

SUPER TANNERY LIMITED



**TWENTY NINTH ANNUAL REPORT
2012-13**

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SUPER TANNERY LIMITED

BOARD OF DIRECTORS

Executive Directors

Mr. Iftikharul Amin - *Managing Director*
Mr. Iqbal Ahsan - *Jt. Managing Director*
Mr. Veqarul Amin - *Jt. Managing Director*
Mr. Imran Siddiqui - *Whole-time Director*
Mr. Arshad Khan - *Whole-time Director*
Mr. Mohd. Imran - *Whole-time Director*

Non-Executive Directors

Mr. Nafees Ahmad
Mr. Mohsin Sharif
Mr. Kumud Behari Seth
Dr. Subhash Awasthi
Dr. Mohd. Izhar
Mr. P. K. Sinha

Chief Financial Officer

Mohd. Imran

Company Secretary

R.K. Awasthi

Auditors

M/s Kapoor Tandon & Co.
Chartered Accountants
Kanpur

Plant Locations

a. Chrome Tannery :
b. Goat Tannery :
c. Sole Tannery :
d. Footwear Division :
e. Fashion Shoe Division :
f. Safety Shoe Division :

Registered Office:

187/170, Jajmau Road, Kanpur 208010
Ph: 0512-3935747, 3935748, 3935749
Fax: 0512-2460792, 2462227
Email: supertannery@satyam.net.in
Website: www.supertannery.com

BOARD COMMITTEES

Audit Committee

Mr. Kumud Bihari Seth - *Chairman*
(Non-Executive Independent Director)
Mr. Mohsin Sharif - *Member*
(Non-Executive Independent Director)
Mr. Nafees Ahmad - *Member*
(Non-Executive Independent Director)

Remuneration Committee

Mr. Mohsin Sharif - *Chairman*
(Non-Executive Independent Director)
Mr. Kumud Bihari Seth - *Member*
(Non-Executive Independent Director)
Mr. Nafees Ahmad - *Member*
(Non-Executive Independent Director)

Shareholder's / Investors' Grievance Committee

Mr. Nafees Ahmad - *Chairman*
(Non-Executive Independent Director)
Mr. Iftikharul Amin
Mr. Iqbal Ahsan

Bankers

State Bank of India
Overseas Branch
Kanpur

187/170, Jajmau Road, Kanpur – 208010
Leather Technology Park, Banthar, Unnao, U.P.
(i) Mona Nagar, Jajmau, Kanpur – 208010
(ii) 187/170, Jajmau Road, Kanpur – 208010
169, Jajmau, Kanpur – 208010
6, Akrapur, Unnao – 209801
Leather Technology Park, Banthar, Unnao, U.P

Registrar and Share transfer Agent:

Karvy Computershare Pvt. Ltd.
(Karvy Consultants Ltd.)
46, Avenue - 4, Street No.1, Banjara Hills,
Hyderabad – 500034
Ph: 40-23312454, 23376715
Fax: 40-23311968, 23323041
Email: ussingh@karvy.com;
mailmanager@karvy.com

<p>29th Annual General Meeting to be held on Monday, the 30th September, 2013 at the Registered Office of the Company at 8:00 a.m.</p>

NOTICE is hereby given that the 29th Annual General Meeting of the members of Super Tannery Limited will be held on Monday the 30th September, 2013 at 8:00 a.m. at 187/170, Jajmau Road, Kanpur-208 010, the registered office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2013, the Balance Sheet as on that date and the reports of Directors' and Auditors' thereon.
2. To declare dividend.
3. To appoint a Director in place of Dr. Subhash Awasthi, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Dr. Mohd. Izhar, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. P.K. Sinha, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 311 of the Companies Act, 1956, read with Schedule XIII to the said Act and all other applicable provisions, if any, of the said Act, as may be required and pursuant to the recommendation of remuneration committee and Board of Directors vide their resolution passed at their meeting including any modification or re-enactment thereof, consent of the Company be and is hereby accorded for the re-appointment of Mr. Iftikharul Amin as Managing Director of the Company for a period of three years w.e.f. 30.09.2013 to 29.09.2016 on the terms and conditions as under :

1. SALARY:

Rs. 1,50,000/- per month with such annual increment as may be decided by the Board subject to maximum of salary of Rs. 2,00,000/- p.m.

2. COMMISSION:

1% of the net profits of the Company for each Financial Year computed in a manner laid down in Section 309(5) of the Companies Act, 1956 or 50% of annual salary or Rs. 8,00,000/-, whichever is lower.

3. PERQUISITES:

The Managing Director shall be entitled to the following perquisites:

1. Unfurnished accommodation, gas, electricity, water, furnishing, leave travel

concession for self and family, medical reimbursement, club fee, medical and personal accidental insurance in accordance with the rules of the Company.

