

SUPER TANNERY LIMITED



**THIRTY FIRST ANNUAL REPORT
2014-15**

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SUPER TANNERY LIMITED

BOARD OF DIRECTORS

Executive Directors

Mr. Iftikharul Amin - Managing Director
Mr. Iqbal Ahsan - Jt. Managing Director
Mr. Veqarul Amin - Jt. Managing Director
Mr. Imran Siddiqui - Whole Time Director
Mr. Arshad Khan - Whole Time Director
Mr. Mohd. Imran - Whole Time Director
Mr. Y.S. Katiyar - Whole Time Director

Non-Executive Directors

Mr. Mohsin Sharif
Mr. Kumud Behari Seth
Mr. P. K. Sinha
Mrs. Sadia Kamal

Chief Financial Officer

Mohd.Imran

Company Secretary

R. K. Awasthi

Auditors

M/s Kapoor Tandon & Co.
Chartered Accountants
Kanpur

Plant Locations

a. Chrome Tannery :
b. Goat Tannery :
c. Sole Tannery :
d. Footwear Division :
e. Fashion Shoe Division :
f. Safety Shoe Division :

Registered Office:

187/170, Jajmau Road, Kanpur 208010
Ph: 0512-3935747, 3935748, 3935749
Fax: 0512-2460792, 2462227
Email: info@supertannery.com
Website: www.supertannery.com

BOARD COMMITTEES

Audit Committee

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

Nomination and Remuneration Committees

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

Shareholder's / Investors' Grievance Committee

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

Bankers

State Bank of India
Overseas Branch
Kanpur

187/170, Jajmau Road, Kanpur – 208010
Leather Technology Park, Banthar, Unnao, U.P.
(i) Mona Nagar, Jajmau, Kanpur – 208010
(ii)187/170, Jajmau Road, Kanpur – 208010
169, Jajmau, Kanpur – 208010
6, Akrapur, Unnao – 209801
Leather Technology Park, Banthar, Unnao, U.P.

Registrar and Share transfer Agent:

Karvy Computershares Pvt. Ltd.
(Karvy Consultants Ltd.)
46, Avenue - 4, Street No.1, Banjara Hills,
Hyderabad – 500034
Ph: 40-23312454, 23376715
Fax: 40-23311968, 23323041
Email: ussingh@karvy.com; mailmanager@karvy.com

31st Annual General Meeting to be held on Wednesday, the 30th September, 2015 at the Registered Office of the Company at 9:00 a.m.

SUPER TANNERY LIMITED

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the members of Super Tannery Limited will be held on Wednesday the 30th September 2015 at 9:00 a.m. at 187/170, Jajmau Road, Kanpur-208 010, the registered office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2015, the Balance Sheet as on that date and the reports of Directors' and Auditors' thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Imran Siddiqui, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors for a term of 2 years up to conclusion of the 33rd Annual General Meeting to be held in the year 2017 and fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, and subject to approval of Members at the next Annual General Meeting Mr. Imran Siddiqui (holding DIN 00037552), be and is hereby re-appointed as the Whole Time Director of the Company for a period of 3 years w.e.f.30.09.2015 on the terms and conditions as approved by Remuneration committee of the Board and mentioned in the draft of the agreement placed before the meeting duly initialed by the Chairman for the purpose of identification and on the following terms and conditions, Remuneration as mentioned in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise the remuneration of Mr. Imran Siddiqui, within the limits as specified in Schedule V of the Act in such manner as the Board may consider proper.

RESOLVED FURTHER THAT where in any financial year closing on or after 31st March, 2015, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Imran Siddiqui, Whole time director, remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limit as specified under Part II of Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force."

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

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

“RESOLVED THAT Mr. Yogendra Singh Katiyar, (Holding Din:07162738) who was appointed as an additional Director on the Board of Directors of the Company with effect from 29.05.2015 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under the provisions of section 160 of the Companies Act,2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Whole Time Director of the Company, liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act, as amended from time to time, Mr. Yogendra Singh Katiyar ,a Executive Director of the Company, who has submitted a declaration that he meets the criteria as provided in section 149(6)of the Act, and who is eligible for appointment, be and is hereby appointed as a Whole Time Director of the Company, w.e.f. 30th Sept. 2015 to 29th Sept. 2018.” on the terms and conditions as approved by Remuneration committee of the Board and mentioned in the draft of the agreement placed before the meeting duly initialed by the Chairman for the purpose of identification and on the following terms and conditions, Remuneration as mentioned in the explanatory statement annexed hereto.

