

39th ANNUAL REPORT 2022-23



Broadening
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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 (Resigned on 10.05.2023)
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 Kapoor Tandon & Company
Chartered Accountants
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 | : | 1361, 1363, 1415, Shekhpur Nari, 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

BOARD OF COMMITTEES

Audit Committee

Mr. Kumud Bihari Seth - Chairman (Resigned 10.05.2023)
(Non-Executive Independent Director)
Dr. Rohit Mohan-Chairman from 10.05.2023
(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 Resigned 10.05.23
(Non-Executive Independent Director)
Dr. Rohit Mohan -Member from 10.05.2023
(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

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
Whatsapp Number : 91 9100094099
Email: einward.ris@kfintech.com mailmanager@kfintech.com

**39th Annual General Meeting to be held on Saturday, the 30th September, 2023
at the Registered Office of the Company at 9:00 a.m.**

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the members of Super Tannery Limited will be held on Saturday the 30th September 2023 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 2023 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 M/S Kapoor Tandon & Company Chartered Accountants as Auditor of the Company and fix their remuneration.

SPECIAL BUSINESS:

6. Appointment of Dr. Rohit Mohan 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 section 149,152 and any other applicable provisions, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules-2014, including any other Rules made there under and Regulation 16(1) (b) and other applicable provisions of the SEBI ((Listing Obligations and Disclosure Requirement) Regulations 2015 ("SEBI Listing Regulations") as amended from time to time, and in accordance with Article 112 of Articles of Association of the Company Dr. Rohit Mohan, (DIN 09629829) who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors on 10th May, 2023 meeting, pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee the term of Dr. Rohit Mohan office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member along with deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and Dr. Rohit Mohan, has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the , be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 (Five) Consecutive Years Commencing from 30.09.2023, whose period of office will not be liable to determination by retirement of directors by rotation.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution"

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

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"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, 2024."

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

Place : Kanpur
Date : 12th Aug. 2023

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 2023 (both inclusive date) for dividend.
- 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. 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 INE460D01038. Members are requested to get their Shares dematerialized at the earliest to make them tradable.

Members are requested to note that, dividend if not in cash 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 un claimed 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 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 .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, 2023, have

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declared a Dividend of Rs. 0.05/- per equity share (having a nominal value of Re. 01/- each) for the Financial Year 2022-23.

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 27.9.2023 (9.00AM) and ends 29.09.2023(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. 23.09.2023
- 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 already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

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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 of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and or 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	1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com II. 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 I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL 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 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	Existing user who have opted for Easi / Easiest - Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com - Click on New System Myeasi - Login with your registered user id and password. - The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. - Click on e-Voting service provider name to cast your vote. User not registered for Easi/Easiest - Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Proceed with completing the required fields. - Follow the steps given in point 1 Alternatively, by directly accessing the e-Voting website of CDSL - Visit URL: www.cdslindia.com - Provide your dematAccount Number and PAN No. - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the dematAccount. - After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	- You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. - Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. - Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

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- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '39 AGM" and click on "Submit"
- vii. 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 shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. 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.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).
- xii. 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., authorizing its representative to attend the AGM. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id kn.shridhar@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ Super Tannery Limited 39th AGM Even No."

- i. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the AGM.
 - ii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and
 - i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23.09.2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL: