



CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance:-

Superhouse, right from its inception has been committed to the highest standards of Corporate Governance Practices. The company believes that a strong Corporate Governance policy is indispensable to healthy business growth, besides being an important instrument for investor protection. Good Corporate Governance provides an appropriate framework for the Board and the Management to carry out the objectives that are in the interest of the company and the shareholders. The Company complies with the Corporate Governance Code enshrined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

2. Board of Directors:-

i. Composition and Category

The Board of Directors comprises a Chairman and Managing Director, five Executive Directors and eight Non-Executive Directors. Out of fourteen directors, seven directors are independent and non-executive directors, one is women director and one is non-independent and non-executive director.

Mr. Vinay Sanan (DIN 00014536) and Mr. Anil Kumar Agarwal (DIN00014645) retire by rotation at the ensuing Annual General Meeting and being eligible, they offer themselves for re-election.

ii. Selection of Independent Directors:-

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, *inter alia*, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision. Every Independent Director, in every financial year, gives a declaration that he meets the criteria of independence as provided under law. The terms and conditions of appointment of Independent Directors are disclosed at the Company's website at the link <http://superhouse.in/pdf/Terms-and-Conditions.pdf>.

iii. Meeting of Independent Directors :-

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the

Company's affairs and to present their views to the Chairman and Managing Director.

iv. Performance evaluation criteria for independent director :-

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communicating *inter se* board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guidelines.

v. Familiarization programmes for Board Members:-

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meeting of the Independent Directors held during the year. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://superhouse.in/pdf/Familiarisation-Programme.pdf>.

vi. Succession Planning:-

The board of directors and Human Resources, Nomination and Remuneration Committee work alongwith the Human Resources team of the company for orderly succession plan for the appointment to the board of directors and senior management.

vii. Meetings:-

During the year, five Board Meetings were held. The dates of the meetings were as follows :- 30th May, 2017, 29th July, 2017, 14th September, 2017, 14th December, 2017 and 8th February, 2018.

viii. Composition of the Board of Directors :-

The composition of the Board of Directors as on 31st March, 2018, attendance of each director at the Board of Directors' meeting and at the last Annual General Meeting and number of other directorship/memberships of committees of each director are as follows :-

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

Notes:-

- Number of other directorship do not include directorship in foreign companies.
- Mr. Mukhtarul Amin, Chairman and Managing Director, Mr. Zafarul Amin, Joint Managing Director, Mr. Mohammad Shadab, Deputy Managing Director, Mrs. Shahina Mukhtar, wholetime director, and Mr. Yusuf Amin, Director are related to each other. None of the other directors are related to any other director on the board.
- Number of shares and convertible instruments held by non-executive directors are as under :-**
 - Mr. Yusuf Amin, Non Independent Director - 132350 equity shares of Rs. 10/- each
 - Mr. Kamal Agarwal, Independent Director - 3961 equity shares of Rs. 10/- each
 - Mr. Anil Soni, Independent Director - 39 equity shares of Rs. 10/- each

3. Audit Committee :-

a. Composition of the Committee

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

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 29th September, 2017.



b. Meetings Details.

During the year, five meetings were held one of which was held before finalization of accounts. The said meetings were held on 30th May, 2017, 29th July, 2017, 14th September, 2017, 14th December, 2017 and 8th February, 2018.

c. Brief description of terms of reference:

Powers of the Audit Committee

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of the Audit Committee inter alia, includes the following:

Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, including cost auditors, and the fixation of audit fees and other terms of appointment.

Approving payment to statutory auditors, including cost auditors for any other services rendered by them.

Reviewing with the management, annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report.
- Changes, if any, in accounting policies, practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by the management.
- Significant adjustments made in financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of related party transactions.
- Modified Opinion (s) in draft audit report.

Reviewing with the management, the quarterly financial statements before submission to the Board for approval.

Reviewing with the management, the statement of uses / application of funds.

Reviewing and monitoring the auditors' independence, performance, and effectiveness of the audit process.

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

Scrutiny of inter corporate loans and investments.