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

“RESOLVED THAT pursuant to Section 181 of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company to donate to charitable and other funds not directly related to the business of the Company or the welfare of its employees up to the extent of Rs. 30.00 lacs (Rupees thirty lacs only) during the financial year ending 31st March, 2016.”

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

Place : Kanpur
Date : 13.08.2015

SUPER TANNERY LIMITED

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 20th September to 30th September 2015 (both inclusive date).
5. Members holding shares in identical order of names in more than one folio are requested to write to the Company, enclosing the Shares Certificate for consolidation of their holding into one folio.
6. Members holding Shares in physical form are requested to notify the followings to the Registrar and Share Transfer Agent to facilitate better services.
 1. Any change in their address under their signature clearly quoting, their folio numbers, old address along with the changed address with Pin code.
 2. Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such shareholding into one account.
 3. Members holding shares in electronic form may inform any change in address to their Depository Participant.
7. Members holding Shares in electronic form are requested to provide their Client-ID and DP-ID numbers at the meeting for easy identification.
8. Members desirous of obtaining any information/clarification concerning the Accounts and Operation of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the annual General Meeting, so that the desired information may be made available at the Annual general Meeting, if the Chairman permits to do so.
9. The Shares of the Company are compulsorily tradable in demat form. The equity Shares of the Company have been assigned ISIN INE460D01020. Members are requested to get their Shares dematerialized at the earliest to make them tradable.

Pursuant to the provisions of Section 205-A of the Companies Act, 1956 and introduction of Section 205-C (Now section 124 of Companies Act, 2013) by the companies (Amendment) Act, 1999, the amount of dividend/debenture/fixed deposit remaining unclaimed for a period of seven

years is required to be transferred to Investor Education and Protection Fund set up by the Central Government.

Accordingly all unclaimed/unpaid dividend upto the financial year 2006-2007 have been transferred to the "Investor Education and Protection Fund".

Dividend unpaid or unclaimed for the Financial Year 2007-08 may be claimed by the shareholders on or before 5th November 2015. Thereafter, such amount shall be transferred to the "Investor Education and Protection Fund". Kindly note that once the unclaimed or unpaid Dividend is transferred to "Investor Education and Protection Fund" no claim shall lie with the company in respect thereof.

10. Pursuant to Section 72 of the Companies Act, 2013 shareholders are entitled to make nomination in respect of share held by them in physical form. Shareholders desirous of making nomination are requested to send their request in the prescribed Form to the Registrar and Transfer Agents, M/s. Karvy Computershare Pvt. Ltd., Hyderabad. Members holding shares in electronic mode are requested to consult/contact with their respective Depository Participant (DP) for availing nomination facility.
11. Members are requested to notify immediately change in their address, PIN code, if any to company at its registered office by quoting their folio number.
12. Members' proxies are requested to bring attendance slip duly completed for attending the meeting.
13. Brief Resume of all Directors including those proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships / Chairmanships and Relationships between Directors inter-se as stipulated under Clause 49 of the listing agreement with the Stock Exchanges in India, are provided in the report on Corporate Governance forming part of the Annual Report.
14. Voting through electronic means:
15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the company has provided members with facility to exercise their right to vote at the 31 st Annual General Meeting (AGM) by electronic means through e-voting services provided by Karvy:
16. *The instructions for e-voting are as under:*
17. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/ Depository Participants (s)]:
18. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
19. Enter the login credentials (i.e. User ID and password mentioned below). Your Folio No. / DP ID-Client Id will be your User ID. However, if you are already registered with Karvy for e-voting, you

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

20. After entering these details appropriately, click on “LOGIN”.
21. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
22. You need to login again with the new credentials.
23. On successful login, the system will prompt you to select the “EVENT” i.e., Super Tannery Limited “.
24. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut off Date under “FOR/AGAINST’ or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
25. Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
26. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
27. You may then cast your vote by selecting an appropriate option and click on “Submit”.
28. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
29. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e mail **kn.shridhar@gmail.com** with a copy marked to **evoting@karvy.com**. The scanned image of the above mentioned documents should be in the naming format “Super Tannery Limited “ 31st Annual General Meeting”.
30. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants (s) can request physical copy].

