

SUPER TANNERY LIMITED



**THIRTY SECOND ANNUAL REPORT
2015-16**

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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 Computershares Pvt. Ltd.
Karvy Selenium Tower B, Plot No. 31, 32,
Gachibowli Financial District, Nanakramguda,
Hyderabad – 500032 (A.P.)

<p>32nd Annual General Meeting to be held on Friday, the 30th September, 2016 at the Registered Office of the Company at 9:00 a.m.</p>

SUPER TANNERY LIMITED

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Super Tannery Limited will be held on Friday the 30th September 2016 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 2016 the Balance Sheet as on that date and the reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Yogendra Singh Katiyar, who retires by rotation and being eligible offers himself for re-appointment
3. To appoint Auditors for a term of 1 year up to conclusion of the 33rd Annual General Meeting to be held in the year 2017 and fix their remuneration.

SPECIAL BUSINESS:

4. 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. Iftikharul Amin (holding DIN 00037424), be and is hereby re-appointed as the Managing Director of the Company for a period of 3 years w.e.f. 30.09.2016 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.1,50,000/- 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 Rs. 8,00,000/-, 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, Superannuation 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 2016, 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."

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. Iqbal Ahsan, (holding DIN 00037445), be and is hereby re-appointed as the Joint-Managing Director of the Company for a period of 3 years w.e.f. 30.09.2016 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. 1,50,000/- 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 Rs. 8,00,000/-, 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

SUPER TANNERY LIMITED

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, Superannuation 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. 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 2016, 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."

6. 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. Veqarul Amin (holding DIN 00037469, be and is hereby re-appointed as the Joint-Managing Director of the Company for a period of 3 years w.e.f. 30.09.2016 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.1,50,000/- 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 Rs. 8,00,000/-, 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, Superannuation 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. Veqarul 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 2016, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Veqarul Amin, 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."

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. Arshad Khan, (holding DIN 00037655), be and is hereby re- appointed as the Whole Time Director of the Company for a period of 3 years w.e.f. 30.09.2016 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, 2016, 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

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the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force."

8. Re-Appointment and designate Mr. Mohd. Imran, Whole Time Director as CFO.

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. Mohd. Imran, (holding DIN 00037627), be and is hereby re- appointed as the Whole Time Director/CFO of the Company for a period of 3 years w.e.f. 30.09.2016 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, 2016, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Mohd. Imran, Whole time director/CFO, 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 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, 2017."

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

Place : Kanpur
Date : 13.08.2016

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 23rd September to 24th September, 2016 (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-I 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 2007-2008 have been transferred to the "Investor Education and Protection Fund".

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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.

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 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.
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 32nd 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 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 " 32nd 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].
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).

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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 27.09.2016 (9.00 AM) and ends on 29.09.2016 (5.00 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 23.09.2016, 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 23.09.2016.
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 : 13.08.2016

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

Item No. 4, 5 & 6 :

04, 05 & 06 : Mr. Iftikharul Amin was re-appointed as Managing Director in terms of resolution passed by the Board of Directors at its meeting and approved by the shareholders of the company at the Annual General Meeting on 30th September, 2013 for a period of 3 years. The present term of office of Mr. Iftikharul Amin, as a Managing Director of the company will be expiring on 29.09.2016. Subject to Shareholders approval, the Board of Directors, at their meeting held on 13.08.2016 have approved re-appointment of Mr. Iftikharul Amin, as Managing Director for a further period of 3 years from 30.09.2016.

Mr. Iqbal Ahsan and Mr. Veqarul Amin were re-appointed as Joint Managing Director in terms of resolution passed by the Board of Directors at its meeting and approved by the shareholders of the company at the Annual General Meeting on 30th September, 2013 for a period of 3 years. The present term of office of Mr. Iqbal Ahsan and Mr. Veqarul Amin, as Joint Managing Director of the company will be expiring on 29.09.2016. , Subject to Shareholders approval, the Board of Directors, at their meeting held on 13.08.2016 have approved reappointment of the Joint Managing Directors of the company for a further period of 3 years from 30.09.2016.

The main terms and conditions of re-appointment of Mr. Iftikharul Amin, Managing Director, Mr. Iqbal Ahsan and Mr. Veqarul Amin both the Joint Managing Directors of the Company are given in the notice.

The Board of Directors recommends the Ordinary resolutions setout in item no. 04,05&06 of the Notice for approval of the shareholders.

This may also be treated as an abstract of terms of re-appointment of Mr. Iftikharul Amin, Mr. Iqbal Ahsan, Mr. Veqarul Amin under the provisions of the Companies Act, 2013.

Mr. Iftikharul Amin, Mr. Iqbal Ahsan, Mr. Veqarul Amin, the Directors seeking re-appointment and being relatives are interested in the resolutions.

Brief particulars of the Managing Directors and Joint Managing Director are being given in the report on Corporate Governance attached to Directors Report.

Item No. 7.

The present term of office of Mr. Arshad Khan, as a whole Time Director of the Company will be expiring on 29.09.2016 hence the Board of Directors at its meeting held on 13.08.2016 have approved the re-appointment of Mr. Arshad Khan, subject to the approval of the Shareholders of the company, for a further period of 3 years w.e.f. 30.09.2016. The main terms and conditions of re-appointment of Mr. Arshad Khan, whole time Director of the Company are as under.

SALARY :

Rs 25,000/- per month with such annual increment as may be decided by the Board subject to maximum salary of Rs 35,000/- per month.

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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 Rs. 1,50,000/- per annum which 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 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.

Where in any financial year during the currency of the tenure of the Whole time Directors the Company has no profits or its profits are inadequate, the Company will pay remuneration to Whole time Directors by way of salary and perquisites as specified above as minimum remuneration, subject to compliance of the provisions of the Companies Act, 2013 read with Schedule V thereto including any statutory modification or re-enactment thereof for the time being in force.

The Board of Directors recommends the resolutions set out in Item no.7 of the Notice, for approval of the Shareholders.

This may also be treated as an abstract of terms of re-appointment of Mr. Arshad Khan under the provisions of the Companies Act, 2013.

Except Mr. Arshad Khan, none of Directors of the Company is in any way either directly or indirectly concerned or interested in the resolution except as a shareholder in general.

Brief particulars of Mr. Arshad Khan are being given in the Report on Corporate Governance attached with Director's Report.

Item No. 8.

The present term of office of Mr. Mohd. Imran, as a whole Time Director of the Company will be expiring on 29.09.2016 hence the Board of Directors at its meeting held on 13.08.2016 have approved the re-appointment of Mr. Mohd. Imran, as a Whole Time Director subject to the approval of the Shareholders of the company, for a further period of 3 years w.e.f. 30.09.2016. The main terms and conditions of re-appointment of Mr. Mohd. Imran, whole time Director of the Company are as under.

SALARY :

Rs. 30,000/- per month with such annual increment as may be decided by the Board subject to maximum salary of Rs. 40,000/- 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 ₹1,50,000/- per annum which 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 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.

Where in any financial year during the currency of the tenure of the Whole time Directors the Company has no profits or its profits are inadequate, the Company will pay remuneration to Whole time Directors by way of salary and perquisites as specified above as minimum remuneration, subject to compliance of the provisions of the Companies Act, 2013 read with Schedule V thereto including any statutory modification or re-enactment thereof for the time being in force.

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The Board of Directors recommends the resolutions set out in Item no.8 of the Notice, for approval of the Shareholders.

This may also be treated as an abstract of terms of re-appointment of Mr. Mohd. Imran as per the provisions of the Companies Act, 2013.

Except Mr. Mohd. Imran, none of Directors of the Company is in any way either directly or indirectly concerned or interested in the resolution except as a shareholder in general.

Brief particulars of Mr. Mohd. Imran are being given in the Report on Corporate Governance attached with Director's Report.

Item No.9.

It has been the policy of the company to contribute in 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 prescribed limit, without the approval of the members. The aggregate of such contribution during the year ending 31.03.2017 is likely to exceed the limit as prescribe by the Act. Therefore, your permission is requested.

The Directors recommend the resolution set out in item no 9 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 trust which receive the fund, is interested or concerned in this resolution.

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

Place : Kanpur
Date : 13.08.2016

DIRECTORS' REPORT

Dear Shareholder,

The Directors of your Company have pleasure in presenting the **32nd Annual Report** on the business and operations of the Company together with Audited Financial Statements for the year ended **31st March, 2016** :

	(Rs. in lacs)	
	Year ended 31.03.2016	Year ended 31.03.2015
FINANCIAL RESULTS		
PROFITS:		
Profit before Interest, Depreciation & extra-ordinary items	2057.00	2,712.56
Less: Interest	845.58	1,016.33
Depreciation	726.41	708.19
Exchange Fluctuation Loss/(gains)	(226.51)	84.97
Bad Debts written off	0.44	0.29
	1345.92	1,809.78
Profit before tax	711.07	902.78
Less: Provision for current tax	270.00	320.00
Provision for deferred tax	(24.33)	(90.77)
	245.67	229.23
Profit after tax	465.40	673.55
Add: Profit brought forward from previous year	603.72	614.28
Income Tax relating to earlier Years	108.38	126.14
Adjustment related to fixed Assets	---	94.82
Profit available for appropriation	960.74	1,066.88
APPROPRIATIONS:		
(a) Transfer to General Reserve	300.00	400.00
(b) Proposed Dividend	00.00	53.99
(c) Provision for tax on Proposed Dividend	00.00	9.17
(d) Balance carried over to next year	660.74	603.72
	960.74	1,066.88

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, 2016.

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. 24,740.05 lacs as against Rs. 31,565.38 lacs during the last financial year, shows decline the operational income by Rs. 6825.33 lacs which work out to 21.62%. Besides decline the operational income, the company's Gross Profit has also decline (profit before interest, depreciation and extra ordinary items) by Rs. 2,057 Lacs as compared to Rs. 2,318.14 lacs during the last financial year. The company overall growth is satisfactory despite recession in the market.

SUBSIDIARY COMPANIES:

The Company has five subsidiaries namely: Super Corporation Limited, Super Tannery (UK) Limited, Aarifi Tanners Limited, Super Tannery UAE FZE and Safety Solutions s.r.o. besides this one more subsidiary Super Italia s.r.l was incorporated in January 2016 has no business activities during the financial year, pursuant to the General exemption granted under old Section 212 (8) of

SUPER TANNERY LIMITED

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 31.03.2016 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 holding and subsidiary Company 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 February, 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 Court has directed to convene the General body meeting on of equity share holders, secured creditors and un-secured creditors, the process if underway.

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 31st March, 2016, 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, 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 Whistle blower 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. Yogendra Singh Katiyar, retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Besides this the Board of Directors have recommended re-appointment of MD, JMD's, and Whole Time Directors for the further period of 3 years with effect from 30.09.2016 and subject to the approval of members at the ensuing AGM. Brief resume of all the Directors, their expertise in specific functional areas and names of other companies in which Directorship held and the membership of committee of the Board as stipulated under clause 49 of the listing Agreement are given in corporate governance annexure, attached to this report.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section(6)of section 149 of the Companies Act,2013.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

For the purpose of selection of any Director, the Nomination & Remuneration Committee identifies persons of integrity who posses' relevant expertise, experience and leadership qualities required for the position and also takes into consideration recommendation, if any received from any member of the Board. The Committee also ensures that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection, appointment and remuneration of Directors & senior Management.

The Remuneration policy of the Company is disclosed in the Corporate Governance Report, which forms a part of the report.

FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

In compliance with the requirements of clause 49 of the listing Agreement, the Company has put in place a Familiarization Programme for the Independent Directors to familiarize them with the Company, their roles rights responsibilities in the Company, nature of the Company in which Company operates, business model etc.

REPORT ON CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement, a report on Corporate Governance is given in Annexure to this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(5) read with section 134(3)(c) of the Companies Act,

SUPER TANNERY LIMITED

2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March 2016, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2016 on a going concern basis.

CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with Accounting Standard AS-21 on Consolidated Financial Statements, your Directors have pleasure in attaching the Consolidated Financial Statements which form part of Annual Reports and Accounts. These consolidated financial statements include accounts of Super Tannery (U.K.) Limited, Aarifi Tanners Limited, Super Corporation Limited, Safety Solutions s.r.o, and Super Tannery UAE FZE since Super Italia s.r.l. has no business activities hence no accounts have been consolidated.

AUDITORS: The Members of the Company vide passing a resolution at the 31st Annual General Meeting of the Company had appointed M/s. Kapoor Tandon & Company, Chartered Accountants, Kanpur (Registration No 000952C) as Auditor of the Company for a period of 2 years effective from 2015-16, subject to ratification of their appointment at every Annual General Meeting. The Board of Directors recommends their re-appointment.

COST AUDITOR:

As requires under the Companies (Cost Accounting Records) Rules 2011, the Company filed the cost Audit Report along with Cost Compliance Report for the Financial year 2013-14 in XBRL format.

Thereafter the requirement of Cost Audit report does not applicable to the Company as per MCA circular. Hence no report was filed.

SECRETARIAL AUDITORS:

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S K.N. Shridhar & Associates, Company secretary Kanpur to undertake the secretarial Audit of the Company.

The Secretarial Audit Report is annexed herewith as "annexure B"

The Audit Report and the Secretarial Audit Report for the financial year 2015-16 does not contain any qualification, reservation or adverse remark by the Auditors.

LOANS, GURANTEES & INVESTMENTS:

The particulars of Loans, guarantees and investments have been disclosed in the financial statements.

RELATED PARTY TRANSACTIONS:

The policy on Related Party Transactions as approved by the Board is available on the website of the Company www.supertannery.com.

All contracts/arrangements entered by the Company during the previous financial year with the related parties were in the ordinary course of business and on arm's length basis. The Audit Committee and the Board of Directors reviewed the transaction (which are repetitive in nature) and the Audit Committee granted approval for such transactions.

The disclosures as required under AS-18 have been made in notes forming part of the standalone financial statement. The particulars of contracts or arrangements entered in to by the company with related parties referred to in sub-section (1) of section 188 of the companies Act, 2013 has been disclosed in Form No. AOC-2 which is annexed hereto.

AUDITORS' REPORT:

The comments of the Auditors in their Audit Report and reference to "Notes on Accounts" forming part of the Financial Results are self explanatory and need no further comments.

ACKNOWLEDGEMENT:

Your Directors would like to express their gratitude and appreciation for the continued support and co-operation received from State Bank of India, Central & State Government Authorities, Regulatory Bodies, Stock Exchanges and Shareholders.

Your Directors wish to place their deep sense of appreciation on record for the devoted services of the officers, staff and workers of the Company.

Place : KANPUR
Date : 13.08.2016

On behalf of the Board of Directors
IFTIKHARULAMIN
Managing Director

MOHD. IMRAN
Whole Time Director

SUPER TANNERY LIMITED**ANNEXURE I TO THE DIRECTORS' REPORT**

Statement as required under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies(Accounts) Rules, 2014.

(a) Conservation of Energy:

- (1) Energy conservation measures taken:
Upgradation of power generation and distribution systems for long term energy savings. Special emphasis has been laid on boiler and steam generation.
- (2) Additional investments and proposal, if any, being implemented for reduction of consumption of energy:
Introduction of energy saving devices and systems in process machines.
- (3) Impact of the measures at (1) & (2) above for the reduction of energy consumption and consequent impact on the cost of production of goods:
Energy conservation measures have helped in generation of required quantity of steam at a minimum cost which resulted in improving efficiencies and reduction in costs.
- (4) Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of industries specified in the Schedule thereto:
NotApplicable

(b) Technology Absorption: Research and Development (R & D):

- (1) Specific area in which R & D carried out by the Company:
 - (a) New product development based on different raw hides/skins.
 - (b) Apart from production of safety footwear establishing standard products for fashion shoes/sandals.
- (2) Benefits derived as a result of the above R & D:
 - (a) Cost reduction and better unit realization.
 - (b) Better product acceptance.
- (3) Future plan of action:
To continue to invest in R & D for faster introduction of new products.
- (4) Expenditure on R & D:

	2015-16	2014-15
	(Rs. in lacs)	(Rs. in lacs)
(a) Capital	70.85	2.25
(b) Recurring	42.18	32.42
(c) Total	113.03	34.67
(d) Total R & D Expenditure as % of turnover	0.45%	0.11%

Technology Absorption, Adoption And Innovation:

- (1) Efforts, in brief, made towards technology absorption, adoption and innovation:
The Company is using indigenous technology and is developing in house technology and is not dependant on any outside technology / source.
- (2) Benefits derived as a result of the above efforts: Not Applicable
- (3) Incase of imported technology (Imported during the last 5 years reckoned from the beginning of the financial year):

(a) Technology imported	}	
(b) Year of import	}	
(c) Has technology been fully absorbed?	}	NotApplicable
(d) If not fully absorbed, areas where not taken place, reasons therefore and future plan of action	}	

(c) FOREIGN EXCHANGE EARNINGS & OUTGO:

- (1) Activities relating to exports, initiative taken to increase exports, development of new export markets or products and export plans:

On Export front, Company's performance is quite satisfactory and it is expected to be strong in the time to come.

(2) Total foreign exchange earned & used:

	2015-16	2014-15
	(Rs. in lacs)	(Rs. in lacs)
(a) Foreign exchange earned (FOB value of exports)	16,764.52	20,698.92
(b) Foreign exchange used	1,919.98	2,226.05

(d) STATEMENT OF PARTICULARS OF MANAGING AND JOINT MANAGING DIRECTORS FORMING PART OF THE DIRECTORS' REPORT

Name	Designation	Gross Remuneration	Qualification	Experience (Years)	Date of Commencement of employment	Age (Years)	Particulars of previous employment
Mr. Iftikharul Amin	Managing Director	Rs. 26,21,600	Post Graduate	32	06.02.1984	58	Promoter
Mr. Iqbal Ashan	Jt. Managing Director	Rs. 26,21,600	Graduate	28	21.12.1988	55	Promoter
Mr. Veqarul Amin	Jt. Managing Director	Rs. 26,57,600	Leather Technologist	26	01.01.1990	53	Promoter

Notes :

1. Mr. Iftikharul Amin, Mr. Iqbal Ahsan and Mr. Veqarul Amin being brothers are related to each other within the meaning of schedule IA of Companies Act, 2013.
2. Remuneration includes salary and perquisites as per rules of the company and recorded under the Income Tax Act, 1961.

On behalf of the Board of Directors

Place : KANPUR
Date : 13.08.2016

IFTIKHARUL AMIN
Managing Director

MOHD. IMRAN
Whole Time Director

SUPER TANNERY LIMITED**ANNEXURE – II TO THE DIRECTORS' REPORT
REPORT ON CORPORATE GOVERNANCE:**

In accordance with the Regulation 17-to 27of (LODR) Regulation 2015 of the Listing Agreement with the Stock Exchanges in India (Regulation27) and some of the best practices followed internationally on Corporate Governance, the report containing the details of governance system and processes at Super Tannery Limited is as under:

Corporate Governance Philosophy

At Super Tannery Limited it is our belief that as we move closer towards our aspirations of becoming a global corporation our corporate governance standards must be globally benchmarked. That gives us confidence of having put in the right building blocks for future growth and ensuring that we achieve our ambitions in a prudent and sustainable manner.

Shareholders Communications

The Board recognizes the importance of two-way communication with shareholders for giving a balanced report of results and progress and responds to the questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting. Shareholders can contact the company via dedicated shareholder contact points as provided with this report or through any of Investor Service Centre of the Company's Registrars and Transfer Agents. The company ensures that queries, complaints and suggestions are responded in a timely and consistent manner.

Role of Company Secretary in Overall Governance Process

The Company Secretary holds a key role in ensuring that the Board Procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the directors and senior management for effective decision making at the meeting. The Company Secretary is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. All the Directors of the company have access to the advice and services of the Company Secretary.

Observance of the Secretarial Standards issued by the Institute of the Company Secretaries of India

The Institute of the Company Secretaries of India (ICSI), one of the premier professional bodies in India, has issued Secretarial Standards on important aspects like Board Meetings, General Meeting, Payment of Dividend, Maintenance of Registers and records, Minutes of Meetings, Transmission of Shares and Debentures, Passing of Resolution By Circulation, Affixing of Common Seal, Forfeiture of Shares and Board's Report although these standards are recommendatory in nature, the Company substantially adheres to the standards voluntarily.

1. BOARD OF DIRECTORS:

- (i) The company has non-executive Chairperson and the number of Independent Directors being more than 33% as per Companies Act, 2013 the Board is in conformity with Regulation 17 of LODR Regulation 2015 and the listing agreement with the Stock exchange.
- (ii) None of the directors on the Board is a member of more than 10 Committees or Chairman of more than 5 committees as specified in the regulation across all the Companies in which he/she is a director. Necessary disclosure about position in other public companies as on 31st March, 2016 has been made by the Director.
- (iii) The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and the number of Directorships and Committee Chairmanship/

Membership held by them in other companies is given below. Other directorships do not include alternate directorship and directorship of private limited companies, Chairmanship/Membership of Board Committees included on Audit, Remuneration and Shareholder/Investors Grievances committees.

- (iv) The present strength of the Board is 11 comprises seven executive and four non-executive directors. During the year 2015-16, the Board met 6 times (as against the minimum requirement of four meetings) on the following dates: , 29th May, 2015, 16th June, 2015, 13th Aug 2015, 14th Nov 2015, 25th January 2016, and 11th Feb 2016. The maximum time gap between any two board meetings was not more than one hundred and twenty days.

The following table gives details of directors' attendance at the Board meetings and at the last Annual General Meeting, number of membership held by director in the Board/Committees of various companies:

Name	Category	Attendance Particulars		Number of other Directorships Committee Member/Chairman		
		Board Meetings	Last AGM	Directorships	Other Committee/Membership	Committee Chairman
Iftikharul Amin	MD	6	Yes	6	1	
Iqbal Ahsan	JMD	5	Yes	5	1	
Veqarul Amin	JMD	3	No	4		
Imran Siddiqui	ED	6	Yes	2		
Arshad Khan	ED	4	Yes			
Mohd. Imran	ED	6	Yes	2		
Yogendra S. Katiyar	ED	6	Yes			
Kumud Behari Seth	NED-I	2			3	2
P.K. Sinha	NED-I	1		1	3	1
Sadia Kamal	NED-1	2				
Mohsin Sharif	NED-I	1		1	2	1

MD - Managing Director; JMD - Joint Managing Director; ED - Executive Director; NED-I-Non-Executive Director –Independent.

