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COMPANY INFORMATION

BOARD OF DIRECTORS

Executive Directors

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

Non-Executive Independent Directors

Mr. Aftab Ahmad
Mr. Kumud Behari Seth
Mr. P. K. Sinha
Mrs. Sadia Kamal

Non-Executive Non-Independent Directors

Mr. Veqarul Amin - Director
Mr. Y.S. Katiyar, - Director

Chief Financial Officer

Mohd. Imran

Company Secretary

R. K. Awasthi

Auditors

M/s Rajeev Prem & Associates.
Chartered Accountants
Kanpur

Audit Committee

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

Nomination and Remuneration Committees

Mr.Aftab Ahmad - 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 /Relationship Committee

Mr. P.K.Sinha - Chairman
(Non-Executive Independent Director)
Mr. Iftikharul Amin
Mr. Iqbal Ahsan

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

Plant Locations

a. Chrome Tannery	:		187/170, Jajmau Road, Kanpur – 208010
b. Sole Tannery	:	(i)	Mona Nagar, Jajmau, Kanpur – 208010
	:	(ii)	187/170, Jajmau Road, Kanpur – 208010
c. Footwear Division	:		169, Jajmau, Kanpur – 208010
d. Fashion Shoe Division	:		6, Akrapur, Unnao – 209801
e. Safety Shoe Division	:		Leather Technology Park, Banthar, Unnao, U.P.

Registered Office:

187/170, Jajmau Road, Kanpur 208010
Ph: 0512-7522000370,371-372
Fax: 0512-2460792, 2462227
Email: info@supertannery.com
Website: www.supertannery.com

Registrar and Share transfer Agent:

Kfin Technologies Ltd.
Selenium Tower-B"Plot No.31&32,Gachibowli,
Financial District,Nanakramguda,Serilingampally
Hyderabad – 500032, Telangana,
Ph: 40-6716 2222,3321 1000
Fax: 40-23311968, 23323041
Email: shivkumar.n @kfintech.com mailmanager@kfinte ch.com

**38th Annual General Meeting to be held on Friday, t he 30th September, 2022
at the Registered Office of the Company at 9:00 a.m .**

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the members of Super Tannery Limited will be held on Friday the 30th September 2022 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 2022 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. Veqarul Amin, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Yogendra Singh Katiyar, who retires by rotation and being eligible offers himself for re-appointment.
5. To -appoint M/S Kapoor Tandon & Company Chartered Accountants as Auditor in place of retiring Auditor M/S Rajeev Prem & Associates Chartered Accountants for a period of 5 years from the conclusion of this 38th AGM and fix their remuneration.

6. SPECIAL BUSINESS:

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 a approval of Members at the next Annual General Meeting Mr. Iftikharul Amin (holding DIN 00037424), be and is hereby re-appointed as the Managing Director of the Company for a further period of 3 years w.e.f.30.09.2022 on the terms and conditions as approved by Nomination & Remuneration committee of the Board and the Board of Directors as mentioned in the draft of the agreement placed before the meeting duly initialed by the Chairperson for the purpose of identification and on the following terms and conditions.:

1. SALARY:

Rs 2,00,000/- per month with such annual increment as may be decided by the Board subject to maximum salary of Rs 200,000/- p.m.

2. COMMISSION:

1% of the net profits of the Company for each Financial Year computed in a manner laid down under the Companies Act, 2013 or 50% of annual salary or subject to maximum Rs 2,00,000/-, 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, Super annuation 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 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 2022, 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 Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force."