The aforesaid will be restricted to Rs. 5 lacs per annum. The perquisites shall be evaluated, for the purpose of above ceiling, as per Income Tax Rules, 1962.

2. Company's contribution to Provident Fund, Superannuation Fund or annuity fund will be restricted to the tax exemption limit and gratuity shall be payable as per the rules of the Company. These shall not be included in the computation of perquisites.
3. The Company will provide a car and telephone at his residence. The use of car for the purpose of Company's business and telephone at residence will not be considered as perquisites.

RESOLVED further that the Board of Director be and is hereby authorized to revise the remuneration of Mr. Iftikharul Amin, within the limits as specified in Schedule XIII of the Act, in such manner as the Board may consider proper.

RESOLVED further that where in any financial year closing on or after 31st March 2013, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Iftikharul Amin, Managing Director remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limit as specified under Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 311 of the Companies Act, 1956, read with Schedule XIII to the said Act and all other applicable provisions, if any, of the said Act, as may be required, and pursuant to the recommendation of remuneration committee and Board of Directors vide their resolution passed at their meeting including any modification or re-enactment thereof, consent of the Company be and is hereby accorded for the re-appointment of Mr. Iqbal Ahsan as Joint Managing Director of the Company for a period of three years w.e.f. 30.09.2013 to 29.09.2016 on the terms and conditions as under :

1. SALARY:

Rs. 1,50,000/- per month with such annual increment as may be decided by the Board subject to maximum of salary of Rs. 2,00,000/- per month.

2. COMMISSION:

1% of the net profits of the Company for each Financial Year computed in a manner laid down in Section 309 (5) of the Companies Act, 1956 or 50% of annual salary or Rs. 8,00,000/-, whichever is lower.

3. PERQUISITES:

The Joint Managing Director shall be entitled to the following perquisites:

1. Unfurnished accommodation, gas, electricity, water, furnishing, leave travel concession for self and family, medical reimbursement, club fee, medical and

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personal accidental insurance in accordance with the rules of the Company.

The aforesaid will be restricted to Rs 5 lacs per annum. The perquisites shall be evaluated, for the purpose of above ceiling, as per Income Tax Rules, 1962.

2. Company's contribution to Provident Fund, Superannuation Fund or annuity fund will be restricted to the tax exemption limit and gratuity shall be payable as per the rules of the Company. These shall not be included in the computation of perquisites.
3. The Company will provide a car and telephone at his residence. The use of car for the purpose of Company's business and telephone at residence will not be considered as perquisites.

RESOLVED further that the Board of Director be and is hereby authorized to revise the remuneration on Mr. Iqbal Ahsan, within the limits as specified in Schedule XIII of the Act in such manner as the Board may consider proper.

RESOLVED further that where in any financial year closing on or after 31st March, 2013, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Iqbal Ahsan, Joint Managing Director remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limit as specified under Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force."

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 311 of the Companies Act, 1956, read with Schedule XIII to the said Act and all other applicable provisions, if any, of the said Act, as may be required, and pursuant to the recommendation of remuneration committee and Board of Directors vide their resolution passed at their meeting including any modification or re-enactment thereof, consent of the Company be and is hereby accorded for the re-appointment of Mr. Veqarul Amin as Joint Managing Director of the Company for a period of three years w.e.f. 30.09.2013 to 29.09.2016 on the terms and conditions as under :

1. SALARY:

Rs.1,50,000/- per month with such annual increment as may be decided by the Board subject to maximum of salary of Rs. 2,00,000/- per month.

2. COMMISSION:

1% of the net profits of the Company for each Financial Year computed in a manner laid down in Section 309 (5) of the Companies Act, 1956 or 50% of annual salary or Rs. 8,00,000/-, whichever is lower.

3. PERQUISITES:

The Joint Managing Director shall be entitled to the following perquisites:

1. Unfurnished accommodation, gas, electricity, water, furnishing, leave travel concession for self and family, medical reimbursement, club fee, medical and personal accidental insurance in accordance with the rules of the Company.

The aforesaid will be restricted to Rs. 5 lacs per annum. The perquisites shall be evaluated, for the purpose of above ceiling, as per Income Tax Rules, 1962.

2. Company's contribution to Provident Fund, Superannuation Fund or annuity fund will be restricted to the tax exemption limit and gratuity shall be payable as per the rules of the Company. These shall not be included in the computation of perquisites.
3. The Company will provide a car and telephone at his residence. The use of car for the purpose of Company's business and telephone at residence will not be considered as perquisites.

RESOLVED further that the Board of Director be and is hereby authorized to revise the remuneration on Mr. Veqarul Amin, within the limits as specified in Schedule XIII of the Act in such manner as the Board may consider proper.

RESOLVED further that where in any financial year closing on or after 31st March, 2013, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Veqarul Amin, Joint Managing Director remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limit as specified under Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force."

10. 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, 309, 310 and 311 of the Companies Act, 1956, read with Schedule XIII to the said Act and all other applicable provisions, if any, of the said Act, as may be required and pursuant to the recommendation of remuneration committee and Board of Directors vide their resolution passed at their meeting including any modification or re-enactment thereof, consent of the Company be and is hereby accorded:

To the revision in the salary of Mr Arshad Khan as a Whole time Director of the Company from Rs. 18,000/- per month to Rs. 25,000/- per month for the period from 1st April, 2013 and up to the expiry of the term of his appointment.

To the re-appointment of Mr. Arshad Khan as a Whole time Director of the Company for a period of three years w.e.f. 30.09.2013 to 29.09.2016 on the terms and conditions mentioned in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to revise the remuneration of Mr. Arshad Khan, within the limits as specified in Schedule XIII of the Act, in such manner as the Board may consider proper.

RESOLVED FURTHER THAT where in any financial year closing on or after 31st March, 2013, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Arshad Khan, Whole time director, remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limit as specified under Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force."

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11. 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, 309, 310 and 311 of the Companies Act, 1956, read with Schedule XIII to the said Act and all other applicable provisions, if any, of the said Act, as may be required, and pursuant to the recommendation of remuneration committee and Board of Directors vide their resolution passed at their meeting including any modification or re-enactment thereof, consent of the Company be and is hereby accorded:

To the revision in the salary of Mr. Mohd. Imran, from Rs. 20,000/- per month to Rs. 30,000/- per Month for the period from 1st April, 2013 and up to the expiry of the term of his appointment

To the re-appointment of Mr. Mohd. Imran as a Whole time Director of the Company for a period of three years w.e.f. 30.09.2013 to 29.09.2016 on the terms and conditions mentioned in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise the remuneration of Mr. Mohd. Imran, within the limits as specified in Schedule XIII of the Act in such manner as the Board may consider proper.

RESOLVED FURTHER THAT where in any financial year closing on or after 31st March, 2013, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Mohd. Imran, Whole time director, remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limit as specified under Part II of Schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof for the time being in force."

12. 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, 309, 310 and 311 of the Companies Act, 1956, read with Schedule XIII to the said Act and all other applicable provisions, if any, of the said Act, as may be required, and pursuant to the recommendation of remuneration committee and Board of Directors vide their resolution passed at their meeting including any modification or re-enactment thereof, consent of the Company be and is hereby accorded:

To the revision in the salary of Mr. Imran Siddiqui, from Rs. 25,000/- per month to Rs. 45,000/- per month for the period from 1st April, 2013 and up to the expiry of the term of his appointment

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise the remuneration of Mr. Imran, Siddiqui within the limits as specified in Schedule XIII of the Act, in such manner as the Board may consider proper.

RESOLVED FURTHER THAT where in any financial year closing on or after 31st March, 2013, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Imran Siddiqui, Whole time director, remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limit as specified under Part II of Schedule XIII to the

Companies Act, 1956 including any statutory modification or re-enactment thereof for the time being in force."

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 Section 293(1)(e) of the Companies Act, 1956, consent of the members be and is hereby accorded to the Board of Directors of the Company to donate to charitable and other funds not directly related to the business of the Company or the welfare of its employees up to the extent of Rs. 30.00 lacs (Rupees thirty lacs only) during the financial year ending 31st March, 2014."

By Order of the Board of Directors
for Super Tannery Limited
R.K. Awasthi
Company Secretary

Place : Kanpur
Date : 14.08.2013

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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 AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Businesses is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 20th September to 30th September, 2013 (both days inclusive).
5. Members holding shares in identical order of names in more than one folio are requested to write to the Company, enclosing the Shares Certificate for consolidation of their holding into one folio.
6. Members holding Shares in physical form are requested to notify the followings to the Registrar and Share Transfer Agent to facilitate better services.
 1. Any change in their address under their signature clearly quoting, their folio numbers, old address along with the changed address with Pin code.
 2. Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such shareholding into one account.
 3. Members holding shares in electronic form may inform any change in address to their Depository Participant.
7. Members holding Shares in electronic form are requested to provide their Client-ID and DP-ID numbers at the meeting for easy identification.
8. Members desirous of obtaining any information/clarification concerning the Accounts and Operation of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the Annual General Meeting, so that the desired information may be made available at the Annual General Meeting, if the Chairman permits to do so.
9. The Shares of the Company are compulsorily tradable in demat form. The equity Shares of the Company have been assigned ISIN INE460D01038. Members are requested to get their Shares dematerialized at the earliest to make them tradable.
10. Pursuant to the provisions of Section 205-A of the Companies Act, 1956 and introduction of Section 205-C by the companies (Amendment) Act, 1999, the amount of dividend/