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

Evaluation of internal financial controls and risk management systems.

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

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

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

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

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

To review the functioning of the Whistle Blower mechanism.

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

The Company's Board of Directors and/or other Committees of Directors may specifically refer carrying out such other functions as to the Committee.

Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.

Reviewing the following information:-

- The Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letter/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of internal auditors / chief internal auditor.

To call for comments of the auditors about internal control systems, the scope of the audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issues with the internal and statutory auditors and the management of the Company.

4. Nomination and Remuneration Committee.

a. Composition of the Committee

The company had formed a Nomination and Remuneration Committee and this Committee consists of Mr. Dilip Kumar Dheer, Mr. Syed Javed Ali Hashmi and Mr. Kamal Agarwal. The constitution of the Remuneration Committee and attendance of each member of the Committee as on 31st March, 2018 is given below:-

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

During the year, two meetings were held on 30.05.2017 and 29.07.2017.

b. The Terms of Reference of the Committee, inter alia, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and Independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Wholetime Director(s) based on their performance and defined assessment criteria.
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme, if any.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

5. Remuneration of Directors :

The remuneration policy presently followed by the company to fix the remuneration of Executive/Whole-time Directors take into consideration the qualifications and functional experience of the individual, profitability of the company and the prevailing remuneration package in the leather industry. The details of remuneration paid/payable to the Directors during the financial year 2017-2018 are as under :-



Sl. No.	Name of Directors	Remuneration paid during the year 2017-18							Notice Period	Total
		Salary	P.F.	Per-Quisites	Bonus/LTC/Ex-gratia	Commis-sion	Sitting Fee	Allowa-nces		
Executive/Whole-time Directors										
1.	Mr. Mukhtarul Amin	9000000	1080000	4195	0	0	0	0	0	10084195
2.	Mrs. Shahina Mukhtar	3000000	360000	0	0	0	0	0	0	3360000
3.	Mr. Zafarul Amin	3382146	405854	0	0	0	0	0	0	3788000
4.	Mr. Vinay Sanan	2592000	194400	101245	134946	0	0	0	0	3022591
5.	Mr. Anil Kumar Agarwal	1349520	124512	45684	0	0	0	0	0	1519716
6.	Mr. Mohd. Shadab	2844650	210786	9742	0	0	0	0	0	3065178
Non-Executive Directors										
7.	Mr. Yusuf Amin	0	0	0	0	0	3000	0	0	3000
8.	Mr. Nemi Chand Jain	0	0	0	0	0	3000	0	0	3000
9.	Mr. Anil Soni	0	0	0	0	0	1000	0	0	1000
10.	Mr. Kamal Agarwal	0	0	0	0	0	1000	0	0	1000
11.	Mr. Dilip Kumar Dheer	0	0	0	0	0	5000	0	0	5000
12.	Dr. Krishan Kumar Agarwal	0	0	0	0	0	1000	0	0	1000
13.	Mr. Syed Javed Ali Hashmi	0	0	0	0	0	2000	0	0	2000
14.	Mr. Ajai Kumar Sengar	0	0	0	0	0	1000	0	0	1000

Note:-

- (i) 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.
- (ii) No stock option given by the company during the financial year 2017-18.
- (iii) Criteria of making payments to non-executive directors:- Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

6. Stakeholders Relationship Committee:

During the year, forty-four meetings of Stakeholders Relationship Committee were held. The said meetings were held on 7th April, 2017, 13th April, 2017, 21st April, 2017, 29th April, 2017, 06th May, 2017, 13th May, 2017, 20th May, 2017, 31st May, 2017, 7th June, 2017, 14th June, 2017, 21st June, 2017, 30th June, 2017, 14th July, 2017, 21st July, 2017, 31st July, 2017, 05th August, 2017, 14th August, 2017, 21st August, 2017, 31st August, 2017, 7th September, 2017, 14th September, 2017, 7th October, 2017, 14th October, 2017, 23rd October, 2017, 31st October, 2017, 7th November, 2017, 14th November, 2017, 21st November, 2017, 30th November, 2017, 7th December, 2017, 14th December, 2017, 21st December, 2017, 30th December, 2017, 6th January, 2018, 13th January, 2018, 20th January, 2018, 31st January, 2018, 7th February, 2018, 14th February, 2018, 21st February, 2018, 28th February, 2018, 7th March, 2018, 14th March, 2018, and 31st March, 2018.