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31. User ID and initial Password as provided below.
 32. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.
 33. In case of any queries relating to e-voting please visit Help & FAQ section of <http://evoting.karvy.com> (Karvy Website).
 34. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 35. The e-voting period commences on 22.09.2015 (9.00 a.m.) and ends on 24.09.2015 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.09.2015, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further the Members who have casted their vote electronically shall not vote by way of poll, if held at the meeting.
 36. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 20.09.2015.
 37. The Board of Directors has appointed Mr. K.N. Shridhar, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 38. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forth with to the Chairman of the Company.
 39. The Results shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
 40. The results declared along with the Scrutinizer's report shall be placed on the Company's Website: www.supertannery.com and on the website of the service provider (<http://evoting.karvy.com>) within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

EVEN (E Voting Event Number)	User ID	Password

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

Place : Kanpur
Date : 13.08.2015

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

ITEM No.5 :

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

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

SALARY :

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

PERQUISITES :

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

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

Perquisites will be restricted to an amount equal to annual salary or maximum Rs. 150,000/- per annum 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 appointed of aforesaid Whole time Directors may be varied, altered or modified by the Board from time to time within the maximum limit laid down in Schedule V read with other applicable provisions of the Companies Act. 2013 or any amendments made hereinafter in this regard.

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.5 of the Notice, for approval of the Shareholders.

This may also be treated as an abstract of terms of re-appointment of Mr. Imran Siddiqui, under the provisions of Section 190 of the Companies Act, 2013.

Except Mr. Imran Siddiqui, 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. Imran Siddiqui are being given in the Report on Corporate Governance attached with Director's Report.

Item No 6.

The Board of Directors appointed Mr. Yogendra Singh Katiyar, as an Additional Director of the Company with effect from 29th May 2015. His term of office expires at the forthcoming Annual General Meeting. A notice has been received from a shareholder of the Company under section 160 of the Companies Act, 2013 along with the requisite deposit, proposing his candidature for the office of Director. Since the tenure of Mr Yogendra Singh Katiyar, Additional Director is being expired on 30.09.2015 hence the Board of Directors of the Company, subject to the approval of the Shareholders of the company, appointed Mr. Yogendra Singh Katiyar, Whole time director for a period of 3 years w.e.f. 30.09.2015. The main terms and conditions of Mr. Yogendra Singh Katiyar, 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. 35,000/- per month.

PERQUISITES :

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

4. 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.
5. 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.

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6. The Company will provide a car and telephone at his residence. However, provisions of car for the purpose of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.

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

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

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.6 of the Notice, for approval of the Shareholders.

This may also be treated as an abstract of terms of appointment of Mr. Yogendra Singh Katiyar, under the provisions of Section 190 of the Companies Act, 2013.

Mr. Yogendra Singh Katiyar, 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.

A brief profile of Mr. Yogendra Singh Katiyar, is as under:-

Date of Birth and Age	June 02, 1977-38 Years
Date of Appointment	May 29, 2015
Qualifications	M.Sc-I & Administration of Civilian in EME
Expertise in specific functional areas	Maj Y.S. Katiyar (Retd) was commissioned in Indian Army in Sep. 2000. During his Military career he has tenanted critical operations at J&K as Company Commander and Administrative supervision as administrative Officer. After taking Voluntary release from Army he started his second innings as Authorized Military Supplier. He was the first to provide Indigenous Military light boots to Indian Army. Maj. Y.S. Katiyar has also got so many awards during his small career.

Directorships in other Companies (Excluding foreign and section 25 Companies as on March 31.2015	Nil
Chairmanship /Membership of specified committees of the Board of above Companies as on March 31, 2015	Nil
Shareholding in the Company	Nil

Mr. Yogendra Singh Katiyar , a Executive Director, has been considered as an Whole Time Director under clause 49 of the Listing Agreement.

Mr. Yogendra Singh Katiyar, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The matter regarding appointment of Mr. Yogendra Singh Katiyar, as a Whole Time Director was placed before the Nomination and Remuneration Committee, which recommends his appointment as a Whole Time Director up to Sep. 29, 2018 .

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Y.S. Katiyar, as an Whole Time Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Y.S. Katiyar, as a Whole Time Director, for the approval by the share holders of the Company.

Except Mr. Y.S. Katiyar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.6. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchange.

Item No.7.

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

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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 31.03.2016 is likely to exceed the limit as prescribe by the Act. Therefore, your permission is requested.

The Directors recommend the resolution 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 : 13.08.2015

DIRECTORS' REPORT

Dear Shareholder,

The Directors of your Company have pleasure in presenting the **31st Annual Report** on the business and operations of the Company together with Audited Financial Statements for the year ended **31st March, 2015** :

	(Rs. in lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
FINANCIAL RESULTS		
PROFITS:		
Profit before Interest, Depreciation & extra-ordinary items	2,712.56	2,318.14
Less: Interest	1,016.33	894.62
Depreciation	708.19	437.49
Exchange Fluctuation Loss/(gains)	84.97	(442.42)
Bad Debts written off	0.29	27.80
	1,809.78	917.49
Profit before tax	902.78	1,400.65
Less: Provision for current tax	320.00	421.00
Provision for deferred tax	(90.77)	24.37
	229.23	445.37
Profit after tax	673.55	955.28
Add: Profit brought forward from previous year	614.28	215.86
Income Tax relating to earlier Years	126.14	(106.30)
Adjustment related to fixed Assets	94.82	322.16
Profit available for appropriation	1,066.88	1,277.44
APPROPRIATIONS:		
(a) Transfer to General Reserve	400.00	600.00
(b) Proposed Dividend	53.99	53.99
(c) Provision for tax on Proposed Dividend	9.17	8.75
(d) Balance carried over to next year	603.72	614.70
	1,066.88	1,277.44

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 take pleasure to recommend a dividend of Rs. 0.05 (5%) per Equity Shares of Re. 1/- each for the year ended 31st March, 2015 subject to the approval of shareholders at the ensuing Annual General Meeting. This will absorb a sum of Rs 53.99 lacs towards dividend for the year besides Rs. 9.17 lacs towards tax on Dividend. The dividend (inclusive of tax), if approved, shall result in a payout of 5.92% of current year's profit available for appropriation. This makes the Management investor friendly and creates more confidence to keep the investors' interest at heart.

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. 31,565.38 lacs as against Rs. 35,095.28 lacs during the last financial year, shows marginal decline growth in the operational income by Rs. 3,529.29 lacs which work out to 10.06%. Besides decline growth in the operational income, the company's Gross Profit has improved (profit before interest, depreciation and extra ordinary items) by Rs. 2,712.56 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.

SUPER TANNERY LIMITED**SUBSIDIARY COMPANIES:**

The Company has four subsidiaries namely: Super Corporation Limited, Super Tannery (UK) Limited, Aarifi Tanners Limited and Safety Solutions s.r.o. Pursuant to the General exemption granted under Section 212 (8) of the Companies Act, 1956, by Government of India, Ministry of Corporate Affairs, vide General Circular No.2/2011, the Profit and loss account for the year ended 31.03.2015 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 Feb 2010, the company has applied for listing of its shares at National Stock Exchange. The application is in process. The company is in regular follow up 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.

HUMAN RESOURCES MANAGEMENT:

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

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

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

During the year ended 31 March 2015, 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 MECHANISM :

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. Imran Siddiqui, retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Besides this the Board of Directors appointed Mr. Yogendra Singh Katiyar as an Additional Director of the Company with effect from 29.05.2015, pursuant to section 161(1) of the Companies Act, 2013 and Articles of Association of the Company. Mr. Yogendra Singh Katiyar will hold office up to the date of ensuing AGM of the Company.

The Board, upon the recommendation of Nomination and Remuneration Committee, appoint Mr. Yogendra Singh Katiyar as Whole Time Director and designated as Executive Director for a period of 3 years liable to retire by rotation w.e.f. 30.09.2015. His appointment as well as the payment of remuneration is 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 possess 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

SUPER TANNERY LIMITED

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, 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 2015, the applicable accounting standards has 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, 1956 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 2015 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.

AUDITORS: The Members of the Company vide passing a resolution at the 30th 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 one year, now appointed 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.

The Board subject to approval of Central Government has re appointed Mr. Arun Kumar Srivastava, practicing Cost Accountant, holding Membership No. 10467, allotted by The Institute of Cost Accountants of India, as Cost Auditor for conducting the Cost Audit for the Financial year 2014-15. The Audit Committee recommended his appointment and remuneration subject to the compliance of all the requirements as stipulated in the MCA circular no. 15/2011 dated 11th April 2011 issued by the MCA.

The Company has also received necessary certificate under section 141 of the Act 2013 conveying his eligibility for re-appointment. The remuneration fixed by the Board, based on the recommendation of the Audit committee is required to be ratified by the Members at the AGM as per the requirement of section 148(3) of the Act 2013.

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 2014-15 does not contain any qualification, reservation or adverse remark by the Auditors.

LOANS, GUARANTEES & 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 as Annexure

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.

ACKNOWLEDGMENT :

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 the record for the devoted services of the officers, staff and workers of the Company.

Place : KANPUR
Date : 13.08.2015

On behalf of the Board of Directors
IFTIKHARULAMIN
Managing Director

IQBALAHSAN
Jt. Managing 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:

(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:

	2014-15	2013-14
	(Rs. in lacs)	(Rs. in lacs)
(a) Capital	2.25	NIL
(b) Recurring	32.42	32.16
(c) Total	34.67	32.16
(d) Total R & D Expenditure as % of turnover	0.11%	0.09%

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:

	2014-15	2013-14
	(Rs. in lacs)	(Rs. in lacs)
(a) Foreign exchange earned (FOB value of exports)	20,698.92	22,891.33
(b) Foreign exchange used	2,226.05	2,914.19

(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. 26,16,500	Post Graduate	31	06.02.1984	57	Promoter
Mr. Iqbal Ashan	Jt. Managing Director	Rs. 26,16,500	Graduate	27	21.12.1988	54	Promoter
Mr. Veqarul Amin	Jt. Managing Director	Rs. 26,57,600	Leather Technologist	25	01.01.1990	52	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 : 13.08.2015

IFTIKHARUL AMIN
Managing Director

IQBALAHSAN
Jt. Managing Director

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

In accordance with the Clause 49 of the Listing Agreement with the Stock Exchanges in India (Clause 49) 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 & 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 Executive Chairman and the number of Independent Directors being more than 33% as per Companies Act 2013 the Board is in conformity with Clause 49 of the listing agreement with the Stock exchanges.
- (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 Clause 49 across all the Companies in which he/she is a director. Necessary disclosure about position in other public companies as on 31st March 2015 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 10 comprises six executive and four non-executive directors. However as on 29.05.2015, Mr. Yogendra Singh Katiyar, was appointed as an additional Director so the strength goes to 11. During the year 2014-15, the Board met 4 times (as against the minimum requirement of four meetings) on the following dates: , 29th May 2014, 13th Aug 2014, 14th Nov 2014, and 13th Feb 2015, The maximum time gap between any two board meetings was not more than three calendar months.

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	3	Yes	6	1	
Iqbal Ahsan	JMD	3	Yes	5	1	
Veqarul Amin	JMD	4	No	4		
Imran Siddiqui	ED	3	Yes	2		
Arshad Khan	ED	4	Yes			
Mohd. Imran	ED	4	Yes	2		
Mohsin Sharif	NED-I	1		2	1	1
Kumud Behari Seth	NED-I	4			3	2
P.K. Sinha	NED-I	1		1	3	1
Sadia Kamal	NED-1	1				
Dr. Subhash Awasthi	NED-I	Nil		1		
Dr. Mohd. Izhar	NED-I	Nil				
Nafees Ahmed	NED-1	Nil				

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 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, (57 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 31 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. Industrial Infrastructure Services (India)
 4. Amin Tannery Limited
 5. Jajmau Tanneries Environmental Protection Association
 6. Super Corporation Limited

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- b. Mr. Iqbal Ahsan:** Mr. Iqbal Ahsan, (54 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 27 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. Safety Solutions s.r.o.
 4. Amin Tannery Limited
 5. Super Corporation Limited
- c. Mr. Veqarul Amin:** Mr. Veqarul Amin, (52 years), 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 25 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 57 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 32 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 51 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 (48 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 53 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. He is liable to retire by rotation 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, not liable to retirement by rotation.

- 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 39 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, not liable to retirement by rotation.
- j. Mr. P. K. Sinha:** Mr. P.K. Sinha (57 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.
- k. Mrs. Sadia Kamal:** Mrs. Sadia Kamal, (48 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.
- l. Mr. Yogendra Singh Katiyar :** Mr. Yogendra Singh Katiyar, (38 years) is M.Sc.-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.

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 4 meetings were held one of which was before finalization of annual accounts. The said meetings were held on 29th May 2014, 13th Aug 2014, 14th Nov 2014 and 13th February 2015. The meetings of the committee were attended by all 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 Clause 49 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.
- c.** Reviewing with management the annual financial statements before submission to the Board, (i) the going concern assumption (ii) compliance with accounting standards (iii)

SUPER TANNERY LIMITED

- 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 Including perquisites	Sitting Fees	Total (Rs. in lacs)
Mr. Iftikharul Amin	26,16,500	—	26,16,500
Mr. Iqbal Ahsan	26,16,500	—	26,16,500
Mr. Veqarul Amin	26,57,600	—	26,57,600
Mr. Imran Siddiqui	6,34,000	—	6,34,000
Mr. Mohd. Imran	4,31,500	—	4,31,500
Mr. Arshad Khan	3,83,000	—	3,83,000

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. Nafees Ahmad, 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 73. No outstanding complaints were lying unresolved as on 31st March 2015. 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
2011-12 (AGM)	Same as above	28.09.2012	8.00 a.m
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

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 interests 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 2015 at 9:00 a.m.
Venue – 187/170, Jajmau, KANPUR-208 010.

10.2 FINANCIAL CALENDAR 2015-16: (Tentative)

SUPER TANNERY LIMITED

BOARD MEETINGS:

Results for the quarter ending 30.06.2015: 2nd week of August 2015

Results for the quarter ending 30.09.2015: 2nd week of November 2015

Results for the quarter ending 31.12.2015: 2nd week of February 2016

Results for the quarter ending 31.03.2015: Last week of May 2016 (as per Listing Agreement.)

10.3: BOOK CLOSURE DATE : 20th September 2015 to 30th September 2015 (both days inclusive)

10.4: Dividend: Your Directors have recommended dividend of Re. 0.05 (5%) per Equity Shares of Re. 1/- each for the year ended 31st March 2015 and therefore, seek your approval for the same.

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 2015-16 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, 2014	1.91	1.49
May, 2014	2.73	1.73
June, 2014	3.05	2.44
July, 2014	3.19	2.57
August, 2014	4.21	2.52
September, 2014	6.75	3.53
October, 2014	4.92	3.69
November, 2014	5.39	3.83
December, 2014	4.50	3.25
January, 2015	7.51	3.70
February, 2015	8.15	5.35
March, 2015	8.15	4.72

10.7 REGISTRAR AND TRANSFER AGENT:

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

46, Avenue-4, Street No.1, Banjara Hills, HYDERABAD-500034

Phone: 40-23312454, 23376715 ; Fax: 40-23311968, 23323041

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 31.03.2015

S. No.	Description	Cases	Shares	% Equity
1	BANKS	1	3,000	0.00
2	CLEARING MEMBERS	12	51,559	0.05
3	DIRECTORS AND THEIR RELATIVES	10	6,34,61,434	58.77
4	HUF	104	8,49,877	0.79
5	BODIES CORPORATES	142	81,41,812	7.54
6	MUTUAL FUNDS	0	0	0.00
7	NON RESIDENT INDIANS	93	5,47,972	0.51
8	RESIDENT INDIVIDUALS	6844	3,49,17,596	32.34
9	FRACTIONAL SHARES	1	110	0.00
	Total:	7207	10,79,73,360	100.00

10.10 Distribution Schedule as on 31st March 2015:

Category	No. of Cases	% of Cases	Total Shares	Amount	% of Amt.
1-5000	6,182	85.78%	1,40,37,545	1,40,37,545	13.0%
5001-10000	629	8.73%	43,94,698	43,94,698	4.07%
10001-20000	193	2.68%	28,26,928	28,26,928	2.62%
20001-30000	67	0.93%	17,35,302	17,35,302	1.61%
30001-40000	32	0.44%	11,30,080	11,30,080	1.05%
40001-50000	24	0.33%	11,18,584	11,18,584	1.04%
50001-100000	35	0.49%	24,81,883	24,81,883	2.30%
100001 & Above	45	0.62%	8,02,48,340	8,024,8,340	74.31%
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 87.36% of the equity shares issued by the Company have been dematerialized up to 31st March, 2015.

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.
(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.

SUPER TANNERY LIMITED

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 Clause 49 of 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 2015.

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 : 13.08.2015

IFTIKHARUL AMIN
Managing Director

IQBALAHSAN
Jt. Managing 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,

SUPER TANNERY LIMITED

working capital management, bad debts etc. Foreign exchange liabilities / revenues are mainly 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 Kingdom

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 31.03.2015

[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		

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

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, 2014				No. of Shares held at the end of the year 31.03.2015				% 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, 2014				No. of Shares held at the end of the year 31.03.2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
(a) Bodies Corp.	3291761	2814000	6105761	5.65	4047180	2814000	6861180	6.35	0.7
(i) Indian									
(ii) Overseas									
(b) Individuals	15054337	10897654	25951991	24.04	16199934	10854300	27054234	25.06	1.02
(i) Individuals shareholders holding nominal share capital upto Rs. 1 lakh									
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	11770229	NIL	11770229	10.90	9956916	NIL	9956916	9.22	1.68
(c) Other specify	680835	110	680945	0.63	636486	110	636596	0.59	0.04
Sub Total (B) (2) :									
Total Public Shareholding	94258596	13714764	107973360	100	94301950	13671410	107973360	100	-
(B) = (B)(1)+(B)(2)	00	00	00	00	00	00	00	00	00
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	94258596	13714764	107973360	100	94301950	13671410	107973360	100	00

(ii) Shareholding of Promoters

Sl. No.	Shareholders's Name	Shareholding at the beginning of the Year 01.04.2014			Shareholding at the end of the Year 01.04.2015			
		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	63461634	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.)				
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	1200000	1.11
3.	Mahendra Girdharilal	1077320	1.00	1077320	1.00
4.	Sangeeta	737800	0.68	926800	0.86
5.	CRB Capital Markets Ltd.	2754000	2.55	2754000	2.55
6.	Kishore Kumar Patni	750000	0.69	750000	0.69
7.	Gaurav Sawhney	535700	0.50	435700	0.40
8.	Naresh Jain	394710	0.37	377331	0.35
9.	Gaurv Sawhney	132240	0.12	365140	0.34
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	00	00	00	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	9709.21	-	-	9709.21
(ii) Interest due but not paid	0.88			0.88
(iii) Interest accrued but not due	10.49			10.49
Total (i + ii + iii)	9720.25	00	00	9720.25
Change in Indebtedness during the financial year				
• Addition	646.35	-	-	646.35
• Reduction	480.04			480.04
Net Change	166.31			166.31
Indebtedness at the end of the financial year				
(i) Principal Amount	9875.52	-	-	9875.52
(ii) Interest due but not paid	1.18			1.18
(iii) Interest accrued but not due	5.90			5.90
Total (i + ii + iii)	9882.60	00	00	9882.60

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)	2616500	2616500	2657600	634000	431500	383000	9339100
	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, 2015.