None of the Director is member of more than 10 committees or Chairman of more than 5 committees across all companies in which he/she is Director. Brief resume of Directors seeking re-appointment, nature of their expertise in specific functional area, is given here under:

- a. **Mr. Iftikharul Amin:** Mr. Iftikharul Amin, (58 years), is a Post Graduate. He is named in Article of Association of the Company as First Director of the Company and appointed as Managing Director in 1989. Mr. Iftikharul Amin has been closely associated with the Company for over 32 years and is involved in the operation of the Company. He is having very good experience of leather and leather products. His services are required very much to steer the company smoothly. He is also director of the following companies :-
1. Super Tannery (UK) Limited
 2. Aarifi Tanners Limited
 3. Amin Tannery Limited
 4. Jajmau Tanneries Environmental Protection Association
 5. Super Corporation Limited
- b. **Mr. Iqbal Ahsan:** Mr. Iqbal Ahsan, (55 years), is a Graduate. He joined the Board of Super Tannery Limited as an Executive Director in 1988-89 and appointed as Joint Managing Director in 1993-94. Mr. Iqbal Ahsan has been closely associated with the Company for over 28 years and is involved in the operation of the Company. He is having very good experience of leather and leather products. His services are required very much to steer

SUPER TANNERY LIMITED

the company smoothly. He is also director of the following companies :-

1. Super Tannery (UK) Limited
2. Aarifi Tanners Limited
3. Safety Solutions s.r.o.
4. Amin Tannery Limited
5. Super Corporation Limited

- c. Mr. Veqarul Amin:** Mr. Veqarul Amin, (53years), is a Qualified Leather Technologist. He joined the Board of Super Tannery Limited as Director (Technical) in 1990 and appointed as Joint Managing Director in 2001. Mr. Veqarul Amin has been closely associated with the Company for over 26 years and involve in the operation of the Company. He is having very good experience of leather and leather products. His services are required very much to steer the company smoothly. He is also director of the following companies:-
1. Super Shoes Limited
 2. Banthar Industrial Pollution Control Company
 3. Amin Colonizers & Developers Limited
 4. Amin Tannery Limited
- d. Mr. Imran Siddiqui:** Mr. Imran Siddiqui, age about 58 years, is a chemical Engineer. He joined the Board of directors of the company in 1992-93 as an alternate director. His efficiency and capability enabled the company to appoint him as a whole time Director in 1998-99. Mr. Siddiqui has been associated with the company for over 31 years and closely involved in the operations of the company. He is responsible for Human Resources Development, Legal, Administration, Information & Technology and Vegetable tanned Sole leather Production. He has vast experience and his services are required by the company to steer it smoothly. Mr. Imran Siddiqui is also Director in Secure Safety Limited formally known as Super Safetywears Limited., and Jajmau Tanneries Environmental Protection Association.
- e. Mr. Arshad Khan:** Mr. Arshad Khan, Age 52 years is a Graduate and has been associated with the Company for the last 20 years and closely involve in the export marketing of finished leather of Company. He was introduced in the Board in the year 2000 as Additional Director and was regularized at the 16th Annual General Meeting of the Company as a whole time Director. He is liable to retire by rotation. He has vast experience of export of leather and leather products. He has visited many countries for this purpose and gained rich experience. His service is required for steering the export of the company. Mr. Khan is not director of any other company.
- f. Mr. Mohd. Imran:** Mr. Mohd. Imran (49 years) is a Chartered Accountant having experience in export, import, accounts, excise, customs and foreign trade matters. He is very initiative and closely associated with the company since long time. Mr. Mohd Imran is also director in Secure Safety Limited and Super Tannery (UK) Limited.
- g. Mr. Mohsin Sharif:** age 54 years, is an independent Director of the Company, He is leather technologist and plays an important role in suggesting the company to increase its production and selling the product. He also suggests better ways to labours and technicians for handling with complexities during the production. Mr Mohsin. Sharif, is also Director in Best Tanning Industries PVT.Limited and Seven Eight Six Leather Products Pvt. Ltd. The Company has appointed him as an Independent Director for a period of 5 years from the date of AGM, 30.09.2014 not liable to retirement by rotation.

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- h. Mr. Kumud Behari Seth:** Mr. Kumud Behari Seth is B.Sc. (Hons.) and having a Degree of MBA. He was introduced in the Board of Directors of the company in March 2002 as a non Executive Director. Mr. Kumud Behari Seth has vast experience of 40 years in the field of Marketing and Accounts. His services are required by the company from time to time to steer it smoothly. **Mr. Kumud Behari Seth is not a Director of any company except Super Tannery Limited.** The Company has appointed him as an Independent Director for a period of 5 years from the date of AGM, 30.09.2014 not liable to retirement by rotation.
- j. Mr. P. K. Sinha:** **Mr. P.K. Sinha (58 years) is post graduate and was introduced in the Board of Director of the company in January 2008 as a Non- Executive Independent Director.** Mr. Sinha is also director of Deep Management and Eco Consultants Pvt. Ltd. The Company has appointed him as an Independent Director not liable to retire by rotation for a period of 5 years from the date of AGM 30.09.2014.
- k. Mrs. Sadia Kamal:** **Mrs. Sadia Kamal, (49 years) is post graduate and was introduced in the Board of Director of the company in August 2014 as a Non-Executive Independent Director.** Mrs. Sadia Kamal, is not a Director in any other Company. The Company has appointed her as an Independent Director not liable to retire by rotation for a period of 5 years from the date of AGM 30.09.2014
- l. Mr. Yogendra Singh Katiyar** **Mr. Yogendra Singh Katiyar, (39 years) is Msc-I and Administration of Civilians in EME was introduced in the Board of Director of the company in May 2015 as an additional Director of the Company.** Mr. Y.S. Katiyar, is not a Director in any other Company. The Company has appointed him as an Whole Time Director liable to retire by rotation for a period of 3 years from the date of AGM i.e. 30.09.2015.

3. AUDIT COMMITTEE:

The Audit Committee consists of three Members - Mr. Kumud Behari Seth (Non Executive Independent Director) acts as Chairman, Mr. Mohsin Sharif (Non Executive Independent Director) member and Mr. P.K. Sinha (Non Executive Independent Director) member of the committee. During the year 5 meetings were held one of which was before finalization of annual accounts. The said meetings were held on 29th May 2015, 13th Aug 2015, 14th Nov 2015, 25th January 2016 and 11th February 2016. The meetings of the committee were attended by the members of the committee. Mr. Kumud Behari Seth has financial and accounting knowledge.

The meetings of Audit Committee were attended by the heads of accounts & finance and other respective functional heads and statutory auditors as invitees. Members held discussion with the statutory auditors during the meetings of the Committee and half yearly and annual audited financial accounts of the company were reviewed by the Audit Committee before consideration and approval by the Board. The Committee reviewed the internal control system also.

The terms of reference specified by the Board to the Audit Committee are as contained under Regulation 17-27 of (LODR) of the Listing Agreement. They are as follows:

- a. Oversight of the company's financial reporting process and the disclosure of its financial information.
- b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.

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- c. Reviewing with management the annual financial statements before submission to the Board, (i) the going concern assumption (ii) compliance with accounting standards (iii) compliance with stock exchange and legal requirements concerning financial statements.
- d. Reviewing the adequacy of internal audit functions.
- e. Discussion with internal auditors any significant findings and follow-up there on.
- f. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- g. Discussion with external auditors before the audit commences nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

4. NOMINATION AND REMUNERATION COMMITTEE:

For better compliance of Corporate Governance, the Remuneration Committee of the Company has been designed to determine Company's policy on specific remuneration package of Executive Directors on the basis of their performance. The Remuneration and Commission decided by the Committee are paid in accordance with the Companies Act, 2013. The Composition of Remuneration Committee is as follows:

Name		Status
Mr. Mohsin Sharif	(Non Executive Director - Independent)	Chairman
Mr. Kumud Behari Seth	(Non Executive Director - Independent)	Member
Mr. P.K.Sinha,	(Non Executive Director - Independent)	Member

Details of remuneration paid to Directors are given below:

Name of Director	Salary Sitting Including perquisites	Fees	Total (Rs. in lacs)
Mr. Iftikharul Amin	26,21,600	—	26,21,600
Mr. Iqbal Ahsan	26,21,600	—	26,21,600
Mr. Veqarul Amin	26,57,600	—	26,57,600
Mr. Imran Siddiqui	6,84,600	—	6,84,600
Mr. Mohd. Imran	4,37,100	—	4,37,100
Mr. Arshad Khan	4,23,600	—	4,23,600

The Non-Executive Directors are not paid any remuneration.

5. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:

The Company has constituted Shareholders' / Investors' Grievance Committee (the committee), comprising Mr. P.K. Sinha, Chairman, Mr. Iftikharul Amin and Mr. Iqbal Ahsan. The Committee, inter-alia, approves issue of duplicate certificates and reviews all matters connected with the securities transfer. The Committee also looks into redressing of Shareholders' / Investors' Complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividends etc. Mr R.K. Awasthi, the Company Secretary acts as a Secretary of the Committee as well as Compliance Officer. Total No. of complaints received and replied to the satisfaction of shareholders during the year was 43. No outstanding complaints were lying unresolved as on 31st March 2016. No investors' grievances are pending for a period exceeding one month with the Company.

CSR COMMITTEE:

The Company has constituted CSR Committee (the committee), comprising Mr. Kumud Behari Seth, Chairman, Mr. Mohd. Imran, and Mr. Iqbal Ahsan. The Committee, inter-alia, approves the CSR activities as run by the Company through its Amin Welfare Trust. Besides this it has been the policy of the Company to take up activities such as healthcare including preventive healthcare, education etc. During the year company has spend more than 2%of the average net profit of the Company through its Hospital and Schools.

The basic aim of the Company CSR policy to improve the lives of the local Community.

6. GENERAL BODY MEETINGS:

During the last three years, following Annual General Meetings (AGM) & Extra Ordinary General Meeting (EGM) were held:

Year	Location	Date	Time
2012-13(AGM)	same as above	30.09.2013	8.00 a.m
2013-14 (AGM)	same as above	30.09.2014	9.00 a.m.
2014-15 (AGM)	same as above	30.09.2015	9.00.a.m.

7. DISCLOSURE:

- (a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company. All the related party transactions are negotiated on arms length basis and are only intended to safeguard the interest of the company. Wherever necessary, the related party transactions are disclosed in Notes to the Accounts, forming part of the Annual Report.

- (b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There were no instances of non-compliance of any matter related to the capital markets during the last three years.

8. MEANS OF COMMUNICATION:

Quarterly Results: The quarterly results were published in the `The Pioneer (English), New Delhi and `Dainik Aaj (Hindi), Kanpur. **The Management Discussion and Analysis (M D & A)** is a part of Annual Report.

9. INSIDER TRADING:

In accordance with Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation 1992, as amended in February 2002, the Board of Directors of the company formulated the code of conduct for prevention of insider trading in shares of the company by its employees.

10. GENERAL SHAREHOLDER INFORMATION:

10.1 ANNUAL GENERAL MEETING: Date and Time 30th September 2016 at 9:00 a.m.
Venue – 187/170, Jajmau, KANPUR-208 010.

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10.2 FINANCIAL CALENDAR 2016-17: (Tentative)**BOARD MEETINGS:**

Results for the quarter ending 30.06.2016: 2nd week of August, 2016

Results for the quarter ending 30.09.2016: 2nd week of November, 2016

Results for the quarter ending 31.12.2016: 2nd week of February, 2017

Results for the quarter ending 31.03.2017: Last week of May, 2017 (as per Listing Agreement.)

10.3: BOOK CLOSURE DATE/ record date: 23rd September, 2016 to 24th September, 2016 (both days inclusive)**10.4: Dividend:** Your Directors have not recommended dividend for the year ended 31st March 2016.**10.5: (a) LISTING OF EQUITY SHARES ON STOCK EXCHANGES AT:**

1. The Stock Exchange, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI-400001.

NOTE: Annual Listing Fees for the year 2016-17 as applicable has been paid to the BSE.**(b) DEMAT ISIN NUMBERS IN NSDL & CDSL:** Equity Shares INE460D01020**10.6: STOCK CODE:** Trading in Mumbai Stock Exchange and Stock Code is 523842.

Performance of Company's Equity Share

Months	Company's Equity Share	
	High	Low
April, 2015	6.30	4.40
May, 2015	6.19	4.72
June, 2015	5.70	4.21
July, 2015	7.00	4.81
August, 2015	7.00	3.95
September, 2015	4.70	3.21
October, 2015	4.90	3.25
November, 2015	5.40	3.83
December, 2015	6.50	3.71
January, 2016	6.85	4.44
February, 2016	4.90	3.60
March, 2016	4.19	3.62

10.7: REGISTRAR AND TRANSFER AGENT:

KARVY Computershare Pvt. Ltd. (Karvy Consultants Ltd.)

Karvy Selenium Tower B", Plot No 31&32, Financial District, Nanakramguda, Gachibowli, HYDERABAD-500032 Telangana, India

Phone: 40-67162222, 33211000 ; Fax: 40-23420814

Email: ussingh@karvy.com; mailmanager@karvy.com

10.8: SHARE TRANSFER SYSTEM:

In compliance of SEBI Circular No.D&CC/FITTC/CIR-15/2002 dated 27th December 2002, your Company has appointed common agency to shareholders for all the work relating to share registry in terms of both physical and electronic at single point by our Registrar & Transfer Agent i.e. KARVY Computershare Pvt. Ltd. (Karvy Consultants Ltd.) Hyderabad. The share transfers, which are received in physical form, are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respect.

10.9: SHARE HOLDING PATTERN AS ON 31.03.2016

S. No.	Description	Cases	Shares	% Equity
1	BANKS	1	3,000	0.00
2	CLEARING MEMBERS	9	70486	0.07
3	DIRECTORS AND THEIR RELATIVES	10	6,34,61,434	58.77
4	H U F	114	7,44,112	0.69
5	BODIES CORPORATES	116	54,58,458	5.06
6	MUTUAL FUNDS	0	0	0.00
7	NON RESIDENT INDIANS	101	6,65,834	0.62
8	RESIDENT INDIVIDUALS	7355	3,75,69,926	34.80
9	FRACTIONAL SHARES	1	110	0.00
	Total:	7717	10,79,73,360	100.00

10.10 Distribution Schedule as on 31st March 2016:

Category	No. of Cases	% of Cases	Total Shares	Amount	% of Amt.
1-5000	6616	85.73%	14579196	14579196	13.50%
5001-10000	664	8.60%	4656661	4656661	4.31%
10001-20000	218	2.82%	3171281	3171281	2.94%
20001-30000	68	0.88%	1749969	1749969	1.62%
30001-40000	29	0.38%	1014711	1014711	0.94%
40001-50000	37	0.48%	1721371	1721371	1.59%
50001-100000	40	0.52%	2848644	2848644	2.64%
100001 & Above	45	0.58%	78231527	78231527	72.45%
TOTAL	7,207	100.00%	10,79,73,360	10,79,73,360	100.00%

10.11: DEMATERIALISATION OF SHARES AND LIQUIDITY:

The company has entered into agreement with NSDL and CDSL for the dematerialization of its equity shares. The equity shares of the company are frequently traded on the BSE. Approximately 87.40% of the equity shares issued by the Company have been dematerialized up to 31st March 2016

10.12: OUTSTANDING GDR/ADR/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY : Nil**10.13: PLANT LOCATIONS:**

- (a) Chrome Tannery : 187/170, Jajmau Road, Kanpur-208 010
(b) Goat Tannery : Leather Technology Park, Banthar, Unnao, U.P.

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- (c) Sole Tannery : (i) Mona Nagar, Jajmau, Kanpur-208 010.
: (ii) 187/170, Jajmau Road, Kanpur – 208 010
(d) Fashion Shoe Division: 6, Akrapur, Unnao – 209 801
(e) Footwear Division : 169, Jajmau, Kanpur-208 010.
(f) Safety Shoe Division : Leather Technology Park, Banthar, Unnao, U.P.

10.14: ADDRESS FOR INVESTORS' CORRESPONDENCE:

Shareholders correspondence should be addressed to our Registrar & Transfer Agents at the address mentioned above. Shareholders may also contact Company Secretary at the Registered Office of the Company at:

187/170, Jajmau, Kanpur-208010

Phone: 0512-3935747, 3935748, 3935749 Fax: 0152-2460792,

E-mail: share@supertannery.com; info@supertannery.com

Website: www.supertannery.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

11. CODE OF CONDUCT:

The Company has a code of conduct applicable to its Directors and senior management personnel.

Declaration as required under the Listing Agreement:

All Directors and senior management of the company have affirmed compliance with company's Code of Conduct for the financial year ended 31st March 2016.

Kanpur : 13.08.2015

IFTIKHARUL AMIN
Managing Director

12. NON-MANDATORY REQUIREMENTS:

The company has adopted non-mandatory requirements to the following extent:

Chairman of the Board – The Company does not have a Chairman. At every Board meeting, a Director is elected to preside over the meeting. The company has constituted Remuneration committee of the Board.

For and on behalf of the Board of Directors

Place : KANPUR
Date : 13.08.2016

IFTIKHARUL AMIN
Managing Director

MOHD. IMRAM
Whole Time Director

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development:

The Indian Leather Industry plays a significant role in the Indian Economy in view of its substantial export earnings, employment generation and growth opportunities. The export of leather and leather products has increased over past few years.

The Company is striving high to capture over Global Market in respect of Leather and Leather Products. The Company has taken various steps to promote company's products all over the world and it is being done in line with global trends to enhance scale, global competitiveness and financial flexibility and also to contribute towards achievement of company's objective and to increase revenue, production volume, market shares and shareholder's returns.

Your company in view of the competitive scenario has taken various steps to meet these challenges and also capitalize on budding opportunities available. The company is regularly carrying out detailed analysis of leather industry and has been making all possible efforts to understand the various minutiae of the emerging market scenario. The company has been investing considerable amount of funds on its Research & Development Programmes in order to enrich and improve the quality of products.

Opportunities:

Company has gained reputation and established itself globally as Supplier of quality products. The company has demonstrated global competitiveness and has achieved international standards for the quality of its products and its immense capabilities provide massive opportunities in the foreign market. Company's overall strategy is to enhance shareholder value by receiving better returns through a long-term investment.

Threat:

The company is fully aware of the factors dictating competition and has been investing with the ups and downs through its various effective measures like cost optimization, competitive pricing, improved production process and enhanced customer satisfaction.

Even under difficult operating conditions, company has been consistently performing at its best. It is expected that company's sound policies, competitive cost position will enable the company to lead the market effectively.

To exist in the competitive market and improve the value of shareholder, company is consistently considering all the significant factors, which provide sharp edges that enable company to enhance the margin.

Out Look:

Company's maximum operational income is based on the margin on export of leather and leather products. As most of part of the earning is realized from Export, out look depends upon the global economic scenario, global demand and supply and International product prices. Above all the performance of your company largely depends on the Ex-imp policy of the Union Government. Looking at the overall development of the Indian economy and the efforts of the Central Government to achieve higher GDP, Board of directors of your company is very much optimistic to the future of the Company.

Risks and Concerns:

Although Your Company does not perceive any serious threat, still company is taking care against the risk of growing pressure of prices, foreign exchange rates variation, current and future litigation, working capital management, bad debts etc. Foreign exchange liabilities / revenues are mainly

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concerned with the company's operation. Regular monitoring of movement of foreign exchange rates is carried out and decisions are taken as to when outstanding are to be covered and payments are to be made. Working Capital requirement are to be kept at minimum level in order to maintain the lowest possible interest rate.

Company has strongly prepared itself to meet cutthroat competition in global market by adhering to international quality standards of its product.

In addition to above company has overall risk management strategy, follows such practices & policies that are framework of efficient management to count the risk in advance.

Internal Control System and their Adequacy:

The company has made sufficient arrangement for internal control system and its monitoring for keeping proper record of the purchase of raw materials, stores, components, plant and machineries, equipments and all other assets for production and sale of finished leather and leather products. The company has clearly fixed rules and responsibilities for all management personnel and all operational activities are well controlled. The system ensures authorization of all transactions, records and the reports correctly and properly through computerized system.

The Audit committee of the Company also re-examines adequacy of internal controls, systems of risk management policies adopted by the Company.

Company's Laws and Regulations are also reviewed by the internal Audit Team regularly from time to time and its report is submitted to the promoters and put up in every Board Meeting. In order to provide sufficient support for business promotion of the company, the finance and commercial functions have been properly set. The company takes into account from time to time and Analysis its progress in accordance with the Laws and Regulations set by the internal auditors and report to the Board in every Board Meeting in support of best practices for internal control, standard operating norms and guidelines are being issued. The Company also incorporates all financial operating, and information technology systems are also evaluated from time to time.

Environment and safety:

The Company feels its responsibility and is fully aware of the importance to achieving exhibiting healthy environmental performance by checking effect of its activities, product or services for the environment. The environment policy of the company fully complies with the environmental laws and prevention of water, air and noise pollution and all efforts are made for continual improvement in the environmental performance. The Company has also initiated focusing its attention on "Charter on Corporate Responsibility" under the policy of the Government of India. The Company takes all measure to save and minimize the environmental effect on air, water by strictly using and further sounding its environmental management system to meet its objective. The Company ensures providing safe work place, machines and safety control measures within the organization and a sense of safety consciousness is spread amongst all the workmen, employees and supervisors.

Industrial Relations and Human Resources Development:

The Company gives much importance to maintain good relations with its employees ensuring that employees feel valued and energetic in creating an atmosphere and culture so that they can maximize their contribution in increasing the growth and further development of the company, and in turn the Company thinks of individual growth of its employees for their dedicated participation in organizational development.

The company's priority is to reduce the employee's turnover ratio. The company's approach and efforts are to create congenial work environment for individual growth, which enable the development

of whole organization. Relationship with the employees remains cordial through out the year. The company has a team of over 500 dedicated employees working towards the company's mission.