The details of composition of Stakeholders Relationship Committee/Investors Grievances Committee and attendance of each member of the Committee as on 31st March, 2018 is as under :-

Composition of the Committee

Sl.	Name	Category	Designation	No. of Meeting Attended.
1.	Mr. Dilip Kumar Dheer	Non-Executive-Independent	Chairman	36
2.	Mr. Syed Javed Ali Hashmi	Non-Executive-Independent	Member	29
3	Mr. Kamal Agarwal	Non-Executive-Independent	Member	5
4.	Mr. Anil Kumar Agarwal	Executive Director	Member	31

The Stakeholders Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders'/investors' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.

The Terms of Reference of the Committee, inter alia, includes the following:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Approve issue of the Company's duplicate share / debenture certificates.
- Monitor redressal of investors'/shareholders'/security holders' grievances including non-receipt of annual report and dividend.
- Oversee the performance of the Company's Registration and Transfer Agents.
- Recommend methods to upgrade the standard of services to investors.
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading.
- Carry out any other function as is referred by the Board from time to time or modification as may be applicable.

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

The Company has received 09 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 up to 31st March, 2018.

7. General Body Meetings.

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

Year	Date and Time	Location	Special Resolution
2014-15	23 rd September, 2015 at 10.00 A.M	150 Feet Road, Jajmau, Kanpur-208010	No Special Resolution passed
2015-16	30 th September, 2016 at 10.00 A.M.	150 Feet Road, Jajmau, Kanpur-208010	No Special Resolution passed
2016-17	29 th September, 2017 at 10.00 A.M.	150 Feet Road, Jajmau, Kanpur-208010	Six Special Resolution were passed

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

- b. Passing of resolution by Postal Ballot :-

During the year under review, no resolution was passed by postal ballot. At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.



8. Means of Communication :-

The quarterly and half yearly financial results of the company are forwarded to the Stock Exchanges immediately upon approval by the Board of Directors and are published in newspapers in English and Hindi (regional language).

Normally, the results are published in "Financial Express" and "Aaj" (English and Hindi). Financial results apart from the publication in newspapers are not sent individually to the shareholders. During the year under review, no presentation was made to the institutional investors or analysts, however official news releases are being placed on the website of the company. The financial results are displayed on the company's website www.superhouse.in.

9. General Shareholders Information :-

Company Registration Details :-

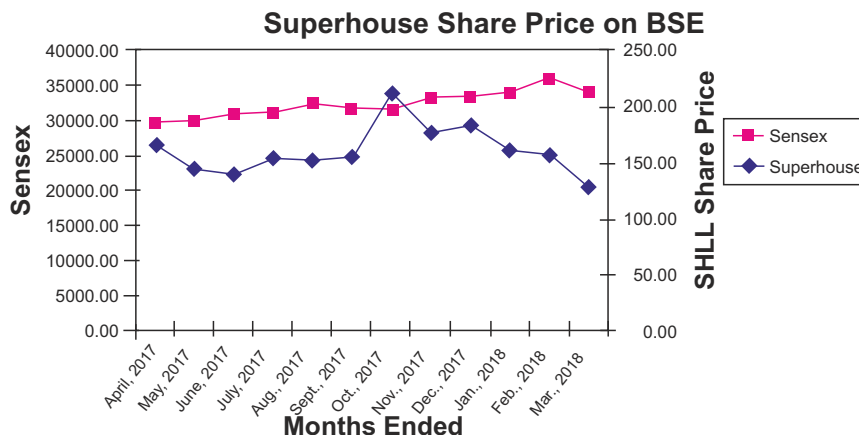
The Company is registered in the State of Uttar Pradesh. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24231UP1980PLC004910.