- 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 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. Iqbal Ahsan, (holding DIN 00037445), be and is hereby re-appointed as the Joint-Managing Director of the Company for a further period of 3 years w.e.f.30.09.2022 on the terms and conditions as approved by Nomination & Remuneration committee of the Board and the Board of Directors as mentioned in the draft of the agreement placed before the meeting duly initialed by the Chairperson for the purpose of identification and on the following terms and conditions.:

1. SALARY:

Rs 2,00,000/- per month with such annual increment as may be decided by the Board subject to maximum 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 under the Companies Act, 2013 or 50% of annual salary or subject to maximum Rs 200,000/-, 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, Super annuation 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 Directors be and is hereby authorized to revise the remuneration of Mr. Iqbal Ahsan, 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 2022, 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 Schedule V to the Companies Act, 2013, 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 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 a 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 further period of 3 years w.e.f. 30.09.2022 on the terms and conditions as approved by Nomination & Remuneration committee of the Board and mentioned in the draft of the agreement placed before the Board meeting duly initialed by the Chairperson 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, 2022, 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."

9. 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 a approval of Members at the next Annual General Meeting Mr. Arshad Khan, (holding DIN 00037655), be and is hereby re-appointed as the Whole Time Director of the Company for a further period of 3 years w.e.f. 30.09.2022 on the terms and conditions as approved by Nomination & Remuneration committee of the Board and mentioned in the draft of the agreement placed before the Board meeting duly initialed by the Chairperson 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. Arshad Khan, 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, 2022, 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 V to the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force."

10. Re-Appointment of Mr. Mohd. Imran, 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 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 a approval of Members at the next Annual General Meeting Mr. Mohd. Imran, (holding DIN 00037627), be and is hereby re-appointed as the Whole Time Director of the Company for a further period of 3 years w.e.f.30.09.2022 on the terms and conditions as approved by Nomination & Remuneration committee of the Board as mentioned in the draft of the agreement placed before the Board meeting duly initialed by the Chairperson 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. Mohd. Imran, 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, 2022, 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 V to the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force.”

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 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, 2023.”

Place : Kanpur
Date : 13th Aug. 2022

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

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 16th September to 30th September 2022 (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 addresses 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/clari fication 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. With effect from April 1, 2019 except in case of request received for transmission or transposition of Securities. In view of this and to eliminate all risks associated with physical Shares and to ease of portfolio Management members holding shares in physical form are requested to consider converting their holding to dematerialized 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.

Members are requested to note that, dividend if not cashed for a consecutive period of 7 years from the date of transfer to unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and protection Fund ("IEPF") The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this Members/claimants are requested to claim their dividends from the Company, within the stipulated timeline, the dividend unpaid or unclaimed for the Financial Year 2014-15 may be claimed by the shareholders on or before 5th November 2022. 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. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No.

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IEPF 5 available on www.iepf.gov.in. The Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules.

As you may be aware Board of Directors of your Company at their meeting held on May 30, 2022, have declared a Dividend of Rs. 0.05/- per equity share (having a nominal value of Re. 01/- each) for the Financial Year 2021-22..

As you may be aware, in terms of the provisions of the Income Tax Act, 1961 ('the Act'), as amended by the Finance Act, 2020, dividend declared, paid and distributed by a Company on or after 1st April, 2020 shall be taxable in the hands of the shareholders. The Company will, therefore, be required to deduct tax at source at the time of payment of the dividend at the applicable rates as per the provisions of the said act.

- 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. KFin Technologies Limited, 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 :
- The instructions for e-voting are as under:

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences 27.9.2022 (9.00AM) and ends 29.09.2022(5.00PM)
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 23.09.2022
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is

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already registered with KFintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending off the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and for attending physical meeting for Individual shareholders holding securities in physical mode.”

viii. The details of the process and manner for remote e-Voting and -AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I. Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">I. Visit URL: https://eservices.nsdl.comII. Click on the “Beneficial Owner” icon under “Login” under 'IDeAS' section.III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">I. To register click on link : https://eservices.nsdl.comII. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectRegistration.jspIII. Proceed with completing the required fields.IV. Follow steps given in points 13. Alternatively by directly accessing the e-Voting website of NSDL<ol style="list-style-type: none">I. Open URL: https://eservices.nsdl.com/II. Click on the icon “Login” which is available under 'Shareholder/Member' section.III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.