

SUPER TANNERY LIMITED



**THIRTIETH ANNUAL REPORT
2013-14**

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SUPER TANNERY LIMITED

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 (*Resigned 26.07.2014*)
Mr. Mohsin Sharif
Mr. Kumud Behari Seth
Dr. Subhash Awasthi (*Resigned 26.07.2014*)
Dr. Mohd. Izhar (*Resigned 26.07.2014*)
Mr. P. K. Sinha
Mrs. Sadia Kamal

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 Computershares 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>30th Annual General Meeting to be held on Tuesday, the 30th September, 2014 at the Registered Office of the Company at 9:00 a.m.</p>

SUPER TANNERY LIMITED

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of Super Tannery Limited will be held on Tuesday the 30th September, 2014 at 9:00 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, 2014, 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 Mr. Arshad Khan, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Mohd. Imran, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

6. **Appointment of Mr. P.K. Sinha, as an Independent Director**

To appoint Mr. P.K. Sinha as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. P.K. Sinha (holding DIN 00559972), Director of the Company, whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation and to hold office for a term of five consecutive years from the conclusion of this meeting."

7. **Appointment of Mr. Kumud Behari Seth, as an Independent Director**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K.B. Seth (holding DIN 00982480), Director of the Company, whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation and to hold office for a term of five consecutive years from the conclusion of this meeting."

8. Appointment of Mr. Mohsin Sharif as an Independent Director

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mohsin Sharif (holding DIN00797732), Director of the Company, whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation and to hold office for a term of five consecutive years from the conclusion of this meeting.”

9. Appointment of Mrs. Sadia Kamal, as an Independent Director

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

“RESOLVED THAT Mrs. Sadia Kamal, (Holding Din:06958874) who was appointed as an additional Director on the Board of Directors of the Company with effect from 13.08.2014 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under the provisions of section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mrs. Sadia Kamal, a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for Independence as provided in section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, wef. 30th Sep 2014 to 29th Sep. 2019.”

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 Section 181 of the Companies Act, 2013, 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, 2015.”

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

Place : Kanpur
Date : 13.08.2014

SUPER TANNERY LIMITED

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 102 of the Companies Act, 2013 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 2014 (both inclusive date).
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.

Pursuant to the provisions of Section 205-A of the Companies Act, 1956 and introduction of Section 205-C (Now section 124 of Companies Act, 2013) by the companies (Amendment)

Act, 1999, the amount of dividend/debenture/fixed deposit remaining unclaimed for a period of seven years is required to be transferred to Investor Education and Protection Fund set up by the Central Government.

Accordingly all unclaimed/unpaid dividend upto the financial year 2005-2006 have been transferred to the "Investor Education and Protection Fund".

Dividend unpaid or unclaimed for the Financial Year 2006-07 may be claimed by the shareholders on or before 27th January 2015. Thereafter, such amount shall be transferred to the "Investor Education and Protection Fund". Kindly note that once the unclaimed or unpaid Dividend is transferred to "Investor Education and Protection Fund" no claim shall lie with the company in respect thereof.

10. Pursuant to Section 72 of the Companies Act, 2013 shareholders are entitled to make nomination in respect of share held by them in physical form. Shareholders desirous of making nomination are requested to send their request in the prescribed Form to the Registrar and Transfer Agents, M/s. Karvy Computershare Pvt. Ltd., Hyderabad. Members holding shares in electronic mode are requested to consult/contact with their respective Depository Participant (DP) for availing nomination facility.
11. Members are requested to notify immediately change in their address, PIN code, if any to company at its registered office by quoting their folio number.
12. Members' proxies are requested to bring attendance slip duly completed for attending the meeting.
13. Brief Resume of all Directors including those proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships / Chairmanships and Relationships between Directors inter-se as stipulated under Clause 49 of the listing agreement with the Stock Exchanges in India, are provided in the report on Corporate Governance forming part of the Annual Report.
14. Voting through electronic means:
15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the company has provided members with facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means through e-voting services provided by Karvy:

The instructions for e-voting are as under:

16. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/ Depository Participants (s)]:
17. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
18. Enter the login credentials (i.e. User ID and password mentioned below). Your Folio No. / DP ID- Client Id will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

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19. After entering these details appropriately, click on “LOGIN”.
20. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
21. You need to login again with the new credentials.
22. On successful login, the system will prompt you to select the “EVENT” i.e., Super Tannery Limited “.
23. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
24. Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
25. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
26. You may then cast your vote by selecting an appropriate option and click on “Submit”.
27. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
28. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e mail **kn.shridhar@gmail.com** with a copy marked to **evoting@karvy.com**. The scanned image of the above mentioned documents should be in the naming format “Super Tannery Limited “ 30th Annual General Meeting”.
29. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants (s) can request physical copy].
30. User ID and initial Password as provided below.
31. Please follow all steps from Sl. No. (16) to Sl. No. (27) above, to cast vote.

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32. In case of any queries relating to e-voting please visit Help & FAQ section of <http://evoting.karvy.com> (Karvy Website).
33. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
34. The e-voting period commences on 22.09.2014 (9.00 AM) and ends on 24.09.2014 (6.00PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.09.2014, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further the Members who have casted their vote electronically shall not vote by way of poll, if held at the meeting.
35. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 20.09.2014.
36. The Board of Directors has appointed Mr. K.N.Shridhar, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
37. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forth with to the Chairman of the Company.
38. The Results shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
39. The results declared along with the Scrutinizer's report shall be placed on the Company's Website: www.supertannery.com and on the website of the service provider (<http://evoting.karvy.com>) within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

EVEN (E Voting Event Number)	User ID	Password

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

Place : Kanpur
Date : 13.08.2014

SUPER TANNERY LIMITED

EXPLANATORY STATEMENT**(Pursuant to Section 102 of the Companies Act, 2013)****ITEM No.6:**

Appointment of Independent Directors (Item no 6 to 9)

Mr. P.K. Sinha,(57 Years) is post graduate and was introduced in the Board of Directors in January 2008 as a Non-Executive Independent Director. Mr. Sinha is also Director of Deep Management and Eco Consultants Pvt. Limited. Mr. P.K. Sinha is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act,1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. P.K. Sinha being eligible, is offering himself for re-appointment & is proposed to be appointed as an Independent Director for a term of five consecutive years from the conclusion of this meeting and shall not be liable to retire by rotation.

A notice has been received from a member proposing Mr. P.K. Sinha as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. P.K. Sinha fulfills the conditions specified in the Companies Act,2013 and rules made there under for his appointment as an Independent Director of the Company and is Independent of the Management. Copy of the draft letter for appointment of Mr. P.K. Sinha as an Independent Director setting out the terms and conditions would be available for inspections without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. P.K. Sinha as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. P.K. Sinha, as an Independent Director, for the approval by the share holders of the Company.

Except Mr. P.K. Sinha,being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.6.This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchange.

ITEM No.7:

Mr. Kumud Behari Seth,(69 Years) is B.Sc.(Hons) and having a degree of MBA. was introduced in the Board of Directors in March2002 as a Non-Executive Independent Director. Mr. Kumud Behari Seth has vast experience of 38 years in the field of Marketing