i.	Date of Annual General Meeting, time and venue	29 th September, 2018 at 10.00 A.M. at 219/3 & 4 'L' Block, Naveen Nagar, Kakadeo, Kanpur-25
ii.	Financial Year	1 st April, 2017 to 31 st March, 2018
iii.	Financial Calendar Ist Quarterly Results IInd Quarterly Results IIIrd Quarterly Results IVth Quarterly Results Annual General Meeting	During second week of August, 2018 During second week of November, 2018 During second week of February, 2019 During last week of May, 2019 During last week of September, 2019
iv.	Date of Book Closure	13 th September, 2018 to 29 th September, 2018 (both days inclusive)
v.	Dividend Payment Date	Credit/dispatch of dividend warrants between 1 st October, 2018 and 5 th October, 2018.
vi.	Listing at Stock Exchanges	The Stock Exchange, Mumbai and The National Stock Exchange of India Ltd., Mumbai. Annual Listing Fee up to Current Year has been paid to both the Stock Exchanges.
vii.	a. Stock Code	523283 at BSE
	b. Demat/ISIN for NSDL and CDSL	SUPERHOUSE at NSE INE 712B01010

viii. Stock Market price data of the company for the year 2017-2018 are as follows :-

Months	The Stock Exchange, Mumbai	
	Highest (Rs.)	Lowest (Rs.)
April, 2017	169.90	141.15
May, 2017	175.00	143.10
June, 2017	159.00	136.05
July, 2017	174.60	139.10
August, 2017	170.35	140.45
September, 2017	187.05	148.10
October, 2017	220.10	149.75
November, 2017	227.95	166.20
December, 2017	195.00	166.00
January, 2018	209.90	160.00
February, 2018	175.25	126.50
March, 2018	158.00	127.05

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



x. Registrar and Share Transfer Agents :-

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

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

xi. Share Transfer System :-

The Company has made arrangements with M/s Skyline Financial Services (P) Limited, the common agency for share transfer and the

depository services. M/s Skyline Financial Services (P) Limited processes the transfer/transmission of shares in every 10 days.

xii. a. Distribution of Shareholders:-

Distribution of shareholding as at 31st March, 2018 are as under :-

Range	No. of Members	%age	No. of Shares held (in Rs.)	%age
Upto- 500	26342	97.06	23111250	20.96
501- 1000	450	1.66	3445780	3.13
1001-2000	168	0.62	2569290	2.33
2001-3000	72	0.27	1812330	1.64
3001-4000	26	0.10	923360	0.84
4001-5000	16	0.06	747330	0.68
5001-10000	27	0.10	1970080	1.79
10001- above	40	0.15	75670580	63.63
TOTAL	27141	100.00	110250000	100.00



b. Shareholding Pattern as at 31st March, 2018 is as under :

Category		No. of shares held	Percentage of shareholding
A	Promoter's holding (1+2)	6050874	54.88
1.	Promoters		
	Indian Promoters	6050874	54.88
	Foreign Promoters	-	-
2.	Persons acting in Concert	-	-
	Sub -Total	6050874	54.88
B.	Non- Promoters Holding (3+4)	4974126	45.12
3.	Institutional Investors		
a.	Mutual Funds and UTI	0	0
b.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non- Government Institutions)	55112	0.50
c.	FIs	-	-
	Sub-Total	55112	0.50
4.	Others		
a.	Private Corporate Bodies	229743	2.08
b.	Indian Public	4536328	41.15
c.	NRI's/OCBs	152943	1.39
d.	Any Other (Please specify)	-	-
	Sub-Total	4974126	45.12
	GRAND TOTAL	11025000	100.00

xiii. a. Dematerialization of Shares and Liquidity :-

The shares of the company are covered under the category of compulsory delivery in dematerialized form by all categories of investors. The company has signed agreements with both the depositories i.e. National Securities Depository Limited and Central Depository Services Limited.