Discussion of Financial Performance with respect to Operational Performance:

Effective working management is regularly concentrating to reduce the cost of debt as much as possible. Prudent cash management endeavor to utilize the optimum Working Capital in order to reduce the interest cost and also to avoid the bottleneck of company's operation.

Research & Development

The company is committed to continue technological innovation, physical and chemical standardization and improvement to achieve high standards of product quality and customer satisfaction

Key factors that keep the company one step ahead:

- a. Extensive interaction with the latest technological developments.
- b. Presence in all major trade fairs, seminars and workshops for optimum knowledge up gradation.
- c. Well qualified and progressive workforce.
- d. Fully equipped Laboratory

The tannery units of the company work under guidance of a well equipped laboratory conducting physical and chemical tests. It also has a pilot tannery to conduct trials of new leathers at a small scale before its implementation in bulk production. The laboratory has all the requisites to perform tests of leather as per EN, ISO and DIN standards. The company is amongst few companies which provide certification as per the REACH guidelines of European Chemicals Agency.

Design Studio: The footwear units of the company conduct their production as per the guidance of a newly built, state of the art designing cell, lead by well qualified shoe technologists and designers. Due to a rapid change in the product profile over the past few years, this studio was installed keeping in mind the ever changing tests and preferences of the customers, while keeping time frame into consideration.

Quality Assurance: A major factor which keeps the company ahead is its obsession with total quality, which includes products of the highest standards, quick and efficient customer service, leading to complete customer satisfaction. Factors like these help the company to retain customers, some of them, for as long as 30 years.

Fair Participation

Asia Pacific Leather fair, Hong Kong
Lineapelle, Bologna, Italy
Moda, Birmingham, United Kindom
All China Leather Exhibition, Shanghai , China
A + A Fair, Dusseldorf, Germany
Fimec Fair, Novo Hamburgo, Brazil

Cautionary Statement:

Statements in the Management Discussion & Analysis Report which seek to describe the company's objectives, projections estimates, expectations and predictions may be considered to be "forward looking statements" and are stated as required by applicable laws and regulations. Actual results could differ from those expressed or implied. Many factors including global and domestic demand-supply conditions, prices, raw materials availability, technological changes, changes in Government policies, tax laws and other statues may affect the actual results, which could be different from what the Directors' envisage in terms of future performance and out look.

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

Social Responsibility:

Super Tannery Limited (STL) believes in total commitment to society. The promoters of the company run an organization known as AMIN WELFARE TRUST (AWT) which follows the motto of "Promoting Hope in Life." This trust has taken up number of social causes in the field of EDUCATION & HEALTHCARE.

STL nurtures relationships across the entire range of stakeholders, which has the Company understand pertinent issues, develop businesses, enhance shareholder value and manage risks better. It is the relationship, trust and commitment to stake holder's interest and the warm reciprocal of the same by the stakeholders that make STL robust, resilient and sustainable. STL actively integrates shareholder goals with its own and then pursues them collaboratively.

STL's commitment towards excellence in Health, Safety and Environment Performance is one of the company's core values. The company is unwavering and its policy of, "safety of persons overrides all production targets", which drives all employees to continuously break new grounds in safety management for the benefit of the people, property, environment and the communities in which STL operates. This is the Company's responsibility as a global corporate citizen. The 'pursuit to achieve world class operational excellence' has been the key focus of the Company.

Healthcare:

AWT operates a hospital known as **Chaudhry Ehsan Kareem Hospital**, well equipped with the most modern machinery and infrastructure, in the industrial area of Jajmau, Kanpur City, providing healthcare facilities in a number of fields including Neurology, Vision, Endocrinology, Dentistry and Pre/Post Maternal Care.

STL has a program an initiative to promote healthy workplaces and reduce health and safety risks, has been instrumental in creative a culture of implementing health, safety and environment project on priority basis.

This performance has also helped the Company to improve its performance on the occupational health and safety front.

Education:

On 26th January 2010, AWT launched a state of art educational institution namely **Super International School** with the aim to provide world class education at affordable cost to the middle income group. The school is proposed to be affiliated with the C.B.S.E board and is equipped with the latest infrastructure required for a healthy and constructive approach to education. To know more, please visit www.superinternationalschool.com

Environment

When the leather industry enough developed, the pollution of air and water increased and the stage reached where scientists started thinking on making better use or reuse of material which caused pollution keeping in mind the economical factor else no industrialist would accept the change.

Special emphasis has been laid on use of low waste technology with minimum possible expenditure and maximum quality production because it is natural for any industrialists to resist a change unless it is likely to give better quality production with least expenditure. Pollution is given the last priority by them whereas we give it the first priority.

At STL we are very much cautious about pollution. We have our own water treatment and chrome recovery plant in which we collect the drain water full of nickel, chromium and many more harmful substances. Our deep interest is in green and clean environment. The chrome is used in the processing of hides & skins in which 65% is consumed during the process while 35% goes waste. The presence of chrome in the discharged water of tanneries is hazardous for public health as its excessive use can cause severe skin diseases. To minimize the danger we have water treatment plant to purify water to its maximum possible level. We believe to contribute in safe and healthy environment. STL is an eco friendly tannery.

Health, Safety & Environment

We at STL are committed to provide a safe and healthy working environment for our employees by adopting a proactive approach. It is part of our work ethic to ensure that safety, health and environment safeguards are in place right from the inception to the execution stage. We accept the need for constant up gradation of safety & health standards commensurate with the rapid changing technology in production.

SUPER TANNERY LIMITED

ANNEXURE - A
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

(i) CIN	L1931UP1984PLC0006421
(ii) Registration Date	6th Feb. 1984
(iii) Name of the Company	SUPER TANNERY LIMITED
(iv) Category / Sub-Category of the Company	Company Limited by shares
(v) Address of the Registered Office and contact details	187/170, Jajmau Road, Kanpur-208 010 Ph. : 0512-3935747, 3935748, 3935749
(vi) Whether listed company	Yes
(vii) Name, Address and Contact details of Registrar and Transfer Agent :	Karvy Computershares Pvt. Ltd. Karvy selenium Towers B, Plot No. 31, 32 Gachibowli Financial, Distt. Nanakraguda, Hyderabad-500 032 (A.P.)

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated :

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1.	Finished Leather, Leather Shoes & Components	2990	100
2.	Other Leather Products	2912	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Super Corporation Ltd. D-403, White House, Defence Colony, Jajmau, Kanpur	U19112UP20 13PLC061542	Subsidiary	52	129
2.	Aarifi Tanners Ltd. 187/170, Jajmau, Kanpur	U19112UP 1996 PLC 0192	Subsidiary	82.52	129
3.	Super Tannery (U.K.) Ltd.	N.A.	Subsidiary	100	129
4.	Safety Solutions s.r.o.	N.A.	Subsidiary	100	129
5.	Super Tanner UAE FZE	N.A.	Subsidiary	100	129

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2015				No. of Shares held at the end of the year 31.03.2016				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters	63461434	NIL	63461434	58.78	63461434	NIL	63461434	58.78	NIL
(1) Indian									
(g) Individual / HUF									
(h) Central Govt.									
(i) State Govt. (s)									
(j) Bodies Corp.									
(k) Banks / FI									
(l) Any Other.....									
Sub-Total									
(A) (1) :	63461434	NIL	63461434	58.78	63461434	NIL	63461434	58.78	NIL
(2) Foreign									
(a) NRIs Individuals									
(b) Other Individuals									
(c) Bodies Corp.									
(d) Banks / FI									
(e) Any Other.....									
Sub-Total									
(A) (2) :	63461434	NIL	63461434	58.78	63461434	NIL	63461434	58.78	NIL
Total Shareholding of Promoter									
(A) = (A)(1)+(A)(2)	63461434	NIL	63461434	58.78	63461434	NIL	63461434	58.78	NIL
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	NIL	3000	3000	00	NIL	3000	3000	00	NIL
(b) Banks / FI									
(c) Central Govt.									
(d) State Govt(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FIs									
(h) Foreign Venture Capital Funds									
(i) Others (Specify)									
Sub Total	NIL	3000	3000	00	NIL	3000	3000	00	NIL
(B)(1):									

SUPER TANNERY LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2015				No. of Shares held at the end of the year 31.03.2016				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
(a) Bodies Corp.	4047180	2814000	6861180	6.35	2644458	2814010	5458458	5.06	0.59
(i) Indian									
(ii) Overseas									
(b) Individuals	16199934	10854300	27054234	25.06	19364634	10785300	30149934	27.92	2.86
(i) Individuals shareholders holding nominal share capital upto Rs. 1 lakh									
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	9956916	NIL	9956916	9.22	8164104	NIL	8164104	7.56	1.66
(c) Other specify	636486	110	636596	0.59	736320	3100	739420	0.68	0.09
Sub Total (B) (2) : Total Public Shareholding									
(B) = (B)(1)+(B)(2)	94301950	13671410	107973360	100	94370950	13602410	107973360	100	-
C. Shares held by Custodian for GDRs & ADRs	00	00	00	00	00	00	60	00	00
Grand Total (A+B+C)	94301950	13671410	107973360	100	94301950	13602410	107973360	100	00

(ii) Shareholding of Promoters

Sl. No.	Shareholders's Name	Shareholding at the beginning of the Year 01.04.2015			Shareholding at the end of the Year 31.03.2016			
		No. of shares	% of total shares of the company	% of shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Vevarul Amin	17883900	16.56	7.09	17883900	16.56	7.09	00
2.	Iqbal Ahsan	9142502	8.47	8.47	9142502	8.47	8.47	00
3.	Iftikharul Amin	9080432	8.41	8.41	9080432	8.41	8.41	00
4.	Mubashirul Amin	4590000	4.25	00	4590000	4.25	00	00
5.	Umairul Amin	4590000	4.25	00	4590000	4.25	00	00
6.	Tanveerul Amin	4500000	4.17	00	4500000	4.17	00	00
7.	Farha Fatima	4500000	4.17	00	4500000	4.17	00	00
8.	Sophia Amin	3458400	3.20	3.05	3458400	3.20	3.05	00
9.	Ismat Iqbal	3082800	2.86	2.86	3082800	2.86	2.86	00
10.	Rumana Amin	2633400	2.44	00	2633400	2.44	00	00
	TOTAL	63461434	58.78	29.87	63461434	58.78	29.87	00

(iii) Change in Promoters' Shareholding (please specify, if there is no change) There is no change in Promoters, shareholding during the year.

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	At the beginning of the year	No Change	No Change	No Change	No Change
2.	Datewise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change	No Change	No Change	No Change
3.	At the End of the year	No Change	No Change	No Change	No Change

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Kishore Kumar Patni	1770000	1.64	1770000	1.64
2.	Renu Devi Patni	1200000	1.11	1256151	1.16
3.	Mahendra Girdharilal	1077320	1.00	1077320	1.00
4.	Sangeetas	926800	0.68	926800	0.86
5.	CRB Capital Markets Ltd.	2754000	2.55	2754000	2.55
6.	Kishore Kumar Patni	750000	0.69	789000	0.74
7.	Gaurav Sawhney	435700	0.40	435700	0.40
8.	Naresh Jain	377331	0.35	377331	0.35
9.	Gaurv Sawhney	365140	0.34	408965	0.38
10.	Updesh Kumar Kaushal	350010	0.32	350010	0.32
	At the end of the year	As above	As above	As above	As above
	Datewise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)				
	At the End of the year (or on the date of separation, if separated during the year)	NIL	NIL	NIL	NIL

SUPER TANNERY LIMITED

(v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	At the beginning of the year	150	00	150	00
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)				
3.	At the End of the Year	As above	As above	As above	As above

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	9875.52	00	00	00
(ii) Interest due but not paid	1.18			
(iii) Interest accrued but not due	5.90			
Total (i + ii + iii)	9882.60	00	00	00
Change in Indebtedness during the financial year				
• Addition	1411.80	00	00	00
• Reduction	534.89			
Net Change	876.91			
Indebtedness at the end of the financial year				
(i) Principal Amount	10752.43	00	00	00
(ii) Interest due but not paid	0			
(iii) Interest accrued but not due	4.57			
Total (i + ii + iii)	10757	00	00	00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager :

S.No.	Particulars of Remuneration	Name of MD / WTD / Manager						Total Amt.
		Iftikharul Amin, MD	Iqbal Ahsan	Veqarul Amin	Imran Siddiqui	Mohd. Imran	Arshad Khan	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income tax Act, 1961							
2.	Stock Option							
3.	Sweat Equity							
4.	Commission - as % of profit Others : Specify							
5.	Others please specify							
	Total (A)	2621600	2621600	2657600	684600	437100	423600	9446100
	Ceiling as per the Act	NA	NA	NA	NA	NA	NA	NA

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B. Remuneration to other Directors :

S.No.	Particulars of Remuneration	Name of Director				Total Amt.
		--	--	--	--	
1.	3. Independent Directors - Fee for attending board committee meeting - Commission - Others, please specify					
	TOTAL (1)	NIL	NIL	NIL	NIL	NIL
2.	4. Other Non-Executive Directors - Fee for attending board committee meeting - Commission - Others, please specify					
	TOTAL (2)					
	Total (B) = (1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act	NA	NA	NA	NA	NA

C. Remuneration to KEY Managerial personnel other than MD / Manger / WTD

S.No.	Particulars of Remuneration	Kay Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	00	00	00	00
3.	Sweat Equity	00	00	00	00
4.	Commission - as % of profit - Others, specify ...	00	00	00	00
5.	Others, please specify	00	00	00	00
	TOTAL				

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fee imposed	Authority [RD / NCLT / Court]	Appeal made if any (give Details)
A. COMPANY, N.A. Penalty Punishment Compounding B. DIRECTORS N.A. Penalty Punishment Compounding C. OTHER OFFICERS IN DEFAULT, N.A. Penalty Punishment Compounding			N.A.		

ANNEXURE - B

Form No.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016.

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
SUPER TANNERY Limited
187/170, JAJAMU KANPUR
UTTAR PRADESH.

We were appointed by the Board of Directors of the Super Tannery Limited (hereinafter called the Company) to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2016.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Super Tannery Limited.(hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification, the Super Tannery Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit,

We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 Complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute, books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2016 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder:
- (ii) The Securities contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder:
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder:
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment Overseas Direct Investment and External Commercial Borrowings :
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) regulation, 2011:
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 :
 - (c) The securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 – **Not applicable to the Company for the year under review;**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 : **Not applicable to the Company for the year under review;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008: **Not applicable to the Company for the year under review;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue And Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing With client: **Not applicable to the Company for the year under review;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Share) Regulations, 2009: **Not applicable to the Company for the year under review;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **Not**

applicable to the Company for the year under review;

- (vi) (Mention the other laws as may be applicable specifically to the Company) N.A
we have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. The Company is maintaining Minutes Book as per the norms, but not as Stated in the SS-1 and SS-2, the company has been suggested to comply the standard viz. numbering of Minutes Book, whether they are Board Minutes, Committee Minutes or General Body Minutes.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited(hereinafter called as "Listing Agreement):

During the period the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. Mentioned above, to the extent applicable:

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to convene the Board Meeting, agenda (detailed notes on agenda were sent, but sometime at least seven days in advance notice were not adhered), and a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and recorded as part of the minutes, it was found that most of the time it was unanimous but the name of proposer and seconder were given in the Minutes book.

We further report that

The adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines to the extent applicable.

We further report that

On the basis of the questionnaire provided to the Company, during the audit period, on the basis of reply received from the various departments, it was concluded that the company has complied with the following laws applicable to the Company.

For example:

- (i) Water (prevention and control of pollution) Act, 1974;
(ii) Air (prevention and control of pollution) Act, 1981;
(iii) Environment Protection Act, 1986;
(iv) Factories Act, 1948;
(v) Industrial Disputes Act, 1947;
(vi) Payment of Wages Act, 1936;
(vii) The Minimum Wages Act, 1948;
(viii) Employees State Insurance Act, 1948;
(ix) The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
(x) The Payment of Bonus Act, 1965;
(xi) The Payment of Gratuity Act, 1972;
(xii) The Sexual Harassment of Women at work place, (Prohibition and Redressal) Act, 2013.

K.N. Sridhar & Associates

Company Secretary

FCS No. 3882

CP No: 2612

Date : 30.05.2016

Place: Kanpur

SUPER TANNERY LIMITED**ANNEXURE****Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**Part "A" : Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs. in Lacs)

Sl. No.	Particulars	Details				
1.	Name of the subsidiary	S.T.U.K. Ltd.	Safety Solution S.R.O.	Aarifi Tanners Ltd.	Super Corporation Ltd.	Super Tannery UAE FZE
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.3.2016	31.3.2016	31.3.2016	31.3.2016	31.3.2016
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	GBP	EURO	INR	INR	AED
4.	Share Capital	Rs. 1.52	Rs. 4.65	Rs. 146.07	Rs. 5.00	Rs. 30.11
5.	Reserves & Surplus	Rs. (-) 519.76	Rs. (-) 47.12	Rs.(-) 18.99	NIL	Rs. 16.48
6.	Total Assets	Rs. 224.09	Rs. 7.12	Rs. 134.25	Rs. 5.06	Rs. 308.54
7.	Total Liabilities	Rs. 742.33	Rs. 49.59	Rs. 8.90	Rs. 0.06	Rs. 261.95
8.	Investments	NIL	NIL	Rs. 1.73	NIL	Rs. NIL
9.	Turnover	NIL	NIL	NIL	NIL	Rs. 365.98
10.	Profit before taxation	Rs. (-) 51.64	Rs. (-) 4.25	Rs. (-) 1.22	NIL	Rs. 11.58
11.	Provision for taxation	NIL	NIL	NIL	NIL	NIL
12.	Profit after taxation	Rs. (-) 51.64	Rs. (-) 4.25	Rs. (-) 1.22	NIL	Rs. 11.58
13.	Proposed Dividend	NIL	NIL	NIL	NIL	NIL
14.	% of shareholding	100%	100%	82.52%	52.00%	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates / Joint Ventures

Secure Safety Ltd.

Latest audited Balance Sheet Date

31.03.2015

Shares of Associate/Joint Ventures held by the company on the year end No.	6,99,300
Amount of Investment in Associates / joint Venture	Rs. 69,93,000
Extend of Holding%	46.62%
Description of how there is significant influence	No Influence
Reason why the associate / Joint venture is not consolidated	N.A.
Net worth attributable to shareholding as per latest audited Balance Sheet	-
Profit / Loss for the year	Rs.(-) 7614
Considered in Consolidation	Rs. (-) 3550
Not Considered in Consolidation	Rs. (-) 4064

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

Note : This Form to be certified in the same manner in which the Balance Sheet is to be certified.

ANNEXURE

Form No. AOC-2

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014*)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

- 1. Details of contracts or arrangements or transactions not at arm's length basis:**
- (a) Name(s) of the related party and nature of relationship:
 - (b) Nature of contracts/arrangements/transactions:
 - (c) Duration of the contracts / arrangements/transactions:
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board:
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:
- N.A
- 2. Details of material contracts or arrangement or transactions at arm's length basis:**
- (a) Name(s) of the related party and nature of relationship:
 - (b) Nature of contracts/arrangements/transactions:
 - (c) Duration of the contracts / arrangements/transactions:
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

The Details has been given under the head notes to financial statements on point no 37 -B

For and on behalf of the Board of Directors of

Iftikharul Amin
M.D

Mohd.Imran
Director Finance & CFO

R.K.Awasthi
Company Secretary

SUPER TANNERY LIMITED

Kapoor Tandon & Co.

Chartered Accountants

H-118, 11th Floor, Himalaya House
23, Kasturba Gandhi Marg
New Delhi-110 001

INDEPENDENT AUDITOR'S REPORT

To the Members of Super Tannery Limited

Report on the Standalone financial Statements

We have audited the accompanying Standalone financial Statements of M/s. Super Tannery Limited (The Company) which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone financial Statements

The Company's Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Standalone financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India specified under section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the Standalone financial Statement, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the Standalone financial Statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management as well as evaluating the overall presentation of the Standalone financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, *of the state of affairs of the Company as at 31st March, 2016 and its profit and its cash flows for the year ended on that date*

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts and returns.
 - (d) In our opinion, the Standalone financial Statements comply with the Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representation received from the directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of sub-section(2) of Section 164 of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note no. 39 to the financial statements;
 - ii. In our opinion and as per the information and explanations provided to us, the company has not entered into any long term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
R.P. Gupta
Partner
Membership No. 070904

Place : Kanpur
Date : 30.05.2016

ANNEXURE TO THE AUDITORS REPORT

(Referred to in Paragraph 1 of Report on Other Legal and Regulatory Requirements of our report of even date) Based upon the information and explanations furnished to us and the books and records examined by us in the normal course of our audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars including Quantitative details and situation of fixed assets.
- (b) The Company has conducted physical verification of its fixed assets in a phased manner over a period of 2 years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of the assets. No material discrepancies were observed during the physical verification of assets.
- (c) The Company owns immovable properties. Certain immovable properties of erstwhile Super Agro-Tech Limited (SATL) acquired pursuant to the scheme of amalgamation sanctioned by Hon'ble High Court of Judicature at Allahabad, included in the books of the company remain in the name of SATL pending completion of the certain formalities. Further, to aforesaid certain land at Banthar, Unnao though used for the business purposes of the company is lying registered in the name of one of director of the company.
- (ii) (a) The Inventories have been physically verified by the management during the year except material lying with the third parties. In our opinion, the frequency of such verification is reasonable. No material discrepancies were observed during the physical verification of inventory as compared to book records.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the Act. The company has not taken any loans secured or unsecured from companies, firms or other parties covered in the register maintained u/s 189 of the Act except unsecured advances to wholly owned foreign subsidiaries granted in earlier year.
- (iv) In our opinion and according to the information and explanations given to us, no loans, investments, guarantees and securities have been given by the company to concerns which are covered under section 185 of the Companies Act, 2013 and section 186 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 to 76 of the Companies Act, 2013 and rules framed there under.
- (vi) In our opinion and according to the information/explanations given to us, maintenance of the cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, 2013.
- (vii) (a) In our opinion and according to information/explanations given to us, the Company is regular in depositing undisputed statutory dues including Provident fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise , Value Added Tax, Cess and any other statutory dues to the appropriate authorities.

