCE :**

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

ii- **PROVIDENT FUND :-**

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

iii- **MEDICAL REIMBURSEMENT :-**

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

iv- **LEAVE TRAVEL CONCESSION :-**

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

v- **SPECIAL ALLOWANCE :-**

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

vi- **EX-GRATIA :-**

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

vii- **CAR AND TELEPHONE :-**

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

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

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

By Order of the Board

R. K. AGRAWAL

Company Secretary

Place : Kanpur
Date : 30th July, 2011

NOTES :

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

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

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

By Order of the Board

R. K. AGRAWAL

Company Secretary

Place : Kanpur

Date : 30th July, 2011

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

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

ITEM NOS. 8 TO 11 :-

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

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

I. GENERAL INFORMATION :

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

SUPERHOUSE LIMITED



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

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

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

(v) Export performance and net foreign exchange earnings :

II. INFORMATION ABOUT THE APPOINTEES :

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



SUPERHOUSE LIMITED

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

SUPERHOUSE LIMITED



Name	Background Details	Past Remunerations	Recognition/Award	Job profile and his suitability	Proposed Remuneration	Comparative Remuneration	Pecuniary Relationship/Relation	Other Directorship
Mr. Vinay Sanan	Aged about 55 years having enriched experience of 32 years in Leather Industry.	Monthly remuneration was Rs.109293/- per month.	Graduate.	Proposed to be re-appointed as Executive Director of the company. He was appointed as Wholetime Director on 02.01.1996. During his tenure the company is winning export awards, continuously, since last decade.	As given in Special Resolution at Item No.12	The remuneration committee has considered the comparative remuneration profile with respect to industry, size of the company and profile of the position and person at the time of approving the remuneration package.	In addition to receiving remuneration the appointee has no pecuniary relationship with the company except one flat of son of the appointee taken on rent by the company and his son is in the employment of the company.	1.Superhouse (UK) Limited

OTHER INFORMATION :-

The company is continuing making profit as mentioned in financial performance. The Managerial team is making continuous efforts to improve the working of the company. It is expected that past period of improvement will be maintained.

Mr. Mukhtarul Amin, Mrs. Shahina Mukhtar, Mr. Zafarul Amin and Mr. Mohd. Shadab are related to each other hence may be deemed to be interested in the resolutions. Save and except the above, none of the other directors of the company is, in any way, concerned or interested in these resolutions. All the service contracts with the company may be terminated by either party by providing one month notice to the other party, as per service rules of the company. No severance fee is payable.

The board commends the resolutions set out at item No. 8 to 11 of the notice for your approval.

ITEM NO. 12 TO 13 :-

The appointments of Mr. Mohd. Shadab Wholetime Director and Mr. Anil Kumar Agarwal, Director Finance will expire on 31st March, 2012. The board of directors and remuneration committee of the company have approved, at their respective meetings held on 30th July, 2011, the re-appointment and remuneration packages of the appointees. The proposed remuneration of managerial personnel will be within the limit laid down under schedule XIII to the Companies Act, 1956.

Mr. Mukhtarul Amin, Chairman and Managing Director, Mr. Zafarul Amin,

Joint Managing Director and Mrs. Shahina Mukhtar, Wholetime Director are relatives of Mr. Mohd. Shadab, hence may be deemed to be interested in the resolution for the re-appointment of Mr. Mohd. Shadab. Save and except the above none of the other directors of the company is, in any way, concerned or interested in these resolutions. All the service contract with the company may be terminated by either party by providing one month notice to the other party, as per service rules of the company. No severance fee is payable.

The board commends the resolutions set out at item No. 12 to 13 of the notice for your approval.

ITEM NO. 14 :-

Mr. Deepak Sanan, who has been selected by your Board of Directors and selection committee to hold the position of Liaison Manager- Germany at a gross monthly salary of Rs.1,50,000/- is a relative of Mr. Vinay Sanan, who is an Executive Director on the Board of your company. Sub-section (1B) of section 314 of the Companies Act, 1956, provides that no relative of a Director should hold a place of profit except with the prior consent of the company by Special Resolution.

None of the Directors, except Mr. Vinay Sanan, is directly or indirectly interested in the aforesaid resolution and recommends your acceptance thereof in the interest of the company.

Place : Kanpur
Date : 30th July, 2011

By Order of the Board
R. K. AGRAWAL
Company Secretary

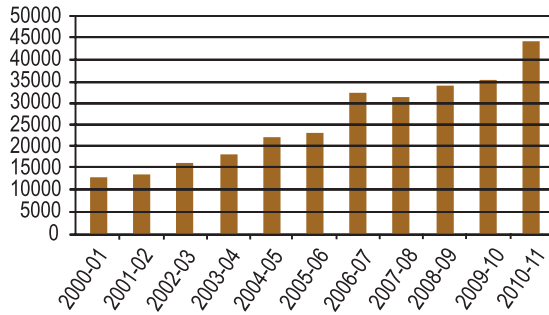
Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Governance in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with Registrar and Transfer Agent M/s Skyline Financial Services (P) Limited, D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020

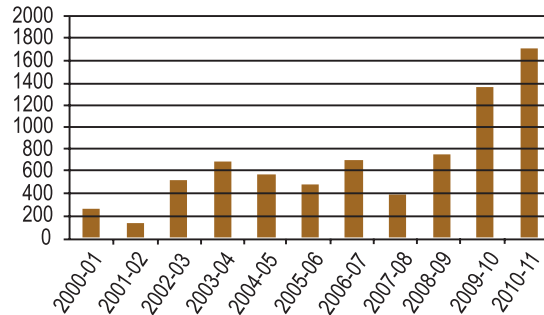


FINANCIAL HIGHLIGHTS

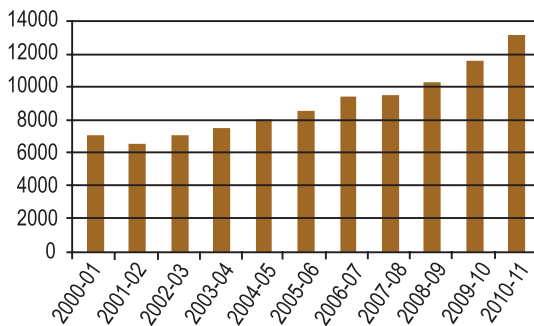
Turnover (Rs. in Lacs)



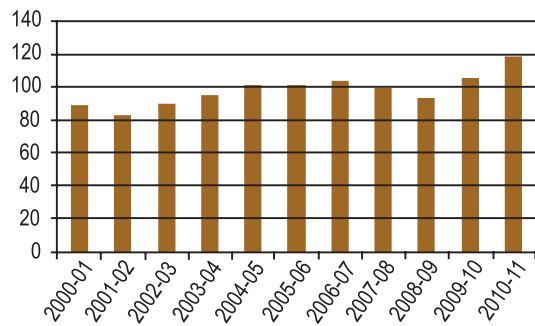
Net Profit (Rs. in Lacs)



Net Worth (Rs. in Lacs)



Book Value (Rs. in Lacs)



SUPERHOUSE LIMITED



DIRECTORS' REPORT

To
The Shareholders.
Superhouse Limited,
Kanpur.

The Directors have pleasure in presenting their 31st Annual Report alongwith the Audited Accounts of your Company for the year ended 31st March, 2011.

FINANCIAL RESULTS :	Current Year (Rs. in '000)	Previous Year (Rs. in '000)
Profit before Depreciation	352220	293603
Less : Depreciation	91699	80563
Profit before tax	260521	213040
Less : Provision for taxation	88698	76552
Profit after tax	171823	136488
Income Tax relating to earlier year	4	(431)
Balance Brought forward from previous year	415201	394571
	587028	530628
Appropriations :		
Proposed Dividend	16537	13230
Tax on Proposed Dividend	2683	2197
Transferred to General Reserve	100000	100000
Balance carried to Balance Sheet	467808	415201
	587028	530628

Dividend :-

Your Directors are pleased to recommend final dividend of Rs. 1.50 per equity share (previous year Rs.1.20 per equity share) on the equity share capital of the company for the financial year ended 31st March, 2011. The cash outflow on account of dividend on equity capital will be Rs. 192.20 lacs (previous year Rs. 154.27 lacs) including dividend distribution tax of Rs. 26.83 lacs (previous year Rs.21.97 lacs).

Financial Performance :-

The company has achieved the sales and other Income of Rs.448.51 crores against Rs. 358.21 crores reported last year. The Profit after Tax was Rs.1718.22 lacs during the year under review as compared to Rs. 1364.88 lacs reported during the previous year.

Export Awards :-

During the year, the company received the Best Exporter Awards in overall Export Category for 2009-10. The company received four awards for its commendable export performance. In addition to Best Exporter Awards in overall Export Category, the company also received Best Exporter Awards in Leather Garments Category and non-leather saddlery and Harness and 2nd place export award in Leather Goods Category.

Acquisition of U K based Briggs Industrial Footwear Limited :-

During current financial year the company has acquired 100 per cent stake in Leicester UK based Briggs Industrial Footwear Limited for £ 1.40 million.

The Briggs Industrial Footwear Limited is a long established specialist business to business supplier of safety and occupational footwear and

PPE. The company markets its safety footwear products under brand name Himalayan, Toesavers, Catterpillar, Timberland and Dr. Martens. The company also manufactures and markets personal protective equipments (PPE) under brand name proforce.

Subsidiary Companies :-

The company is having four subsidiary companies namely M/s Superhouse (UK) Limited, M/s Superhouse (USA) International Inc, M/s Superhouse Middle East FZC and M/s Superhouse R.O. S.R.L. A statement pursuant to section 212 of the Companies Act, 1956 relating to company's interest in subsidiaries companies is forming part of the Annual Accounts.

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.

Consolidated Financial Statement :-

As required by clause-32 of the Listing Agreement and in accordance with the Accounting Standard-21 your directors have pleasure to attach the Consolidated Financial Statements and Cash Flow Statement which form part of the Annual Report and Accounts.

Management Discussion and Analysis :-

The Report as required by clause-49 of the listing Agreement is annexed hereto and form part of the report.

Personnel :-

The relations with the employees continued to be cordial during the year. The Directors record their appreciation for the sincere and hard work put in by all categories of employees during the year.

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 use of power and fuel in factory and offices. However, the company has not made specific additional investment for the reduction of consumption of energy.

Technology Absorption :-

The company is carrying on the technological innovations, up-gradation and improvements on a regular way. The company is getting benefit of R & D by developing new range of Products.

The company is hopeful that sustained efforts put in by all concerned and that will continue in future to achieve excellent working results and improve competitive strength of the company.

The company has incurred expenditure of Rs. 22.20 lacs for the Research and Development Activities during the year as compared to Rs. 74.13 lacs incurred during last 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. Exports during the year were Rs.35523.87 lacs in comparison to previous year of Rs. 29049.40 lacs on FOB basis.



SUPERHOUSE LIMITED

During the year, total Foreign Exchange outgo was Rs 8292.60 lacs as compared to Rs. 6737.52 lacs during the preceding financial year.

Particulars of Employees u/s 217 :-

No employee was covered Under Section 217(2-A) of the Companies Act, 1956 during the year.

Directors :-

Mr. Dilip Kumar Dheer was opted on the Board in place of Mr. Sartaj Ahmad. Mr. Zafarul Amin, Mr.N C Jain and Mr. Anil Kumar Agarwal retire by rotation at the ensuing Annual General Meeting and being eligible, they offer themselves for re-election.

Directors' Responsibility Statement :-

In accordance with the provisions of section 217(2AA) of the Companies Act, 1956 your Directors confirm that :

- i). In the preparation of the annual accounts the applicable accounting standards have been followed;
- ii). They 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 31st March, 2011 and of the profit of the Company for the year ended on that date;
- iii). They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other

irregularities.

- iv). They have prepared the annual accounts on a going concern basis.

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 in sub section(1B) of Section 224 of the Companies Act, 1956. Directors commend for re-appointment of M/s. Kapoor Tandon & Co.

Cost Auditors :-

The Central Government vide its Order No. 52/348 CAB-2000 dated 10th August, 2000 has directed the company to carry out audit of the Cost accounts maintained by the company in respect of Footwear. Your board has appointed M/s. R. M. Bansal & Co., Cost Accountants to carry out the Cost Audit for this purpose. This appointment has to be made in the beginning of each financial year and an application has already been forwarded to the Central Government to renew the appointment for the current financial year.

For and on behalf of the Board

MUKHTARUL AMIN

Chairman

Place : Kanpur

Date : 30th July, 2011



MANAGEMENT DISCUSSION AND ANALYSIS

Macroeconomic Overview :

The fiscal year 2010-11 has been a classic year of economic recovery for India. The economy remained on the path of rapid resurgence which began in 2009-10 and has virtually returned to the high growth path that it had achieved during 2005-08, before the global financial crisis and economic meltdown. India’s growth story this year has been remarkable by any standards. What makes it even more significant is that this is happening on the heels of a year in which growth was a robust 8 percent; so there is no base effect to lay claims on this year’s achievement. The growth prospect over the medium to long term looks excellent. However, as often happens with strong recovery, the economy has come under strain from high inflation. A sequenced and gradual withdrawal of the monetary accommodation is helping contain inflationary pressures. Inflation which remained at elevated levels for a large part of the last fiscal was largely driven by food items, though the goods that were inflating at the start of the fiscal year were different from the goods for which prices are rising now. Notwithstanding the tightening money market and moderate growth in deposits, the financial situation remained orderly with a pickup in credit growth, vibrant equity market and stable foreign exchange market.

Although there has been a declaration in industry and manufacturing, in particular, as indicated by index of industrial production (IIP) data pertaining to November, 2010 is a matter of some concern. However, buoyancy in other indicators of industrial performance and the short-run nature of the IIP slowdown suggest that the declaration is more in the nature of road bumps than indication of any long-run problem. A moderation in the current account of balance-of- payments position is likely with declaration in imports and acceleration in exports as per latest monthly merchandise trade data

The medium-to long-run prospect of the economy, including the industrial sector, continues to be positive. On the demand side, a rise in saving and investment and pickup in private consumption have resulted in strong growth of the gross domestic product (GDP) in 2010-11.

The IMF has revised upwards the global growth projections, which are placed now at 4.4 per cent in 2011. The Indian economy is estimated to grow by 8.4 per cent in 2011 following a growth of 9.7 per cent in 2010 (in terms of GDP at constant market prices). The CSO has released the Advance Estimate of GDP for 2010-11 on 7 February 2011. The Indian economy grew robustly in the current financial year and is on firmer footing. With growth in real GDP at 8.6 per cent in 2010-11, which followed a revised growth of 8.0 per cent in 2009-10 and 6.8 per cent in 2008-09, the economy has moved closer to the pre-crisis levels.

Industry Structure and Development :

Growth in the industrial sector as per the IIP was buoyant during the first two quarters of the last financial year. The manufacturing sector, in particular, showed a remarkable robustness, growing at rates of 12.6 per cent and 9.7 per cent respectively during these two quarters.

As per DGCI&S monthly export data, the export of leather and leather

products for the year 2010-11 stands at US\$3844.6 million against the export of US\$3404.57 million during previous period, registering a positive growth of 12.93%.

Export of finished leather, leather footwear, footwear components, leather goods, saddlery & harness and non-leather footwear have shown positive growth whereas export of leather garments had shown a marginal declining trend.

The major markets for Indian leather products are Germany with a share of 14.34%, UK 12.80%, Italy 11.52%, USA 8.72%, Hong Kong 8.11%, France 7.07%, Spain 6.31%, Netherlands 3.98%, Belgium 2.02%, U A E 1.92%, and Australia 1.30%.

Export of leather and leather products to Germany, USA, UK, Italy, France, Hong Kong, Spain, Netherlands, Russia, New Zealand, Canada, South Africa, UAE and Japan have shown positive growth during April-March 2010-11.

Export of leather and leather products to Australia, Greece, Switzerland, Portugal, and Ireland have shown a decline in exports during the above referred period.

Opportunities and Threats :

With the economic recovery in India and China the increase in demand for consumable products including leather and leather goods are quite inevitable. Increasing safety norms in Russia, reducing import duty in Arab Countries, increasing demand in South Africa, development of African markets, high cost of production in European Countries, growing fashion consciousness provide a lot of opportunities to the Indian leather and leather goods manufacturers to grow vertically.

However, with such good opportunities, there are certain threats like entry of multinationals in domestic market, international price fluctuation, adverse foreign exchange rates, change in government policies regarding labour laws and pollution norms, fast changing fashion trends, high inflation rate, increasing commodity prices, interest rates and fuel prices, withdrawal of government incentives due to economic recovery.

Segment-wise Performance :

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

Segments	Turnover
a- Leather and Leather Products	Rs. 384.44 Crores (previous year) Rs. 306.63 crores)
b- Textile Garments	Rs. 57.53 Crores (previous year) Rs. 47.94 crores)

Outlook :

As medium to long-run prospect of Indian Economy, including the Industrial Sector, continues to be positive, a rise in saving and demand for consumable products are quite inevitable. The leather industry is basically a consumer product industry hence with the increase in demand of consumer production, the prospect of the leather industry is



SUPERHOUSE LIMITED

bright. During current year the pace of growth of leather industry is expected to be maintained

Risk and Concerns :

The major raw material for 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-off by the experienced personnel of the company. The substantial revenue of the company is being generated in foreign exchange. The adverse foreign exchange rates may affect the profitability of the company. The experienced professional of the company are keeping close watch over movement in currency rates.