The status of physical /demat shares as on 31st March, 2018 is as under :-

Total No. of Equity Shares : 11025000

Total No. of Shareholders/Beneficial Owners : 27141

Mode	No of Equity Shares		% of Equity Shares	
Physical		1308358		11.87
Demat		9716642		88.13
National Securities Depository Limited	7719360		70.01	
And Central Depository Services Limited	1997282		18.12	
TOTAL		11025000		100%

b. Liquidity :-

The Company's Equity Shares are regularly traded on the Stock Exchange, Mumbai and the National Stock Exchange of India Limited in the compulsory Demat Segment.

xiv. Outstanding Instrument: -

There is no outstanding GDRs/ADRs/Warrants or any Convertible Instrument of the company.

xv. Commodity Price Risks/Foreign Exchange Risk and Hedging Activities:-

The major raw material for the leather industry is raw hide/skins. Leather is a natural product and its prices and available are changing from time to time. The company is having vast experience in sourcing the raw materials for its tanneries and leather products divisions from India and outside which help in keeping the prices and availability under control.

The substantial revenue of the company is being generated in foreign exchange. The adverse foreign exchange rates may affect the profitability of the company. The experienced professional of the company are keeping close watch over movement in currency rates and keeping control through hedging activities.

xvi. Plant Location :-

Sl. No	Name of Division	Location
1.	Fashion Shoe Div. Unit I	D-15, UPSIDC Industrial Area, Site-II, Unnao-209 801
2.	Fashion Shoe Div. Unit II	A-5, UPSIDC Industrial Area, Site-B, Sikandra, Agra-282007
3.	Fashion Shoe Div. Unit III	A-3, Export Promotion Industrial Park, Agra-282007
4.	Fashion Shoe Div. 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.	Shoe Upper Division	71-A, Jajmau, Kanpur-208010
8.	Safety Footwear Div-I	B-6, UPSIDC Industrial Area, Site-I, Unnao-209 801
9.	Safety Footwear Div-II	Banthur, Unnao-209801
10.	Sport Shoe Division	D-1, UPSIDC Industrial Area-Site-II, Unnao-209801
11.	Readymade Garments Div-I	A-14, Sector-65, Phase-III, Noida-201303
12.	Readymade Garments Div-II	C-10, Sector-58, Phase-II, Noida-201303
13.	Readymade Garments Div-III	A-61/2, UPSIDC Industrial Area, Sikandrabad, Bullandshahar-203205
14.	Safety Garments Div.	E-23, 24 UPSIDC Industrial Area, Site-I, Unnao-209801
15.	Bags & Wallet Division	Plot No. 1655, Zone 9, Kolkata Lecture Complex, Bantala, Kolkata-743502



xvii. Address for Communication

150 FEET ROAD, JAJMAU, KANPUR-208010
 Phone No. (0512) 2460185, 9935142048
 Email : share@superhouse.in

10. Constitution of Corporate Social Responsibility Committee:-

a. Composition of the Committee

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

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary. The Board has also empowered the Committee to look into the matters related to sustainability and overall governance.

b. The Terms of Reference of the Committee, inter alia, includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the framework of the CSR Policy.
- To approve the Corporate Sustainability Report and oversee the implementation of sustainability activities.
- To observe corporate governance practices at all levels and to suggest remedial measures wherever necessary.
- To ensure compliance with corporate governance norms prescribed under Listing Regulations with Stock Exchanges, the Companies Act and other statutes or any modification or re-enactment thereof.
- To advise the Board periodically with respect to significant developments in the law and practice of corporate governance, and to make recommendations to the Board for appropriate revisions to the Company's Corporate Governance Guidelines.
- To monitor the Company's compliance with Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all such matters and on any corrective action to be taken, as the Committee may deem appropriate.
- To review and assess the adequacy of the Company's Corporate Governance Manual, Code of Conduct for Directors and Management Personnel.
- To formulate / approve codes and / or policies for better governance.
- To provide correct inputs to the media so as to preserve and protect the Company's image and standing.
- To disseminate factually correct information to investors, institutions and the public at large.
- To establish oversight on important corporate communication on behalf of the Company with the assistance of consultants / advisors, if necessary.
- To ensure institution of standardized channels of internal communications across the Company to facilitate a high level of disciplined participation.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

c. Meetings Details.

