

SUPER TANNERY LIMITED



**THIRTY FIRST ANNUAL REPORT
2014-15**

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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
Mr. Y.S. Katiyar - Whole Time Director

Non-Executive Directors

Mr. Mohsin Sharif
Mr. Kumud Behari Seth
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: info@supertannery.com
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.P.K.Sinha- Member
(Non-Executive Independent Director)

Nomination and Remuneration Committees

Mr. Mohsin Sharif - Chairman
(Non-Executive Independent Director)
Mr. Kumud Bihari Seth - Member
(Non-Executive Independent Director)
Mr.P.K.Sinha - Member
(Non-Executive Independent Director)

Shareholder's / Investors' Grievance Committee

Mr. P.K.Sinha - 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>31st Annual General Meeting to be held on Wednesday, the 30th September, 2015 at the Registered Office of the Company at 9:00 a.m.</p>
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SUPER TANNERY LIMITED

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the members of Super Tannery Limited will be held on Wednesday the 30th September 2015 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 2015, 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. Imran Siddiqui, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors for a term of 2 years up to conclusion of the 33rd Annual General Meeting to be held in the year 2017 and fix their remuneration.

SPECIAL BUSINESS:

5. 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 V to the Companies Act, 2013, and subject to approval of Members at the next Annual General Meeting Mr. Imran Siddiqui (holding DIN 00037552), be and is hereby re-appointed as the Whole Time Director of the Company for a period of 3 years w.e.f.30.09.2015 on the terms and conditions as approved by Remuneration committee of the Board and mentioned in the draft of the agreement placed before the meeting duly initialed by the Chairman for the purpose of identification and on the following terms and conditions, Remuneration as 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. Imran Siddiqui, within the limits as specified in Schedule V 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, 2015, 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 V to the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force."

6. **Appointment of Mr. Yogendra Singh Katiyar, a Whole Time Director**

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

“RESOLVED THAT Mr. Yogendra Singh Katiyar, (Holding Din:07162738) who was appointed as an additional Director on the Board of Directors of the Company with effect from 29.05.2015 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 his candidature for the office of Director, be and is hereby appointed as a Whole Time Director of the Company, 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 V to the Act, as amended from time to time, Mr. Yogendra Singh Katiyar ,a Executive Director of the Company, who has submitted a declaration that he meets the criteria as provided in section 149(6)of the Act, and who is eligible for appointment, be and is hereby appointed as a Whole Time Director of the Company, w.e.f. 30th Sept. 2015 to 29th Sept. 2018.” on the terms and conditions as approved by Remuneration committee of the Board and mentioned in the draft of the agreement placed before the meeting duly initialed by the Chairman for the purpose of identification and on the following terms and conditions, Remuneration as mentioned in the explanatory statement annexed hereto.

7. 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, 2016.”

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

Place : Kanpur
Date : 13.08.2015

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 2015 (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 INE460D01020. 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 2006-2007 have been transferred to the “Investor Education and Protection Fund”.

Dividend unpaid or unclaimed for the Financial Year 2007-08 may be claimed by the shareholders on or before 5th November 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 31 st Annual General Meeting (AGM) by electronic means through e-voting services provided by Karvy:
16. *The instructions for e-voting are as under:*
17. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/ Depository Participants (s)]:
18. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
19. 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

SUPER TANNERY LIMITED

can use your existing User ID and password for casting your vote.

20. After entering these details appropriately, click on "LOGIN".
21. 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.
22. You need to login again with the new credentials.
23. On successful login, the system will prompt you to select the "EVENT" i.e., Super Tannery Limited".
24. 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.
25. Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
26. 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.
27. You may then cast your vote by selecting an appropriate option and click on "Submit".
28. 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).
29. 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 " 31st Annual General Meeting".
30. 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].

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31. User ID and initial Password as provided below.
 32. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.
 33. In case of any queries relating to e-voting please visit Help & FAQ section of <http://evoting.karvy.com> (Karvy Website).
 34. 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).
 35. The e-voting period commences on 22.09.2015 (9.00 a.m.) and ends on 24.09.2015 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.09.2015, 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.
 36. 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 20.09.2015.
 37. 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.
 38. 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.
 39. 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).
 40. 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 : 13.08.2015

SUPER TANNERY LIMITED**EXPLANATORY STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)****ITEM No.5 :**

Re-appointment of Mr. Imran Siddiqui a Whole Time Director

1. Mr. Imran Siddiqui, Whole Time Director of the Company, was appointed in terms of resolution passed by the Shareholders at the Annual General Meeting held on 28.09.2012 for a period of 3 years w.e.f. 28.09.2012. Since the tenure of Mr Imran Siddiqui whole Time Director is being expired on 27.09.2015 hence the Board of Directors at its meeting held on 13.08.2015, subject to the approval of the Shareholders of the company, re-appointed the said Whole time director for a further period of 3 years w.e.f. 30.09.2015. The main terms and conditions of re-appointment of Mr. Imran Siddiqui, whole time Director of the Company are as under.

SALARY :

Rs. 50,000/- per month with such annual increment as may be decided by the Board subject to maximum salary of Rs. 55,000/- per month.

PERQUISITES :

The Whole time director shall be entitled to the following perquisites:

1. He shall be entitled to earned leave/Privilege leave on full pay and allowance as per rules of the company, but not more than forty five days leaves for each completed year of services. Bonus as per the rules of the company will also be available to him.
2. Company's contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent, these either singly or put together, are not taxable under the Income Tax Act, 1961, Gratuity payable shall not exceed half a month's salary for each completed year of service.
3. The Company will provide a car and telephone at his residence. However, provisions of car for the purpose of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.

Perquisites will be restricted to an amount equal to annual salary or maximum Rs. 150,000/- per annum whichever ever is less. The perquisites shall be evaluated, for the purpose of above ceiling, as per Income Tax Rules, 1962.

The terms and conditions of appointed of aforesaid Whole time Directors may be varied, altered or modified by the Board from time to time within the maximum limit laid down in Schedule V read with other applicable provisions of the Companies Act. 2013 or any amendments made hereinafter in this regard.