Cautionary Statement :

Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectation or prediction may be 'forward-looking statement'. Further, the performance of the company is also dependent on domestic and global economic conditions, government and regulatory policies on which 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 that 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,1956 and Generally Accepted Accounting Principals in India. The company has achieved the sales and other income of Rs. 448.51 crores during the year against Rs. 358.21 crores reported last year. The profit after tax was Rs. 1718.23 lacs during the year as compared to Rs. 1364.88 lacs reported during the previous year. The gross block of the company as at 31.03.2011 was Rs 201.67 crores against Rs. 177.94 crores as at 31.03.2010. The net current assets as at 31.03.2011 were Rs.119.73 crores as against Rs. 98.48 crores as at 31.03.2010. The detailed information of financial performance is given in the attached annual financial statements. The summarized financial performance during the year is as under :-

FINANCIALS OF THE COMPANY :

	2009-10	(Rs.in lacs) 2010-11
Sales	35452.89	44320.37
Other Income	368.60	530.91
PBT	2130.40	2605.21
PAT	1364.88	1718.23
Paid up Capital	1141.98	1141.98
Reserves & Surplus	10481.20	11939.60
Net Worth	11637.65	13096.05
Earning per share	13.23	15.58

Industrial Relations and Human Resources Development :-

The relations with the employees continued to be cordial during the year. The Directors record their appreciation for the sincere and hard work put in by all categories of employees during the year. There were 1659 permanent employees with the company as on 31st March, 2011



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 of investor protection. Good Corporate Governance provides an appropriate frame work 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 clause 49 of the Listing Agreement.

2. Board of Directors :-

The Board of Directors comprises a Chairman and Managing Director, five Executive Directors and six Non-Executive Directors. Out of twelve directors six directors are independent and non executive directors.

Mr. Dilip Kumar Dheer is opted on Board in place of Mr. Sartaj Ahmad. Mr. Zafarul Amin, Mr N C Jain, Mr. Anil Kumar Agarwal retire by rotation at the ensuing Annual General Meeting. However, being eligible they offer themselves for re-election.

Further brief particulars of directors of the Company are given below :-

Mr. Mukhtarul Amin is a graduate in science having experience of 38 years in Leather Industry. He established many units specializing in manufacturing and export of Finished Leather, Fashion Footwear, Safety Footwear, Leather Garments and Textile Garments. He is also director of M/s Superhouse (UK) Limited, M/s Superhouse Middle East FZC, M/s Superhouse R.O. S.R.L., M/s Superhouse (USA) International Inc., M/s Unnao Tanneries Pollution Control Company, M/s Tritan Leather Works (P) Limited, M/s Superhouse Educational Foundation, M/s Creemos International Limited, M/s Agra Footwear Industrial Infrastructure Development Company Limited, M/s Industrial Infrastructure Services India Limited, M/s Kanpur-Unnao Leather Cluster Development Company Limited, M/s Knowledgehouse Limited, M/s Amin Colonizers & Development Limited and M/s Azad Multispecialty Hospitals & Research Center (P) Limited. Mr. Mukhtarul Amin holds in his name 1302906 Equity Shares of the company.

Mrs. Shahina Mukhtar is one of the promoter director of the company. She is having 31 years enriched experience in Leather Industry. She is also director of M/s Superhouse Educational Foundation and M/s Knowledgehouse Limited. Mrs. Shahina Mukhtar holds in her name 481159 Equity Shares of the company.

Mr. Zafarul Amin is a Leather Technologist and having experience in Tanning, Export Marketing and Administration. He is also director of M/s Knowledgehouse Limited. Mr. Zafarul Amin holds in his name 175988 Equity Shares of the company.

Mr. N C Jain, previous Chairman of Income Tax Settlement Commission, is a renowned tax consultant. He is also director of M/s Lex Infotex Pvt. Limited. Mr. N C Jain does not hold any share of the company.

Mr. Vinay Sanan is a graduate and having experience in management and export marketing. Mr. Vinay Sanan is running safety shoe and shoe upper units of the company. He is also director of M/s Superhouse (UK) Limited. Mr. Vinay Sanan holds in his name 1465 Equity Shares of the company.

Mr. Mohd. Shadab is a footwear technologist from Leicester College, UK and having experience in management and export marketing. He is also running Fashion Shoe Units of the company. He is neither director in any other body corporate nor a member of the committee of director of any other company. Mr. Mohd. Shadab holds in his name 14400 Equity Shares of the company.

Mr. A K Agarwal is a Chartered Accountant. He is overall responsible for Accounts and Financial Activities of the Company. He is also director of M/s Unnao Tanneries Pollution Control Company, M/s Superhouse Educational Foundation, M/s Creemos International Limited, M/s Superhouse (USA) International Inc., M/s Superhouse (UK) Limited and M/s Superhouse Middle East FZC. Mr. A K Agarwal holds in his name 2001 Equity Shares of the company. He is also member of Audit Committee, Remuneration Committee and Shareholders Committee of the Company.

Mr. Javed Ali Hashmi is a M.F.C from Aligarh University and having enriched experience in Finance and Administration. He is also director of M/s Steven Construction Limited, M/s Chowdhary Overseas Limited, M/s Rojus Enterprises Limited, M/s Amin International Limited, M/s Superhouse Accessories Limited, M/s Modriba Hygiene Solutions Limited and M/s Knowledgehouse Limited. Mr. Javed Ali Hashmi does not hold any share of the company. He is also member of Audit Committee, Remuneration Committee and Shareholders Committee of the Company.

Mr. Kamal Agarwal is a graduate and having experience in management and export marketing. He is also director of M/s Rojus Enterprises Limited. Mr. Kamal Agarwal holds in his name 4011 Equity Shares of the company. He is also member of Audit Committee, Remuneration Committee and Shareholders Committee of the Company.

Dr. Krishna Kumar Agarwal is a well known Doctor of Kanpur and having vast experience in medical field. He is neither director in any other body corporate nor a member of the committee of director of any other company. Dr. Krishna Kumar Agarwal does not hold any share of the company.

Mr. Anil Soni is a graduate and having vast experience in Automobile Industry. He is neither director in any other body corporate nor a member of the committee of director of any other company. Mr. Anil Soni holds in his name 39 Equity Shares of the company.



SUPERHOUSE LIMITED

Mr. Dilip Kumar Dheer is a B. Tech from IIT Kanpur and having enriched experience in Finance and Administration. He is neither director in any other body corporate nor a member of the committee of director of any other company. Mr. Dilip Kumar Dheer does not hold any share of the company. He is also member of Audit Committee, Remuneration Committee and Shareholders Committee of the Company.

During the year 5 Board Meetings were held. The dates of the meetings were as follows :- 29th May, 2010, 31st July, 2010, 13th November, 2010, 31st January, 2011, and 26th March, 2011.

The composition of the Board of Directors as on 31st March, 2011, 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 Meetings attended	Attendance at last AGM	No of other Directorships	Committee Membership	
					Members	Chairman
Mr. Mukhtarul Amin	Chairman and Managing Director	4	Yes	14	0	0
Mr. Zafarul Amin	Joint Managing Director	1	No	1	0	0
Mrs. Shahina Mukhtar	Executive Director	5	No	2	0	0
Mr. Vinay Sanan	Executive Director	1	No	1	0	0
Mr. A. K. Agarwal	Executive Director	5	Yes	6	3	1
Mr. Mohd. Shadab	Executive Director	3	No	0	0	0
Mr. N.C.Jain	Director, Independent	3	No	1	0	0
Dr. K. K. Agarwal	Director, Independent	0	No	0	0	0
Mr. Anil Soni	Director, Independent	0	No	0	0	0
Mr. Kamal Agarwal	Director, Independent	0	No	1	3	0
Mr. Javed Ali Hashmi	Director, Independent	0	No	6	3	2
Mr. Dilip Kumar Dheer	Director, Independent	1	No	0	3	0

3. Code of Conduct :-

All the board members and senior management personnel have affirmed the compliance with the code of conduct.

4. Subsidiary Companies :-

Company is having four subsidiary companies namely M/s Superhouse (UK) Limited, M/s Superhouse (USA) International Inc, M/s Superhouse Middle East FZC and M/s Superhouse R.O. S.R.L. The board of directors of the company has reviewed the affairs of M/s Superhouse (UK) Limited, M/s Superhouse (USA) International Inc, M/s Superhouse Middle East FZC and M/s Superhouse R.O. S.R.L.

5. Audit Committee :-

Terms of reference of the Audit Committee include review of :-

- Financial statements and draft audit report, including quarterly / half-yearly financial information;
- Management discussion and analysis of financial condition and results of operations;
- Reports relating to compliance with laws and to risk management;
- Management letters / letters of internal control weaknesses issued by statutory / internal auditors; and
- Records of related party transactions
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- Any change in accounting policies and practices.

During the year, five meetings were held one of which was held before finalization of accounts. The said meetings were held on 29th May, 2010, 31st July, 2010, 13th November, 2010, 31st January, 2011 and 26th March, 2011.

The constitution of the Audit Committee and attendance of each member of the Committee as on 31st March, 2011 is given below :-

Name	Category	Designation	No of Meetings Attended
Mr. Javed Ali Hashmi	Non Executive Independent	Chairman	1
Mr. Kamal Agarwal	Non Executive-Independent	Member	0
Mr. Dilip Kumar Dheer	Non Executive-Independent	Member	1
Mr. Anil Kumar Agarwal	Executive-Independent	Member	4

SUPERHOUSE LIMITED



6. Whistle Blower Policy :-

The company has adopted a whistle blower policy in which all the employees of the company are entitled to approach the audit committee (in respect of unethical or improper practice) without necessarily informing their supervisors. The company has not denied any personal access to the audit committee of the company and it has policy to provide protection to "Whistle Blowers" from unfair termination and other unfair or prejudicial employment practices.

7. Remuneration Committee :-

The company has formed a Remuneration Committee and this Committee consists of Mr. Anil Kumar Agarwal, Mr. Javed Ali Hashmi, Mr. Kamal Agarwal and Mr. Dilip Kumar Dheer. The constitution of Remuneration Committee and attendance of each member of the Committee as on 31st March, 2011 is given below :-

Name	Category	Designation	No of Meetings Attended
Mr. Anil Kumar Agarwal	Non-Executive Independent	Chairman	1
Mr. Javed Ali Hashmi	Non-Executive Independent	Member	0
Mr. Kamal Agarwal	Non-Executive Independent	Member	1
Mr. Dilip Kumar Dheer	Non-Executive Independent	Member	0

The remuneration policy presently followed by the company to fix the remuneration of Executive/Whole-time Directors takes 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 2010-2011 are as under :-

Sl. No.	Name of Directors	Remuneration paid during the year 2010-11					
		Salary	P.F.	Per-quisites	Ex-gratia	Commission	Sitting Fee
Executive/Whole-time Directors							
1.	Mr. Mukhtarul Amin	5076923	576000	17923	0	5446000	0
2.	Mrs. Shahina Mukhtar	1903846	216000	0	0	2723000	0
3.	Mr. Zafarul Amin	2538462	288000	0	0	2723000	0
4.	Mr. Vinay Sanan	1353461	110212	38825	67271	0	0
5.	Mr. A. K. Agarwal	767534	70076	32876	0	0	0
6.	Mr. Mohd. Shadab	700595	51726	32294	0	0	0
Non Executive Directors							
7.	Mr. N.C.Jain	0	0	0	0	0	3000
8.	Mr. Sartaj Ahmad	0	0	0	0	0	2000
9.	Mr. Anil Soni	0	0	0	0	0	0
10.	Mr. Kamal Agarwal	0	0	0	0	0	0
11.	Mr. Dilip Kumar Dheer	0	0	0	0	0	1000
12.	Dr. K. K. Agarwal	0	0	0	0	0	0
13.	Mr. Javed Ali Hashmi	0	0	0	0	0	0

8. Shareholders Committee :-

During the year five meetings of Shareholders Committee were held. The said meetings were held on 29th May, 2010, 31st July, 2010, 13th November, 2010 and 31st January, 2011.

The details of composition of Shareholders Committee/Investors Grievances Committee and attendance of each member of the Committee as on 31st March, 2011 is as under :-

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Javed Ali Hashmi	Non-Executive-Independent	Chairman	1
2.	Mr. Kamal Agarwal	Non-Executive-Independent	Member	0
3.	Mr. Dilip Kumar Dheer	Non-Executive-Independent	Member	1
4.	Mr. Anil Kumar Agarwal	Executive-Independent	Member	4



SUPERHOUSE LIMITED

The Board had designated Mr. R. K. Agrawal, Secretary as Compliance Officer.

The Company has received 44 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, 2011.

9. General Body Meetings :

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

YEAR	DATE AND TIME	LOCATION
2007-2008	Tuesday the 30th September, 2008 at 10.00 A.M.	150 Feet Road, Jajmau, Kanpur-208010
2008-2009	Wednesday the 30th September, 2009 at 10.00 A.M	150 Feet Road, Jajmau, Kanpur-208010
2009-2010	Thursday the 30th September, 2010 at 10.00 A.M	150 Feet Road, Jajmau, Kanpur-208010

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

b. Special Resolutions passed in previous three Annual General Meetings :

Special resolutions for the appointment of Mr. Mukhtarul Amin, Chairman and Managing Director, Mrs. Shahina Mukhtar Wholetime director, Mr. Zafarul Amin, Joint Managing Director, and Mr. Mohd. Shadab, Wholetime Director were passed at the Twenty Eighth Annual General Meeting of the company, held on 30th September, 2008.

c. Passing of resolution by Postal Ballot :

No item was passed by resolutions through Postal Ballot during the Financial Year 2010-11. At the forthcoming Annual General Meeting also, there is no item on the agenda that needs approval by Postal Ballot.

10. Disclosures :

- There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large. Related party transactions have been given in note 25 of notes to the accounts.
- There is no instance of non-compliance by the company, penalties, strictures imposed on the company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.
- The Management discussion and analysis report forms part of Directors' Report.

11. 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 "The Pioneer and Swatantra Bharat" (English and Hindi). Financial results apart from publication in newspapers, are not sent individually to the shareholders. During the year under review, no presentation were made to the institution investors or analysts. The financial results are displayed on the company's website www.superhouse.in.

12. General Shareholders Information :

- | | |
|---|---|
| a. Date of Annual General Meeting, time and venue | 30th September, 2011 at 10.00 A.M.
at 150 Feet Road, Jajmau, Kanpur-208010 |
| b. Financial Calendar | |
| Ist Quarterly Results | During last week of July, 2011 |
| IInd Quarterly Results | During last week of October, 2011 |
| IIIrd Quarterly Results | During last week of January, 2012 |
| IVth Quarterly Results | During last week of May, 2012 |
| Annual General Meeting | By the end of September, 2012 |
| c. Date of Book Closure | 16th September, 2011 to 30th September, 2011
(both days inclusive) |
| d. Listing at Stock Exchanges | The Stock Exchange, Mumbai. |
| e. Stock Code at The Stock Exchange, Mumbai | 523283 |
| f. Demat/ISIN for NSDL and CDSL | INE 712B01010 |

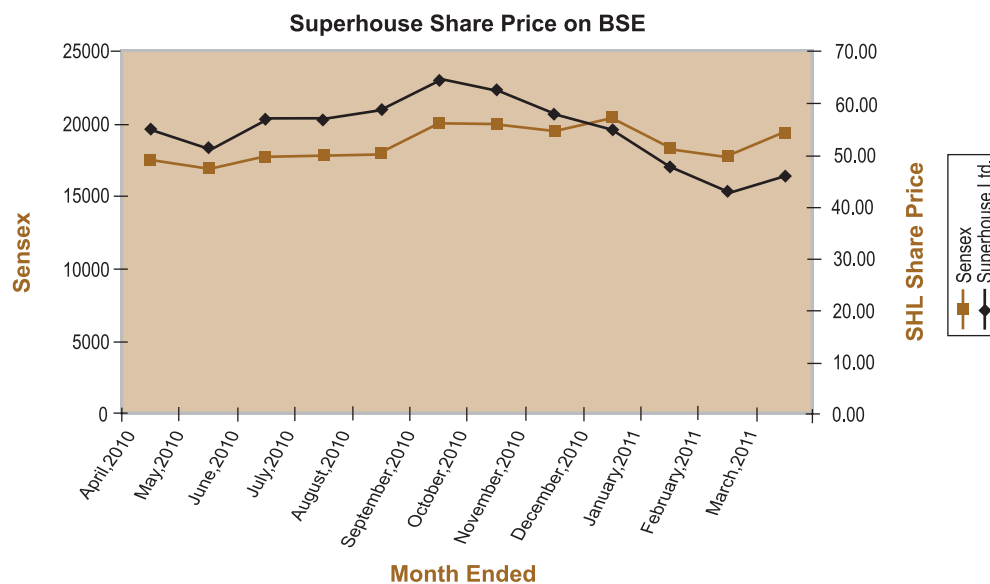
SUPERHOUSE LIMITED



- g. Stock Market price data of the company for the year 2010-2011 are as follows :-

Months	The Stock Exchange, Mumbai	
	Highest (Rs.)	Lowest (Rs.)
April, 2010	62.00	48.10
May, 2010	57.15	42.10
June, 2010	66.50	50.15
July, 2010	61.75	54.05
August, 2010	64.70	55.10
September, 2010	70.75	58.60
October, 2010	69.25	60.75
November, 2010	76.20	55.10
December, 2010	63.50	49.00
January, 2011	57.40	46.65
February, 2011	49.90	41.00
March, 2011	47.95	42.00

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



- i. **Registrar and 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, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi -110 020
Phone No. (011) 26812682-84, Fax (011) 26812681
email: viren@skylinerta.com

- j. **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 process the transfer/transmission of shares in every 10 days.