-
-
- (b) In our opinion and according to information/explanations given to us, the Company has some disputes which have resulted into demands under the Income Tax Act, 1961 which have not been deposited. The details of which are given below:

Assessment Year	Amount Involved (Rs. in lacs)	Forum where dispute is pending
Assessment Year 2007-08	30.54	Allahabad High Court
Assessment Year 2012-13	15.00	CIT-Appeals-II, Kanpur
Assessment Year 2013-14	8.63	CIT-Appeals-II, Kanpur
Assessment Year 2010-11	61.12	CIT-Appeals-II, Kanpur
Assessment Year 2009-10 to 2013-14	3.12	Asst. Commissioner Service Tax, Kanpur
Assessment Year 2014-15	3.80	Asst. Commissioner Service Tax, Kanpur

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders as applicable.
- (ix) In our opinion and according to the information and explanations given to us, the company has not raised any money out of initial public offer or further public offer (including debt instruments). In our opinion, the term loan have been applied for the purposes for which they were raised.
- (x) According to the information and explanations given to us, we have neither come across any instance of fraud on or by the company noticed or reported during the year nor have we been informed of such case by the management during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, the managerial remuneration paid by the Company is in accordance with provisions of Section 197 of the Companies Act, 2013. The company has also taken requisite approvals as mandated by the provisions of section 197 in terms of managerial remuneration being paid.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company, thus this para does not apply to it.
- (xiii) In our opinion and according to the information and explanations given to us, the company has complied with requirements of Section 177 of the Companies Act, 2013 and Section 188 of the Companies Act, 2013 in relation to the related parties. The company has also disclosed the requirements as laid down in the accounting standards in the relation to the related parties in the Standalone financial Statements.
- (xiv) In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year under review.

SUPER TANNERY LIMITED

- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with the directors or persons connected with it during the year under review.
- (xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45 IA of the Reserve Bank of India, 1934.

For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
R.P. Gupta
Partner
Membership No. 070904

Place : Kanpur
Date : 30.05.2016

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Super Tannery Limited (“the Company”) as of 31st March 2016 in conjunction with our audit of the standalone financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those

SUPER TANNERY LIMITED

policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
R.P. Gupta
Partner
Membership No. 070904

Place : Kanpur
Date : 30.05.2016

Auditors' Certificate on Corporate Governance

To the members of Super Tannery Limited

We have examined the compliance of conditions of corporate governance by Super Tannery Limited (the Company) for the year ended 31st March, 2016 as stipulated in clause 49 of the Listing Agreement ('Listing Agreement') of the said Company with Stock Exchange for the period from 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December, 2015 to 31st March, 2016.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and Management, we certify that the company has complied with, in all material respect, with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
R.P. Gupta
Partner
Membership No. 070904

Place : Kanpur
Date : 30.05.2016

SUPER TANNERY LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	Note No.	As at 31.03.2016 Rs.	As at 31.03.2015 Rs.
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
a) Share Capital	2	10,79,73,360	10,79,73,360
b) Reserves and Surplus	3	<u>71,29,76,725</u>	<u>67,73,14,195</u>
		82,09,50,085	78,52,87,555
2. Non Current Liabilities			
a) Long Term Borrowings	4	2,66,62,691	4,20,41,831
b) Deferred Tax Liabilities (Net)	5	<u>6,23,75,861</u>	<u>6,48,09,179</u>
		8,90,38,553	10,68,51,010
3. Current Liabilities			
a) Short Term Borrowings	6	1,02,33,40,440	88,17,01,946
b) Trade Payables	7	36,44,21,171	39,79,03,341
c) Other Current Liabilities	8	19,24,87,751	22,16,73,984
d) Short Term Provisions	9	<u>1,10,25,985</u>	<u>2,05,62,263</u>
		1,59,12,75,346	1,52,18,41,534
TOTAL		<u>2,50,12,63,984</u>	<u>2,41,39,80,099</u>
II. ASSETS :			
1. Non Current Assets			
(a) Fixed Assets :	10		
(i) Tangible Assets:		68,48,55,500	65,98,65,350
(ii) Intangible Assets		1,81,537	2,01,580
(iii) Capital Work in Progress		1,42,07,555	2,37,61,808
(b) Non Current Investments	11	2,90,61,773	2,59,14,738
(c) Long Term Loans & Advances	12	<u>1,76,80,116</u>	<u>1,79,24,825</u>
		74,59,86,481	72,76,68,301
2. Current Assets			
(a) Inventories	13	98,18,70,248	90,64,41,733
(b) Trade Receivables	14	51,60,45,312	52,19,67,471
(c) Cash and Bank Balances	15	5,84,39,804	2,40,84,077
(d) Short Term Loans and Advances	16	11,80,91,177	9,24,62,932
(e) Other Current Assets	17	<u>8,08,30,962</u>	<u>14,13,55,585</u>
		1,75,52,77,503	1,68,63,11,798
TOTAL		<u>2,50,12,63,984</u>	<u>2,41,39,80,099</u>
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For Kapoor Tandon & Co.,

Chartered Accountants

Firm Reg. No. 000952C

(R.P. Gupta)

Partner

M.No. 070904

Place : Kanpur

Dated : 30.05.2016

For and on behalf of the Board of Directors

Mohd. Imran

Director (Finance)

Iftikharul Amin

Managing Director

R.K. Awasthi

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No.	2015-16 (Rupees)	2014-15 (Rupees)
REVENUE			
Revenue from operations (gross)	18	2,47,88,38,885	3,16,16,30,207
Less : Excise Duty		48,33,783	50,91,870
Revenue from operations (net)		<u>2,47,40,05,102</u>	<u>3,15,65,38,337</u>
Other Income	19	2,15,40,263	87,94,263
Total Revenue		<u>2,49,55,45,365</u>	<u>3,16,53,32,601</u>
EXPENSES			
Cost of Material consumed	20	1,68,17,52,849	2,26,33,35,919
Purchases of Stock-in-trade	21	12,42,52,361	20,99,14,472
Changes in Inventories of Finished Goods, Work-in-Process and Traded Goods	22	(5,28,08,116)	(16,21,67,144)
Employee Benefits Expenses	23	8,77,58,533	8,00,73,518
Finance Costs	24	9,59,51,642	11,45,41,804
Depreciation and Amortisation Expenses	25	7,26,40,990	7,08,18,753
Other Expenses	26	41,48,89,275	49,85,36,917
Total Expenses		<u>2,42,44,37,534</u>	<u>3,07,50,54,240</u>
Profit Before Tax		7,11,07,831	9,02,78,361
Tax Expenses			
- Current Tax		2,70,00,000	3,20,00,000
- Deferred Tax		(24,33,318)	(90,77,900)
- Tax adjustments relating to earlier years		1,08,37,626	1,26,14,037
Profit for the year		3,57,03,524	5,47,42,225
Earning per Equity Share (EPS)			
(Face value of Re. 1/- each)	27		
EPS - Basic (Rupees per Share)		0.33	0.51
EPS Diluted (Rupees per Share)		0.33	0.51
Significant Accounting Policies	1		

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For Kapoor Tandon & Co.,

Chartered Accountants

Firm Reg. No. 000952C

(R.P. Gupta)

Partner

M.No. 070904

Place : Kanpur

Dated : 30.05.2016

For and on behalf of the Board of Directors

Mohd. Imran
Director (Finance)

Iftikharul Amin
Managing Director

R.K. Awasthi
Company Secretary

SUPER TANNERY LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

	2015-2016 (Rupees)	2014-2015 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	7,11,07,831	9,02,78,361
Adjustment for :		
Depreciation	7,26,40,990	7,08,18,753
Interest - Expense	8,45,58,138	10,16,33,406
Interest - Earned	(6,78,899)	(30,81,477)
Gratuity Payable	(32,20,106)	39,65,987
Bad Debts written off	43,763	29,470
Exchange Fluctuation	(2,26,51,058)	84,96,535
Fixed Assets - Loss on sale	6,73,590	25,49,696
Fixed Assets - Profit on sale	(5,00,185)	(5,68,136)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	20,19,74,065	27,41,22,595
ADJUSTMENTS FOR :		
Trade and Other receivables	5,80,90,386	8,23,20,584
Inventories	(7,54,28,515)	(3,78,25,464)
Trade and Other Payables	(2,36,56,613)	(10,58,88,987)
CASH GENERATED FROM OPERATIONS	16,09,79,324	21,27,28,728
Interest Paid (Net)	(7,54,26,204)	(8,49,36,376)
Income Tax Paid (net of Refunds)	(3,22,57,474)	(4,67,61,051)
NET CASH FROM OPERATING ACTIVITIES	5,32,95,645	8,10,31,300
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including CWIP)	(9,14,05,768)	(9,98,29,489)
Sale of Fixed Assets	31,34,527	76,34,509
Investments	(31,47,035)	(1,00,000)
NET CASH USED IN INVESTING ACTIVITIES	(9,14,18,275)	(9,22,94,981)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Working Capital	12,17,69,353	17,92,963
Corporate Loan (Net)	-	(4,00,00,000)
Foreign Currency Loan	1,98,69,141	7,83,614
Term Loan	(5,39,47,334)	5,40,54,319
Interest paid	(90,96,342)	(1,40,45,761)
Dividend paid	(61,16,461)	(61,37,988)
NET CASH FLOW USED IN FINANCING ACTIVITIES	7,24,78,357	(35,52,853)
NET INCREASE IN CASH AND CASH EQUIVALENTS	3,43,55,727	(1,48,16,533)
OPENING CASH AND CASH EQUIVALENTS	2,40,84,077	3,89,00,610
CLOSING CASH AND CASH EQUIVALENTS	5,84,39,804	2,40,84,077

(Refer Note No. 15)

Significant accounting policies

1

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For Kapoor Tandon & Co.,

Chartered Accountants

Firm Reg. No. 000952C

(R.P. Gupta)

Partner

M.No. 070904

Place : Kanpur

Dated : 30.05.2016

For and on behalf of the Board of Directors

Mohd. Imran
Director (Finance)Iftikharul Amin
Managing DirectorR.K. Awasthi
Company Secretary

Notes to financial statements for the year ended 31st March, 2016**1. SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of Preparation of Financial Statements**

The financial statements are prepared in accordance with the GAAP in India under the historical cost convention, except for certain fixed assets which were revalued, on accrual basis of accounting in accordance with the applicable Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

1.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reported period. Difference between actual results and estimates are recognized in the period in which the results are known/ materialised.

1.3 Fixed Assets

Fixed Assets, other than those revalued, are stated at their cost of acquisition or construction as the case may be and including all related acquisition/installation expenses and borrowing cost as per Accounting Standard (AS) 16. Subsidy received on Fixed Assets is credited to the cost of respective fixed assets. Assets revalued are stated at their revalued amount. Cost/revalued amount so ascertained is adjusted for accumulated depreciation/amortization and provision for impairment.

1.4 Depreciation

Depreciation on Fixed Assets is provided on 'Straight Line Method' in accordance with the provisions of Schedule II to the Companies Act, 2013 except for leasehold land and intangible assets. Leasehold Land is amortised over the period of lease. Depreciation attributable to appreciation due to revaluation of fixed assets (other than leasehold land) is provided over the remaining useful life of the asset in accordance with Schedule II to the Companies Act, 2013 and equivalent amount is withdrawn from Revaluation Reserve and credited to Statement of Profit and Loss. In case of impaired assets, depreciation is charged on the adjusted cost net of impairment. Intangible Assets are amortised over a period of ten years under the straight line method of amortisation.

1.5 Impairment of assets

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than the carrying amount, the carrying amount is reduced to the recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

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1.6 Capital work in progress

Capital Work in Progress comprises cost of fixed assets yet to be commissioned and/or in transit, borrowing cost and incidental expenditure during construction period. Expenditure during construction period is allocated to the respective Fixed Assets on completion of the construction period.

1.7 Investments

Long term investments (non current) are carried at cost and provision, if necessary, is made for decline other than temporary in their value. Current investments are carried at lower of cost and market/fair value.

1.8 Inventories

Stock of raw materials and chemicals are valued at lower of cost (weighted average) or net realizable value. Stores and spares are valued at lower of cost (FIFO basis) or net realizable value. Stock of work in process is valued at estimated cost. Finished goods (including stock in transit or at port) are valued at lower of cost (determined on Direct cost method) or net realizable value. Stock of trading items is valued at lower of cost (weighted average) or net realizable value. Stock of waste and scrap are valued at estimated realizable value. Stock transferred to other divisions of the company is valued at transfer price. Import entitlements/licenses are valued at estimated realizable value.

1.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements

1.10 Revenue Recognition

- (i) Sales are recognized in respect of (a) Exports on shipment of consignment; and (b) others on dispatches of consignment from company premises. Sales are inclusive of excise duty but net of sales tax, returns and discounts. Duty Drawback is accounted for on the basis of export sales effected during the year.
- (ii) Revenue is accounted for on accrual basis when its collection or receipt is reasonably certain.
- (iii) All expenses are accounted for on accrual basis. However the claims are recognised on settlement.

1.11 Government Grants

Capital subsidy received under Tannery Modernisation Scheme (TMS) is credited to Capital Reserve. Revenue Grants are recognized in the Statement of Profit & Loss in accordance with the related Scheme and in the period in which those accrued.

1.12 Retirement Benefits

Contributions are made to the Provident Fund and Superannuation Funds on actual liability basis. Provision for gratuity liability is made at the end of the year on the basis of actuarial valuation. Provision for leave encashment is made on the basis of total liability of all eligible employees as per the company's scheme.

1.13 Foreign Currency Translations

- (i) The reporting currency of the company is Indian rupees.
- (ii) Outstanding foreign currency assets and liabilities are translated at the exchange rate prevailing at the Balance Sheet date. Gains or losses on these assets and liabilities relating to the acquisition of fixed assets are adjusted to the cost of such fixed assets and those relating to other accounts are recognized in the statement of profit and loss. Exchange Difference arising as a result of transactions settled during financial year are included in sales.

1.14 Intangible Assets

Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment losses (if any).

1.15 Earning Per Share (EPS)

Earning per share is calculated in accordance with the procedure laid out in AS-20 on Earning Per Share.

1.16 Excise Duty

Excise duty is accounted for as and when paid on clearance of goods from bounded premises. No provision is made for excise duty in respect of finished products lying in bounded premises since major sales comprises of export sales.

1.17 Borrowing Cost

Borrowing costs that are attributable to the acquisition/construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is an asset that requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

1.18 Taxation

Provision for tax on income for the year (i.e. Current Tax) is made after considering the various deductions/reliefs admissible under the Income Tax Act, 1961. Provision for tax effect of timing differences between taxable income and accounting income (i.e. Deferred Tax) is made in accordance with the provisions of AS-22 on Accounting for Taxes on Income.

1.19 Prior Period Items

Prior period items, if material, are disclosed separately.

1.20 Cash Flow Statement

Cash flow statement is prepared in accordance with the "Indirect Method" prescribed in AS -3 on Cash Flow Statements.

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Particulars	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
2. SHARE CAPITAL		
Authorised		
11,00,00,000 Equity Shares of Re.1/- each	11,00,00,000	11,00,00,000
Issued, Subscribed and fully paid up		
10,79,73,360 Equity Shares of Re.1/- each fully paid up	10,79,73,360	10,79,73,360
Total	10,79,73,360	10,79,73,360

2.1 Reconciliation of the shares outstanding at the beginning and at the end of the year:

Equity Shares	As at 31.03.16 (Rupees)		As at 31.03.15 (Rupees)	
	No. of Shares	(Rupees)	No. of Shares	(Rupees)
At the beginning of the year	10,79,73,360	10,79,73,360	10,79,73,360	10,79,73,360
Changes during the year	-	-	-	-
Outstanding at the end of the year	10,79,73,360	10,79,73,360	10,79,73,360	10,79,73,360

2.2 Term/rights attached to equity shares

The company has only one class of equity shares having a par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Face Value of Equity Shares - sub division / split in preceding five years:

At the annual general meeting held on 30th September 2010, the members of company approved a stock split i.e. sub-division. Consequently, each equity share of the company having face value of Rs. 2/- each, as existing on Record Date, sub-divided into two equity shares of face value of Re. 1/- each fully paid up, and the Authorized and Paid up Equity Share Capital of the company changed accordingly.

2.4 Shares held by holding/ultimate holding company and/or their subsidiaries/associates: NIL**2.6 Details of shareholders holding more than 5% shares in the company**

Name of the Share Holder	As at 31.03.16		As at 31.03.15	
	No. of Shares	% held	No. of Shares	% held
1) Mr. Veqarul Amin	1,78,83,900	16.56%	1,78,83,900	16.56%
2) Mr. Iqbal Ahsan	91,42,502	8.47%	91,42,502	8.47%
3) Mr. Iftikharul Amin	90,80,432	8.41%	90,80,432	8.41%

Particulars	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
3. RESERVES AND SURPLUS		
Capital Reserves		
Balance as per last Balance Sheet	17,67,180	17,67,180
Capital Subsidy under Tannery Modernisation Scheme		
Balance as per last Balance Sheet	2,94,00,697	2,94,00,697
Securities Premium Reserve		
Balance as per last Balance Sheet	2,70,17,760	2,70,17,760
Revaluation Reserve		
Balance as per last Balance Sheet	1,87,56,231	1,94,76,718
Less : Adjustment related to Fixed Assets	-	6,79,493
Less: Amount transferred to the Statement of Profit and Loss as reduction from depreciation	40,994	40,994
	<u>1,87,15,237</u>	<u>1,87,56,231</u>
General Reserve		
Balance as per last Balance Sheet	54,00,00,000	50,00,00,000
Add : Transfer from Statement of Profit & Loss	3,00,00,000	4,00,00,000
	<u>57,00,00,000</u>	<u>54,00,00,000</u>
Surplus in the Statement of profit and loss		
Balance as per last Balance Sheet	6,03,72,327	6,14,28,488
Add : Profit for the year	3,57,03,524	5,47,42,225
Less : Adjustment related to Fixed Assets	-	94,82,214
	<u>9,60,75,851</u>	<u>10,66,88,499</u>
Less : Appropriations		
Proposed dividend on equity share [Re. 0.05 per Equity Share (Re. 0.05 per Equity Share)]	-	53,98,668
Dividend Distribution Tax	-	9,17,504
Transfer to General Reserve	3,00,00,000	4,00,00,000
	<u>6,60,75,851</u>	<u>6,03,72,327</u>
TOTAL	<u><u>71,29,76,725</u></u>	<u><u>67,73,14,195</u></u>
4. LONG TERM BOROWINGS		
Secured		
Term Loans		
Rupee Loans		
Term Loan from State Bank of India	1,75,07,437	2,87,57,426
Vehicle Loan		
Kotak Mahindra Prime Ltd.	-	3,03,765
UCO BANK	66,37,365	86,25,190
State Bank of India	25,17,889	43,55,450
	<u>91,55,254</u>	<u>1,32,84,405</u>
TOTAL	<u><u>2,66,62,691</u></u>	<u><u>4,20,41,831</u></u>

SUPER TANNERY LIMITED

4.1 Term loan from bank:

- (i) T1-Rs. 3.10 crore: Carries interest @ 12.65% p.a. The loan repayment of term loan was to be done in 14 quarterly installment out of which 6 installments have already been paid up 31.03.2016, remaining 8 installments will be paid as per detail given below:-
 (a) Next 4 installments of Rs. 22 Lacs each
 (b) Next 4 installments of Rs. 22 Lacs each (From 30.06.2017 to 31.03.2018)
- (ii) T2-Rs.3.00 crore: Carries interest @ 12.55% p.a. The loan repayment of term loan was to be done in 11 quarterly installment out of which 4 installments have already been paid up 31.03.2016, remaining 7 installments will be paid as per detail given below:-
 (a) Next 4 installments of Rs. 30 Lacs each (From 30.06.2016 to 31.03.2017)
 (b) Next 3 installments of Rs. 30 Lacs each (From 30.06.2017 to 31.12.2017)

4.2 Vehicles Loans are repayable in equated monthly instalments ranging from 36 to 83 EMLs.

4.3 The Term loan are secured by first charge over entire fixed assets (both present and future, except vehicles financed by other Banks/FIs) of the Company, extension of charge on current assets of the Company, corporate guarantee of a subsidiary Aarifi Tanners Limited. Loans are further secured by the personal guarantee of promoter director(s) and by way of pledge of their shares (as given hereunder) with State Bank of India :

Name of the Share Holder	No. of Shares Held	% Held	No. of Shares Pledged	% Pledged
1. Mr. Veqarul Amin	1,78,83,900	16.56%	76,54,200	42.80%
2. Mr. Iqbal Ahsan	91,42,502	8.47%	91,42,502	100.00%
3. Mr. Iftikharul Amin	90,80,432	8.41%	90,80,432	100.00%
4. Mrs. Ismat Iqbal	30,82,800	2.86%	30,82,800	100.00%
5. Mrs. Sophia Amin	34,58,400	3.20%	32,88,472	95.09%

4.4 Vehicle loans are secured by hypothecation of vehicle financed.

Particulars	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
5. DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability		
<i>on account of</i>		
Depreciation	6,80,69,308	7,00,28,466
Gross deferred tax liability	6,80,69,308	7,00,28,466
Deferred Tax Assets		
<i>on account of</i>		
Expenses covered u/s 43B		
non deduction of TDS u/s 40(a) (ia)	56,93,447	52,19,287
Gross deferred tax assets	56,93,447	52,19,287
Net Deferred Tax Liability @	6,23,75,861	6,48,09,179

@ Deffered tax asset has been recognized and carried to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets are realised. Deferred Tax Assets and Deferred Tax Liabilities have been set off in accordance with clause 29 of AS - 22.

