

SUPER TANNERY LIMITED

CIN No.:L19131UP1984PLC006421

Registered Office: 187/170, Jajmau Road, Kanpur-208010



33rd ANNUAL REPORT 2016-17

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COMPANY INFORMATION:

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

33rd **Annual General Meeting to be held on Friday, the 29th September, 2017 at the Registered Office of the Company at 9:00 a.m.**

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the members of Super Tannery Limited will be held on Friday the 29th September 2017 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 2017 the Balance Sheet as on that date and the reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Arshad Khan, who retires by rotation and being eligible offers himself for re-appointment?
3. To appoint a Director in place of Mr. Mohd.Imran, who retires by rotation and being eligible offers himself for re-appointment?
4. To appoint M/S Rajeev Prem & Associates Chartered Accountants as Auditor in place of M/S Kapoor Tandon & Co. a retiring Auditors for a term of 5 years from the conclusion of the 33rd Annual General Meeting, 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 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, 2018.”

By Order of the Board of Directors

for **Super Tannery Limited**

R.K. Awasthi

Company Secretary

Place : Kanpur
Date : 14th Aug. 2017

NOTES :

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.

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.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.

The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September to 24th September 2017 (both inclusive date).

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.

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.

Members holding Shares in electronic form are requested to provide their Client-ID and DP-ID numbers at the meeting for easy identification.

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.

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 2007-2008 have been transferred to the "Investor Education and Protection Fund".

Dividend unpaid or unclaimed for the Financial Year 2009-10 may be claimed by the shareholders on or before 5th November 2017. 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.

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.

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.

Members' proxies are requested to bring attendance slip duly completed for attending the meeting.

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 Regulation 27 of the listing agreement with the Stock Exchanges in India, are provided in the report on Corporate Governance forming part of the Annual Report.

Voting through electronic means:

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 33rd Annual General Meeting (AGM) by electronic means through e-voting services provided by Karvy:

The instructions for e-voting are as under:

In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/ Depository Participants (s)]:

Launch internet browser by typing the URL: <http://evoting.karvy.com>.

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.

After entering these details appropriately, click on "LOGIN".

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.

You need to login again with the new credentials.

On successful login, the system will prompt you to select the "EVENT" i.e., Super Tannery Limited ".

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.

Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.

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.

You may then cast your vote by selecting an appropriate option and click on "Submit".

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).

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 " 33rd Annual General Meeting".

I. 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].

User ID and initial Password as provided below.

Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

In case of any queries relating to e-voting please visit Help & FAQ section of <http://evoting.karvy.com> (Karvy Website).

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).

The e-voting period commences on 26.09.2017 (9.00 AM) and ends on 28.09.2017 (5.00PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2017, 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.

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 23.09.2017.

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.

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.

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).

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

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No.5

It has been the policy of the company to contribute to those charitable funds, which serve the society at large or for the welfare of its employees, whether such charitable institution are directly related or not with the business of the Company, the action of the Board is taken keeping in mind the responsibility that the Company owes to society as well as to full fill the requirement of CSR by way of promoting preventive health care, promoting education, including special education etc. Sometimes contribution so made exceed the limit prescribed by the section 181 of the Companies Act, 2013. The Board can not do such welfare work, beyond the prescribed limit, without the approval of the members. The aggregate of such contribution during the year ending 31.03.2018 is likely to exceed the limit as prescribed by the Act. Therefore, your permission is requested.

The Directors recommend the resolution set out in item no 5 of the Notice for approval of members.

None of the Director of the Company in any way whether, directly or indirectly, except as trustee of the trust which receives the fund, is interested or concerned in this resolution.

Place : Kanpur
Date: 14th Aug 2017

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

DIRECTORS' REPORT

Dear Shareholder,

The Directors of your Company have pleasure in presenting the 33rd **Annual Report** on the business and operations of the Company together with Audited Financial Statements for the year ended **31st March 2017**:

FINANCIAL RESULTS		Year ended 31.03.2017 Rs in lacs	Year ended 31.03.2016 Rs in lacs
PROFITS:			
Profit before Interest, Depreciation & extra-ordinary items		2080.16	2057.00
Less: Interest	907.87		845.58
Depreciation	729.15		726.41
Exchange Fluctuation Loss/(gains)	(141.19)		(226.51)
Bad Debts written off	00.00	1495.83	0.44
Profit before tax		584.33	711.07
Less: Provision for current tax	225.00		270.00
Provision for deferred tax	5.73	230.73	(24.33)
Profit after tax		353.60	465.40
Add: Profit brought forward from previous year	660.76		603.72
Income Tax relating to earlier Years	(25.40)	686.16	108.38
Adjustment related to fixed Assets	-----		
Profit available for appropriation		1039.76	960.74

APPROPRIATIONS:

(a) Transfer to General Reserve		300.00
	1039.76	
(b) Proposed Dividend	0000	0000
(c) Provision for tax on Proposed Dividend	0000	0000
(d) Balance carried over to next year	1039.76	660.74
	1039.76	960.74

NOTE : Figures of the previous year have been re-grouped/re-arranged in order to make them comparable.

DIVIDEND:

The Board of Directors of your Company have not recommend dividend for the year ended 31st March, 2017.

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return as provided under sub-section (3) of section 92 of the Companies Act, 2013 ('the Act') in prescribed form MGT-9 is enclosed as Annexure "A" to this report.

OPERATIONAL REVIEW:

During the year under review, the income from operation of the company was Rs 23305.02 lacs as against Rs 23781.32 lacs during the last financial year, shows decline the operational income by Rs 476.00 lacs. Besides decline the operational income, the company's Gross Profit has marginally improved (profit before interest, depreciation and extra ordinary items) by Rs 2080 Lacs as compared to Rs 2057 lacs during the last financial year. The company overall growth is satisfactory despite recession in the market.

SUBSIDIARY COMPANIES:

The Company has six subsidiaries namely: Super Corporation Limited, Super Tannery (UK) Limited, Aarifi Tanners Limited, Super Tannery UAE FZE, Safety Solutions s.r.o and Super Italia s.r.l Pursuant to the General exemption granted under old Section 212 (8) of the Companies Act, 1956, by Government of India, Ministry of Corporate Affairs, vide General Circular No.2/2011, the Profit and loss account for the year ended 31.03.2017 and Balance Sheet as on that date, in respect of the subsidiaries of the Company have not been attached to the Annual Report of the Company. However, the requisite information for each subsidiary, as stipulated vide above General Circular No.2/2011, has been disclosed in the prescribed form AOC-1. The Annual Accounts of the subsidiary companies and related detailed information will be made available to the investors seeking such information. The Annual Accounts of the subsidiary companies will be kept open for inspection by any investor at the head office of the Company and the subsidiary concerned.

INDUSTRIAL RELATIONS:

During the period industrial relations have been extremely cordial. Employees' cooperation and co-ordination had been an important factor in the growth of the organization.

FIXED DEPOSITS:

The Company has not accepted/renewed any deposit during the year under review, under the provisions of the Companies Act 2013 and the rules framed thereunder.

CLAUSE 32 OF THE LISTING AGREEMENT:

As per the amended Listing Agreement, it is hereby disclosed that the Equity shares of the Company are listed at Bombay Stock Exchanges. Pursuant to Board meeting held on 27th Feb 2010, the company has applied for listing of its shares at National Stock Exchange. The application is still pending with National Stock Exchange. Besides above the Board of Directors of its Meeting held on 16.06.2015 has proposed the Demerger of Unit-3 (Goat Tannery) with Amin Tannery Limited the Company has filed the application with Allahabad High Court, the Allahabad High Court has transferred the proceeding to N.C.L.T. Allahabad for further proceedings and approval, the proceeding in the final stage.

HUMAN RESOURCES MANAGEMENT:

Employees are vital to the Company. We have created a favorable work environment that encourages humble relationship. We have also set up a scalable recruitment and human resources management process, which enables us to attract and retain high caliber employees. The Company also has started with collaboration of UP Leather Industries Association a training centre for recruiting trained labours.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013:

Your Company strongly believes in providing a safe and harassment free workplace for each and every individual working for the Company through various intervention and practices. It is the continuous endeavor of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including Sexual harassment.

During the year ended 31 March 2017, no complaint pertaining to sexual harassment was received by the Company.

PARTICULARS OF EMPLOYEES

A statement of particulars of employees as specified under the Companies Act, 2013 as amended from time to time, is set out in the Annexure forming part of Directors' Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, and FOREIGN EXCHANGE EARNING & OUTGO:

The particulars of Energy Conservation, Technology Absorption etc. pursuant to Section 134(3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are set out in the Annexure forming part of this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

No significant or material orders were passed by the Regulators or Courts or Tribunals during the previous year which may impact the going concern status of the Company's Operation in the future.

WHISTLE BLOWER POLICY/VIGIL MECHANISIM:

To create enduring value for all stakeholders and ensure the highest level of honesty, and ethical behavior in all its operations, the Company has formulated a Vigil Mechanism named as SUPER Whistle Blower Policy' in addition to the existing code of conduct that governs the action of its employees. This Whistleblower policy aspires to encourage all employees to report suspected or actual occurrence(s) of illegal, Unethical or inappropriate events (behaviors' or practices) that effect Company's interest/image. A copy of the Policy is available on the website of the Company and may be accessed through the web link [www:http://supertannery.com](http://supertannery.com)

DIRECTORS & KMP:

In terms of Article 125 of the Articles of Association of the Company, Mr.Mohd.Imran, and Mr.Arshad Khan, retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for their re-appointment. Brief resume of all the Directors, their expertise in specific functional areas and names of other companies in which Directorship