SUPERHOUSE LIMITED

k. **Distribution of Shareholders** : Distribution of shareholding as at 31st March, 2011 are as under :

Range	No. of Members	%age	No. of Shares held	%age
Upto- 500	39131	97.98	3267167	29.63
501- 1000	449	1.12	348586	3.16
1001-2000	166	0.42	259026	2.35
2001-3000	60	0.15	154421	1.40
3001-4000	25	0.06	87754	0.80
4001-5000	23	0.06	108065	0.98
5001-10000	42	0.11	283587	2.57
10001- above	42	0.11	6516394	59.11
TOTAL	39938	100.00	11025000	100.00

l. **Shareholding Pattern as at 31st March, 2011 is as under :-**

Category		No. of shares held	Percentage of Shareholding
A. Promoter's Holding (1+2)		6009542	54.51
1.	Promoters		
	Indian Promoters	6009542	54.51
	Foreign Promoters	-	-
2.	Persons acting in Concert	-	-
Sub -Total		6009542	54.51
B. Non- Promoters Holding (3+4)		5015458	45.49
3.	Institutional Investors		
	a. Mutual Funds and UTI	3587	0.03
	b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non-Government Institutions)	4475	0.04
	c. FII's	-	-
Sub-Total		8062	0.07
4.	Others		
	a. Private Corporate Bodies	369965	3.36
	b. Indian Public	4597131	41.70
	c. NRIs/OCBs	40300	0.37
	d. Any Other (Please specify)	-	-
Sub-Total		5007396	45.42
GRAND TOTAL		11025000	100.00

m. **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, 2011 is as under :

Total No. of Equity Shares : 11025000

Total No. of Shareholders/Beneficial Owners : 39938

Mode	No of Equity Shares	% of Equity Shares
Physical	2631962	23.87
Demat	8393038	76.13
National Securities Depository Limited	7690159	69.75
and Central Depository Services Limited	702879	6.38
TOTAL	11025000	100%

SUPERHOUSE LIMITED



- n. **Liquidity** : The Company's Equity Shares are regularly traded on the Stock Exchange, Mumbai in the compulsory Demat Segment.
- o. **Outstanding Instrument** : There is no outstanding GDRs/ADRs/Warrants or any Convertible Instrument of the company.
- p. **Plant Location** :

Sl.No	Name of Division	Location
1.	Fashion Shoe Division Unit I	D-15, UPSIDC Industrial Area, Site-II, Unnao-209 801
2.	Fashion Shoe Division Unit II	A-3, Export Promotion Industrial Park, Agra
3.	Fashion Shoe Division Unit III	A-5, UPSIDC Industrial Area, Site-B, Sikandra, Agra-282007
4.	Fashion Shoe Division Unit IV	D-18, UPSIDC Industrial Area, Site-II, Unnao-209801
5.	Tannery No. 1	A-1, Site-II, Industrial Area, Unnao-209801
6.	Tannery No. 2	B-16, UPSIDC Industrial Area, Site-II, Unnao-209 801
7.	Safety Footwear Division-I	B-6, UPSIDC Industrial Area, Site-I, Unnao-209 801
8.	Safety Footwear Division-II	150 Feet Road, Jajmau, Kanpur-208010
9.	Upper Division	71-A, Jajmau, Kanpur-208010
10.	Readymade Garments Division-I	A-14, Sector-65, Phase-III, Noida-201303
11.	Readymade Garments Division-II	A-5, Sector-59, Noida-201303
12.	Safety Garments Division	E-23,24, UPSIDC Industrial Area, Site-I, Unnao-209 801
13.	Leather Garments Division	C-10, Sector-58, Phase-II, Noida

- q. **Address for Communication** 150 FEET ROAD, JAJMAU, KANPUR-208010
Phone No. (0512) 2463373, 2461391
Fax No. (0512) 2460814 • Email share@superhouse.in

Kapoor Tandon & Co.
Chartered Accountants

To
The members,
Superhouse Limited

24/57, First Floor, Birhana Road
(Opp. Central Chest Clinic), Kanpur 208 001
Ph. : 2361244 • Fax : (0512) 2361244
Email : kapoomarendra@rediffmail.com

CERTIFICATE

We have examined the compliance of conditions of corporate governance by Superhouse Limited for the year ended on 31st March, 2011, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure 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 statement 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 the condition of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor Grievances received during the year ended 31st March, 2011, no investor grievances are pending against the company as per the records maintained by the company and presented to the shareholders'/investors' Grievance committee of the company.

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
(Registration No. 000952C)
Rajesh Parasramka
Partner.
M. No. 074192

Place : Kanpur
Date : 30th July, 2011



Kapoor Tandon & Co.
Chartered Accountants

SUPERHOUSE LIMITED

24/57, First Floor, Birhana Road
(Opp. Central Chest Clinic), Kanpur 208 001
Ph. : 2361244 • Fax : (0512) 2361244
Email : kapoornarendra@rediffmail.com

AUDITORS' REPORT

The Members
Superhouse Limited
Kanpur

We have audited the attached Balance Sheet of Superhouse Limited as at 31st March, 2011 and also the Profit and Loss Account and Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by Companies (Auditors' Report) Order, 2003 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report as under:

- (i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company are physically verified in a phased manner, over a period of three years so as to cover all the fixed assets. In our opinion, the frequency of physical verification of fixed assets is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies between book records and the physical inventory were noticed.
- (c) The fixed assets disposed off during the year, in our opinion, do not constitute substantial part of the fixed assets of the company and such disposal has, in our opinion, not affected the going concern status of the company.
- (ii) (a) The inventory of the Company has been physically verified by the management during the year except material lying with the third parties. In our opinion, the frequency of such verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management were reasonable

and adequate in relation to the size of the company and the nature of its business.

- (c) On the basis of our examination of records of inventory, in our opinion, the company has maintained proper records of inventory and the discrepancies noticed on physical verification between the physical stocks and the book records were not material in relation to the operation of the company.
- (iii) (a) The company has not granted any loans secured or unsecured to the Companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 excepting interest free unsecured loan to Wholly Owned four Subsidiaries. Maximum amount involved and year end balance of such loan (including advance for share capital) was Rs. 47.65 Lacs.
- (b) Other terms and conditions of such loans are, prima facie, not prejudicial to the interest of the company.
- (c) As regards repayment of above loans are concerned, no terms of repayment have been stipulated.
- (d) The company has not taken any loans secured or unsecured from the Companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- (iv) On the basis of evaluation of internal control procedures, it appears that there are adequate internal control procedures commensurate with the size of Company and nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services.
Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor we have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
- (v) (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956, and exceeding Rs. 5.00 Lacs during the year in respect of each party have been entered into at the prices which are reasonable having regard to prevailing market prices as far as we could ascertain on the basis of information and explanations given to us.
- (vi) The Company has not accepted any deposits from the public

SUPERHOUSE LIMITED



during the year under audit within the meaning of Section 58A and 58AA of the Companies Act, 1956 and rules framed there under.

- (vii) In our opinion, the company has an adequate internal audit system commensurate with the size of the company and the nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the company relating to the manufacture of 'footwear' pursuant to the order made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete. To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records for any other products of the company.
- (ix) (a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Custom Duty, Excise Duty and other statutory dues with appropriate authority. Further, in absence of notification from the Government in respect of Cess as per the provisions of Section 441A of Companies Act, 1956, the same could not be quantified / deposited.
- According to the information and explanations given to us, no undisputed dues in respect of Income Tax, Wealth Tax, Custom Duty, Excise Duty were outstanding as at 31st March, 2011 for a period of more than six months from the date they became payable.
- (b) Dues of sales tax/ income tax/ custom tax / wealth tax / excise duty / cess which have not been paid on account of any dispute are disclosed in Note No. B-2 (viii) of Schedule 18 Notes on Accounts.
- (x) The company does not have accumulated losses as at 31st March, 2011 and has not incurred cash loss during the financial year ended on that date or in the immediately preceding financial year.
- (xi) According to the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank, during the year.
- (xii) According to the information and explanation given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special statute as applicable to chit fund, nidhi, mutual fund / societies are not applicable to the company.
- (xiv) The company is not dealing / trading in securities.
- (xv) The company has given guarantees aggregating to Rs. 780.16 Lacs for loans taken by its two wholly owned subsidiaries from Banks. The terms and conditions thereof are, prima facie, not prejudicial to the interest of the company.
- (xvi) In our opinion and according to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.

- (xvii) Based on the information and the explanations given to us and on the basis of over all review of the Financial Statements of the company, funds raised for short term purposes have, prima facie, not been used for long term requirement.
- (xviii) According to the information and explanations given to us, during the year, the company has not issued any Debentures.
- (xix) The company has not raised any money by public issue during the year.
- (xx) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

Subject to aforesaid, we report that :

- a) We have 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 accounts as required by law have been kept by the Company so far as appears from our examination of these books and proper returns for the purposes of our audit have been received in respect of overseas branch at Azman (U.A.E.) not visited by us;
- c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
- d) In our opinion, the financial statements comply with the requirements of the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956;
- e) In our opinion and based on the information and explanations given to us, none of the directors is disqualified as on 31st March, 2011 from being appointed as director in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956;
- f) In our opinion and to the best of our information and according to the explanations given to us during the course of our audit, the said financial statements read together with notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:
- i. In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2011.
- ii. In the case of Profit and Loss Account, of the Profit for the year ended on that date.
- iii. In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

For KAPOOR TANDON & CO.,
Chartered Accountants
(Registration No. 000952C)
RAJESH PARASRAMKA

Partner

M.No. 074192

Place : Kanpur

Date : .30.07.2011



SUPERHOUSE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2011

Particulars	Schedule No.	As at 31st March, 2011 (Rupees)	As at 31st March, 2010 (Rupees)
I. SOURCES OF FUNDS :			
1. Shareholders' Funds			
a) Capital	1	114,197,718	114,197,718
b) Preferential Warrant Money		1,446,746	1,446,746
c) Reserves and Surplus	2	1,193,960,062	1,048,120,149
		1,309,604,526	1,163,764,613
2. Loan Funds			
Secured Loans	3	1,177,953,090	979,776,173
3. Deferred Tax Liability (Net of Assets) (Refer Note No. B-28 of Schedule 18)		101,950,000	98,252,000
	TOTAL	2,589,507,616	2,241,792,786
II. APPLICATION OF FUNDS :			
1. Fixed Assets :			
a) Gross Block	4	2,016,732,860	1,779,390,861
b) Less : Depreciation		791,335,502	698,048,404
c) Net Block		1,225,397,358	1,081,342,457
d) Capital Work in Progress		87,837,023	115,803,808
e) Advances for Capital Expenditure		30,505,207	11,777,046
		1,343,739,588	1,208,923,311
2. Investments			
	5	48,510,436	48,033,551
3. Current Assets, Loans and Advances :			
a) Inventories	6	1,072,371,862	882,681,736
b) Sundry Debtors	7	804,092,421	677,189,294
c) Cash and Bank Balances	8	211,226,675	173,909,954
d) Other Current Assets	9	96,577,338	83,503,492
e) Loans and Advances	10	110,116,003	82,954,827
	TOTAL 'A'	2,294,384,299	1,900,239,303
Less :			
Current Liabilities and Provisions :			
a) Liabilities	11	1,032,753,990	871,977,591
b) Provisions	12	64,372,717	43,425,788
	TOTAL 'B'	1,097,126,707	915,403,379
NET CURRENT ASSETS (A-B)		1,197,257,592	984,835,924
	TOTAL	2,589,507,616	2,241,792,786
Notes on Accounts	18		

The Schedules referred to above form an integral part of the Balance Sheet.

As per our report of even date attached

For **KAPOOR TANDON & CO.**

Chartered Accountants

Firm Reg. No. 000952C

RAJESH PARASRAMKA

Partner

M. No. 074192

Place : Kanpur

Date : 30th July, 2011

For and on behalf of the Board

A. K. AGARWAL

Director (Finance)

MUKHTARUL AMIN

Chairman & Managing Director

R. K. AGRAWAL

Company Secretary

SUPERHOUSE LIMITED



PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

Particulars	Schedule No.	2010-11 (Rupees)	2009-10 (Rupees)
INCOME :			
a) Sales	13	4,445,433,886	3,553,117,470
Less : Excise Duty		13,397,077	7,828,069
b) Other Income	14	53,090,608	36,859,748
c) Variation in stocks of Finished Goods and Work in Process	15	130,416,767	127,023,850
	TOTAL 'A'	4,615,544,184	3,709,172,999
EXPENDITURE :			
a) Materials	16	2,833,021,652	2,211,019,133
b) Manufacturing, Administrative, Selling and Distribution Expenses	17	1,430,302,219	1,204,550,229
c) Depreciation on Fixed Assets		98,466,392	87,337,400
Less : Withdrawal from Revaluation Reserve		6,766,945	6,774,056
	TOTAL 'B'	4,355,023,318	3,496,132,706
PROFIT BEFORE TAX (A-B)		260,520,866	213,040,293
Provision for Tax			
– Current Tax		85,000,000	74,100,000
– Deferred Tax		3,698,000	2,452,000
PROFIT AFTER TAX		171,822,866	136,488,293
Income Tax relating to earlier years		4,288	(430,671)
Profit brought forward		415,201,414	394,571,130
PROFIT AVAILABLE FOR APPROPRIATIONS		587,028,568	530,628,752
– Transfer to General Reserve		100,000,000	100,000,000
– Proposed Dividend		16,537,500	13,230,000
– Dividend Distribution Tax		2,682,796	2,197,338
Balance carried to Balance Sheet		467,808,272	415,201,414
Earning per Share (Basic & Diluted)		15.58	13.23
(Refer Note No. B-27 of Schedule 18)			
Nominal Value of Equity Share (Rupees)		10.00	10.00
Notes on Accounts	18		

The Schedules referred to above form an integral part of the Profit and Loss Account.

As per our report of even date attached

For **KAPOOR TANDON & CO.**

Chartered Accountants

Firm Reg. No. 000952C

RAJESH PARASRAMKA

Partner

M. No. 074192

Place : Kanpur

Date : 30th July, 2011

For and on behalf of the Board

A. K. AGARWAL

Director (Finance)

MUKHTARULAMIN

Chairman & Managing Director

R. K. AGRAWAL

Company Secretary



SUPERHOUSE LIMITED

SCHEDULES FORMING PART OF BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)		As at 31st March, 2010 (Rupees)	
SCHEDULE - 1				
CAPITAL				
Authorised				
15,000,000 Equity Shares of Rs.10/- each	150,000,000		150,000,000	
Issued and Subscribed				
14,972,718 Equity Shares of Rs.10/- each	149,727,180		149,727,180	
Paid up				
11,025,000 Equity Shares of Rs.10/- each	110,250,000		110,250,000	
Add : 3,947,718 Equity Shares forfeited	3,947,718	114,197,718	3,947,718	114,197,718
of the above				
4,214,542 Equity Shares allotted as fully paid pursuant to the Scheme of Amalgamation without payments being received in cash.				
TOTAL	114,197,718		114,197,718	
SCHEDULE -2				
RESERVES AND SURPLUS				
Capital Reserves				
At commencement of the year	97,584,241		97,584,241	
Securities Premium Account				
At commencement of the year	178,721,597		164,226,241	
Add : Premium on conversion of Preferential Equity Warrants	-	178,721,597	14,495,356	178,721,597
General Reserves				
At commencement of the year	300,000,000		200,000,000	
Add : From Profit and Loss Account	100,000,000	400,000,000	100,000,000	300,000,000
Capital Subsidy				
At commencement of the year	3,514,584		3,514,584	
Revaluation Reserve				
At commencement of the year	53,098,313		59,872,369	
Less : To Profit and Loss Account				
- Depreciation	6,766,945	46,331,368	6,774,056	53,098,313
Profit and Loss Account				
As per account annexed	467,808,272		415,201,414	
TOTAL	1,193,960,062		1,048,120,149	

SUPERHOUSE LIMITED



SCHEDULES FORMING PART OF BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)	As at 31st March, 2010 (Rupees)
SCHEDULE - 3		
SECURED LOANS		
From Banks		
a) Working Capital Loans*	751,490,283	590,438,933
b) Short Term Borrowings Buyer's Credit Arrangements	16,000,099	28,444,400
c) Term Loans**	406,801,500	358,884,322
Interest Accrued & due	3,661,208	2,008,518
TOTAL	<u>1,177,953,090</u>	<u>979,776,173</u>

Of the above Term loans Rs.17,50,52,624 (Previous year Rs.15,56,91,652) are repayable within one year.

* Secured by hypothecation of specific current assets and movable assets of the company both present and future and personal guarantee of two directors.

** Secured by equitable mortgage of specific fixed assets and hypothecation of Plant and Machineries and personal guarantee of two directors and includes Rs. 85,96,541 (Previous year Rs. 53,26,361) secured by hypothecation of vehicle financed.



SCHEDULES FORMING PART OF BALANCE SHEET

**SCHEDULE - 4
FIXED ASSETS**

(Rupees)

DESCRIPTION	GROSS BLOCK			DEPRECIATION/AMORTISATION				NET BLOCK			
	As at 01.04.2010	Additions	Sales/ Adjustments	As at 31.03.2011	Upto 31.03.2010	For the year	On Revaluation	Adj.	Upto 31.03.2011	As at 31.03.2011	As at 31.03.2010
Land leasehold	100,992,898	-	-	100,992,898	9,381,253	736,614	220,061	-	10,337,928	90,654,970	91,611,645
Land Freehold	11,022,762	-	187,768	10,834,994	-	-	-	-	-	10,834,994	11,022,762
Building :											
Factory	427,262,748	75,625,051	-	502,887,799	114,489,425	13,325,624	2,140,371	-	129,956,420	372,931,379	312,773,323
Non-Factory	51,830,584	26,254,563	-	78,085,147	4,966,711	973,553	-	-	5,940,264	72,144,883	46,863,873
Plant and Machinery	1,049,319,323	116,221,676	3,626,580	1,161,914,419	498,047,460	62,011,291	4,406,513	1,726,247	562,739,017	599,175,402	551,271,863
Furniture & Fittings	53,191,458	8,888,287	9,700	62,070,045	29,719,198	5,143,729	-	883	34,862,044	27,208,001	23,472,260
Vehicles	58,709,712	19,163,117	7,215,067	70,657,762	21,672,171	6,291,250	-	3,452,164	24,511,257	46,146,505	37,037,541
Computer	27,061,376	2,228,420	-	29,289,796	19,772,186	3,216,386	-	-	22,988,572	6,301,224	7,289,190
TOTAL	1,779,390,861	248,381,114	11,039,115	2,016,732,860	698,048,404	91,699,447	6,766,945	5,179,294	791,335,502	1,225,397,358	1,081,342,457
PREVIOUS YEAR	1,655,176,398	138,728,759	14,514,296	1,779,390,861	619,387,525	80,563,344	6,774,056	8,676,521	698,048,404	1,081,342,457	-

SUPERHOUSE LIMITED



SCHEDULES FORMING PART OF BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)	As at 31st March, 2010 (Rupees)
SCHEDULE - 5		
INVESTMENTS -Long Term		
IN SHARES		
A. QUOTED		
Other Investments		
i. Super Tannery Limited 3000 Equity Shares of Re. 1/- each fully paid	6,500	6,500
ii. Mideast Integrated Steels Limited (Delisted) 20,000 Equity Shares of Rs.10/- each fully paid	400,000	400,000
iii. Somani Iron & Steels Limited (Delisted) 8,700 Equity Shares of Rs.10/- each fully paid	261,000	261,000
	<u>667,500</u>	<u>667,500</u>
Less : Provision for Diminution in value	661,000	637,885
Total (A)	<u>6,500</u>	<u>29,615</u>
B. UNQUOTED		
a) Other Investments		
i. Steven Construction Limited 16,00,000 Equity Shares of Rs. 10/- each fully paid	16,000,000	16,000,000
5,00,000 Equity Shares of Rs. 10/- each, Paid up Rs. 2/- each	1,000,000	1,000,000
b) Trade Investments		
i. Unnao Tanneries Pollution Control Company 153,080 Equity Shares of Rs.10/- each fully paid	1,530,800	1,530,800
ii. Tritan Leather Works (P) Limited 764,300 Equity Shares of Rs.10/- each fully paid	7,643,000	7,643,000
iii. Amin International Ltd. 304,900 Equity Shares of Rs.10/- each fully paid	3,049,000	3,049,000
iv. Industrial Infrastructure Services 185,120 Equity Shares of Rs.10/- each fully paid	1,851,200	1,851,200
v. Kanpur Unnao Leather Cluster Dev. Co. Ltd. 1,00,000 (50,000) Equity Shares of Rs. 10/- each fully paid	1,000,000	500,000
Total (B)	<u>32,074,000</u>	<u>31,574,000</u>
C. IN SUBSIDIARY COMPANIES		
(Unquoted fully paid up)		
i. Superhouse (U.K.) Limited 150,000 Ordinary Shares of Sterling Pound 1 each fully paid	10,618,924	10,618,924
ii. Superhouse (USA) International Inc. 155 Non assessable Shares, no par value amounting to USD 73,070	3,388,324	3,388,324
iii. Superhouse Middle East FZC 100 Shares of DHR 2000 each fully paid up	2,419,366	2,419,366
iv. Superhouse RO SRL 20 Shares @ RON 10 each fully paid up	3,322	3,322
Total (C)	<u>16,429,936</u>	<u>16,429,936</u>
Total (A+B+C)	<u>48,510,436</u>	<u>48,033,551</u>
Book Value of Quoted Investments (Net of Provisions)	6,500	29,615
Book Value of Unquoted Investments	48,503,936	48,003,936
Market Value of Quoted Investments	8,040	35,990
Movement during the year -	Face Value	Nos.
Purchases -		
Equity Share of Kanpur Unnao Leather Cluster Dev. Co. Ltd.	500,000	50,000
		300,000
		30,000



SUPERHOUSE LIMITED

SCHEDULES FORMING PART OF BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)	As at 31st March, 2010 (Rupees)
SCHEDULE - 6		
INVENTORIES		
(As taken, Valued and certified by the Management)		
a) Chemicals, Components and Spare Parts	162,366,368	125,571,704
b) Raw Materials (including in transit)	208,162,595	194,091,014
c) Stock in Process	414,725,179	321,604,900
d) Finished Goods	276,171,192	238,874,704
(Including stock at port and/or in transit)		
e) Import Entitlements/Licenses in hand	10,946,528	2,539,414
TOTAL	<u>1,072,371,862</u>	<u>882,681,736</u>
SCHEDULE - 7		
SUNDRY DEBTORS		
(Unsecured)		
a) Debts outstanding for a period exceeding six months		
Considered Good	77,126,524	81,061,507
Considered Doubtful	1,825,812	2,868,876
Less : Provision for Doubtful Debts	<u>1,825,812</u>	<u>2,868,876</u>
	77,126,524	81,061,507
b) Other Debts - Considered Good	726,965,897	596,127,787
(Debtors include due from Subsidiary Companies Rs. 8,24,45,124 previous year Rs. 7,42,50,381)		
TOTAL	<u>804,092,421</u>	<u>677,189,294</u>
SCHEDULE - 8		
CASH AND BANK BALANCES		
a) Cash on Hand (as Certified by the Management)	8,052,251	7,456,640
b) Cheques in hand/Remittance in Transit	2,022,408	-
c) Balances with Scheduled Banks on-		
I. Current Accounts	67,423,059	46,696,348
II. Unclaimed Dividend Account	6,107,835	5,432,636
III. Margin Money Deposit Accounts	126,285,366	113,919,825
(Including FDR worth Rs. 8,92,05,796 previous year Rs.10,74,31,876 held as margin)		
IV. Foreign Currency Account (EEFC A/C)	1,335,756	404,505
TOTAL	<u>211,226,675</u>	<u>173,909,954</u>
SCHEDULE - 9		
OTHER CURRENT ASSETS		
a) Export Incentive Receivable	74,881,919	61,377,590
b) VAT/Sales Tax Receivable	12,212,503	15,504,034
c) Interest Accrued on FDR	6,663,510	6,621,868
d) Other Claims Receivable	2,819,406	-
TOTAL	<u>96,577,338</u>	<u>83,503,492</u>

SUPERHOUSE LIMITED



SCHEDULES FORMING PART OF BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)	As at 31st March, 2010 (Rupees)
SCHEDULE - 10		
LOANS AND ADVANCES		
(Unsecured Considered Good)		
a) Advances recoverable in cash or in kind or for value to be received (Includes advances to Subsidiary Companies Rs. 10,61,400 Previous year Rs.13,94,721)	95,568,855	69,508,548
b) Security Deposits	10,843,612	9,742,743
c) Share Application Money (Pending Allotment) to Subsidiary Companies	3,703,536	3,703,536
TOTAL	<u>110,116,003</u>	<u>82,954,827</u>
SCHEDULE - 11		
LIABILITIES		
a) Sundry Creditors :		
– Due to Micro, Small & Medium Enterprises (Refer Note No. B - 25 of Schedule 18)	–	–
– Due to Others	824,922,806	690,657,760
b) Subsidiary Companies	17,336,808	4,196,103
c) Book Overdraft with Banks	622,695	9,080,579
d) Advances from Customers	28,619,626	12,055,591
e) Unclaimed Dividend @	6,107,835	5,432,636
f) Other Liabilities	155,123,393	150,514,965
g) Interest Accrued but not due on secured loan	20,827	39,957
TOTAL	<u>1,032,753,990</u>	<u>871,977,591</u>
@ There is no amount due and outstanding to be credited to Investor Education and Protection Fund.		
SCHEDULE - 12		
PROVISIONS		
a) Provision for Income Tax (including FBT & Wealth Tax)	221,940,000	175,262,000
Less : Advance Tax	<u>193,363,185</u>	<u>161,157,206</u>
b) Provision for Gratuity	11,504,149	9,492,834
c) Provision for Leave Encashment	5,071,457	4,400,822
d) Proposed Dividend	16,537,500	13,230,000
e) Provision for Dividend Distribution Tax	2,682,796	2,197,338
TOTAL	<u>64,372,717</u>	<u>43,425,788</u>



SUPERHOUSE LIMITED

SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT

Particulars	2010-11 (Rupees)	2009-10 (Rupees)
SCHEDULE - 13		
SALES		
Sales (Export)	3,624,441,031	2,943,702,910
Sales (Indigenous)	483,935,747	361,328,518
Export Incentive	337,057,108	248,086,042
TOTAL	4,445,433,886	3,553,117,470
SCHEDULE - 14		
OTHER INCOME		
a) Interest on Fixed Deposit with Banks (Including Income Tax deducted at source Rs. 6,62,159 Previous year Rs. 8,17,434)	6,511,450	6,573,309
b) Interest on Income Tax Refund	76,626	–
c) Interest on Loans & Advances (Including Income Tax deducted at source Rs. 3,85,512 Previous year Rs. 3,38,343)	726,676	676,685
d) Profit on Sale of Fixed Assets	2,935,245	5,726,906
e) Miscellaneous Income	27,613,324	7,504,882
f) Income from job work	849,611	558,109
g) Rent	2,253,300	1,725,900
h) Exchange difference	11,746,451	14,093,957
i) Dividend from Long Term investments-other	377,925	–
TOTAL	53,090,608	36,859,748

SUPERHOUSE LIMITED



SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT

Particulars	2010-11 (Rupees)	2009-10 (Rupees)
SCHEDULE - 15		
VARIATION IN STOCKS OF FINISHED GOODS AND WORK IN PROCESS		
a) Stock at commencement-		
Finished Goods	238,874,704	212,356,029
Stock in Process	321,604,900	221,099,725
TOTAL 'A'	<u>560,479,604</u>	<u>433,455,754</u>
b) Stock at Close-		
Finished Goods	276,171,192	238,874,704
Stock in Process	414,725,179	321,604,900
TOTAL 'B'	<u>690,896,371</u>	<u>560,479,604</u>
Increase/(Decrease) in Stocks(B-A)	<u>130,416,767</u>	<u>127,023,850</u>
 SCHEDULE - 16		
MATERIALS		
Stock at commencement	194,091,014	153,781,023
ADD :		
Purchases	<u>1,706,466,129</u>	<u>1,438,273,444</u>
	<u>1,900,557,143</u>	<u>1,592,054,467</u>
LESS :		
Sale of Raw Materials	38,826,439	9,400,795
Stock at Close	<u>208,162,595</u>	<u>194,091,014</u>
Raw Material consumed	<u>1,653,568,109</u>	<u>1,388,562,658</u>
Purchase of finished goods for resale	231,854,115	39,711,517
Consumption of Chemicals, Components and Spare Parts	812,477,911	678,192,204
Consumption of Packing Materials	<u>135,121,517</u>	<u>104,552,754</u>
TOTAL	<u>2,833,021,652</u>	<u>2,211,019,133</u>



SUPERHOUSE LIMITED

SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT

Particulars	2010-11 (Rupees)	2009-10 (Rupees)
SCHEDULE - 17		
MANUFACTURING, ADMINISTRATIVE, SELLING AND DISTRIBUTION EXPENSES		
Consumable Stores	57,104,093	51,444,826
Manufacturing Expenses	426,291,046	321,882,081
Power and Fuel	108,055,695	84,714,749
Effluent Treatment Expenses	6,008,627	3,649,197
Repairs and Maintenance		
– Building	6,605,260	6,382,430
– Machinery	30,093,999	24,392,244
– Others	13,339,832	14,335,354
Rent	10,326,076	9,568,540
Rates and Taxes	2,946,739	6,612,405
Payment to and provision for Employees		
– Salary, Wages and Bonus	194,552,870	163,576,071
– Employers contribution to Provident and other funds	24,031,406	22,778,722
– Workmen and Staff Welfare expenses	15,159,635	14,216,042
Insurance	8,265,152	6,129,743
Travelling and Conveyance	19,414,235	22,611,509
Vehicle Running and Maintenance	14,729,415	12,032,620
Bad Debts	4,037,859	10,440,313
Printing and Stationery	5,080,072	5,877,734
Communication cost	14,147,040	12,245,259
Bank charges	23,943,669	22,400,611
Interest on		
– Term Loan	29,175,025	27,987,053
– Other	49,448,377	32,053,041
Legal and Professional Charges	7,511,300	7,255,946
Auditor's Remuneration	1,099,883	1,062,183
Cost Audit fee	33,090	28,090
Miscellaneous Expenses	13,034,194	11,850,456
Advertisement and Publicity	3,872,779	5,471,246
Sales and Distribution Expenses	193,421,250	148,713,983
Commission on Sale	132,082,848	130,549,819
(Including Sole Selling Agents Rs. Nil Previous year Rs. Nil)		
Research & Development Expenses	2,220,199	7,413,417
Charity and Donation	3,346,122	6,004,697
Exchange Difference	9,279,271	8,401,833
Loss on Sale of Fixed Assets	1,622,046	2,468,015
Diminution in value of Quoted Investments	23,115	–
TOTAL	1,430,302,219	1,204,550,229



SCHEDULE – 18

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention on accrual basis of accounting in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI), generally accepted accounting principles (GAAP) and the relevant provisions of the Companies Act, 1956.

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.

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.

4. Depreciation

Depreciation on Fixed Assets is provided on 'Straight Line Method' in accordance with the provisions of Schedule XIV to the Companies Act, 1956. 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 according to the rates prescribed in Schedule XIV to the Companies Act, 1956 and equivalent amount is withdrawn from Revaluation Reserve and credited to Profit and Loss Account. In case of impaired assets, depreciation is charged on the adjusted cost net of impairment.

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.

6. Capital work in progress

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

7. Investments

Investments are stated at cost of acquisition less provision for diminution in value of quoted Investments.



8. Inventories

Raw materials, Chemicals, Components & Spares parts are valued at lower of cost, arrived at on FIFO method (net of CENVAT) or net realisable value. Finished Goods (including stock at port or in transit) and Work in Process are valued at lower of cost or 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 or net realisable value. Import entitlements/ Licenses are valued at estimated net realizable/utilization value.

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 not recognised in the accounts.

10. Revenue Recognition

- a) 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.
- b) Export incentives such as Duty Drawback and benefits under the Duty Exemption Pass Book Scheme etc. are recognised on accrual basis.

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 Profit and Loss Account in accordance with the related scheme and in the period in which there are accrued.

12. Foreign Currency Translations

- a) All foreign currency transactions are recorded at the rates prevailing on the date of the transaction.
- b) All foreign currency assets and liabilities other than investments are restated / reported at the closing exchange rate prevailing on the date of Balance Sheet.
- c) The premium or discount on Forward Exchange Contract is amortised on a straight line method over the period of contract.
- d) Gains and losses arising out of fluctuations in the exchange rates are recognised in Profit and Loss Account.
- e) Investments in wholly owned subsidiaries are carried in Balance Sheet at the rates prevailing on the dates of transactions.
- f) **Overseas Office**
 - i) Revenue items except opening & closing inventory and depreciation: at average exchange rate.
 - ii) Fixed Assets and Depreciation : at exchange rate prevalent at the time of acquisition of the assets.
 - iii) Current Assets and Current Liabilities: at the closing exchange rate prevalent on the date of Balance Sheet.

SUPERHOUSE LIMITED



- iv) The exchange difference resulting from the translations of items in the financial statements of foreign branch are recognised as income or expense as the case may be.

13. Accounting for Retirement Benefits

- Company's contributions to Provident Fund are charged to Profit and Loss Account.
- 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 Profit and Loss Account.
- Provision for leave encashment is done on the basis of leaves accrued as at the end of the year.
- Termination benefits are recognised as an expense as and when incurred.

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.

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 Profit and Loss Account.

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 'Accounting for Taxes on Income' issued by ICAI, 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.

17. Prior Period Items: -

Prior period items, if material, are disclosed separately.