6. SHORT TERM BORROWING

Secured

Working Capital Loan

Rupee Loan

From State Bank of India

a) Cash Credit	7,08,51,824	4,26,97,782
b) Packing Credit	82,67,38,129	71,99,42,178
c) Advance against bills sent on collection	9,82,15,194	11,13,95,834
	99,58,05,147	87,40,35,794

Foreign Currency Loan

From State Bank of India

Buyers Credit	2,75,35,293	76,66,152
TOTAL	1,02,33,40,440	88,17,01,946

6.1 Working Capital Loan from State Bank of India is secured by hypothecation of Inventories & Book Debts, extension of charge on entire fixed assets (both present & future) of the Company and corporate guarantee of a subsidiary Aarifi Tanners Limited. Loans are further secured by the personal guarantee of promoter director(s) and by way of pledge of their shares(as given hereunder) with State Bank of India:

Name of the Share Holder	No. of Shares Held	% Held	No. of Shares Pledged	% Pledged
1. Mr. Veqarul Amin	1,78,83,900	16.56%	76,54,200	42.80%
2. Mr. Iqbal Ahsan	91,42,502	8.47%	91,42,502	100.00%
3. Mr. Iftikharul Amin	90,80,432	8.41%	90,80,432	100.00%
4. Mrs. Ismat Iqbal	30,82,800	2.86%	30,82,800	100.00%
5. Mrs. Sophia Amin	34,58,400	3.20%	32,88,472	95.09%

7. TRADE PAYABLES

Sundry Creditors	36,44,21,171	39,79,03,341
TOTAL	<u>36,44,21,171</u>	<u>39,79,03,341</u>
Trade payable include :		
Due to subsidiary companies	2,38,030	2,88,530
Due to a Company in which one of the Director is interested <i>(Refer Note 37)</i>	41,12,946	4,489

7.1 The company has requested confirmation from Suppliers regarding their registration (filling of Memorandum) under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act). According to the information available with the company there was no amount (principal and/or interest) due to any micro/small enterprises (SME as defined in the Act) as at the end of the year. There is no delay in payment to SME during the year. No interest was paid/payable on account of delay in payment to SME during the year in terms of Section 16 of the Act

Particulars	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
8. OTHER CURRENT LIABILITIES		
Current maturity of long term borrowings (refer note 4.1 to 4.4)	2,52,40,403	6,38,08,597
Interest accrued but not due on borrowings	-	1,18,038
Interest accrued and due on borrowings	4,57,711	5,90,179
Book overdraft with banks	2,27,34,779	1,87,47,741
Security Deposit	10,000	29,500
Advance from Customers	4,06,72,497	3,84,81,361
Unpaid dividend (refer Note 8.1)	20,20,835	18,21,124
Other Liabilities	10,13,51,526	9,80,77,444
TOTAL	<u>19,24,87,751</u>	<u>22,16,73,984</u>

8.1 There are no amounts due for payment to Investor Education & Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.

9. SHORT TERM PROVISIONS

Provision for Gratuity	1,10,25,985	1,42,46,091
Proposed Dividend	-	53,98,668
Provision for Dividend Distribution Tax	-	9,17,504
TOTAL	<u>1,10,25,985</u>	<u>2,05,62,263</u>

(Rupees)

DESCRIPTION	GROSS BLOCK			DEPRECIATION / AMORTISATION			NET BLOCK				
	AS AT 01.04.2015	ADDITIONS	SALES/ ADJUST	AS AT 31.03.2016	UPTO 31.03.2015	FOR THE YEAR	On Sale	ADJ. To be adjusted from Retained Earnings	UPTO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
A : Tangible Assets :											
Land Freehold	37,180,099	31,26,900	-	4,03,06,999	-	-	-	-	-	4,03,06,999	3,71,80,099
Land Leasehold	7,359,349	-	-	73,59,349	8,58,114	74,337	-	-	9,32,451	64,26,898	65,01,235
Building	19,22,06,329	2,30,25,019	-	21,52,31,348	5,97,00,517	63,07,024	-	-	6,60,07,541	14,92,23,807	13,25,05,812
Plant and Machinery	80,57,58,351	6,36,04,641	24,99,171	86,68,63,821	38,91,63,590	5,54,03,266	12,31,218	-	44,33,35,638	42,35,28,183	41,65,94,761
Furniture & Fittings	1,96,28,138	11,63,933	-	2,07,92,071	84,08,580	14,90,881	-	-	98,99,461	1,08,92,610	1,12,19,558
Vehicles	8,07,10,387	1,00,39,529	39,75,728	8,67,74,188	2,48,46,504	93,86,433	19,35,749	-	3,22,97,188	5,44,77,000	5,58,63,883
TOTAL (A)	1,14,28,42,653	1,00,96,0021	64,74,899	1,23,73,27,775	48,29,77,305	7,26,61,941	31,66,967	-	55,24,72,279	68,48,55,496	65,98,65,348
B : Intangible Assets :											
Intangibles	2,10,976	-	-	2,10,976	9,396	20,043	-	-	29,439	1,81,537	2,01,580
TOTAL (B)	2,10,976	-	-	2,10,976	9,396	20,043	-	-	29,439	1,81,537	2,01,580
TOTAL (A+B)	11,43,053,629	1,00,96,0021	64,74,899	1,23,75,38,751	48,29,86,701	7,26,81,984	31,66,967	-	55,25,01,718	68,50,37,034	66,00,66,928
PREVIOUS YEAR	10,58,024,372	1,00,47,1954	1,54,42,692	1,14,30,53,634	40,29,09,273	7,08,59,747	58,26,623	1,50,44,309	48,29,86,706	66,00,66,928	65,51,15,099

10.1 Gross Depreciation for the year is Rs. 7,26,61,941 (Rs. 7,08,59,747) out of which Rs. 40,994 (Rs. 40,994) being depreciation on revalued amount, has been adjusted from Revaluation Reserve as per accounting policy as per para 1.4 of Note 1 relating to Significant Accounting Policies.

10.2 Certain Fixed Assets of the Company were revalued by the Approved Valuer as on 31st March, 1992. Accordingly value of Fixed Assets of the Company was increased by Rs. 4,11,23,987 (Land Rs. 1,73,96,063, Building Rs. 70,44,300 and Plant and Machinery Rs. 1,66,83,624) and the corresponding amount was credited to the Revaluation Reserve.

Particulars	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
11. NON CURRENT INVESTMENTS		
<i>(Long Term Investments)</i>		
Trade (valued at cost unless stated otherwise)		
EQUITY SHARES - UNQUOTED		
A. INVESTMENT IN SUBSIDIARIES		
Super Tannery (U.K.) Limited		
2,100 (2,100) Ordinary Shares of GBP 1/- each fully paid up	1,52,096	1,52,096
Aarifi Tanners Limited		
12,05,366 (12,05,366) Equity Shares of Rs 10/- each fully paid up	1,64,23,500	1,64,23,500
Super Corporation Limited		
26,000 (26,000) Equity Shares of Rs 10/- each fully paid up	2,60,000	2,60,000
Safety Solutions S.R.O		
6,638 (6,638) Ordinary Shares of EURO 1/- each fully paid up	4,65,492	4,65,492
Super Tannery (UAE) Ltd.		
15,000 (15,000) Equity Shares of Rs. 10/- each fully paid up	30,11,035	-
	20,312,123	1,73,01,088
B. INVESTMENT IN ASSOCIATES		
Secure Safety Limited		
6,99,300 (6,99,300) Equity Shares of Rs. 10/- each fully paid up	<u>69,93,000</u>	<u>69,93,000</u>
	69,93,000	69,93,000
C. OTHERS		
Superhouse Overseas Limited		
5,000 (5,000) Equity Shares of Rs.10/- each fully paid up	50,000	50,000
Al-Barr Finance House Limited		
30,000 (30,000) Equity Shares of Rs. 10/- each fully paid up	3,00,000	3,00,000
Svit Pronext Machines Private Limited		
8,500 (8,500) Equity Shares of Rs. 10/- each fully paid up	85,000	85,000
Industrial Infrastructure Services (India) Limited		
35,365 Equity Shares of Rs. 10/- each fully paid up	3,53,650	3,53,650
Kanpur Unnao Leather Cluster Development Co, Ltd		
60,000 (60,000) Equity Shares of Rs. 10/- each fully paid up	6,00,000	6,00,000
Banthal Industrial Pollution Control Company		
21,600 (21,600) Equity Shares of Rs. 10/- each fully paid up	2,16,000	80,000
Leather Cluster Development		
10,000 (10,000) Equity Shares of Rs. 10/- each fully paid up	<u>1,00,000</u>	<u>1,00,000</u>
	17,04,650	15,68,650
Total (A)	2,90,09,773	2,58,62,738
Non Trade (valued at cost unless stated otherwise)		
EQUITY SHARES - QUOTED		
Superhouse Limited		
5,200 (5,200) Equity Shares of Rs. 10/- each fully paid.	52,000	52,000
Total (B)	<u>52,000</u>	<u>52,000</u>
TOTAL (A+B)	2,90,61,773	2,59,14,738
Book value of Quoted Investments	<u>52,000</u>	<u>52,000</u>
Book value of Unquoted Investments	2,90,09,773	2,58,62,738
Market value of Quoted Investments (Refer Note 50)	7,20,200	10,83,160

SUPER TANNERY LIMITED

Particulars	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
12. LONG TERM LOANS & ADVANCES (unsecured considered good)		
Security Deposit	38,24,363	35,76,475
Advance to Subsidiaries	1,38,55,753	1,43,48,350
TOTAL	1,76,80,116	1,79,24,825

12.1 Disclosure as per clause 32 of the Listing Agreement and Section 186(4) of the Companies Act, 2013

Name of the party	Relationship	Amount outstanding as at 31st March, 2016 (Rs.)	Maximum Amount outstanding during the year (Rs.)
Loans & Advances			
Super Tannery (U.K.) Limited	WOS	1,14,94,341	1,19,86,938
Safety Solutions s.r.o	WOS	23,61,412	23,61,412

Notes :

- The aforesaid advances were given to meet the working capital requirements and had been utilised accordingly.
- WOS Indicates Wholly Owned Subsidiary.

13. INVENTORIES (valued at lower of cost and net realisable value)

Raw Materials	17,51,11,247	16,33,05,624
Work in Progress (refer Note 28)	45,30,26,694	34,76,01,708
Finished Goods* (refer Note 29)	20,71,41,106	26,32,22,892
(including Stock at Port Rs. 1,56,80,216.63 (Rs. 5,06,65,984))		
Stock of Waste & Scrap	84,77,462	50,12,546
Chemicals, Components and Spare Parts	13,81,13,739	12,72,98,963
TOTAL	98,18,70,248	90,64,41,733

*Finished Goods includes Stock of Traded goods also.

14. TRADE RECEIVABLES

(Unsecured)

Outstanding for a period exceeding six months
from the date they are due for payment
Considered Good

6,73,02,208 7,39,42,392

Others
Considered Good

44,87,43,104 44,80,25,079

TOTAL

51,60,45,312 52,19,67,471

Trade receivable include:

Due from subsidiary companies

4,27,25,313 8,78,31,883

Due from a Company in which one of the Director is interested

2,16,56,135 3,14,12,131

Director(s) are having shares and are Director in

Associate Company)

(refer Note 37)

Particulars	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
15. CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash in Hand (as Certified by the Management)	31,23,832	14,24,495
Cheques in hand/Remittance in Transit	1,54,283	1,38,65,393
Balances with Scheduled Banks in:		
Current Accounts	3,68,10,285	50,13,838
Foreign Currency Account (EEFC A/C)	<u>20,36,675</u>	<u>12,03,156</u>
	<u>4,21,25,075</u>	<u>2,15,06,883</u>
Other bank balances		
Margin Money Deposit Accounts	1,42,93,894	7,56,070
Unpaid Dividend Account	<u>20,20,835</u>	<u>18,21,124</u>
	<u>1,63,14,729</u>	<u>25,77,194</u>
TOTAL	<u><u>5,84,39,804</u></u>	<u><u>2,40,84,077</u></u>
16. SHORT TERM LOANS & ADVANCES		
(Unsecured considered good)		
Advance Tax	2,70,90,356	3,76,70,508
Less : Provision for Tax	<u>2,70,00,000</u>	<u>90,356</u>
Advance recoverable in cash or kind or for value to be received	<u>11,80,00,821</u>	<u>8,67,92,424</u>
TOTAL	<u><u>11,80,91,177</u></u>	<u><u>9,24,62,932</u></u>
17. OTHER CURRENT ASSETS		
(Unsecured considered good)		
Interest accrued but not due on borrowings	3,92,802	-
Export Incentive Receivable (Refer Note 17.1)	5,75,72,791	9,97,35,702
Other Current assets	2,27,27,212	4,14,81,725
Assets held for Sales (Valued at net realisable value)	<u>1,38,158</u>	<u>1,38,158</u>
TOTAL	<u><u>8,08,30,962</u></u>	<u><u>14,13,55,585</u></u>
17.1 Details of Export Incentives Receivable		
Duty Draw Back	4,21,59,480	8,23,17,173
Other Export Incentives / Licences	<u>1,54,13,311</u>	<u>1,74,18,529</u>
TOTAL	<u><u>5,75,72,791</u></u>	<u><u>9,97,35,702</u></u>
18. REVENUE FROM OPERATIONS		
Revenue from operations		
Sale of Leather & Leather Products		
Sales (Export) [Refer note 18.1]	1,68,66,31,509	2,15,57,34,874
Sales (Others) [Refer note 18.1]	52,74,35,999	67,40,28,037
Exchange Fluctuation	<u>2,36,69,474</u>	<u>1,08,81,826</u>
Inter Division Transfer (as per contra Note no. 20)	9,58,72,675	10,34,87,804
Export Incentives (refer Note 18.2)	<u>14,52,29,228</u>	<u>21,74,97,666</u>
Revenue from operations (gross)	<u><u>2,47,88,38,885</u></u>	<u><u>3,16,16,30,207</u></u>
Less : Excise duty	48,33,783	50,91,870
Revenue from operations (net)	<u><u>2,47,40,05,102</u></u>	<u><u>3,15,65,38,337</u></u>

SUPER TANNERY LIMITED

Particulars	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
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18.1 Details of Sales Product wise:

Particular	2015-16		2014-15	
	Export	Others	Export	Others
Finished Leather	1,14,41,38,517	38,83,95,602	1,43,79,65,728	50,27,08,520
Leather Shoes & Components	52,53,96,776	13,88,11,393	68,90,33,120	17,13,19,517
Other Leather Products	1,70,96,216	2,29,004	2,87,36,026	–
	1,68,66,31,509	52,74,35,999	2,15,57,34,874	67,40,28,037

18.2 Details of Export Incentives

Duty Draw Back	11,51,71,285	14,09,25,556
Other Export Incentives / Licences	3,00,57,944	7,65,72,110
TOTAL	14,52,29,228	21,74,97,666

19. OTHER INCOME

Interest on Fixed Deposit with Banks	6,78,899	30,81,477
Dividend	-	964
Commission received	-	1,19,740
Profit on Sale of Fixed Assets	5,00,185	5,68,136
Excess Provision written back	91,11,143	21,99,490
Miscellaneous Income	1,12,50,035	28,24,457
TOTAL	2,15,40,263	87,94,263

20. DETAIL OF MATERIAL CONSUMED

Raw Material consumed

Opening Stock	16,33,05,624	26,43,20,056
Add : Purchase	1,08,75,40,243	1,38,27,03,262
Inter Division Transfers	9,58,72,675	10,34,87,804
(as per contra note no. 18)	1,34,67,18,542	1,75,05,11,121
Less : Closing Stock	17,51,11,247	16,33,05,624
Raw Material consumed (Ref. Note 20.1)	1,17,16,07,295	1,58,72,05,497
Chemicals consumed	42,26,58,491	52,21,12,861
Stores & Spares consumed	8,74,87,062	15,40,17,561
Cost of Material consumed*	1,68,17,52,849	2,26,33,35,919

*Cost of material consumed is based on derived values.

20.1 Detail of Raw Material consumed

Raw Hide for Sole	5,94,04,316	10,92,28,113
Goat Skins	20,08,05,689	29,82,41,339
Raw Hide for Chrome	61,84,64,373	74,06,02,147
Wet Blue Leather (Chrome)	1,27,37,830	1,89,49,473
Uppers for Safety Shoes	17,45,62,758	30,57,12,793
Finished Leather for		
Shoe Uppers & Shoes	9,93,21,086	10,49,70,128
Others	63,11,243	95,01,504
Total	1,17,16,07,295	1,58,72,05,497

	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
21. PURCHASE OF STOCK-IN-TRADE		
Finished Goods	8,64,28,077	4,11,11,129
Trading Items	3,78,24,284	16,88,03,343
TOTAL	<u>12,42,52,361</u>	<u>20,99,14,472</u>
22. CHANGES IN INVENTORIES		
Inventories at the beginning of the year		
Finished Goods	26,32,22,892	16,43,57,950
Stock of Waste & Scrap	50,12,546	32,51,213
Work in Progress	34,76,01,708	28,60,60,839
TOTAL 'A'	<u>61,58,37,146</u>	45,36,70,002
Inventories at the end of the year		
Finished Goods	20,71,41,106	26,32,22,892
Stock of Waste & Scrap	84,77,462	50,12,546
Work in Progress	45,30,26,694	34,76,01,708
TOTAL 'B'	<u>66,86,45,262</u>	61,58,37,146
Decrease/(Increase) in Stocks (A-B)	<u>(5,28,08,116)</u>	<u>(16,21,67,144)</u>
23. EMPLOYEE BENEFITS EXPENSES		
Salary and Bonus	5,89,08,402	4,91,68,722
Directors Remuneration (refer Note 35)	94,46,100	93,39,100
Contribution to Provident and other funds	1,45,30,135	1,69,10,478
Workmen and Staff Welfare expenses	48,73,896	46,55,219
TOTAL	<u>8,77,58,533</u>	<u>8,00,73,518</u>
24. FINANCE COSTS		
Interest on		
- Term Loan	89,60,165	1,35,51,608
- Others	7,55,97,972	8,80,81,798
	<u>8,45,58,138</u>	<u>10,16,33,406</u>
Bank Charges	94,31,792	75,02,564
Foreign Bank Charges	19,61,713	54,05,834
TOTAL	<u>9,59,51,642</u>	<u>11,45,41,804</u>
25. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and amortisation - tangible assets	7,26,81,984	7,08,59,747
Less: recoupment from revaluation reserve (refer Note 10.1)	40,994	40,994
TOTAL	<u>7,26,40,990</u>	<u>7,08,18,753</u>

SUPER TANNERY LIMITED

	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
26. OTHER EXPENSES		
Manufacturing Expenses		
Wages & Bonus (including Job Charges)	11,83,31,015	13,81,57,462
Power and Fuel	6,90,62,425	7,82,04,423
Pollution Control Expenses	36,17,029	32,41,924
Repairs and Maintenance		
- Building	38,50,280	23,17,372
- Machinery	78,64,611	88,75,554
	<u>20,27,25,359</u>	<u>23,07,96,735</u>
Selling and Distribution Expenses		
Packing and Forwarding	2,54,02,506	3,92,95,590
Freight & Cartage	4,55,37,330	7,10,55,796
Commission on Sale	4,41,14,392	5,11,26,599
Advertisement and Publicity	10,83,136	6,47,977
Exchange Fluctuation	10,18,416	1,93,78,361
Bad Debts - Provision/write off	43,763	29,470
	<u>11,71,99,545</u>	<u>18,15,33,793</u>
Establishment Expenses		
Rent	17,67,069	17,13,845
Rates and Taxes	72,80,404	63,20,512
Insurance	54,86,814	50,74,381
E.C.G.C. Premium	1,03,83,717	86,08,992
Communication Cost	54,71,055	50,99,930
Travelling and Conveyance	2,47,95,389	2,61,68,754
Repairs and Maintenance - Others	86,25,979	97,24,486
Printing and Stationery	12,99,578	18,33,234
Legal and Professional Charges	38,67,150	11,05,541
Auditor's Remuneration (refer Note 26.1)	7,47,931	4,72,516
Miscellaneous Expenses	2,11,17,513	1,41,13,359
Research & Development Expenses	6,00,633	1,16,756
CSR Expenditure	16,50,000	25,68,600
Subscription and Donation	11,97,550	3,62,569
Loss on account of theft	-	3,73,217
Loss on Sale of Fixed Assets	6,73,590	25,49,696
TOTAL	<u><u>41,48,89,275</u></u>	<u><u>49,85,36,917</u></u>
26.1 Payment to auditors'		
As Auditors':		
Audit Fees	4,23,650	3,75,892
In other capacity:		
Taxation & other services	3,24,281	96,624
TOTAL	<u><u>7,47,931</u></u>	<u><u>4,72,516</u></u>
27. Earning per share (EPS)		
Profit for the year	3,57,03,524	5,47,42,225
Weighted average number of equity shares for the purpose of calculation of Basic and Diluted EPS	1,79,73,360	10,79,73,360
Nominal value of equity shares (Rs.)	1.00	1.00
EPS- Basic and diluted (Rs.)	0.33	0.51
28. Closing Inventory of Work-in-Progress		
Leather and Leather Products	45,30,26,694	34,76,01,708
TOTAL	<u><u>45,30,26,694</u></u>	<u><u>34,76,01,708</u></u>

	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
29. Closing Inventory of Finished Goods		
Leather and Leather Products	<u>20,71,41,106</u>	<u>26,32,22,892</u>
TOTAL	<u>20,71,41,106</u>	<u>26,32,22,892</u>

30. Imported and indigenous raw materials, components and spare parts consumed

PARTICULARS	2015-16		2014-15	
	Rupees	%	Rupees	%
Raw Material				
Imported	7,55,73,197	6.45%	5,85,23,979	3.69%
Indigenous	1,09,60,34,098	93.55%	1,52,86,81,518	96.31%
Chemicals Components, Stores & Spare parts (including Packing Material)				
Imported (Direct)	10,52,98,735	20.64%	14,42,20,339	21.33%
Indigenous	40,48,46,818	79.36%	53,19,10,083	78.67%

In respect of items which are purchased both from indigenous and imported sources, the identity of individual items consumed cannot be established but segregation of consumption between imported and indigenous sources has been made on a reasonable approximation determined from the Company's records.