Two meetings of the CSR Committee were held during the year. The meeting were held on 30th May, 2017 and 07th February, 2018.

11. Risk Management Committee :

a. Composition of the Committee

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

b. Meetings Details.

Two meetings of the Risk Management Committee were held during the year. The meeting were held on 30th May, 2017 and 07th February, 2018.

c. Brief description of terms of reference.

Risk Management Committee entrusted with the responsibility to assist the board in (1) To carry out risk assessment from time to time especially with regard to foreign exchange variation, threat to fixed assets, current assets and investments of the company, any risk pertaining to directors or employees of the company and risk pertaining to goodwill and image of the company. (2) To frame, update and monitor risk management plan and policy from time to time. (3) To suggest and monitor risk minimization procedures from time to time. (4) To keep the Board apprised of major developments in this regard.

The company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objects.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned across the company wide Risk Management, Internal Control and Internal Audit methodologies and processes.

12. Subsidiary Companies' Monitoring Framework :

All subsidiary companies are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. The Company does not have any material unlisted subsidiary. The Company monitors performance of subsidiary companies, inter alia, by the following means:



- Financial statements are reviewed quarterly by the board of the company.
- A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board.
- Presentations are made by the senior management of major subsidiaries on business performance to the Board of Directors of the Company.

The Company's Policy for determining Material Subsidiaries is put on the Company's website and can be accessed at <http://superhouse.in/pdf/Policy-for-determining-Material-Subsidiary.pdf>.

13. Disclosures :-

i. Related Party Transactions :-

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed under the note 48 of notes forming part of the financial statements in accordance with "Accounting Standard 18". A statement in summary form of the transaction with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Listing Regulations, the Company has formulated a policy on materiality of Related Party Transactions and dealing with Related Party Transactions. The Policy is available on the website of the company <http://superhouse.in/pdf/Policy-on-Materiality.pdf>.

None of the transactions with related parties were in conflict with the interest of the company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis on fair value.

ii. Details of non-compliance by the Company:-

The company has complied with all requirements of the Listing Regulations. Consequently, there was no stricture or penalty imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

iii. Whistle Blower Policy:-

Pursuant to Section 177 (9) and (10) of the Companies Act, 2013 and Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chair person of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

iv. Compliance with Governance Framework:-

The company is in compliance with all mandatory requirements of Listing Regulations. Regarding non-mandatory requirements the company is in the regime of unqualified financial statements and the Internal Auditor is directly reports to the Audit Committee.

v. Compliance of Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46 (2) (b) to (i) of Listing Regulations:

The company has complied with all the requirements specified in Regulation 17 to 27 and Regulation 46 (2) (b) to (i) of Listing Regulations.

vi. Disclosure of Accounting Treatment:-

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

vii. Risk Management:-

Business risk evaluation and management is an on going process within the Company. The assessment is periodically examined by the Board.

viii. Disclosure of Unclaimed Suspense Account as required under Listing Regulations.

i.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 1 st April, 2017	No of shareholders: 4649 No. of share : 276729
ii	Number of shareholders who approached the company for transfer of shares from the Unclaimed Suspense Account during the year.	19
iii	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	19
iv.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 31 st March, 2018.	Nil

Note: All the shares held in Unclaimed Suspense Account have been transferred to IEPF Authority during the year.

ix. Compliance Officer:-

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

x. Governance Codes:-

The Code of Conduct: The Company has in place a comprehensive Code of Conduct applicable to all the employees and Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities.

Our Code : Our Code gives guidance and support needed for ethical conduct of business and compliance of law. Our Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information : In terms of the SEBI (Prohibition of Insider Trading) Regulation 2015, the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been formulated by the Company. The above Codes have also been put on the Company's website (www.superhouse.in) and circulated to Directors and employees and other concerned persons.

13. CEO and CFO Certification:-

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Listing Regulations. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Listing Regulations. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this report.

14. Certificate on Compliance with Code of Conduct:-

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2017-18.

(MUKHTARUL AMIN)
Chairman and Managing Director