B. NOTES ON ACCOUNTS:

(Amount in Rupees)

	2010-11	2009-10
1. i. Estimated value of contracts remaining to be executed on capital account (net of advances)	3,85,94,000	19,15,187
ii. Claims against the company not acknowledged as debt	55,24,624	54,96,764
2. Contingent Liabilities in respect of :		
i. Guarantees issued by the Bank	1,41,99,488	1,09,29,896
ii. Corporate Guarantee(s) to bank(s) against credit facilities extended to wholly owned subsidiaries in U.K. and UAE	7,80,16,360	7,70,05,840
iii. Letter of Credit opened and outstanding	15,26,42,852	17,05,02,134
iv. Duty on Export obligation pending	13,48,33,212	11,69,53,857
v. Electricity demand pending litigation	15,83,688	15,83,688
vi. Forward Exchange Contracts	21,85,04,057	6,61,82,000
vii. Uncalled Liability on Shares partly paid	40,00,000	40,00,000



SUPERHOUSE LIMITED

viii. The detail of disputed dues (net of amounts paid) as per the clause ix(b) of Section 227 (4A) of the Companies Act, 1956 is as follows:

Nature of Dues	Forum where dispute is pending	Period to which relates	2010-11	2009-10
Income Tax	CIT Appeals, Kanpur	A.Y. 2001-02	Nil	21,86,375
	CIT Appeals, Kanpur	A.Y. 2002-03	2,10,378	2,10,378
	CIT Appeals, Kanpur	A.Y. 2003-04	Nil	9,81,537
	ITAT Appeals, Allahabad	A.Y. 2003-04	20,69,740	Nil
	CIT Appeals, Kanpur	A.Y. 2007-08	82,72,270	Nil
Entry Tax	Sales Tax Appellate Tribunal	1999-2000	8,60,729	8,60,729
U P Trade Tax and Central Sales Tax	Deputy Commissioner of Trade Tax, Kanpur	1996-1997	1,19,738	1,19,738
		1997-1998	3,89,872	3,89,872
		2002-2003	26,503	26,503
Central Sales Tax	Joint Commissioner of Trade Tax, Kanpur	2001-2002	1,51,473	1,51,473

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

3. Disclosure in respect of Derivative Instruments:

a) Derivative instruments outstanding : (Foreign Currency in Millions)

			2010-11	2009-10
	Forward Contracts			
i.	Against Exports	USD/INR	0.25	0.43
		EURO/INR	2.14	0.10
		GBP/INR	0.95	Nil
ii.	Loan Taken – Principal	USD/INR	Nil	0.86

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)

	USD		EURO		GBP		AED		Aus \$		RON	
	10-11	09-10	10-11	09-10	10-11	09-10	10-11	09-10	10-11	09-10	10-11	09-10
Debtors	4.91	3.27	4.55	2.23	1.92	1.56	-	-	0.06	0.08	-	-
Creditors	0.49	0.66	0.19	0.24	0.02	-	*	-	*	-	-	-
Other Payables	0.67	0.52	0.96	0.57	0.17	0.22	-	-	0.01	0.01	-	-
Loan Taken (Principal)	5.25	0.04	-	0.48	*	-	-	-	-	-	-	-
Advance	0.16	0.11	0.06	0.11	-	-	-	-	-	-	0.17	0.17
Cash & Bank Balances	0.02	*	*	*	-	*	-	-	-	-	-	-
Corporate Guarantee	-	-	-	-	0.04	0.04	0.04	0.04	-	-	-	-
Letter of Credit	1.90	1.56	0.13	0.69	-	-	-	-	-	-	-	-

* denotes amount less than 0.01 million

SUPERHOUSE LIMITED



4. Management is of the view that the current assets, loans and advances, if realised in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet. Provision for all known liabilities is adequate and not in excess of the amount considered necessary. No provision for losses in Subsidiary Companies has been considered.
5. Confirmation of balances with sundry debtors / creditors, loans and advances and other parties have not been received in few cases.
6. Sundry Debtors include Rs. 35,92,594 (Rs. 56,79,140), which are old and/or the matter is under dispute / litigation. Efforts are being made for recovery; hence no provision for bad and doubtful debts has been considered necessary.
7. Building and Plant and Machinery include Gross Block Rs. 1,79,88,995 (Rs. 1,79,88,995) and Rs. 10,07,184 (Rs. 10,07,184) respectively and Net block Rs. 1,54,24,701 (Rs. 1,57,17,921) and Rs. 7,23,264 (Rs. 7,56,904) respectively in respect of expenditure incurred on capital assets, ownership whereof does not vest with the company.
8. 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. 1559.30 Lacs (Leasehold Land Rs. 309.83 Lacs, Factory Building Rs. 640.83 Lacs and Plant and Machinery Rs. 608.64 Lacs) and the corresponding amount was credited to the Revaluation Reserve.

9. 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.

10. Disclosure in terms of AS 29

The company has recognised contingent liabilities as disclosed in Note No. B-2 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.

11. Disclosure as per clause 32 of the Listing Agreement

Loan and advances in the nature of loan given to subsidiaries, associates and others:

(Figure in Rupees)

Name of the company	Relationship	Amount outstanding as on 31.03.11	Maximum balance outstanding during the year
Superhouse (USA) International Inc.	Wholly owned Subsidiary	20,41,430 (20,41,430)	20,41,430 (20,41,430)
Superhouse RO SRL	– do –	27,23,506 (27,23,506)	27,23,506 (27,23,506)

12. Debtors include due from firms in which a director is interested as partner:

(Figure in Rupees)

	2010-11	2009-10
Shoe House	89,51,423	90,00,008
Prime International	Nil	5,60,006



SUPERHOUSE LIMITED

13. Directors' Remuneration : Total remuneration comprising of :

(Figure in Rupees)

Particulars	2010-11	2009-10
Salary	1,23,40,821	1,22,34,225
Contribution to Provident Fund	13,12,014	12,98,514
Perquisites (including in kind)@	12,30,780	12,71,477
Commission	1,08,92,000	60,08,421
Remuneration to Whole Time Directors	2,57,75,615	2,08,12,637
Sitting Fee	6,000	9,000
Total	2,57,81,615	2,08,21,637

@ Employee wise breakup of Gratuity liability based on actuarial valuation is not ascertainable. The amount relatable to director is, therefore, disclosed in the year of payment.

14. Computation of Net Profit in accordance with Section 349 read with Section 309 and Section 198 of the Companies Act, 1956:

(Figure in Rupees)

Particulars	2010-11	2009-10
Profit before Tax as per Profit and Loss Account	26,05,20,866	21,30,40,293
Add :		
Loss on sale of Fixed Assets as per Accounts	16,22,046	24,68,015
Directors Remuneration	2,57,75,615	2,08,12,637
Depreciation as per Accounts	9,16,99,447	8,05,63,344
Profit on Assets as per Sec. 349	1,76,863	8,12,986
	37,97,94,837	31,76,97,275
Less :		
Profit on sale of Fixed Assets as per Accounts	29,35,245	57,26,906
Depreciation as per Sec. 350	9,16,99,447	8,05,63,344
Directors Remuneration as per Sec. 349	2,57,75,615	2,08,12,637
Loss on Assets as per Sec. 349	16,22,046	24,68,015
Profit u/s 198 of the Companies Act, 1956 for calculation of Commission payable to Directors	25,77,62,484	20,81,26,373
Maximum commission permissible as per ceiling specified u/s 309(3) of the Companies Act, 1956	1,08,92,000	60,08,421
Commission Payable		
– to Mr Mukhtarul Amin (Chairman and Mg. Director)	54,46,000	30,04,211
– to Mr. Zafarul Amin (Jt. Managing Director)	27,23,000	15,02,105
– to Mrs. Sahina Mukhtar (Whole time Director)	27,23,000	15,02,105
Total	1,08,92,000	60,08,421

SUPERHOUSE LIMITED



15. Additional Information : Pursuant to clause 3, 4C and 4D of part II of Schedule VI to the Companies Act, 1956:

a) Licensed Capacity, Installed Capacity and Actual Production

(As certified by the management)

Class of Goods	Unit	Capacity (per Annum)		Actual Production ***
		Licensed *	Installed **	
Shoe Upper	Pair	10,00,000 (10,00,000)	9,12,000 (9,12,000)	3,17,742 (1,48,969)
Leather Hides	Hides	14,20,000 (14,20,000)	9,00,000 (9,00,000)	4,80,558 (4,06,037)
Leather skin	Pcs.	15,00,000 (15,00,000)	17,50,000 (17,50,000)	11,75,420 (14,08,165)
Shoes	Pairs	52,00,000 (52,00,000)	34,22,000 (34,22,000)	32,81,736 (27,32,535)
Leather Products	Pcs.	50,000 (50,000)	N.A. (N A)	2,88,331 (1,62,987)
Textile Garment	Pcs.	11,50,000 (11,00,000)	15,30,000 (15,30,000)	10,59,759 (9,41,545)
Animal Feed	MT.	900 (900)	720 (270)	225 (178)

Notes :

* Per Memorandum of Information filed with Secretariat for Industrial Approvals, Government of India.

** Being technical matter, as certified by the management.

*** Actual Production represents entire production including interdivisional transfers, as it is not possible to ascertain the quantity intended for sale and those intended for internal use.

b) Value of Raw materials, Chemicals Components, Stores & Spare parts consumed during the year :

PARTICULARS	2010-11		2009-10	
	Figure in Rupees	%	Figure in Rupees	%
Raw Material				
Imported	42,22,63,805	25.54%	32,41,00,654	23.34%
Indigenous	1,23,13,04,304	74.46%	1,06,44,62,004	76.66%
Chemicals Components, Stores & Spare parts (including Packing Material)				
Imported (Direct)	18,09,39,632	19.09%	18,31,07,772	23.39%
Indigenous	76,66,59,796	80.91%	59,96,37,186	76.61%

Note :

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.



SUPERHOUSE LIMITED

(Figure in Rupees)

	2010-11	2009-10
c) Earnings in Foreign Exchange–		
Export of goods calculated on FOB Basis	355,23,86,784	290,49,39,562
d) CIF Value of imports		
Raw Materials	40,36,19,140	29,97,70,846
Chemicals, Stores, Components and Spare Parts	17,29,29,519	12,55,31,247
Capital Goods	7,91,89,650	4,99,24,175
Finished Goods	4,43,799	77,65,507
e) Expenditure in Foreign Currency		
– Travelling	55,07,794	70,49,628
– Commission on Sales	12,32,97,189	12,33,50,088
– Interest on Loans	1,43,20,320	1,21,63,135
– Foreign Bank Charges	90,71,584	80,82,335
– Others	2,08,81,320	4,01,14,598
f) Remittance in foreign currency on account of dividend	Nil	Nil

16. The Ministry of Corporate Affairs, Government of India vide its General Notification No. S.O. 301 (E) dated 8th February 2011 issued under Section 211 (3) of the Companies Act, 1956 has exempted certain classes of companies from disclosing certain information in their profit and loss account. The Company being an 'export oriented company' is entitled to the exemption. Accordingly, disclosures mandated by paragraphs 3(i)(a), 3(ii)(a), 3(ii)(b) and 3(ii)(d) of Part II, Schedule VI to the Companies Act, 1956 have not been provided.
17. The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated 8th February 2011 and 21st February 2011 respectively has granted a general exemption from compliance with Section 212 of the Companies Act, 1956 subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.
18. Annual Accounts 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 Annual Accounts of the subsidiary companies are also kept at head office of the company and that of subsidiary companies for inspection of investors of the company and subsidiary companies.
19. Additions to Fixed Assets and Capital Work in Progress includes Rs. 13,22,152 (Rs. 15,11,120) being borrowing costs capitalized in accordance with the AS 16 'Borrowing Costs' issued by ICAI.
20. The company has an investment of Rs. 3,322 in the Shares of Superhouse RO SRL, Romania (SRL) a wholly owned subsidiary of the company. Further the company has interest free loans,

SUPERHOUSE LIMITED



advances and other receivables amounting to Rs. 27,23,506 recoverable from SRL. The Net worth of SRL has substantially eroded due to operational losses. Considering the fact that investment is of a strategic nature and business of SRL is in the initial stage, no provision is considered necessary by the management at present, for any diminution in value of investment and also for losses that may arise in respect of advances and other receivables from SRL.

21. Other Liability includes Rs. 1,15,59,232 (Rs. 66,70,490) and Provisions includes Rs. 5,30,928 (Rs. 6,79,016) being amount payable to directors.
22. In accordance with Accounting Standard-17 'Segment Reporting; segment information has been given in the consolidated financial statements of Superhouse Limited, and therefore, no separate disclosure on segment information is given in these financial statements.

23. Fixed Assets given on Operating Lease:

(Amount in Rupees)

	Building Factory		Plant & Machinery	
	2010-11	2009-10	2010-11	2009-10
i. Gross Carrying Amount	51,01,357	51,01,357	281,24,302	281,24,302
ii. Accumulated Depreciation	18,03,324	16,32,939	199,20,819	178,16,586
iii. Depreciation for the year	1,70,385	1,70,385	21,04,233	21,04,233
iv. Impairment Losses	Nil	Nil	Nil	Nil

24. The company has requested confirmation from Suppliers regarding their registration (filing 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 the Section 16 of the Act.
25. The related party disclosure in accordance with AS 18 'Related Party Disclosures' issued by ICAI, is given below :

A. Relationship

i. Subsidiary (Wholly owned) Company :

- a) Superhouse (U.K.) Ltd., UK
- b) Superhouse (USA) International Inc., USA
- c) Superhouse Middle East FZC, Azman
- d) Superhouse Ro SRL, Romania

ii. Joint Ventures & Associates :

Joint Venture : Nil

Associates :

- a) Unnao Tanneries Pollution Control Company
(A company registered under Section 25 of the Companies Act, 1956)



SUPERHOUSE LIMITED

- b) Tritan Leather Works Pvt. Ltd.
- c) M/s Prime International (a partnership firm)
- d) M/s Shoe House (a partnership firm)
- e) Steven Construction Ltd.
- f) Chowdhary Overseas Ltd.
- g) Amin International Ltd.
- h) Aleena International
- i) Rojus Enterprises Ltd.
- j) Moderiba Hygene Solution Ltd.
- k) Superhouse Accessories Ltd.
- l) Creemos International Ltd.
- m) Knowledgehouse Ltd.

iii. Key Management Personnel & Relatives :

- a) Mr. Mukhtarul Amin – Chairman & Managing Director
- b) Mr. Vinay Sanan – Executive Director
- c) Mr. A.K. Agarwal – Director (Finance)
- d) Mr. Zafarul Amin – Jt. Managing Director (Son of Mr. Mukhtarul Amin)
- e) Mr. Mohd. Shadab – Director
- f) Mrs. Shahina Mukhtar – Director (Wife of Mr. Mukhtarul Amin)
- g) Mr. Deepak Sanan (Son of Mr. Vinay Sanan)

B. The following transactions were carried out with related parties in the ordinary course of business during the year : (Figure in Rupees)

Particulars	Subsidiary Companies		Associates	
	2010-11	2009-10	2010-11	2009-10
Purchases of Materials/Finished Goods	-	-	14,37,16,366	3,52,22,879
Sale of Materials/Finished Goods	16,17,48,055	13,85,25,884	10,00,46,465	6,71,96,153
Purchase of Fixed Assets	-	-	3,800	1,51,298
Sale of Fixed Assets	-	-	2,98,388	-
Services rendered/other receipts	-	-	3,75,013	1,95,751
Services availed	2,33,28,010	1,52,75,112	3,65,98,926	38,62,003
Investments (incl. Share Application Money)	-	20,65,936	-	-
Rent received	-	-	22,25,437	2,19,540
Preferential Issue of Warrants / Shares				
- Amount Received	-	-	-	89,07,262

SUPERHOUSE LIMITED



	2010-11	2009-10	2010-11	2009-10
Balances at the end of the year:				
Receivables (including Advances)	8,35,06,524	7,56,45,102	5,70,18,664	2,94,28,254
Payables	1,73,36,808	41,96,103	3,79,13,854	1,43,45,644
Share Application Money (advance)	37,03,536	37,03,536	-	-
Investments	1,64,29,936	1,64,29,936	2,76,92,000	2,76,92,000
Preferential warrant money	-	-	14,46,746	14,46,746

Key Management Personnel and relatives :

Particulars	2010-11	2009-10
Rent paid	15,15,000	14,89,500
Remuneration to whole time Directors @	2,57,75,615	2,08,12,637
Preferential Issue of Warrants / Shares		
- Amount Received	-	27,21,600
Remuneration Payable (including Provisions)	1,20,90,160	73,49,506

@ Details of remuneration paid to whole time directors are given in Note No. B-13 above

26. Auditors' Remuneration :

(Figure in Rupees)

Particulars	2010-11	2009-10
Audit Fee	7,72,100	7,16,950
Tax Audit Fee	82,725	82,725
Other Professional Services	2,45,058	2,62,508
Total	10,99,883	10,62,183

27. Calculation of Earning Per Share (EPS) as per AS 20 'Earning Per Share' issued by ICAI :

Particulars	2010-11	2009-10
Number of Equity shares for the purpose of calculation of EPS	1,10,25,000	1,03,14,833
Nominal Value of Equity Share (Rs.)	10.00	10.00
Profit after Tax (Rs.)	17,18,22,866	13,64,88,293
EPS - Basic and Diluted (Rs.)	15.58	13.23

28. The components of Deferred Tax Assets and Liabilities are as under :

(Amount in Rupees)

Particulars	As on 31.03.2011	As on 31.03.2010
Deferred Tax Liabilities		
On account of		
- Depreciation	11,27,18,000	10,43,18,000
Sub Total 'A'	11,27,18,000	10,43,18,000



SUPERHOUSE LIMITED

Particulars	As on 31.03.2011	As on 31.03.2010
Deferred Tax Assets On account of		
– Provision for Doubtful Debts	6,10,000	9,53,000
– Provision for Gratuity	38,25,000	31,53,000
– Others Expenses	63,33,000	19,60,000
Sub Total 'B'	1,07,68,000	60,66,000
Net Deferred Tax Liability (A- B) @	10,19,50,000	9,82,52,000
Deferred Tax Liability for the current year	36,98,000	24,52,000

@ In accordance with clause 29 of AS 22 Deferred Tax Assets and Deferred Tax Liability have been set off.