31. Value of Imports on CIF basis

(excluding purchases from canalising agencies and imported items purchased locally)

Raw Materials	7,24,74,523	6,16,79,678
Chemicals, Stores, Components and Spare Parts	8,90,05,054	1,36,80,834
Capital Goods	3,05,18,717	14,72,44,107
Total	<u>19,19,98,294</u>	<u>22,26,04,619</u>

32. Earnings in foreign exchange

Export of goods calculated on FOB Basis	1,67,64,52,306	2,06,98,92,274
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33. Expenditure in foreign currency

- Travelling	72,88,456	1,13,90,825
- Others	5,52,34,083	5,07,99,792

34. Remittance in foreign currency on account of Dividend	NIL	NIL
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35. Directors Remuneration:

Salary	68,80,500	67,99,000
Commission	24,00,000	24,00,000
Contribution to Provident Fund & Family Pension Fund	1,65,600	1,40,100
Total	<u>94,46,100</u>	<u>93,39,100</u>

SUPER TANNERY LIMITED

36. Disclosure in terms of AS 15

Defined Benefit Plan

The employees Gratuity Fund Scheme, which is a defined benefit plan, is managed by the trust maintained with LIC. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

	(Rupees)	
Reconciliation of Opening and Closing balance of present value of defined benefit obligation for Gratuity		
	2015-16	2014-15
Present Value of Obligation at beginning of the year	2,34,96,704	1,87,22,586
Current Service Cost	28,38,207	21,75,013
Interest Cost	18,44,491	15,44,613
Benefits paid	(25,11,625)	(23,19,116)
Actuarial (Gain)/Loss on Obligations	15,93,059	33,73,608
Plan amendments	-	-
Present Value of Obligation at end of the year	2,40,74,718	2,34,96,704
Reconciliation of Opening and Closing Fair Value of Plan Assets		
Fair Value of Plan Assets at beginning of the year	92,50,613	84,42,482
Expected Return on Plan Assets	8,32,555	7,38,717
Contributions	40,00,000	23,09,303
Benefit Paid	(25,11,625)	(23,19,116)
Actuarial Gain / (Loss) on Plan Assets	1,16,561	79,227
Fair Value of Plan Assets at end of the year	1,14,54,982	92,50,613
Reconciliation of Present Value of Obligations and Fair Value of Plan Assets		
Fair Value of Plan Assets at end of the year	1,14,54,982	92,50,613
Present Value of Obligation at end of the year	2,40,74,718	2,34,96,704
Asset/(Liability) recognised in the Balance Sheet	(1,26,19,736)	(1,42,46,091)
Expenses recognised during the year		
Current Service Cost	28,38,207	21,75,013
Interest Cost	18,44,555	15,44,613
Expected Return on Plan Assets	(8,32,555)	(7,38,717)
Plan amendments/excess provision held	19,38,038	8,71,140
Total Actuarial Loss/(Gain) recognised during the year	(14,76,498)	32,94,381
Net Cost recognised in Statement of Profit and Loss	43,11,683	71,46,430
Assumptions		
Discount Rate (p.a.)	7.83%	7.85%
Expected Rate of increase in Salary (p.a.)	8.50%	8.50%
Expected Rate of return on Plan Assets (p.a.)	8.00%	9.00%
Mortality	IALM 06-08 Ultimate	IALM 06-08 Ultimate
Withdrawal Rate (p.a.)	2.00%	2.00%

Note : The company is in the process of funding defined benefit obligation for gratuity, hence entire liability towards provision for gratuity has been treated as short term provision.

37. The related party disclosure in accordance with AS 18 'Related Party Disclosures' issued by ICAI, is given below:

A. Relationship

i. Subsidiary Company

Aarifi Tanners Limited, Super Tannery (U.K.) Limited,
Safety Solutions s.r.o, Super Corporation Limited, Supertannery UAE FZE

ii. Joint Ventures, Associates & Entities:

Joint Venture: Nil

Associates & Entities : Secure Safety Limited

iii. Key Management Personnel (KMP) & Relatives:

Mr. Iftikharul Amin (Managing Director)
Mr. Iqbal Ahsan (Joint Managing Director)
Mr. Veqarul Amin (Joint Managing Director)
Mr. Imran Siddiqui (Whole-time Director)
Mr. Arshad Khan (Whole-time Director)
Mr. Mohd. Imran (Whole-time Director)
Mr. Mubasherul Amin (Son of Mr. Iqbal Ahsan)
Mr. Tanveerul Amin (Son of Mr. Iftikharul Amin)
Mr. Umairul Amin (Son of Mr. Iqbal Ahsan)
Mr. Khalid Sayeed (Brother of Mr. Imran Siddique)

iv. Other : Enterprise over which KMP or relatives of KMP are able to exercise significance influence:

Super Shoes Limited, Amin Tannery Limited, Amin Colonizers & Developers Ltd,
Banthar Industrial Pollution Control Company
Industrial Infrastructure Services (I) Ltd, Super House Limited

B. The following transactions were carried out with related parties in the ordinary course of business during the year:

(Figure in Rupees)

Particulars	Subsidiary Companies		Others	
	2015-16	2014-15	2015-16	2014-15
Purchases of Materials/Finished Goods	NIL	NIL	2,04,75,775	74,60,234
Sale of Materials / Finished Goods	1,93,74,271	1,86,22,873	6,32,52,624	13,39,31,363
Service rendered	NIL	NIL	1,93,455	86,967
Services availed	NIL	NIL	16,69,758	19,99,836
Rent paid	3,60,000	3,60,000	NIL	NIL
Balances at the end of the year:				
Trade Receivables	4,27,25,313	8,78,31,883	2,16,56,135	3,14,12,131
Trade Payables	2,38,030	2,88,530	41,12,946	4,489
Loans & Advances	1,38,55,753	1,43,48,350	NIL	NIL
Advance from Customers	NIL	NIL	4,14,901	17,27,224
Investments - Trade	2,03,12,123	1,73,01,088	75,62,650	74,26,650
Investments - Non Trade	NIL	NIL	52,000	52,000

Key Management Personnel and relatives:

Particulars	2015-16	2014-15
Remuneration		
Directors	94,46,100	93,39,100
Other Key Management Personnels	18,60,819	18,70,972
Dividend Paid		
Directors	0	18,05,342
Other Key Management Personnels	0	4,54,500

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Notes to financial statements for the year ended 31st March, 2016		(Rupees)	
Particulars	2015-16	2014-15	
Sale of Materials/Finished Goods;			
Subsidiary Companies :			
Super Tannery UAE FZE	1,93,74,271	1,86,22,873	
Associates :			
Secure Safety Limited	1,20,950	5,50,400	
Others :			
Super Shoes Limited	6,16,27,207	13,29,73,607	
Banthar Industrial Pollution Control Company	-	43,920	
Superhouse Ltd.	15,04,467	3,63,436	
Purchase of Materials/Finished Goods :			
Associates :			
Secure Safety Limited	2,02,92,615	-	
Others :			
Superhouse Ltd.	1,83,160	74,60,234	
Services Availed :			
Others :			
Banthar Industrial Pollution Control Company	14,29,404	12,69,737	
Industrial Infrastructure Services (I) Ltd.	1,09,453	1,10,099	
Superhouse Ltd.	1,30,901	-	
Super Shoes Ltd.	-	6,20,000	
Services Rendered			
Others :			
Superhouse Ltd.	73,455	26,967	
Super Shoes Ltd.	1,20,000	60,000	
Rent Paid :			
Subsidiary Companies :			
Aarifi Tanners Limited	3,60,000	3,60,000	
Trade Receivables :			
Subsidiary Companies :			
Super Tannery (U.K.) Limited	1,89,89,827	6,17,92,020	
Safety Solutions s.r.o.	1,85,400	15,15,000	
Aarifi Tanners Limited	59,863	3,10,424	
Super Tannery FZE	2,34,90,223	2,42,14,439	
Associates :			
Secure Safety Limited	2,55,650	1,34,700	
Others :			
Super Shoes Limited	2,12,38,117	3,10,72,054	
Banthar Industrial Pollution Control Company	-	5,000	
Superhouse Ltd.	1,62,368	2,00,377	
Trade Payables :			
Subsidiary Companies :			
Aarifi Tanners Limited	2,38,030	2,88,530	
Associates :			
Secure Safety Limited	40,07,706	-	
Others :			
Banthar Industrial Pollution Control Company	91,865	-	
Industrial Infrastructure Services (I) Ltd.	13,375	4,489	
Loans & Advances :			
Subsidiary Companies :			
Super Tannery (U.K.) Limited	1,14,94,341	1,19,86,938	
Safety Solutions s.r.o.	23,61,412	23,61,412	
Advance from Customers :			
Associates :			
Secure Safety Limited	4,14,901	1,72,224	
Investments-Trade			
Subsidiary Companies :			
Aarifi Tanners Limited	1,64,23,500	1,64,23,500	
Super Tannery (U.K.) Limited	1,52,096	1,52,096	
Safety Solutions s.r.o.	4,65,492	4,65,492	
Super Corporation Limited	2,60,000	2,60,000	
Super Tannery UAE FZE	30,11,035	-	
Associates :			
Secure Safety Limited	69,93,000	69,93,000	
Others :			
Banthar Industrial Pollution Control Company	2,16,000	80,000	
Industrial Infrastructure Services (I) Ltd.	3,53,650	3,53,650	
Investments-Non Trade			
Others :			
Superhouse Ltd.	52,000	52,000	

Notes to financial statements for the year ended 31st March, 2016

Payments made to Key Management Personnel and relatives:

		(Rupees)	
Particulars	2015-16	2014-15	
Remuneration:			
Directors:			
Mr. Iqbal Ahsan	26,21,600	26,16,500	
Mr. Imran Siddiqui	6,84,600	6,34,000	
Mr. Arshad Khan	4,23,600	3,83,000	
Mr. Vequaril Amin	26,57,600	26,57,600	
Mr. Iftikarul Amin	26,21,600	26,16,500	
Mr. Mohd. Imran	4,37,100	4,31,500	
Other KMP:			
Mr. Mubashirul Amin	6,77,100	7,01,500	
Mr. Tanveerul Amin	6,77,100	7,01,500	
Mr. Khalid Sayeed	1,67,019	1,71,472	
Mr. Umairul Amin	3,39,600	2,96,500	
Dividend:			
Directors:			
Mr. Iqbal Ahsan	0	4,57,125	
Mr. Vequaril Amin	0	8,94,195	
Mr. Iftikarul Amin	0	4,54,022	
Other KMP:			
Mr. Mubashirul Amin	0	2,29,500	
Mr. Tanveerul Amin	0	2,25,000	

38. Capital and other commitments

(Rupees)

Particulars	2015-16	2014-15
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	69,93,893	89,36,767
ii. Other Commitments	NIL	NIL

39. Contingent liabilities

(Rupees)

Particulars	Period	2015-16	2014-15
i. L C issued by the Bank		3,38,29,636	3,77,45,246
ii. Guarantee issued by the Bank		1,17,34,857	1,17,77,774
iii. The detail of disputed dues as per the clause ix (b) of Section 227 (4A) of the Act is as follows:			
Income Tax:			
ITAT Lucknow Bench	A.Y. 2007-08	30,54,620	30,54,620
CIT Appeals, Kanpur	A.Y. 2010-11	61,11,612	61,11,612
CIT Appeals, Kanpur	A.Y. 2012-13	15,00,400	15,00,400
CIT Appeals, Kanpur	A.Y. 2013-14	8,63,000	8,63,000
Asst. Commissioner Service tax Kanpur	A.Y. 2009-10		
	To 2013-14	3,12,000	3,12,000
Asst. Commissioner Service tax Kanpur	A.Y. 2014-15	3,80,000	3,80,000
(Above claims are likely to be decided in favour of the company, hence not provided for)			

SUPER TANNERY LIMITED

40. The Company's operation predominantly comprises only one segment i.e. Leather and Leather Products; hence provisions of AS-17 on Segment Reporting is not applicable.
41. During the year under consideration no borrowing cost has been capitalized by the company in accordance with the provisions of AS-16 on Borrowing Costs.
42. The company has incurred Research & Development expenses during the year, the same are immaterial and no future economic benefit will accrue, therefore no expenses have been capitalized.
43. **Disclosure in terms of AS-28**
- The management has carried out an exercise of identifying the assets that may have been impaired, during the year, in respect of each cash generating unit. On the basis of review carried out by the management, there was no impairment loss on fixed assets during the year.
44. **Disclosure in terms of AS-29**
- The company has recognised contingent liabilities as disclosed in Note 39 above and as such no provision is required to be made. No provision was outstanding as at the beginning and at the end of the year.
45. Confirmation of Balances with Sundry debtors, creditors, loans and advances and other parties have not been received in few cases.
46. Certain assets of erstwhile Super Agro-Tech Limited (SATL) acquired pursuant to the scheme of amalgamation sanctioned by Hon'ble High Court of Judicature at Allahabad, included in the books of the company remain under the name of SATL pending completion of the certain formalities. Further to aforesaid certain land at Banthar, Unnao though used for the business purposes of the company is lying registered in the name of one of the director of the company.
47. Other Liabilities includes Rs. 2,93,10,000 being advance money received against sale of land at Dehradoon.
48. The current assets, loans and advances are approximately of the values stated, if realised in the ordinary course of business. The provisions for all known liabilities adequate and not in excess of the amount considered reasonably necessary.
49. The figures of the previous year have been regrouped/rearranged wherever necessary in order to make them comparable with the figures of the current year. Figures have been rounded off to the nearest rupee. Figures in brackets pertain to previous year.
50. Market value of quoted shares have been calculated on the basis of closing rate of BSE as on 31.03.2016.
51. The Arrangement Scheme of the Company between Super Tannery Limited ("STL) Demerged Company) and Amin Tannery Limited ("ATL or Resulting company") in progress. However the Hon'ble High Court Allahabad has given direction to call General Body Meeting of Equity Shareholders, Secured Creditors and un-Secured Creditors.
52. The resolution was passed 13.08.2015 for incorporation of new 100% subsidiary company named as "Super Italia S.r.l" with a capital of EUR 990.00. The proceedings of the same will be completed in next financial year 2016-2017.

As per our report of even date

For and on behalf of the Board of Directors

For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
(R.P. Gupta)
Partner
M.No. 070904

Mohd. Imran
Director (Finance)

Iftikharul Amin
Managing Director

Place : Kanpur
Dated : 30.05.2016

R.K. Awasthi
Company Secretary

CONSOLIDATED ACCOUNTS

SUPER TANNERY LIMITED

Kapoor Tandon & Co.
Chartered Accountants

H-118, 11th Floor, Himalaya House
23, Kasturba Gandhi Marg
New Delhi-110 001

INDEPENDENT AUDITOR'S REPORT

To the Members of Super Tannery Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Super Tannery Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2016, and their consolidated profit and loss and their consolidated cash flows for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements / financial information of four subsidiaries, whose financial statements / financial information reflect total assets of Rs. 674.00 Lacs as at March 31, 2016, total revenues of Rs. 365.98 Lacs and net cash flows (decrease) amounting to Rs. 1,208.42 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as of March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our Report in Annexure A; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the

SUPER TANNERY LIMITED

- consolidated financial position of the Group and its associates – Refer Note no. 34 to the consolidated financial statements
- ii. The Group and its associate companies incorporated in India did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate companies incorporated in India.

For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
R.P. Gupta
Partner
Membership No. 070904

Place : Kanpur
Date : 30.05.2016

ANNEXURE TO THE AUDITORS REPORT

[Referred to in paragraph (f) under '**Report on Other Legal and Regulatory Requirements**' section of our report of even date on the consolidated financial statements of Super Tannery Limited ("the Holding Company") for the year ended March 31, 2016]

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Super Tannery Limited (hereinafter referred to as the Holding Company/the Company) as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Kanpur
Date : 30.05.2016

For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
R.P. Gupta
Partner
Membership No. 070904

SUPER TANNERY LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
a) Share Capital	3	10,79,73,360	10,79,73,360
b) Reserves and Surplus	4	<u>65,61,62,332</u>	<u>62,45,46,089</u>
		76,41,35,692	73,25,19,449
2. Minority Interest			
		24,61,334	24,82,579
3. Non Current Liabilities			
a) Long Term Borrowings	5	2,54,62,691	4,20,41,831
b) Deferred Tax Liabilities (Net)	6	<u>6,24,84,571</u>	<u>6,49,17,889</u>
		8,79,47,262	10,69,59,720
4. Current Liabilities			
a) Short Term Borrowings	7	1,02,33,40,440	88,17,01,946
b) Trade Payables	8	38,75,62,525	40,79,01,673
c) Other Current Liabilities	9	21,99,71,606	22,24,30,898
d) Short Term Provisions	10	<u>1,10,25,985</u>	<u>2,05,62,263</u>
		1,64,19,00,556	1,53,25,96,780
TOTAL		<u>2,49,64,44,843</u>	<u>2,37,45,58,528</u>
II. ASSETS :			
1. Non Current Assets			
(a) Fixed Assets :			
(i) Tangible Assets:	11	71,37,43,271	68,62,85,167
(ii) Intangible Assets		35,51,679	35,71,722
(iii) Capital Work in Progress		1,42,07,555	2,37,61,808
(iv) Intangible Assets under Dev.		-	-
(b) Non Current Investments	12	89,19,342	87,86,892
(c) Long Term Loans and Advances	13	1,22,42,784	35,76,475
(d) Other Non Current Assets	14	<u>1,67,466</u>	<u>1,53,954</u>
		75,28,32,097	72,61,36,018
2. Current Assets			
(a) Inventories	15	98,81,58,559	91,17,19,137
(b) Trade Receivables	16	48,78,77,719	47,20,84,612
(c) Cash and Bank Balances	17	6,26,54,732	2,57,33,253
(d) Short Term Loans and Advances	18	12,30,32,038	9,74,67,813
(e) Other Current Assets	19	<u>8,18,89,699</u>	<u>14,14,17,695</u>
		1,74,36,12,747	1,64,84,22,510
TOTAL		<u>2,49,64,44,843</u>	<u>2,37,45,58,528</u>
Basis of Consolidation	1		
Significant Accounting Policies	2		

The accompanying notes form an integral part of these financial statements.

As per our report of even date
For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
(R.P. Gupta)
Partner
M.No. 070904

For and on behalf of the Board of Directors
Mohd. Imran
Director (Finance)
Iftikharul Amin
Managing Director

Place : Kanpur
Dated : 30.05.2016

R.K. Awasthi
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Note No.	2015-16 (Rupees)	2014-15 (Rupees)
REVENUE			
Revenue from operations (gross)	20	2,49,90,53,057	3,16,16,34,022
Less : Excise Duty		<u>48,33,783</u>	<u>50,91,870</u>
Revenue from operations (net)		2,49,42,19,274	3,15,65,42,152
Other Income	21	<u>1,97,93,217</u>	1,22,70,165
Total Revenue		<u><u>2,51,40,12,491</u></u>	<u><u>3,16,88,12,317</u></u>
EXPENSES			
Cost of Material consumed	22	1,69,01,97,831	2,26,33,35,920
Purchase of Stock-in-trade	23	12,42,52,361	20,99,14,472
(Increase)/decrease in Inventories of Finished Goods, Work-in-Process and Traded Goods	24	(4,75,30,712)	(16,17,78,338)
Employee Benefits Expense	25	8,93,02,309	8,00,73,519
Finance Costs	26	9,60,41,753	11,45,50,716
Depreciation and Amortisation	27	7,27,35,215	7,09,44,279
Other Expenses	28	<u>42,24,59,732</u>	<u>50,08,43,417</u>
Total Expenses		<u><u>2,44,74,58,489</u></u>	<u><u>3,07,78,83,985</u></u>
Profit Before Tax		<u>6,65,54,002</u>	<u>9,09,28,332</u>
Tax Expenses			
- Current Tax		2,70,00,000	3,20,00,000
- Deferred Tax		(24,33,318)	90,77,900
- Tax adjustments relating to earlier years		1,08,37,626	1,26,14,037
Profit for the year		3,11,49,695	5,53,92,195
Less : Profit transferred to minority interest		(21,245)	80,535
Net Profit for the year		3,11,70,940	5,54,72,730
Earning per Equity Share (EPS)	29		
(Face value of Re. 1 each)			
EPS - Basic (Rupees per Share)		0.29	0.51
EPS - Diluted (Rupees per Share)		0.29	0.51
Basis of Consolidation	1		
Significant Accounting Policies	2		

The accompanying notes form an integral part of these financial statements.