29. Disclosure of employee benefits as per AS 15 (Employees Benefit) issued by ICAI is as under:

(Amount in Rupees)

	2010–11	2009–10
Defined Contribution Plan :		
Employer's Contribution to PF and FPF	1,11,98,104	94,32,433
Employer's Contribution to ESI	50,32,702	33,71,739

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.

(Amount in Rupees)

	2010–11	2009–10
Reconciliation of Opening and Closing balance of present value of defined benefit obligation for Gratuity		
Present Value of Obligation at beginning of the year	1,71,61,521	10,191,605
Current Service Cost	31,85,539	27,85,168
Interest Cost	14,15,825	8,15,328
Benefits paid	(13,94,027)	(17,63,893)
Actuarial (Gain)/Loss on Obligations	21,23,624	51,33,313
Plan amendments	17,66,436	–
Present Value of Obligation at end of the year	2,42,58,918	1,71,61,521

Reconciliation of Opening and Closing Fair Value of Plan Assets

Fair Value of Plan Assets at beginning of the year	76,68,687	6,811,018
Expected Return on Plan Assets	7,49,497	5,50,993

SUPERHOUSE LIMITED



	2010-11	2009-10
Contributions	57,30,612	20,70,569
Benefit Paid	(13,94,027)	(17,63,893)
Actuarial Gain / (Loss) on Plan Assets	-	-
Fair Value of Plan Assets at end of the year	1,27,54,769	76,68,687

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

Fair Value of Plan Assets at end of the year	1,27,54,769	76,68,687
Present Value of Obligation at end of the year	2,42,58,918	1,71,61,521
Asset/(Liability) recognised in the Balance Sheet	(1,15,04,149)	(94,92,834)

Expenses recognised during the year

Current Service Cost	31,85,539	27,85,168
Interest Cost	14,15,825	8,15,328
Expected Return on Plan Assets	(7,49,497)	(5,50,993)
Plan amendments	17,66,436	-
Total Actuarial Loss/(Gain) recognised during the year	21,23,624	51,33,313
Net Cost recognised in Profit and Loss Account	77,41,927	81,81,816

Assumptions

Discount Rate (p.a.)	8.25%	8.00%
Expected Rate of increase in Salary (p.a.)	5.00%	5.00%

30. Previous year's figures have been regrouped wherever necessary.
31. Figure in the brackets pertains to previous year.
32. The statement on particulars required to be furnished as per the provisions of part IV of Schedule VI to the Companies Act, 1956 is attached

Signature to Schedule 1 to 18

As per our report of even date attached

For **KAPOOR TANDON & CO.**

Chartered Accountants

Firm Reg. No. 000952C

RAJESH PARASRAMKA

Partner

M. No. 074192

Place : Kanpur

Date : 30th July, 2011

For and on behalf of the Board

A. K. AGARWAL

Director (Finance)

MUKHTARULAMIN

Chairman & Managing Director

R. K. AGRAWAL

Company Secretary



SUPERHOUSE LIMITED

Cash Flow Statement for the year ended 31st March 2011

	2010-11 (Rupees)	2009-10 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	260,520,866	213,040,293
ADJUSTMENTS FOR :		
Depreciation	91,699,447	80,563,344
Interest - Paid	78,623,402	60,040,094
Interest - Earned	(7,314,752)	(7,249,994)
Fixed Assets - Loss on sale	1,622,046	2,468,015
Fixed Assets - Profit on sale	(2,935,245)	(5,726,906)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	422,215,764	343,134,846
ADJUSTMENTS FOR :		
Trade and Other receivables	(166,965,898)	(78,975,761)
Inventories	(189,690,126)	(182,824,202)
Trade Payables	162,783,150	209,502,416
CASH GENERATED FROM OPERATIONS	228,342,890	290,837,299
Income Tax Paid (net of Refunds)	(70,523,691)	(67,818,448)
NET CASH FROM OPERATING ACTIVITIES	157,819,199	223,018,851
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets(including CWIP)	(239,142,490)	(237,939,073)
Sale of Fixed Assets	7,173,020	9,096,665
Purchase of Investments	(476,885)	(300,000)
Interest received	7,314,752	7,249,994
Loans given	(172,251)	(525,162)
NET CASH USED IN INVESTING ACTIVITIES	(225,303,854)	(222,417,576)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Preferential Warants Money (including premium)	—	20,719,832
Proceeds from Long term Borrowings	169,666,077	172,996,911
Repayments from Long term Borrowings	(121,748,899)	(133,688,162)
Net Increase/(Decrease) in cash/ Export credit facilities and short term loans	150,259,739	53,455,980
Interest paid	(78,623,402)	(60,040,094)
Dividend paid	(12,554,801)	(10,801,829)
Dividend Distribution Tax paid	(2,197,338)	(2,074,546)
NET CASH FLOW USED IN FINANCING ACTIVITIES	104,801,376	40,568,092
NET INCREASE IN CASH AND CASH EQUIVALENTS	37,316,721	41,169,367
OPENING CASH AND CASH EQUIVALENTS	173,909,954	132,740,587
CLOSING CASH AND CASH EQUIVALENTS	211,226,675	173,909,954

NOTE : The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India..

As per our report of even date attached

For **KAPOOR TANDON & CO.**

Chartered Accountants

Firm Reg. No. 000952C

RAJESH PARASRAMKA

Partner

M. No. 074192

Place : Kanpur

Date : 30th July, 2011

For and on behalf of the Board

A. K. AGARWAL

Director (Finance)

MUKHTARUL AMIN

Chairman & Managing Director

R. K. AGRAWAL

Company Secretary

SUPERHOUSE LIMITED



Statement pursuant to Section 212 of the Companies Act,1956 relating to Company's Interest in Subsidiary Companies.

Name of Subsidiary	Superhouse (U.K.) Limited	Superhouse (USA) International Inc.	Superhouse Middle East FZC	Superhouse RO SRL Romania
1. Financial Year of the subsidiary ended on	31st March, 2011	31st March, 2011	31st March, 2011	31st March, 2011
2. Dates from which they became Subsidiary Companies	1st April, 1999	26th June, 2001	19th October, 2005	10th November, 2008
3. (a) Number of Shares held by Superhouse Limited in the subsidiaries at the end of the financial year	150000 Ordinary Shares of Sterling Pound 1 each fully paid up	155 Non Assessable shares, no par value amounting to USD 73070	100 fully paid up Shares of DHR 2000 each	20 fully paid up shares of RON 10 each
(b) Extent of interest of holding company at the end of financial year of the Subsidiary Companies	100.00%	100.00%	100.00%	100.00%
4. Net aggregate amount of Subsidiary Companies Profit / (Losses) after tax so far as it concerns the members of Holding Companies				
(a) Not dealt with in the Holding Company's accounts				
(i) For the financial year ended 31st March 2011	Profit Rs. 8993797.00	Loss Rs. 2866883.00	Profit Rs. 1204048.00	Loss Rs. 201295.00
(ii) For the Previous financial years of the subsidiary companies since they became the Holding Company's subsidiary	Profit Rs. 6822132.00	Loss Rs. 955080.00	Profit Rs. 14770756.00	Loss Rs. 2339298.00
(b) Dealt with in the Holding Company's accounts				
(i) For the financial year ended 31st March 2011	NIL	NIL	NIL	NIL
(ii) For the Previous financial years of the subsidiary companies since they became the Holding Company's subsidiary	NIL	NIL	NIL	NIL



SUPERHOUSE LIMITED

Details of Subsidiary Companies

(Rupees)

S. No.	Name of Subsidiary Company	Superhouse (UK) Limited	Superhouse (USA) International INC	Superhouse Middle East FZC.	Superhouse R.O. (SRL) Romania
1.	Capital	10,618,924	3,388,324	2,419,366	3,322
2.	Share Application Money	–	1,637,600	–	2,065,936
3.	Reserves	31,398,102	(3,821,963)	15,974,804	(2,540,593)
4.	Loan Funds	–	403,830	5,435,352	657,570
5.	Total Liabilities	42,017,026	1,607,791	23,829,522	186,235
6.	Total Assets	42,017,026	1,607,791	23,829,522	186,235
7.	Investments	–	–	–	–
8.	Turnover/Total Income	211,036,127	1,997,474	74,702,977	204,199
9.	Profit/(Loss) Before Taxation	11,437,101	(2,866,883)	1,204,048	(201,295)
10.	Provision for Taxation	2,443,304	–	–	–
11.	Profit/(Loss) After Taxation	8,993,797	(2,866,883)	1,204,048	(201,295)
12.	Proposed Dividend	323,685	–	–	–
Exchange Rate as on 31.03.2011 : 1 AED= Rs. 12.14 Exchange Rate as on 31.03.2011 : 1 GBP= Rs. 71.93 Exchange Rate as on 31.03.2011 : 1 USD= Rs. 44.65 Exchange Rate as on 31.03.2011 : 1 RON= Rs. 15.43					

Notes :

Interest in Holding Company	100%	100%	100%	100%
-----------------------------	------	------	------	------

For and on behalf of the Board

A. K. AGARWAL
Director (Finance)

MUKHTARUL AMIN
Chairman & Managing Director

Place : Kanpur
Date : 30th July, 2011

R. K. AGRAWAL
Company Secretary

SUPERHOUSE LIMITED



ADDITIONAL INFORMATION PURSUANT TO PROVISIONS OF SCHEDULE VI PART IV OF THE COMPANIES ACT, 1956

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I) Registration Details

Registration No. : State Code

Balance Sheet Date
Date Month Year

II) Capital Raised during the year (Amount in Rs. Thousands)

Public Issue Right Issue
Private Placement Bonus Issue

III) Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities Total Assets

Sources of Funds

Paid-up Capital Reserve and Surplus
Secured Loans Deferred Tax Liability
Unsecured Loans

Application of Funds

Net Fixed Assets Investments
Net Current Assets Misc. Expenditure

IV) Performance of the Company (Amount in Rs. Thousands)

Turnover (Including Other Income) Total Expenditure

Profit/Loss before Tax + - Profit/Loss After Tax + -

(Please tick appropriate box, + For Profit – for Loss)

Earning per Share (in Rs.) Dividend Rate %

V) Generic Names of three principal

Products /Services of Company

Item Code No.(ITC Code)
Product Description
Item Code No.(ITC Code)
Product Description
Item Code No.(ITC Code)
Product Description

As per our report of even date attached For **KAPOOR TANDON & CO.**

Chartered Accountants
Firm Reg. No. 000952C
RAJESH PARASRAMKA
Partner

M. No. 074192
Place : Kanpur
Date : 30th July, 2011

For and on behalf of the Board

A. K. AGARWAL
Director (Finance)

MUKHTARUL AMIN
Chairman & Managing Director

R. K. AGRAWAL
Company Secretary



SUPERHOUSE LIMITED

Kapoor Tandon & Co.
Chartered Accountants

24/57, First Floor, Birhana Road
(Opp. Central Chest Clinic), Kanpur 208 001
Ph. : 2361244 • Fax : (0512) 2361244
Email : kapoornarendra@rediffmail.com

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors
Superhouse Limited

1. We have examined the attached Consolidated Balance Sheet of **Superhouse Limited** and its subsidiaries (the Superhouse Group) as at 31st March 2011 and also the Consolidated Profit and Loss Account and Cash Flow Statement of the Group for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with generally accepted auditing standards in India. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. In respect of the financial statements of certain subsidiaries, we did not carry out the audit. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in respect of these subsidiaries is based solely on the reports of other auditors. The details of assets and revenues in respect of these subsidiaries are given below:

Names of the Companies	Rupees in Lacs	
	Total Assets	Total Revenues
i. Superhouse (U.K.) Limited	1,109.75	2,110.36
ii. Superhouse RO, SRL	1.86	2.04

4. We report that the consolidated financial statements have been prepared by the Group in accordance with the requirements of the Accounting Standard (AS) 21- 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India and on the basis of the separate audited / certified financial statements of the Superhouse Group included in the consolidated financial statements.
5. On the basis of the information and explanations given to us and on the consideration of the separate audit reports on the individual audited financial statements of the Superhouse Group, we are of the opinion, that the consolidated financial statements read together with other notes thereon give a true and fair view in conformity with the accounting principles generally accepted in India:

SUPERHOUSE LIMITED



- (a) in the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Superhouse Group as at 31st March, 2011;
- (b) in the case of Consolidated Profit and Loss Account, of the consolidated results of operations of the Superhouse Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Superhouse Group for the year ended on that date.

For **KAPOOR TANDON & CO.,**

Chartered Accountants
(Registration No. 000952C)

RAJESH PARASRAMKA

Partner

M.No. 074192

Place : Kanpur

Date : 30th July, 2011



SUPERHOUSE LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

Particulars	Schedule No.	As at 31st March, 2011 (Rupees)	As at 31st March, 2010 (Rupees)	
I. SOURCES OF FUNDS :				
1. Shareholders' Funds				
a) Capital	1	114,197,718	114,197,718	
b) Preferential Warrant Money		1,446,746	1,446,746	
c) Reserves and Surplus	2	<u>1,240,793,434</u>	<u>1,085,975,199</u>	1,201,619,663
2. Loan Funds :				
Secured Loans	3	1,183,388,442	984,514,432	
3. Deferred Tax Liability (Net of Assets) (Refer Note No. D-12 of Schedule 18)				
		101,950,000	98,252,000	
TOTAL		<u>2,641,776,340</u>	<u>2,284,386,095</u>	
II. APPLICATIONS OF FUNDS				
1. Fixed Assets :				
a) Gross Block	4	2,050,424,096	1,815,002,857	
b) Less : Depreciation		<u>795,171,267</u>	<u>702,704,112</u>	
c) Net Block		1,255,252,829	1,112,298,745	
d) Capital Work in Progress		87,837,023	115,803,808	
e) Advances for Capital Expenditure		<u>30,505,207</u>	<u>11,777,046</u>	1,239,879,599
2. Investments				
	5	37,903,522	35,254,299	
3. Current Assets, Loans and Advances :				
a) Inventories	6	1,096,857,327	904,124,049	
b) Sundry Debtors	7	817,123,742	701,490,850	
c) Cash and Bank Balances	8	213,578,094	177,115,806	
d) Other Current Assets	9	100,696,161	85,805,972	
e) Loans and Advances	10	<u>107,985,158</u>	<u>84,434,402</u>	
TOTAL 'A'		<u>2,336,240,482</u>	<u>1,952,971,079</u>	
Less :				
Current Liabilities and Provisions :				
a) Liabilities	11	1,040,486,289	900,293,094	
b) Provisions	12	65,476,434	43,425,788	
TOTAL 'B'		<u>1,105,962,723</u>	<u>943,718,882</u>	
NET CURRENT ASSETS (A-B)				
		1,230,277,759	1,009,252,197	
TOTAL		<u>2,641,776,340</u>	<u>2,284,386,095</u>	
Notes on Accounts	18			

The schedules referred to above form an integral part of the Balance Sheet

As per our report of even date attached

For **KAPOOR TANDON & CO.**

Chartered Accountants

Firm Reg. No. 000952C

RAJESH PARASRAMKA

Partner

M. No. 074192

Place : Kanpur

Date : 30th July, 2011

For and on behalf of the Board

A. K. AGARWAL

Director (Finance)

MUKHTARULAMIN

Chairman & Managing Director

R. K. AGRAWAL

Company Secretary

SUPERHOUSE LIMITED



CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

Particulars	Schedule No.	2010-11 (Rupees)	2009-10 (Rupees)
INCOME :			
a) Sales	13	4,546,209,321	3,645,075,532
Less : Excise Duty		13,397,077	7,828,069
b) Other Income	14	55,179,885	43,177,367
c) Variation in stocks of Finished Goods and Work in Process	15	133,459,919	120,504,413
TOTAL 'A'		<u>4,721,452,048</u>	<u>3,800,929,243</u>
EXPENDITURE:			
a) Materials	16	2,893,476,998	2,253,474,760
b) Manufacturing, Administrative, Selling and Distribution Expenses	17	1,465,198,819	1,235,614,110
c) Depreciation on Fixed Assets		99,449,339	88,685,009
Less : Withdrawal from Revaluation Reserve		6,766,945	6,774,056
TOTAL 'B'		<u>4,451,358,211</u>	<u>3,570,999,823</u>
PROFIT BEFORE TAX (A-B)		270,093,837	229,929,420
Provision for Tax			
– Current Tax		87,443,304	78,227,007
– Deferred Tax		3,698,000	2,452,000
PROFIT AFTER TAX		178,952,533	149,250,413
Taxes relating to earlier years		4,288	(430,671)
Share of Profits of Associates		2,172,340	3,402,430
Profit brought forward		437,150,606	400,355,772
PROFIT AVAILABLE FOR APPROPRIATIONS		618,279,767	552,577,944
General Reserve		100,000,000	100,000,000
Proposed Dividend		16,861,185	13,230,000
Dividend Distribution Tax		2,682,796	2,197,338
Balance carried to Balance Sheet		498,735,786	437,150,606
Earning per Share (Basic & Diluted)		16.23	14.47
(Refer Note No. D - 17 of Schedule 18)			
Nominal Value of Equity Share (Rupees)		10.00	10.00
Notes on Accounts	18		

The Schedules referred to above form an integral part of the Profit and Loss Account.

As per our report of even date attached

For **KAPOOR TANDON & CO.**

Chartered Accountants

Firm Reg. No. 000952C

RAJESH PARASRAMKA

Partner

M. No. 074192

Place : Kanpur

Date : 30th July, 2011

For and on behalf of the Board

A. K. AGARWAL

Director (Finance)

MUKHTARUL AMIN

Chairman & Managing Director

R. K. AGRAWAL

Company Secretary



SUPERHOUSE LIMITED

SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)		As at 31st March, 2010 (Rupees)	
SCHEDULE - 1				
CAPITAL				
Authorised				
15,000,000 Equity Shares of Rs.10/- each		<u>150,000,000</u>		<u>150,000,000</u>
Issued and Subscribed				
14,972,718 Equity Shares of Rs.10/- each		<u>149,727,180</u>		<u>149,727,180</u>
Paid up				
11,025,000 Equity Shares of Rs.10/- each	<u>110,250,000</u>		110,250,000	
Add : 3,947,718 Equity shares forfeited of the above	<u>3,947,718</u>	<u>114,197,718</u>	<u>3,947,718</u>	<u>114,197,718</u>
4,214,542 Equity Shares allotted as fully paid pursuant to the Scheme of amalgamation without payments being received in cash				
TOTAL		<u><u>114,197,718</u></u>		<u><u>114,197,718</u></u>
SCHEDULE - 2				
RESERVES AND SURPLUS				
Capital Reserves				
At commencement of the year		<u>97,584,241</u>		<u>97,584,241</u>
Securities Premium Account				
At commencement of the year	<u>178,721,597</u>		164,226,241	
Add : Premium on conversion of Preferential Equity Shares	<u>–</u>	<u>178,721,597</u>	<u>14,495,356</u>	<u>178,721,597</u>
General Reserves				
At commencement of the year	<u>300,000,000</u>		200,000,000	
Add : From Profit and Loss Account	<u>100,000,000</u>	<u>400,000,000</u>	<u>100,000,000</u>	<u>300,000,000</u>
Capital Subsidy				
At commencement of the year		<u>3,514,584</u>		<u>3,514,584</u>
Revaluation Reserve				
At commencement of the year	<u>69,004,171</u>		75,778,227	
Less : To Profit and Loss Account – Depreciation	<u>6,766,945</u>	<u>62,237,226</u>	<u>6,774,056</u>	<u>69,004,171</u>
Profit and Loss Account				
As per account annexed		<u>498,735,786</u>		<u>437,150,606</u>
TOTAL		<u><u>1,240,793,434</u></u>		<u><u>1,085,975,199</u></u>

SUPERHOUSE LIMITED



SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)	As at 31st March, 2010 (Rupees)
SCHEDULE - 3		
SECURED LOANS		
From Banks		
a) Working Capital Loans*	756,414,638	594,421,900
b) Short Term Borrowings Buyer's Credit Arrangements	16,000,099	28,444,400
c) Term Loans**	407,312,497	359,639,614
Interest Accrued & Due	3,661,208	2,008,518
TOTAL	<u>1,183,388,442</u>	<u>984,514,432</u>

Of the above Term loans Rs. 17,52,88,917 (Previous year Rs. 15,69,12,927) are repayable within one year.

* Secured by hypothecation of specific current assets and movable assets of the company both present and future and personal guarantee of two directors.

** Secured by equitable mortgage of specific fixed assets and hypothecation of Plant and Machineries and personal guarantee of two directors and includes Rs. 85,95,541 (Previous year Rs. 53,26,361) secured by hypothecation of vehicle financed.



SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET

**SCHEDULE - 4
FIXED ASSETS**

(Rupees)

DESCRIPTION	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 01.04.2010	Additions	Sales Adjustments	As at 31.03.2011	Upto 31.03.2010	For the year	On Revalu- ation	Adj.	Upto 31.03.2011	As At 31.03.2011	As at 31.03.2010
Land leasehold	100,992,898	-	-	100,992,898	9,381,253	736,614	220,061	-	10,337,928	90,654,970	91,611,645
Land Freehold	11,022,762	-	187,768	10,834,994	-	-	-	-	-	10,834,994	11,022,762
Building:											
Factory	427,262,748	75,625,051	-	502,887,799	114,489,425	13,326,624	2,140,371	-	129,956,420	372,931,379	312,773,323
Non-Factory	76,615,753	26,504,520	-	103,120,273	4,966,711	973,553	-	-	5,940,264	97,180,009	71,649,042
Plant and Machinery	1,051,485,525	116,221,676	4,490,942	1,163,216,259	499,262,750	62,054,982	4,406,513	1,999,783	563,724,462	599,491,797	552,222,775
Furniture & Fittings	55,332,439	9,159,463	(854,663)	65,346,565	30,397,530	5,486,284	-	(272,654)	36,158,468	29,188,097	24,934,909
Vehicles	64,906,179	19,163,117	9,656,961	74,412,335	24,256,036	6,833,564	-	5,255,055	25,834,545	48,577,790	40,650,143
Computer	27,384,553	2,228,420	-	29,612,973	19,950,407	3,268,773	-	-	23,219,180	6,393,793	7,434,146
TOTAL	1,815,002,857	248,902,247	13,481,008	2,050,424,096	702,704,112	92,682,394	6,766,945	6,982,184	795,171,267	1,255,252,829	1,112,298,745
PREVIOUS YEAR	1,687,988,975	143,609,868	16,595,986	1,815,002,857	623,840,147	81,910,953	6,774,056	9,821,044	702,704,112	1,112,298,745	

SUPERHOUSE LIMITED



SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)		As at 31st March, 2010 (Rupees)	
SCHEDULE - 5				
INVESTMENTS - Long Term				
IN SHARES				
A. QUOTED				
Other Investments				
i. Super Tannery Limited		6,500		6,500
3000 Equity Shares of Re.1/- each fully paid				
ii. Mideast Integrated Steels Limited		400,000		400,000
20,000 Equity Shares of Rs.10/- each fully paid				
iii. Somani Iron & Steels Limited		261,000		261,000
8,700 Equity Shares of Rs.10/- each fully paid				
		667,500		667,500
Less : Provision for Diminution in value		661,000		637,885
Total (A)		6,500		29,615
B. UNQUOTED				
Other Investments				
i. Steven Construction Limited				
Cost of investment	17,000,000		17,000,000	
(including Rs.1,70,000/- Of goodwill net of Capital Reserve arising on consolidation)				
Add : Share of post acquisition profit/loss (net)	<u>1,459,736</u>	18,459,736	<u>746,955</u>	17,746,955
Trade Investments				
i. Unnao Tanneries Pollution Control Company		1,530,800		1,530,800
153,080 Equity Shares of Rs.10/- each fully paid				
ii. Tritan Leather Works (P) Limited				
Cost of investment	7,643,000		7,643,000	
(including Rs.10,85,306/- of Capital Reserve net of good will arising on consolidation)				
Add : Share of post acquisition profit/loss (net)	<u>2,284,334</u>	9,927,334	<u>1,817,896</u>	9,460,896
iii. Amin International Limited				
Cost of investment	3,049,000		3,049,000	
(including Rs.15,18,402/- Of goodwill net of Capital Reserve arising on consolidation)				
Add : Share of post acquisition profit/loss (net)	<u>2,078,952</u>	5,127,952	<u>1,085,833</u>	4,134,833
iv. Industrial Infrastructure Services (I) Ltd.		1,851,200		1,851,200
185,120 Equity Shares of Rs.10/- each fully paid				
v. Kanpur Unnao Leather Cluster Dev.Co. Ltd.		1,000,000		500,000
1,00,000(50,000) Equity Shares of Rs.10/- each				
Total (B)		37,897,022		35,224,684
Total (A+B)		37,903,522		35,254,299
Book Value of Quoted Investments		6,500		29,615
Book Value of Unquoted Investments		37,897,022		35,224,684
Market Value of Quoted Investments		8,040		35,990
Movement during the year -				
Purchases -	Face Value	Nos.	Face Value	Nos.
Equity shares of Kanpur Unnao Leather Cluster Dev. Co. Ltd.	500,000	50,000	300,000	30,000



SUPERHOUSE LIMITED

SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)	As at 31st March, 2010 (Rupees)
SCHEDULE - 6		
INVENTORIES		
(As taken, Valued and certified by the Management)		
a) Chemicals, Components and Spare Parts	162,366,368	125,571,704
b) Raw Materials (including in transit)	208,162,595	194,091,014
c) Stock in Process	414,725,179	321,604,900
d) Finished Goods	300,656,657	260,317,017
(Including stock at port and/or in transit)		
e) Import Entitlements/Licences in hand	10,946,528	2,539,414
TOTAL	<u>1,096,857,327</u>	<u>904,124,049</u>
SCHEDULE - 7		
SUNDRY DEBTORS		
(Unsecured)		
a) Debts outstanding for a period exceeding six months		
Considered Good	97,661,331	121,092,388
Considered Doubtful	1,825,812	2,868,876
Less : Provision for Doubtful Debts	<u>1,825,812</u>	<u>2,868,876</u>
	97,661,331	121,092,388
b) Other Debts- Considered Good	719,462,411	580,398,462
TOTAL	<u>817,123,742</u>	<u>701,490,850</u>
SCHEDULE - 8		
CASH AND BANK BALANCES		
a) Cash on Hand (as Certified by the Management)	8,857,193	8,036,405
b) Cheques in hand/Remittance in transit	2,022,408	-
c) Balances with Scheduled Banks on-		
I. Current Accounts	67,716,251	47,614,126
II. Unclaimed Dividend Account	6,107,835	5,432,636
III. Margin Money Deposit Accounts (Including FDR worth Rs. 8,92,05,796 previous year Rs. 10,74,31,876 held as margin)	127,538,651	115,628,134
IV. Foreign currency Account (EEFC A/C)	1,335,756	404,505
TOTAL	<u>213,578,094</u>	<u>177,115,806</u>
SCHEDULE - 9		
OTHER CURRENT ASSETS		
a) Export Incentive Receivable	74,881,919	61,377,590
b) Other Claim Receivable	6,792,020	2,175,506
c) Vat/Sales Tax Receivable	12,358,712	15,631,008
d) Interest accrued on FDR	6,663,510	6,621,868
TOTAL	<u>100,696,161</u>	<u>85,805,972</u>

SUPERHOUSE LIMITED



SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET

Particulars	As at 31st March, 2011 (Rupees)		As at 31st March, 2010 (Rupees)	
SCHEDULE - 10				
LOANS AND ADVANCES				
(Unsecured Considered Good)				
a) Advances recoverable in cash or in kind or for value to be received		96,824,692		74,371,412
b) Security Deposits		11,160,466		10,062,990
TOTAL		<u>107,985,158</u>		<u>84,434,402</u>
SCHEDULE - 11				
LIABILITIES				
a) Sundry Creditors :				
– Due to Micro, Small & Medium Enterprises (Refer Note No. D- 11 Of Schedule 18)	–		–	
– Due to Others	835,608,883	835,608,883	697,111,917	697,111,917
b) Book Overdraft with Banks		6,779,687		23,368,716
c) Advances from customers		28,712,082		12,370,635
d) Other Liabilities		163,256,975		161,969,233
e) Unclaimed Dividend @		6,107,835		5,432,636
f) Interest Accrued but not due on secured loan		20,827		39,957
TOTAL		<u>1,040,486,289</u>		<u>900,293,094</u>
@ There is no amount due and outstanding to be credited to Investors Education & Protection Fund.				
SCHEDULE - 12				
PROVISIONS				
a) Provision for Income Tax	221,940,000		175,262,000	
Less : Advance Income Tax	193,363,185	28,576,815	161,157,206	14,104,794
b) Provision for Gratuity		12,284,181		9,492,834
c) Provision for Leave Encashment		5,071,457		4,400,822
d) Proposed Dividend		16,861,185		13,230,000
e) Provision for Dividend Distribution Tax		2,682,796		2,197,338
TOTAL		<u>65,476,434</u>		<u>43,425,788</u>



SUPERHOUSE LIMITED

SCHEDULES FORMING PART OF CONSOLIDATED PROFIT AND LOSS ACCOUNT

Particulars	2010-11 (Rupees)	2009-10 (Rupees)
SCHEDULE - 13		
SALES		
Sales (Export)	3,462,692,976	2,805,177,026
Sales (Indigenous)	746,459,237	591,812,464
Export Incentive	337,057,108	248,086,042
TOTAL	<u>4,546,209,321</u>	<u>3,645,075,532</u>
SCHEDULE - 14		
OTHER INCOME		
a) Interest on Fixed Deposit with Banks (Including Income Tax deducted at source Rs. 6,62,159 Previous year Rs. 8,17,434)	6,511,450	6,573,688
b) Interest on Loans & Advances (Including Income Tax deducted at source Rs.3,85,512 Previous year Rs. 3,38,343)	749,983	721,562
c) Interest on/Income Tax Refund	76,626	–
d) Profit on Sale of Fixed Assets	2,935,245	5,726,906
e) Miscellaneous Income	29,462,539	11,987,418
f) Income from job work	849,611	558,109
g) Rent	2,253,300	1,725,900
h) Exchange difference	11,963,206	15,883,784
i) Dividend from long Term Investments-Other	377,925	–
TOTAL	<u>55,179,885</u>	<u>43,177,367</u>

SUPERHOUSE LIMITED



SCHEDULES FORMING PART OF CONSOLIDATED PROFIT AND LOSS ACCOUNT

Particulars	2010-11 (Rupees)	2009-10 (Rupees)
SCHEDULE - 15		
VARIATION IN STOCKS OF FINISHED GOODS AND WORK IN PROCESS		
a) Stock at commencement-		
Finished Goods	260,317,017	240,317,779
Stock in Process	321,604,900	221,099,725
TOTAL 'A'	<u>581,921,917</u>	<u>461,417,504</u>
b) Stock at Close-		
Finished Goods	300,656,657	260,317,017
Stock in Process	414,725,179	321,604,900
TOTAL 'B'	<u>715,381,836</u>	<u>581,921,917</u>
Increase / (Decrease) in Stocks (B-A)	133,459,919	120,504,413
 SCHEDULE - 16		
MATERIALS		
Stock at commencement	194,091,014	153,781,023
Add :		
Purchases	1,706,466,129	1,438,273,444
	<u>1,900,557,143</u>	<u>1,592,054,467</u>
Less :		
Sale of Raw Materials	38,826,439	9,400,795
Stock at Close	<u>208,162,595</u>	<u>194,091,014</u>
Raw Material Consumed	1,653,568,109	1,388,562,658
Purchase of finished goods for resale	292,309,461	82,167,144
Consumption of Chemicals and Components	812,477,911	678,192,204
Consumption of Packing Materials	135,121,517	104,552,754
TOTAL	<u>2,893,476,998</u>	<u>2,253,474,760</u>



SUPERHOUSE LIMITED

SCHEDULES FORMING PART OF CONSOLIDATED PROFIT AND LOSS ACCOUNT

Particulars	2010-11 (Rupees)	2009-10 (Rupees)
SCHEDULE - 17		
MANUFACTURING, ADMINISTRATIVE, SELLING AND DISTRIBUTION EXPENSES		
Consumable stores	57,104,093	51,444,826
Manufacturing Expenses	426,291,046	321,882,081
Power and Fuel	108,317,380	85,209,872
Effluent Treatment Expenses	6,008,627	3,649,197
Repairs and Maintenance		
– Building	6,605,260	6,382,430
– Machinery	30,093,999	24,392,244
– Others	14,044,939	14,919,843
Rent	12,140,837	11,810,922
Rates and Taxes	3,768,841	7,306,129
Payment to and provision for Employees		
– Salary, Wages and Bonus	208,388,977	175,542,664
– Employers Contribution to provident and other funds	25,588,913	23,738,028
– Workmen and Staff Welfare Expenses	15,237,238	14,382,155
Insurance	8,790,414	6,655,732
Travelling and Conveyance	21,657,196	24,578,359
Vehicle Running and Maintenance	15,602,394	13,461,451
Bad Debts	8,493,659	10,440,313
Printing and Stationery	5,263,376	6,034,528
Communication cost	15,285,679	13,657,489
Bank charges	25,579,171	24,231,973
Interest on		
– Term Loan	29,254,663	28,310,193
– Other	50,149,156	32,549,843
Legal and Professional Charges	7,880,144	7,773,296
Auditor's Remuneration	1,398,969	2,231,214
Cost Audit fee	33,090	28,090
Miscellaneous Expenses	15,713,991	12,050,495
Advertisement and Publicity	3,872,779	5,471,246
Sales and Distribution Expenses	201,208,945	139,602,194
Commission on Sale	124,222,734	140,296,002
(Including Sole Selling agents Rs. Nil Previous year Rs. Nil)		
Research and Development Expenses	2,220,199	7,413,417
Charity & Donation	3,428,981	6,004,697
Exchange Difference	9,784,424	11,309,809
Loss on Sale of Fixed Assets	1,745,590	2,832,219
Diminution in value of Quoted Investments	23,115	–
Miscellaneous Expenditure written off	–	21,159
TOTAL	1,465,198,819	1,235,614,110

SUPERHOUSE LIMITED



SCHEDULE - 18

NOTES 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, 2011.
2. The consolidated financial statements have been prepared in accordance with Accounting Standard (AS) 21 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India (ICAI).

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' issued by ICAI.
- 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 Profit and Loss account.
- 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' issued by ICAI.
- 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 setout in the notes to accounts under 'Statement of Accounting Policies' of the financial statements of respective companies.

D) Notes :

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

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest
Superhouse (U.K.) Ltd.	United Kingdom	100%
Superhouse (USA) International Inc.	USA	100%
Superhouse Middle East FZC	Azman (UAE)	100%
Superhouse RO SRL	Romania	100%



SUPERHOUSE LIMITED

(Amount in Rupees)

	2010-11	2009-10
2. i. Estimated value of contracts remaining to be executed on capital account (net of advances)	3,85,94,000	19,15,187
ii. Claims against the company not acknowledged as debt	55,24,624	54,96,764
3. Contingent Liabilities in respect of :		
i. Guarantees issued by the Bank	1,41,99,488	1,09,29,896
ii. Corporate Guarantee(s) to bank(s) against credit facilities extended to wholly owned subsidiary in U.K and UAE	7,80,16,360	7,70,05,840
iii. Letter of Credit opened and outstanding	15,26,42,852	17,05,02,134
iv. Duty on Export obligation pending	13,48,33,212	11,69,53,857
v. Electricity demand pending litigation	15,83,688	15,83,688
vi. Forward Exchange Contracts	21,85,04,057	6,61,82,000
vii. Uncalled Liability on Shares partly paid	40,00,000	40,00,000
viii. The detail of disputed dues (net of amounts paid) as per the clause ix(b) of Section 227 (4A) of the Companies Act, 1956 is as follows:		

Nature of Dues	Forum where dispute is pending	Period to which relates		
Income Tax	CIT Appeals, Kanpur	A.Y. 2001-02	Nil	21,86,375
	CIT Appeals, Kanpur	A.Y. 2002-03	2,10,378	2,10,378
	CIT Appeals, Kanpur	A.Y. 2003-04	Nil	9,81,537
	ITAT Appeals, Allahabad	A.Y. 2003-04	20,69,740	Nil
	CIT Appeals, Kanpur	A.Y. 2007-08	82,72,270	Nil
Entry Tax	Sales Tax Appellate Tribunal	1999-2000	8,60,729	8,60,729
U P Trade Tax and Central	Deputy Commissioner of Trade Tax, Kanpur	1996-1997	1,19,738	1,19,738
		1997-1998	3,89,872	3,89,872
Sales Tax		2002-2003	26,503	26,503
Central Sales Tax	Joint Commissioner of Trade Tax, Kanpur	2001-2002	1,51,473	1,51,473

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

- In the case of associate - Unnao Tanneries Pollution Control Co., registered under Section 25 of the Companies Act, 1956, the investments have been stated at cost of acquisition as the associate operates under severe long term restrictions to transfer funds to the investor.
- Confirmation of balances with sundry debtors/creditors, loans and advances and other parties have not been received in few cases.
- Management is of the view that the current assets, loans and advances, if realised in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet. Provision for all known liabilities is adequate and not in excess of the amount considered necessary.

SUPERHOUSE LIMITED



7. Sundry Debtors include Rs. 35,92,594 (Rs. 56,79,140), which are old and/or the matter is under dispute / litigation. Efforts are being made for recovery; hence no provision for bad and doubtful debts has been considered necessary.
8. Building and Plant and Machinery include Gross Block Rs. 1,79,88,995 (Rs. 1,79,88,995) and Rs. 10,07,184 (Rs. 10,07,184) respectively and Net block Rs. 1,54,24,701 (Rs. 1,57,17,921) and Rs. 7,23,264 (Rs. 7,56,904) respectively in respect of expenditure incurred on capital assets, ownership whereof does not vest with the company.
9. Superhouse (UK) Ltd. is following the Written Down Value 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 at 31.03.2011		As at 31.03.2011	
	Gross Block	Depreciation For the year	Gross Block	Depreciation For the year
Fixed Assets (including Revaluation)	20,504.24	926.82	305.72	6.97

10. During the year, the group has capitalized borrowing costs amounting to Rs. 13,22,152 (Rs. 15,11,120) in accordance with AS 16 'Borrowing Costs' issued by ICAI.
11. The company has requested confirmation from Suppliers regarding their registration (filing 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 the Section 16 of the Act.
12. The components of Deferred Tax Assets and Liabilities are as under:

(Amount in Rupees)

Particulars	As on 31.03.2011	As on 31.03.2010
Deferred Tax Liabilities		
On account of		
- Depreciation	11,27,18,000	10,43,18,000
Sub Total 'A'	11,27,18,000	10,43,18,000
Deferred Tax Assets		
On account of		
- Provision for Doubtful Debts	6,10,000	9,53,000
- Others	1,01,58,000	51,13,000
Sub Total 'B'	1,07,68,000	60,66,000
Net Deferred Tax Liability (A-B) @	10,19,50,000	9,82,52,000
Deferred Tax Liability for the current year	36,98,000	24,52,000

@ In accordance with clause 29 of AS 22, Deferred Tax Assets and Deferred Tax Liability have been set off.



SUPERHOUSE LIMITED

13. The related party disclosure in accordance with AS-18 issued by ICAI, is as under:

A. Relationship

i. Joint Ventures & Associates:

Joint Venture : Nil

Associates :

- a) Unnao Tanneries Pollution Control Company.
(A company registered under Section 25 of the Companies Act, 1956)
- b) Tritan Leather Works Pvt. Ltd.
- c) M/s Prime International (a partnership firm)
- d) M/s Shoe House (a partnership firm)
- e) Steven Construction Ltd.
- f) Chowdhary Overseas Ltd.
- g) Amin International Ltd.
- h) Aleena International
- i) Rojus Enterprises Ltd.
- j) Moderiba Hygiene Solution Ltd.
- k) Superhouse Accessories Ltd.
- l) Creemos International Ltd.
- m) Knowledgehouse Ltd.

ii. Key Management Personnel & Relatives:

- a) Mr. Mukhtarul Amin - Chairman & Managing Director
- b) Mr. Vinay Sanan - Executive Director
- c) Mrs. Shahina Mukhtar - Director (Wife of Mr. Mukhtarul Amin)
- d) Mr. Zafarul Amin – Jt. Managing Director (Son of Mr. Mukhtarul Amin)
- e) Mr. Mohd. Shadab – Director
- f) Mr. A.K. Agarwal – Director (Finance)
- g) Mr. Akbar Waris – Director of a subsidiary company
- h) Mr. Hamesh Chauhan – Vice President of a subsidiary company
- i) Mr. Deepak Sanan (Son of Shri Vinay Sanan)

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

(Amount in Rupees)

Particulars	2010-11	2009-10
Purchases of Materials/Finished Goods	14,37,16,366	3,52,22,879
Sale of Materials/Finished Goods	10,00,46,465	6,71,96,153
Purchase of Fixed Assets	3,800	1,51,298
Sale of Fixed Assets	2,98,388	–
Services rendered/other receipts	3,75,013	1,95,751
Services availed	3,65,98,926	38,62,003
Rent received	22,25,437	2,19,540
Preferential Issue of Warrants / Shares		
- Amount Received	–	89,07,262

SUPERHOUSE LIMITED



(Amount in Rupees)

Particulars	2010-11	2009-10
Balances at the end of the year:		
Receivables (including Advances)	5,70,18,664	2,94,28,254
Payables	3,79,13,854	1,43,45,644
Investments	2,76,92,000	2,76,92,000
Preferential warrant money	14,46,746	14,46,746
Key Management Personnel and relatives :		
Rent paid	15,15,000	14,89,500
Remuneration / Commission	2,88,47,129	2,34,70,638
Preferential Issue of Warrants / Shares		
- Amount Received	-	27,21,600
Remuneration Payable (including Provisions)	1,23,46,120	75,71,006

14. Fixed Assets given on Operating Lease :

(Amount in Rupees)

		Building Factory		Plant & Machinery	
		2010-11	2009-10	2010-11	2009-10
i.	Gross Carrying Amount	51,01,357	51,01,357	281,24,302	281,24,302
ii.	Accumulated Depreciation	18,03,324	16,32,939	199,20,819	178,16,586
iii.	Depreciation for the year	1,70,385	1,70,385	21,04,233	21,04,233
iv.	Impairment Losses	Nil	Nil	Nil	Nil

15. 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 and Capital Reserve/Goodwill has been recognized accordingly.

16. Primary Segment Information as per AS- 17 'Segment Reporting' issued by ICAI :

a) BUSINESS SEGMENTS

(Rupees)

Particulars	Leather & Leather Products		Textile Garments		Others		Total	
	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10
Segment Revenue	3,945,197,578	3,158,235,408	575,336,974	479,416,036	12,277,692	8,996,814	4,532,812,244	3,646,648,258
Intra Segment Revenue	-	-	-	-	-	-	-	-
Total Revenue	3,945,197,578	3,158,235,408	575,336,974	479,416,036	12,277,692	8,996,814	4,532,812,244	3,646,648,258
Eliminations	-	-	-	-	-	-	-	-
Net Revenue	3,945,197,578	3,158,235,408	575,336,974	479,416,036	12,277,692	8,996,814	4,532,812,244	3,646,648,258
Profit Before Tax & Interest	332,574,189	266,366,352	22,819,905	27,246,446	(5,896,438)	(2,823,342)	349,497,656	290,789,456
Interest Expenses	(68,439,861)	(53,805,543)	(10,426,382)	(6,931,123)	(537,576)	(123,370)	(79,403,819)	(60,860,036)
Profit Before Tax	264,134,328	212,560,809	12,393,523	20,315,323	(6,434,014)	(2,946,712)	270,093,837	229,929,420
Segment Assets	3,305,424,245	2,887,454,597	427,908,544	320,289,435	14,406,274	20,360,945	3,747,739,063	3,228,104,977
Segment Liabilities	2,131,678,149	1,816,769,072	244,492,447	192,639,069	15,130,569	17,077,173	2,391,301,165	2,026,485,314
Capital Expenditure	155,943,637	219,258,170	83,690,150	21,903,322	29,836	1,658,691	239,663,623	242,820,183
Depreciation	83,341,949	74,374,352	8,935,550	7,074,373	404,895	462,228	92,682,394	81,910,953



SUPERHOUSE LIMITED

b) GEOGRAPHICAL SEGMENTS

Particulars	Within India		Outside India		Total	
	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10
External	807,595,778	610,987,286	3,725,216,466	3,035,660,972	4,532,812,244	3,646,648,258
Inter Segments	-	-	-	-	-	-
Total Revenue	807,595,778	610,987,286	3,725,216,466	3,035,660,972	4,532,812,244	3,646,648,258
Eliminations	-	-	-	-	-	-
Net Revenue	807,595,778	610,987,286	3,725,216,466	3,035,660,972	4,532,812,244	3,646,648,258
Carring amount of Segment Assets	3,686,634,323	3,156,792,462	61,104,740	71,312,515	3,747,739,063	3,228,104,977
Segment Liabilities	2,377,029,797	1,994,432,059	14,271,368	32,053,255	2,391,301,165	2,026,485,314
Capital Expenditure	239,142,490	237,939,073	521,133	4,881,110	239,663,623	242,820,183
Depreciation on Fixed Assets	91,699,447	80,563,344	982,947	1,347,609	92,682,394	81,910,953

17. Calculation of Earning Per Share (EPS) as per AS 20 'Earning Per Share' issued by ICAI :

Particulars	2010-11	2009-10
Number of Equity shares for the purpose of calculation of EPS (Weighted average no. of shares)	1,10,25,000	1,03,14,833
Nominal value of Equity Share (Rs.)	10	10
Profit after Tax (Rupees)	17,89,52,533	14,92,50,413
EPS - Basic and Diluted (Rs.)	16.23	14.47

18. Previous Year figures have been regrouped wherever necessary.

Signatures to Schedules 1 to 18

As per our report of even date attached

For **KAPOOR TANDON & CO.**

Chartered Accountants

Firm Reg. No. 000952C

RAJESH PARASRAMKA

Partner

M. No. 074192

Place : Kanpur

Date : 30th July, 2011

For and on behalf of the Board

A. K. AGARWAL

Director (Finance)

MUKHTARUL AMIN

Chairman & Managing Director

R. K. AGRAWAL

Company Secretary

SUPERHOUSE LIMITED



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

	2010-11 (Rupees)	2009-10 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	270,093,837	229,929,420
ADJUSTMENTS FOR :		
Depreciation	92,682,394	81,910,953
Miscellaneous expenditure written off	–	21,159
Interest - Paid	79,403,819	60,860,036
Interest - Earned	(7,338,059)	(7,295,250)
Income from Long term Investments received	–	–
Fixed Assets - Loss on sale	1,745,590	2,832,219
Fixed Assets - Profit on sale	(2,935,245)	(5,726,906)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	433,652,336	362,531,631
ADJUSTMENTS FOR :		
Trade and Other Receivables	(153,901,586)	(101,541,606)
Inventories	(192,733,278)	(176,304,765)
Trade Payables	142,979,978	214,174,554
CASH GENERATED FROM OPERATIONS	229,997,450	298,859,814
Income Tax Paid (net of Refunds)	(72,966,995)	(71,917,040)
NET CASH FROM OPERATING ACTIVITIES	157,030,455	226,942,774
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP)	(239,663,623)	(242,820,183)
Sale of Fixed Assets	7,688,479	9,669,629
Purchase of Investments	(476,883)	(300,000)
Income from Long term Investments received	–	–
Interest received	7,338,059	7,295,250
Loans given	(172,251)	(525,162)
NET CASH USED IN INVESTING ACTIVITIES	(225,286,219)	(226,680,466)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Preferential Warrants Money (including premium)	–	20,719,832
Proceeds from Long term Borrowings	170,669,742	173,141,802
Repayments from Long term Borrowings	(122,996,859)	(133,688,162)
Net Increase/(Decrease) in Working Capital Loans	151,201,127	52,822,280
Interest paid	(79,403,819)	(60,860,036)
Dividend paid	(12,554,801)	(10,801,829)
Dividend Distribution Tax paid	(2,197,338)	(2,074,546)
NET CASH FLOW USED IN FINANCING ACTIVITIES	104,718,052	39,259,341
NET INCREASE IN CASH AND CASH EQUIVALENTS	36,462,288	39,521,649
OPENING CASH AND CASH EQUIVALENTS	177,115,806	137,594,157
CLOSING CASH AND CASH EQUIVALENTS	213,578,094	177,115,806

NOTE : The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

As per our report of even date attached

For **KAPOOR TANDON & CO.**

Chartered Accountants

Firm Reg. No. 000952C

RAJESH PARASRAMKA

Partner

M. No. 074192

Place : Kanpur

Date : 30th July, 2011

For and on behalf of the Board

A. K. AGARWAL

Director (Finance)

MUKHTARUL AMIN

Chairman & Managing Director

R. K. AGRAWAL

Company Secretary



ELECTRONIC CLEARING SERVICE

ECS Mandate Form for Payment of dividend on equity shares

1. First Shareholder's Name	:	
2. Shareholder's Folio No./Client ID No.	:	
3. Particulars of Bank Account	:	
A. Bank Name	:	
B. Branch Name	:	
C. Account No. (as appearing on the cheque book)	:	
D. Account Type	:	Saving <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit <input type="checkbox"/>
E. Ledger Folio No. of the Bank A/c (If appearing on the cheque book)	:	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
F. 9 Digit Code No. of the Branch appearing on MICR cheque issued by the bank.	:	Please attach the photocopy of a cheque or a blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the bank name, branch name and code number.
G. Email ID	:	

I, hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the company responsible. I further undertake to inform the company any change in my bank/branch and account number.

Place :

Date :

Signature of the First Shareholder

**PROXY FORM
Superhouse Limited**

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

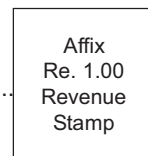
I.....son of.....in the district of.....being a member of the above named company, hereby appoint.....in the district of.....or failing him.....in the district of.....as my proxy to vote for me on my behalf at the Annual General Meeting of the company to be held on Friday the 30th September, 2011 at 10.00 A.M. or at any adjournment thereof.

Folios/Demat A/c No.

No. of shares.

Total :

Signature.....



Place:

Date:

Name :

OUR STAR BRANDS

Allen[®]
Cooper



Book-Post



LEGACY OF EXCELLENCE

Registered Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)
Tel.: 91-0512-2463373, 2461391, 2464398, 2460496 Fax: 91-0512-2460814, 2462124
E-mail: share@superhouse.in Website: www.superhouse.in