As per our report of even date
For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
(R.P. Gupta)
Partner
M.No. 070904

For and on behalf of the Board of Directors

Mohd. Imran
Director (Finance)

Iftikharul Amin
Managing Director

Place : Kanpur
Dated : 30.05.2016

R.K. Awasthi
Company Secretary

SUPER TANNERY LIMITED**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

	2015-16 (Rupees)	2014-15 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	6,70,65,095	9,09,28,332
Adjustment for :		
Depreciation	7,27,35,215	7,09,44,279
Interest- Expenses	8,45,98,812	10,16,34,039
Interest- Earned	(6,78,899)	(30,81,477)
Gratuity Payable	(32,20,106)	39,65,987
Bad Debts written off	43,763	29,470
Exchange Fluctuation	(2,28,05,767)	50,16,858
Fixed Assets - Loss on sale	-	25,49,696
Fixed Assets - Profit on sale	(5,00,185)	(5,68,136)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	19,72,37,928	27,14,19,048
ADJUSTMENTS FOR :		
Trade and Other receivables	2,66,72,695	7,19,49,746
Inventories	(7,64,39,422)	(3,74,36,658)
Trade and Other Payables	1,50,13,351	(9,78,08,486)
CASH GENERATED FROM OPERATIONS	16,24,84,552	20,81,23,651
Interest Paid (Net)	(7,54,65,426)	(8,49,37,009)
Income Tax Paid (net of Refunds)	(3,22,57,474)	(4,67,61,052)
NET CASH FROM OPERATING ACTIVITIES	5,47,61,652	7,64,25,590
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets(including CWIP)	(9,39,67,949)	(9,98,29,489)
Sale of Fixed Assets	38,08,117	1,22,93,960
Investments	(1,36,000)	(1,00,442)
Change in Minority Interest	(21,245)	(80,535)
NET CASH USED IN INVESTING ACTIVITIES	(9,03,17,077)	(8,77,16,506)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Working Capital	12,19,69,353	17,92,963
Capital Subsidy received	-	-
Corporate Loan (Net)	-	(4,00,00,000)
Foreign Currency Loan	1,98,69,141	7,83,614
Term Loan	(5,39,47,334)	5,40,54,319
Interest paid	(90,97,795)	(1,40,45,761)
Dividend paid	(61,16,461)	(61,37,988)
NET CASH FLOW USED IN FINANCING ACTIVITIES	7,24,76,904	(35,52,853)
NET INCREASE IN CASH AND CASH EQUIVALENTS	3,69,21,479	(1,48,43,769)
OPENING CASH AND CASH EQUIVALENTS	2,57,33,253	4,05,77,022
CLOSING CASH AND CASH EQUIVALENTS	6,26,54,732	2,57,33,253

Basis of Consolidation 1
Significant Accounting Policies 2

The accompanying notes form an integral part of these financial statements.
As per our report of even date

For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C
(R.P. Gupta)
Partner
M.No. 070904

For and on behalf of the Board of Directors

Mohd. Imran
Director (Finance)

Iftikharul Amin
Managing Director

Place : Kanpur
Dated : 30.05.2016

R.K. Awasthi
Company Secretary

Notes to Consolidated financial statements for the year ended 31st March, 2016

1. BASIS OF CONSOLIDATION

- 1.1 The financial statements of the subsidiaries used in the consolidation are drawn upto the same reporting date as of the company i.e. year ended 31st March, 2016.
- 1.2 The Consolidated financial statements have been prepared in accordance with the Accounting Standard-21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.
- 1.3 The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income & expenses. The intragroup balances and transactions are eliminated except unrealized profit or loss on closing stock.
- 1.4 In the case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities (except Share capital) are converted at the rates prevailing at the end of the year.
- 1.5 Exchange difference arising on consolidation is recognized in the Profit & Loss account.
- 1.6 Investments in 100% Foreign subsidiaries have been eliminated with the corresponding Share Capital of the subsidiary company.
- 1.7 In case of associates, where the company directly or indirectly through subsidiaries holds more than 20% of equity, investments are accounted for using equity method except where the associate operates under severe long term restrictions that significantly impair its ability to transfer funds to the parent Company, in accordance with the AS 23 'Accounting for Investments in Associates in Consolidated Financial Statements'.
- 1.8 The difference between the cost of investment in the associates, over the net assets of the Associates is recognized in the financial statements as goodwill or capital reserve, as the case may be.
- 1.9 Minority interest in the net assets of the consolidated financial statements consists of amount of equity attributable to the minority members of the subsidiaries.
- 1.10 As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are prescribed in the same manner as the Company's separate financial statement.
- 1.11 The subsidiaries (which along with Super Tannery Limited, the parent, constitute the group) considered in the preparation of these consolidated financial statements.

Name of Subsidiary Ownership/	Country of Incorporation	Percentage of Interest as at 31st March, 2016
1. Super Tannery (U.K.) Limited	United Kingdom	100.00%
2. Aarifi Tanners Limited	India	82.52%
3. Safety Solutions s.r.o.	Slovak Republic	100.00%
4. Super Corporation Limited	India	52.00%
5. Super Tannery FZE UAE	UAE	100.00%

- 1.12 The carrying value of Investment in Associates has been taken at Cost .

SUPER TANNERY LIMITED

Notes to Consolidated financial statements for the year ended 31st March 2016

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with the GAAP in India under the historical cost convention, except for certain fixed assets which were revalued, on accrual basis of accounting in accordance with the applicable Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

2.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reported period. Difference between actual results and estimates are recognized in the period in which the results are known/ materialised.

2.3 Fixed Assets

Fixed Assets, other than those revalued, are stated at their cost of acquisition or construction as the case may be and including all related acquisition/installation expenses and borrowing cost as per Accounting Standard (AS) 16. Subsidy received on Fixed Assets is credited to the cost of respective fixed assets. Assets revalued are stated at their revalued amount. Cost/revalued amount so ascertained is adjusted for accumulated depreciation/amortization and provision for impairment.

2.4 Depreciation

Depreciation on Fixed Assets is provided on 'Straight Line Method' in accordance with the provisions of Schedule II to the Companies Act, 2013 except for leasehold land and intangible assets. Leasehold Land is amortised over the period of lease. Depreciation attributable to appreciation due to revaluation of fixed assets (other than leasehold land) is provided over the remaining useful life of the asset in accordance with Schedule II to the Companies Act, 2013 and equivalent amount is withdrawn from Revaluation Reserve and credited to Statement of Profit and Loss. In case of impaired assets, depreciation is charged on the adjusted cost net of impairment. Intangible Assets are amortised over a period of ten years under the straight line method of amortisation.

2.5 Impairment of assets

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than the carrying amount, the carrying amount is reduced to the recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount

is reassessed and the asset is reflected at the recoverable amount.

2.6 Capital work in progress

Capital Work in Progress comprises cost of fixed assets yet to be commissioned and/or in transit, borrowing cost and incidental expenditure during construction period. Expenditure during construction period is allocated to the respective Fixed Assets on completion of the construction period.

2.7 Investments

Long term investments (non current) are carried at cost and provision, if necessary, being made for decline other than temporary in their value. Current investments are carried at lower of cost and market fair value.

2.8 Inventories

Stock of raw materials and chemicals are valued at lower of cost (weighted average) or net realizable value. Stores and spares are valued at lower of cost (FIFO basis) or net realizable value. Stock of work in process is valued at estimated cost. Finished goods (including stock in transit or at port) are valued at lower of cost (determined on Direct cost method) or net realizable value. Stock of trading items is valued at lower of cost (weighted average) or net realizable value. Stock of waste and scrap are valued at estimated realizable value. Stock transferred to other divisions of the company is valued at transfer price. Import entitlements/licenses are valued at estimated realizable value.

2.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

2.10 Revenue Recognition

- i) Sales are recognized in respect of (a) Exports on shipment of consignment; and (b) others on dispatches of consignment from company premises. Sales are inclusive of excise duty but net of sales tax, returns and discounts. Duty Drawback is accounted for on the basis of export sales effected during the year.
- ii) Revenue is accounted for on accrual basis when its collection or receipt is reasonably certain.
- iii) All expenses are accounted for on accrual basis. However the claims are recognised on settlement.

2.11 Government Grants

Capital subsidy received under Tannery Modernisation Scheme (TMS) is credited to Capital Reserve. Revenue Grants are recognized in the Statement of Profit & Loss in accordance with the related Scheme and in the period in which those accrued.

2.12 Retirement Benefits

Contributions are made to the Provident Fund and Superannuation Funds on actual liability

SUPER TANNERY LIMITED

basis. Provision for gratuity liability is made at the end of the year on the basis of actuarial valuation . Provision for leave encashment is made on the basis of total liability of all eligible employees as per the company's scheme.

2.13 Foreign Currency Translations

- i) The reporting currency of the company is Indian rupees.
- ii) Outstanding foreign currency assets and liabilities other than investments are translated at the exchange rate prevailing at the Balance Sheet date. Gains or losses on these assets and liabilities relating to the acquisition of fixed assets are adjusted to the cost of such fixed assets and those relating to other accounts are recognized in the Foreign Currency Translation Reserve. Exchange Difference arising as a result of transactions settled during financial year are included in sales.
- iii) Investments in wholly owned subsidiaries are carried in Balance sheet at the rates prevailing on the dates of transactions.

2.14 Intangible Assets

Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment losses (if any).

2.15 Earning Per Share

Earning per share is calculated in accordance with the procedure laid out in the relevant Accounting Standard (AS) 20 issued by the institute of Chartered Accountants of India.

2.16 Excise Duty

Excise duty is accounted for as and when paid on clearance of goods from bounded premises. No provision is made for excise duty in respect of finished products lying in bounded premises. Since major sales comprises of export sales.

2.17 Borrowing Cost

Borrowing costs that are attributable to the acquisition/construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is an asset that requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

2.18 Taxation

Provision for tax on income for the year (i.e. Current Tax) is made after considering the various deductions/reliefs admissible under the Income Tax Act, 1961. Provision for tax effect of timing differences between taxable income and accounting income (i.e. Deferred Tax) is made in accordance with the provisions of Accounting Standard 22, "Accounting for Taxes on Income".

2.19 Prior Period Items

Prior period items, if material, are disclosed separately.

2.20 Cash Flow Statement

Cash flow statement is prepared in accordance with the "Indirect Method" prescribed in accounting standard -3 on cash flow statement.

Notes to Consolidated financial statements for the year ended 31st March, 2016

	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
3. SHARE CAPITAL		
Authorised		
11,00,00,000 Equity Shares of Re. 1/- each	11,00,00,000	11,00,00,000
Issued, Subscribed and fully paid up		
10,79,73,360 Equity Shares of Re. 1/- each fully paid up	<u>10,79,73,360</u>	<u>10,79,73,360</u>
Total	<u>10,79,73,360</u>	<u>10,79,73,360</u>

3.1 Reconciliation of the shares outstanding at the beginning and at the end of the year:

Equity shares	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	(Rupees)	No. of Shares	(Rupees)
At the beginning of the year	10,79,73,360	10,79,73,360	10,79,73,360	10,79,73,360
Changes during the year	-	-	-	-
Outstanding at the end of the year	<u>10,79,73,360</u>	<u>10,79,73,360</u>	<u>10,79,73,360</u>	<u>10,79,73,360</u>

3.2 Term/rights attached to equity shares

The company has only one class of equity shares having a par value of Re. 1 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

3.3 Face Value of Equity Shares - sub division / split in preceding five years :

At the annual general meeting held on 30th September 2010, the members of company have approved a stock split i.e. sub-division. Consequently Each equity share of the company having face value of Rs. 2/- each, as existing on Record Date, sub-divided into two equity shares of face value of Re. 1/- each fully paid up, and the Authorized and Paid up Equity Share Capital of the company changed accordingly.

3.4 Shares held by holding/ultimate holding company and/or their subsidiaries/associates: NIL

3.5 Details of shareholders holding more than 5% shares in the company.

Name of the Share Holder	As at 31st March 2016		As at 31st March 2015	
	No. of Shares	% held	No. of Shares	% held
1) Veqarul Amin	1,78,83,900	16.56%	1,78,83,900	16.56%
2) Iqbal Ahsan	91,42,502	8.47%	91,42,502	8.47%
3) Iftikharul Amin	90,80,432	8.41%	90,80,432	8.41%

SUPER TANNERY LIMITED**Notes to Consolidated financial statements for the year ended 31st March, 2016**

	As at 31.03.16 (Rupees)		As at 31.03.15 (Rupees)	
4. RESERVES AND SURPLUS				
Capital Reserves				
Balance as per last Balance Sheet	17,67,180		17,67,180	
Add : Pre acquisition profit on Investment in Subsidiary	11,92,232	29,59,412	-	17,67,180
Capital Subsidy under Tannery Modernisation Scheme				
Balance as per last Balance Sheet	2,94,00,697		2,94,00,697	
Add : Capital Subsidy received during the year under TMS	-	2,94,00,697	-	2,94,00,697
Securities Premium Reserve				
Balance as per last Balance Sheet		2,70,17,760		2,70,17,760
Revaluation Reserve				
Balance as per last Balance Sheet	1,87,56,231		1,94,76,718	
Less : Adjustment related to Fixed Assets (Refer Note 10.3)	-		6,79,493	
Less: Amount transferred to the Statement of profit and loss as reduction from depreciation	40,994	1,87,15,237	40,994	1,87,56,231
General Reserves				
Balance as per last Balance Sheet	54,00,00,000		50,00,00,000	
Add : From the Statement of Profit and Loss	3,00,00,000	57,00,00,000	4,00,00,000	54,00,00,000
Surplus in the Statement of profit and loss				
Balance as per last Balance Sheet	80,94,069		79,29,435	
Add : Profit for the year	3,11,70,940		5,54,72,730	
Less : Adjustment related to Fixed Assets (Refer Note 10.3)			94,82,214	
Less : Pre acquisition profit on investment in subsidiary	(11,92,232)		-	
Add : Share of Profits of Associate	(3,550)		442	
	3,80,69,227		5,39,20,393	
Less: Appropriations				
Proposed dividend on equity share [Re. 0.00 per Equity Share (Rs. 0.05 per Equity Share)]			53,98,668	
Dividend Distribution Tax			9,17,504	
Transfer to General Reserve	3,00,00,000	80,69,227	4,00,00,000	76,04,221
TOTAL		65,61,62,333		62,45,46,089
5. LONG TERM BORROWINGS				
Secured				
Term loans				
Rupee Loans				
Term Loan from State Bank of India		1,63,07,437		2,87,57,426
Vehicle Loan				
Kotak Mahindra Prime Ltd.	-		3,03,765	
UCO BANK	66,37,365		86,25,190	
State Bank of India	25,17,889	91,55,254	43,55,450	1,32,84,405
TOTAL		2,54,62,691		4,20,41,831

5.1 Term loan from bank :

- (i) T1-Rs. 3.10 crore : Carries interest @ 12.65% p.a. The loan is repayable of term loan was to be done in 14 quarterly installment out of which 6 installments have already been paid up 31.03.2016, remaining 8 installments will be paid as per detail given below :
- (a) Next 4 installments of Rs. 22 Lacs each (From 30.06.2016 to 31.03.2017)
- (b) Next 4 installments of Rs. 22 Lacs each (From 30.06.2017 to 31.03.2018)
- (ii) T2-Rs.3.00 crore: Carries interest @ 12.55% p.a. The loan repayment of term loan was to be done in 11 quarterly installment out of which 4 installments have already been paid up 31.03.2016, remaining 7 installments will be paid as per detail given below :-
- (a) Next 4 installments of Rs. 30 Lacs each (From 30.06.2016 to 31.03.2017)
- (b) Next 3 installments of Rs. 30 Lacs each (From 30.06.2017 to 31.12.2017)

5.2 Vehicles Loans are repayable in equated monthly instalments ranging from 36 to 83 EMIs.

5.3 The Term loan is secured by first charge over entire fixed assets (both present and future, except vehicles financed by other Banks/FIs) of the Company, extension of charge on current assets of the Company, corporate guarantee of a subsidiary Aarifi Tanners Limited. Loans are secured further by personal guarantee of promoter director(s) and shares pledged with State Bank of India (as given below).

Name of the Share Holder	No. of Shares Held	% held	No. of Shares Pledged	% Pledged
1) Mr. Veqarul Amin	1,78,83,900	16.56%	76,54,200	42.80%
2) Mr. Iqbal Ahsan	91,42,502	8.47%	91,42,502	100.00%
3) Mr. Iftikharul Amin	90,80,432	8.41%	90,80,432	100.00%
4) Mrs. Ismat Iqbal	30,82,800	2.86%	30,82,800	100.00%
5) Mrs. Sophia Amin	34,58,400	3.20%	32,88,472	95.09%

5.4 Vehicle loans are secured by hypothecation of vehicle financed.

As at 31.03.16

As at 31.03.15

6. DEFERRED TAX LIABILITIES (NET)**Deferred Tax Liability**

on account of

Depreciation

6,81,78,018

7,01,37,176

Gross deferred tax liability

6,81,78,018

7,01,37,176

Deferred Tax Assets

on account of

Expenses covered u/s 43B/

Non deduction of TDS u/s 40(a)(ia)

56,93,447

52,19,287

Gross deferred tax assets

56,93,447

52,19,287

Net Deferred Tax Liability @

6,24,84,571

6,49,17,889

@ Deferred tax asset has been recognized and carried to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets are realised. Deferred Tax Assets and Deferred Tax Liabilities have been set off in accordance with clause 29 of AS - 22.

7. SHORT TERM BORROWING**Secured****Working Capital Loans****Rupee Loan**

from State Bank of India

a) Cash Credit

7,08,51,824

4,26,97,782

b) Packing Credit

82,67,38,129

71,99,42,178

c) Advance against bills sent on collection

9,82,15,194

99,58,05,147

11,13,95,834

87,40,35,794

Foreign Currency Loan

from State Bank of India

a) Buyers Credit

2,75,35,293

76,66,152

TOTAL

1,02,33,40,440

88,17,01,946

SUPER TANNERY LIMITED

Notes to Consolidated financial statements for the year ended 31st March, 2016

7.1 Working Capital Loan from State Bank of India is secured by hypothecation of Inventories & Book Debts, extension of charge on entire fixed assets (both present & future) of the Company and corporate guarantee of a subsidiary Aarifi Tanners Limited. Loans are secured further by personal guarantee of promoter director(s) and shares pledged with State Bank of India (as given below).

Name of the Share Holder	No. of Shares Held	% held	No. of Shares Pledged	% Pledged
1) Mr. Veqarul Amin	1,78,83,900	16.56%	76,54,200	42.80%
2) Mr. Iqbal Ahsan	91,42,502	8.47%	91,42,502	100.00%
3) Mr. Iftikharul Amin	90,80,432	8.41%	90,80,432	100.00%
4) Mrs. Ismat Iqbal	30,82,800	2.86%	30,82,800	100.00%
5) Mrs. Sophia Amin	34,58,400	3.20%	32,88,472	95.09%
		As at 31.03.16		As at 31.03.15

8. TRADE PAYABLES

Sundry Creditors	38,75,62,525	40,79,01,673
TOTAL	38,75,62,525	40,79,01,673
Due to a Company in which one of the Director is interested (Director(s) are having shares and are Director in Associate Company) (<i>Refer Note 32</i>)	41,12,946	4,489

8.1 The company has requested confirmation from Suppliers regarding their registration (filling of Memorandum) under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act). According to the information available with the company there was no amount (principal and/or interest) due to any micro/small enterprises (SME as defined in the Act) as at the end of the year. There is no delay in payment to SME during the year. No interest was paid/payable on account of delay in payment to SME during the year in terms of Section 16 of the Act.

9. OTHER CURRENT LIABILITIES

Current maturity of long term borrowings (refer note 5.1 to 5.4)	2,64,40,403	6,38,08,597
Interest accrued but not due on borrowings	-	1,18,038
Interest accrued and due on borrowings	4,57,711	5,90,179
Book overdraft with banks	2,27,34,779	1,87,47,741
Security Deposit	10,000	29,500
Advance from Customers	6,48,86,730	3,86,68,438
Unpaid dividend (refer Note 9.1)	20,20,835	18,21,124
Other Liabilities	10,34,21,149	9,86,47,281
TOTAL	21,99,71,606	22,24,30,898

9.1 There are no amounts due for payment to Investor Education & Protection Fund under Section 205C of the Act as at the year end.

10. SHORT TERM PROVISIONS

Provision for Gratuity	1,10,25,985	1,42,46,091
Proposed Final Dividend		53,98,668
Provision for Dividend Distribution Tax	-	9,17,504
TOTAL	1,10,25,985	2,05,62,263

11. FIXED ASSETS

(Rupees)

DESCRIPTION	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK			
	AS AT 01.04.2015	ADDITIONS	SALES / ADJ.	AS AT 31.03.2016	UPTO 31.03.2015	FOR THE YEAR	ADJ. To be adjusted from Retained Earnings	On Sale	UPTO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
A : Tangible Assets :											
Land Leasehold	73,59,349	31,26,900	-	1,04,86,249	8,58,114	74,337	-	-	9,32,451	95,53,798	65,01,235
Land Freehold	3,94,84,278	-	-	3,94,84,278	-	-	-	-	-	3,94,84,278	3,94,84,278
Building	22,13,31,161	2,30,25,019	-	24,43,56,179	6,54,82,609	63,07,024	-	-	7,17,89,633	17,25,66,547	15,58,48,552
Plant and Equipment	81,09,71,589	6,36,04,641	24,99,171	87,20,77,059	39,36,27,276	5,54,50,949	-	12,31,218	44,78,47,007	42,42,30,052	41,73,44,313
Furniture & Fittings	1,97,14,161	11,63,933	-	2,08,78,094	84,43,764	14,90,881	-	-	99,34,645	1,09,43,449	1,12,70,397
Vehicles	8,45,10,786	1,00,39,529	39,75,728	9,05,74,587	2,61,12,213	94,32,975	-	19,35,749	3,36,09,440	5,69,65,148	5,83,98,573
TOTAL (A)	1,18,33,71,324	10,09,60,021	64,74,899	1,27,78,56,446	49,45,23,976	7,27,56,167	-	31,66,967	56,41,13,175	71,37,43,271	68,88,47,348
B : Intangible Assets :											
Goodwill	33,70,142	-	-	33,70,142	-	-	-	-	-	33,70,142	33,70,142
Website Development	50,562	-	-	50,562	4,803	4,803	-	-	9,606	40,956	45,759
Trademark	1,60,414	-	-	1,60,414	4,593	15,239	-	-	19,832	1,40,582	1,55,821
TOTAL (B)	35,81,118	-	-	35,81,118	9,396	20,043	-	-	29,439	35,51,679	35,71,722
TOTAL (A+B)	1,18,69,52,442	10,09,60,021	64,74,899	1,28,14,37,564	49,45,33,372	7,27,76,209	-	31,66,967	56,41,42,614	71,72,94,950	69,24,19,070
PREVIOUS YEAR	1,10,05,19,769	10,04,71,954	1,66,01,462	1,18,43,90,261	41,30,57,724	7,09,85,273	1,50,44,307	45,53,932	49,45,33,372	68,98,56,889	68,74,62,045

11.1 Super Tannery (UK) Limited & Aarifi Tanners Limited is following the Written Down Value method of depreciation as against the Straight Line Method is being followed by the parent company and other subsidiaries.

11.2 Gross Depreciation for the year is Rs. 7,27,76,209 (Rs. 7,09,85,273) out of which Rs. 40,994 (Rs. 40,994) being depreciation on revalued amount, has been adjusted from Revaluation Reserve as per accounting policy as per para 1.4 of Note 1 relating to Significant Accounting Policies.

11.3 Certain Fixed Assets of the Holding Company were revalued by the Approved Valuer as on 31st March, 1992. Accordingly value of Fixed Assets of the Company was increased by Rs. 4,11,23,987 (Land Rs. 1,73,96,063, Building Rs. 70,44,300 and Plant and Machinery Rs. 1,66,83,624) and the corresponding amount was credited to the Revaluation Reserve.

SUPER TANNERY LIMITED**Notes to Consolidated financial statements for the year ended 31st March, 2016**

	As at 31.03.16	As at 31.03.15
12. NON CURRENT INVESTMENTS		
<i>(Long Term Investments)</i>		
Non Trade (valued at cost unless stated otherwise)		
EQUITY SHARES - UNQUOTED		
Superhouse Overseas Limited 5,000 (5,000) Equity Shares of Rs. 10/- each fully paid up	50,000	50,000
Al-Barr Finance House limited 30,000 (30,000) Equity Shares of Rs. 10/- each fully paid up	3,00,000	3,00,000
Svit Pronext Machines Private Limited 8,500 (8,500) Equity Shares of Rs. 10/- each fully paid up	85,000	85,000
Industrial Infrastructure Services (India) Limited 52,645 (52,645) Equity Shares of Rs. 10/- each fully paid up	5,26,450	5,26,450
Kanpur Unnao Leather Cluster Development Co, Ltd 60,000 (60,000) Equity Shares of Rs. 10/- each fully paid up	6,00,000	6,00,000
Banthal Industrial Pollution Control Company 21,600 (21,600) Equity Shares of Rs. 10/- each fully paid up	2,16,000	80,000
Secure Safety Limited* 6,99,300 (6,99,300) Equity Shares of Rs. 10/- each fully paid up (Cost of investment including Capital Reserve Rs. 1,60,822) arising on acquisition of Association	69,93,442	69,93,000
Add : Share of post acquisition profit	<u>(3,550.00)</u>	<u>442.00</u>
Leather Cluster Development 10,000 (10,000) Equity Shares of Rs. 10/- each fully paid up	1,00,000	1,00,000
Total (A)	<u>88,67,342</u>	<u>87,34,892</u>
Non Trade (valued at cost unless stated otherwise)		
EQUITY SHARES - QUOTED		
Superhouse Limited 5,200 (5,200) Equity Shares of Rs. 10/- each fully paid.	52,000	52,000
Total (B)	<u>52,000</u>	<u>52,000</u>
TOTAL (A+B)	<u>89,19,342</u>	<u>87,86,892</u>
Book value of Quoted Investments (Net of Provisions)	52,000	52,000
Book value of Unquoted Investments	88,67,342	87,34,892
Market value of Quoted Investments (Refer Note 40)	7,20,200	10,83,160
*Refer Note 1.12		
13. LONG TERM LOANS & ADVANCES		
<i>(unsecured considered good)</i>		
Security Deposits	49,27,355	35,76,475
Advance to Supplier	29,08,541	
Other Loan & Advances	44,06,889	
TOTAL	<u>1,22,42,784</u>	<u>35,76,475</u>
14. OTHER NON CURRENT ASSETS		
Miscellaneous Expenditure (to the extent not written off or adjusted)	9,416	
- Preliminary Expenses	1,58,050	1,53,954
TOTAL	<u>1,67,466</u>	<u>1,53,954</u>

SUPER TANNERY LIMITED**Notes to Consolidated financial statements for the year ended 31st March, 2016**

	As at 31.03.16	As at 31.03.15
19. OTHER CURRENT ASSETS		
(Unsecured considered good)		
Interest accrued but not due on borrowings	3,92,802	-
Export Incentive Receivable	5,75,72,791	9,97,35,702
Other Current assets	2,37,85,948	4,15,43,835
Assets held for Sales (Valued at net realisable value)	1,38,158	1,38,158
TOTAL	8,18,89,699	14,14,17,695
20. REVENUE FROM OPERATIONS		
Revenue from operations		
Sale of Leather & Leather Products		
- Sales (Export)	1,66,72,57,238	2,15,57,34,874
- Sales (Others)	56,49,77,729	67,40,28,037
- Exchange Fluctuation	2,57,16,187	2,84,06,48,552
Inter Division Transfer (As per contra note 22)	9,58,72,675	10,34,87,804
Export Incentives (refer Note 20.1)	14,52,29,228	21,74,97,666
Revenue from operations (gross)	2,49,90,53,057	3,16,16,34,022
Less: Excise duty	48,33,783	50,91,870
Revenue from operations (net)	2,49,42,19,274	3,15,65,42,152
20.1 Details of Export Incentives		
Duty Draw Back	11,51,71,285	14,09,25,556
Other Export Incentives / licences	3,00,57,944	7,65,72,110
TOTAL	14,52,29,228	21,74,97,666
21. OTHER INCOME		
Interest from Fixed Deposit with Banks	6,78,899	30,81,477
Dividend	-	964
Commission Received	78,457	1,19,740
Profit on Sale of Fixed Assets	5,00,185	5,68,136
Excess Provisio written back	91,11,143	21,99,528
Exchange Fluctuation	(18,92,004)	34,75,863
Miscellaneous Income	1,13,16,536	28,24,457
TOTAL	1,97,93,217	1,22,70,165
22. DETAIL OF MATERIAL CONSUMED		
<u>Raw Material consumed</u>		
Opening Stock	17,20,89,775	26,43,20,056
Add: Purchase	1,09,34,89,387	1,38,27,03,262
Inter Division Transfers (as per contra note 20)	9,58,72,675	10,34,87,804
	1,36,14,51,836	1,75,05,11,122
Less: Closing Stock	18,13,99,559	16,33,05,624
Raw Material consumed	1,18,00,52,278	1,58,72,05,498
Chemicals consumed	42,26,58,491	52,21,12,861
Stores & Spares consumed	8,74,87,062	15,40,17,561
Cost of material consumed*	1,69,01,97,831	2,26,33,35,920

*Cost of Materials consumed is based on derived values.

Notes to Consolidated financial statements for the year ended 31st March, 2016

	As at 31.03.16	As at 31.03.15
23. PURCHASE OF STOCK-IN-TRADE		
Finished Goods	8,64,28,077	4,11,11,129
Trading Items	3,78,24,284	16,88,03,343
TOTAL	<u>12,42,52,361</u>	<u>20,99,14,472</u>
24. DECREASE/(INCREASE) IN INVENTORIES		
Inventories at the beginning of the year		
Finished Goods	26,85,00,296	17,00,24,160
Stock of Waste & Scrap	50,12,546	32,51,213
Work in Progress	34,76,01,708	28,60,60,839
TOTAL 'A'	<u>62,11,14,550</u>	45,93,36,212
Inventories at the end of the year		
Finished Goods	20,71,41,106	26,85,00,296
Stock of Waste & Scrap	84,77,462	50,12,546
Work in Progress	45,30,26,694	34,76,01,708
TOTAL 'B'	<u>66,86,45,262</u>	62,11,14,550
Decrease/(Increase) in Stocks (A-B)	<u>(4,75,30,712)</u>	<u>(16,17,78,338)</u>
25. EMPLOYEE BENEFITS EXPENSES		
Salary, Wages and Bonus	6,03,91,755	4,93,51,722
Directors Remuneration	94,46,100	91,54,370
Contribution to Provident and other funds	1,45,30,135	1,69,12,208
Workmen and Staff Welfare expenses	49,34,319	46,55,219
TOTAL	<u>8,93,02,309</u>	<u>8,00,73,519</u>
26. FINANCE COSTS		
Interest on		
-Term Loan	89,61,618	1,35,51,608
-Others	7,56,37,194	8,80,82,431
	<u>8,45,98,812</u>	<u>10,16,34,039</u>
Bank Charges	94,81,228	75,10,843
Foreign Bank Charges	19,61,713	54,05,834
TOTAL	<u>9,60,41,753</u>	<u>11,45,50,716</u>
27. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of tangible assets	7,27,76,209	7,09,85,273
Less: recoupment from revaluation reserve	40,994	40,994
TOTAL	<u>7,27,35,215</u>	<u>7,09,44,279</u>

SUPER TANNERY LIMITED**Notes to Consolidated financial statements for the year ended 31st March, 2016**

	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)	
28. OTHER EXPENSES			
Manufacturing Expenses			
Wages & Bonus (including Job Charges)	11,83,31,015	13,81,57,462	
Power and Fuel	6,91,58,458	7,83,35,510	
Pollution Control Expenses	36,17,029	32,41,924	
Import Expenses	16,01,716	--	
Repairs and Maintenance	-	--	
-Building	38,50,280	23,17,372	
-Machinery	78,64,611	88,75,554	23,09,27,822
Selling and Distribution Expenses			
Packing & Forwarding	2,61,51,644	3,92,95,590	
Freight & Cartage	4,55,37,330	7,10,55,796	
Commission on Sale	4,44,57,528	5,14,39,433	
Advertisement and Publicity	10,86,608	6,47,977	
Sample Expenses	9,113	--	
Business Promotion	14,911	--	
Custom Inspection Charges	2,16,888	--	
Exchange Fluctuation	10,18,416	1,93,78,362	
Bad Debts - Provision/write off	43,763	29,470	18,18,46,628
Establishment Expenses			
Rent	23,68,542	15,88,224	
Rates and Taxes	78,77,099	70,14,892	
Insurance	56,63,471	50,74,381	
E.C.G.C. Premium	1,03,83,717	86,08,992	
Communication cost	56,83,456	50,99,930	
Travelling and Conveyance	2,51,93,445	2,61,68,754	
Car Expenses	2,78,287	--	
Claim Paid	1,06,840	--	
Repairs and Maintenance - Others	86,83,518	97,24,486	
Renewal of Trade License	12,68,866	--	
Printing and Stationery	13,57,673	18,33,234	
Legal and Professional Charges	38,91,001	16,78,233	
Accounting Fees	2,37,024	--	
Auditor's Remuneration (refer Note 28.1)	7,83,069	4,80,943	
Miscellaneous Expenses	2,15,48,645	1,48,26,059	
Research & Development Expenses	6,00,633	1,16,756	
Social Security	53,998	--	
CSR Expenditure	16,50,000	25,68,600	
Subscription and Donation	11,97,550	3,62,570	
Loss on account of theft	-	3,73,217	
Loss on Sale of Fixed Assets	6,73,590	25,49,696	8,80,68,967
TOTAL	42,24,59,732	50,08,43,417	
28.1 Payment to auditors'			
As Auditors':			
Audit Fees (including Tax Audit)	4,23,650	3,84,319	
In other capacity:			
Taxation & other services	3,70,668	96,624	
TOTAL	7,94,318	4,80,943	

Notes to Consolidated financial statements for the year ended 31st March, 2016

	As at 31.03.16 (Rupees)	As at 31.03.15 (Rupees)
29. Earning per share (EPS)		
Profit for the year	3,11,70,940	5,54,72,730
Weighted average number of equity shares for the purpose of calculation of Basic and Diluted EPS	10,79,73,360	10,79,73,360
Nominal value of equity shares (Rs.)	1.00	1.00
EPS- Basic and diluted (Rs.)	0.29	0.51
30. Closing Inventory of Work-in-Progress		
Leather and Leather Products	45,30,26,694	34,76,01,708
TOTAL	45,30,26,694	34,76,01,708
31. Closing Inventory of Finished Goods		
Leather and Leather Products	20,71,41,106	26,85,00,296
TOTAL	20,71,41,106	26,85,00,296
32. The related party disclosure in accordance with AS 18 'Related Party Disclosures' issued by ICAI, is given below:		
A. Relationship		
i. Joint Ventures, Associates & Entities:		
Joint Venture: Nil		
Associates & Entities:		
Secure Safety Limited		
ii. Key Management Personnel (KMP) & Relatives:		
Mr. Iftikharul Amin (Managing Director)		
Mr. Iqbal Ahsan (Joint Managing Director)		
Mr. Veqarul Amin (Joint Managing Director)		
Mr. Imran Siddiqui (Whole-time Director)		
Mr. Arshad Khan (Whole-time Director)		
Mr. Mohd. Imran (Whole-time Director)		
Mr. Mubasherul Amin (Son of Mr. Iqbal Ahsan)		
Mr. Tanveerul Amin (Son of Mr. Iftikharul Amin)		
Mr. Umairul Amin (Son of Mr. Iqbal Ahsan)		
Mr. Khalid Sayeed (Brother of Mr. Imran Siddiqui)		
iii. Others: Enterprise over which KMP or relatives of KMP are able to exercise significance influence:		
Super Shoes Limited		
Amin Tannery Limited		
Amin Colonizers & Developers Ltd.		
Banthar Industrial Pollution Control Company		
Industrial Infrastructure Services (I) Ltd.		
Super House Limited		

SUPER TANNERY LIMITED

B. The following transactions were carried out with related parties in the ordinary course of business during the year:

(Rupees)

Particulars	Others	
	2015-16	2014-15
Purchases of Materials / Finished Goods	2,04,75,775	74,60,234
Sale of Materials/Finished Goods	6,32,52,624	13,39,31,363
Service Rendered	1,93,455	86,967
Services availed	16,69,758	19,99,836
Balances at the end of the year:		
Trade Receivables	2,16,56,135	3,14,12,131
Trade Payables	41,12,946	4,489
Advance from Customers	4,14,901	17,27,224
Investments - Trade	75,62,650	74,26,650
Investments - Non Trade	52,000	52,000

Notes to Consolidated financial statements for the year ended 31st March 2015

Particulars	As at	As at
	31.03.16 (Rupees)	31.03.15 (Rupees)
Key Management Personnel and relatives:(Rupees)		
Particulars	2015-16	2014-15
Remuneration		
- Directors	94,46,100	93,39,100
- Other Key Management Personnels	18,60,819	18,70,972
Dividend paid		
- Directors	0	18,05,342
- Other Key Management Personnels	0	4,54,500

Particulars	(Rupees)	
	2015-16	2014-15
Sale of Materials/Finished Goods;		
Super Shoes Limited	6,16,27,207	13,29,73,607
Super Safety Limited	1,20,950	5,50,400
Superhouse Ltd.	15,04,467	3,63,436
Banthar Industrial Pollution Control Company	-	43,920
Purchase of Material/Finished Goods		
Secure Safety Limited	2,02,92,615	-
Superhouse Ltd.	1,83,160	74,60,234
Services Rendered		
Superhouse Ltd.	73,455	26,967
Super Shoes Ltd.	1,20,000	60,000
Services Availed		
Banthar Industrial Pollution Control Company	14,29,404	12,69,737
Industrial Infrastructure Services (I) Ltd	1,09,453	1,10,099
Superhouse Ltd.	1,30,901	0
Super Shoes Limited	0	6,20,000
Trade Receivables		
Super Shoes Limited	2,12,38,117	3,10,72,054
Secure Safety Limited	2,55,650	1,34,700
Banthar Industrial Pollution Control Company	-	5,000
Superhouse Ltd.	1,62,368	2,00,377
Trade Payable		
Secure Safety Limited	40,07,706	-
Banthar Industrial Pollution Control Company	91,865	-
Industrial Infrastructure Services (I) Ltd	13,375	4,489
Investments		
Banthar Industrial Pollution Control Company	2,16,000	80,000
Secure Safety Limited	69,93,000	69,93,000
Industrial Infrastructure Services (I) Ltd	3,53,650	3,53,650

Notes to Consolidated financial statements for the year ended 31st March, 2016

As at
31.03.16
(Rupees)

As at
31.03.15
(Rupees)

Payments made to Key Management Personnel and relatives:

Particulars	2015-16	2014-15
Remuneration:		
Directors:		
Mr. Iqbal Ahsan	26,21,600	26,16,500
Mr. Imran Siddiqui	6,84,600	6,34,000
Mr. Arshad Khan	4,23,600	3,83,000
Mr. Vequaril Amin	26,57,600	26,57,600
Mr. Iftikarul Amin	26,21,600	26,16,500
Mr. Mohd. Imran	4,37,100	4,31,500
Other KMPs:		
Mr. Mubashirul Amin	6,77,100	7,01,500
Mr. Tanveerul Amin	6,77,100	7,01,500
Mr. Khalid Sayeed	1,67,019	1,71,472
Mr. Umairul Amin	3,39,600	2,96,500
Dividend		
Directors:		
Mr. Iqbal Ahsan	-	4,57,125
Mr. Vequaril Amin	-	8,94,195
Mr. Iftikarul Amin	-	4,54,022
Other KMPs:		
Mr. Mubashirul Amin	-	2,29,500
Mr. Tanveerul Amin	-	2,25,000

33. Capital and other commitments(Rupees)

Particulars	2015-16	2014-15
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	69,93,893	89,36,767

34. Contingent liabilities

Particulars	2015-16	2014-15
Contingent Liabilities in respect of:		
i. L C issued by the Bank	3,38,29,636	3,77,45,246
ii. Guarantees issued by the Bank	1,17,34,857	1,17,77,774

SUPER TANNERY LIMITED

Particulars		2015-16	2014-15
iii. The detail of disputed dues as per the clause ix(b) of Section 227 (4A) of the Act is as follows			
Income Tax :			
ITAT, Lucknow Bench	A.Y. 2007-08	30,54,620	30,54,620
CIT Appeals, Kanpur	A.Y. 2010-11	61,11,612	61,11,612
CIT Appeals, Kanpur	A.Y. 2012-13	15,00,400	15,00,400
CIT Appeals, Kanpur	A.Y. 2013-14	8,63,000	8,63,000
Asst. Commissioner Service tax Kanpur	A.Y. 2009-10 To	3,12,000	3,12,000
Asst. Commissioner Service tax Kanpur	A.Y. 2014-15	3,80,000	3,80,000
(Above claims are likely to be decided in favour of the company, hence not provided for)			

35. The group's operation predominantly comprises only one segment i.e. leather and leather Products, therefore, Segment Reporting as per Accounting Standard (AS-17) issued by the Institute of Chartered Accountants of India is not applicable.
36. Confirmation of Balances with Sundry debtors, creditors, loans and advances and other parties have not been received in few cases.
37. The company has incurred in Research & Development expenses during the year, the same are immaterial and no future economic benefit will accrue, therefore no expenses have been capitalized.
38. The current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess of the amount considered reasonably necessary.
39. The figures of the previous year have been regrouped/rearranged wherever necessary in order to make them comparable with the figures of the current year. Figures have been rounded off to the nearest rupee. Figures in brackets pertain to previous year.
40. Market value of quoted shares have been calculated on the basis of closing rate of BSE as on 31.03.2016.
41. The Arrangement Scheme of the Company between Super Tannery Limited ("STL" or Demerged Company) and Amin Tannery Limited ("ATL or Resulting Company") is in progress. However the Hon'ble High Court Allahabad has given direction to call General Body Meeting of Equity Shareholders, Secured Creditors and un-Secured Creditors.
42. The resolution was passed on 13.08.2015 for incorporation of new 100% subsidiary company named as "Super Italia S.rl." with a capital of EUR 990.00. The proceedings of the same will be completed in next financial year 2016-2017.

The accompanying notes form an integral part of these financial statements.

As per our report of even date

For Kapoor Tandon & Co.,

Chartered Accountants

Firm Reg. No. 000952C

(R.P. Gupta)

Partner

M.No. 070904

Place : Kanpur

Dated : 30.05.2016

For and on behalf of the Board of Directors

Mohd. Imran

Director (Finance)

Iftikharul Amin

Managing Director

R.K. Awasthi

Company Secretary



SUPER TANNERY LIMITED

CIN : L19131 UP 1984 PLC 006421

Registered Office : 187/170, Jajmau Road, KANPUR - 208 010.

Phone No. : 91-512-3935747, 3935748, 3935749 • Fax No. : 91-512-2460792

Website : www.supertannery.com • E-mail : share@supertannery.com

Please complete the attendance slip and hand it over at the entrance of Meeting Hall and also bring your copy of the enclosed Annual Report.

ATTENDANCE SLIP

I here by record my presence at the 32nd Annual General Meeting of the company held on 30th September 2016.

Regd. Folio No.	DP Id*
No. of shares	Client Id*

Name of the Share holder (in block letters)
Signature of the shareholder or Proxy

*Applicable for investors holding shares in electronic form.

SUPER TANNERY LIMITED

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Website : www.supertannery.com • E-mail : share@supertannery.com

PROXY FORM / FORM NO : MFT-II

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014)

Name of the member(s) :		e-mail Id:	
Registered Address :		Folio No./*Client Id:	
		*DP Id:	

I/We, being the member(s) of of shares of Super Tannery Limited, hereby appoint :

1. of having e-mail Id or failing him
2. of having e-mail Id or failing him
3. of having e-mail Id

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/us and on

my/our behalf at the **32nd Annual General Meeting** of the Company, to be held on Wednesday, September 30, 2016 at 9:00 a.m. at 187/170 Jajmau, Kanpur-208 010 and at any adjournment thereof in respect of such resolutions as are indicated below :

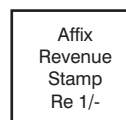
**I wish my above Proxy to vote in the manner as indicated in the box below :

Resolutions No.	For	Against
ORDINARY BUSINESS		
1. Adoption of Audited Balance Sheet and Statement of Profit and Loss for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors		
2. Re-appointment of Mr. Yogendra Singh Katiyar, who retires by rotation and being eligible, offers himself for re-appointment.		
3. Re-appointment of M/s Kapoor Tandon & Co., Chartered Accountants, having ICAI Firm registration No 000952C as Statutory Auditors of the Company for a period of 1 year.		
SPECIAL BUSINESS		
4. Re-appointment of Mr. Iftikharul Amin, Managing Director for a period of 3 years with effect from September 30, 2016 to September 29, 2019		
5. Re-appointment of Mr. Iqbal Ahsan, Joint Managing Director for a period of 3 years with effect from September 30, 2016 to September 29, 2019.		
6. Re-appointment of Mr. Veqarul Amin, Joint Managing Director for a period of 3 years with effect from September 30, 2016 to September 29, 2019.		
7. Re-appointment of Mr. Arshad Khan, Whole Time Director for a period of 3 years with effect from September 30, 2016 to September 29, 2019		
8. Re-appointment of Mr. Mohd. Imran, Whole Time Director for a period of 3 years with effect from September 30, 2016 to September 29, 2019.		
9. Donation to Charitable and other funds not directly related to the business of the Company.		

*Applicable for investors holding shares in electronic form. _____

Signed day of 2016

Signature of Shareholder



 Sig. of 1st Proxy Holder

 Sig. of 2nd Proxy Holder

 Sig. of 3rd Proxy Holder

NOTE : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

A Proxy need not be a member of the Company.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person of shareholder.

This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Shivani Press

BOOK - POST

If undelivered, please return to :
Super Tannery Limited
187/170, Jajmau Road,
Jajmau,
Kanpur-208 010.