[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, 2015. 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, 2015 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, 2015 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, These standard will also be applicable from 1st July 2015, the company has been suggested to comply the standard from 1st April 2015 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

C P No: 2612

Date : 29.05.2015

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.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.3.2015	31.3.2015	31.3.2015	31.3.2015
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
4.	Share Capital	Rs. 1.52	Rs. 4.65	Rs. 146.07	Rs. 5.00
5.	Reserves & Surplus	Rs. (-) 468.11	Rs. (-) 42.86	Rs.(-) 21.37	NIL
6.	Total Assets	Rs. 367.13	Rs. 6.56	Rs. 136.19	Rs. 5.11
7.	Total Liabilities	Rs. 94.83	Rs. 6.01	Rs. 7.69	Rs. 0.11
8.	Investments	NIL	NIL	Rs. 1.73	NIL
9.	Turnover	NIL	NIL	NIL	NIL
10.	Profit before taxation	Rs. 10.86	Rs. 0.04	Rs. (-) 8.01	NIL
11.	Provision for taxation	NIL	NIL	NIL	NIL
12.	Profit after taxation	Rs. 10.86	Rs. 0.04	Rs. (-) 8.01	NIL
13.	Proposed Dividend	NIL	NIL	NIL	NIL
14.	% of shareholding	100%	100%	82.52%	52.00%

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. 3,45,911
Considered in Consolidation	Rs. 442
Not Considered in Consolidation	Rs. 3,45,469

- 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

Iqbal Ahsan
J.M.D.

Mohd. Imran
Director Finance & CFO

R.K. Awasthi
Company Secretary

SUPER TANNERY LIMITED

Kapoor Tandon & Co.

Chartered Accountants

24/57 First Floor, Birhana Road
(Opp. Central Chest Clinic) KANPUR - 208001
H.O.: 21, Dayanand Marg, Daryaganj, Delhi.-110003
Ph: 2361244 Fax: (0512) 2361244
Email: ktc_rajesh@yahoo.co.in

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 **Super Tannery Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, 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 Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's 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 specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as

evaluating the overall presentation of the financial statements.

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

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 March 31, 2015 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the company as we considered appropriate and according to information and explanations given to us, we give in the Annexure 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 account 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 the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone 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 as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. 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 : 30.05.2015

SUPER TANNERY LIMITED

ANNEXURE TO THE AUDITORS REPORT

[Referred to in paragraph 1 under '**Report on Other Legal and Regulatory Requirements**' section of our report of even date on the standalone financial statements of Super Tannery Limited ("the Company") for the year ended March 31, 2015]

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) The fixed assets of the company are physically verified in a phased manner, so as to cover all the fixed assets over a period of two years. In our opinion, the frequency of physical verification of fixed assets is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies between book records and the physical inventory were noticed in respect of the assets verified during the year.
- (ii) (a) The inventories of the Company have been physically verified by the management during the year except material lying with the third parties.. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - (c) On the basis of our examination of records of inventories, in our opinion, the company has maintained proper records of inventory and the discrepancies noticed on physical verification between the physical stocks and the book records were not material in relation to the operation of the company.
- (iii) (a) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 except unsecured advances to two wholly owned foreign subsidiaries granted in earlier years.
 - (b) No irregularity was notices during the year in respect of repayment of principal amount.
 - (c) There is no amount overdue in respect of Loan granted to aforesaid wholly owned foreign subsidiaries.
- (iv) In our opinion, and according to information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services.

Further, during the course of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

- (v) In our opinion and according to information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of Section 73 to Section 76 of the Companies Act, 2013 read with the Rules framed there under.
- (vi) In our opinion and according to information and explanations given to us, the requirement of maintenance of cost records pursuant to Companies Cost Records and Audit rules, 2014 specified by the Central Government of India under sub-section (1) of the section 148 of the Act are not applicable to the company for the year under review.
- (vii) (a) According to the books and records produced and examined by us, the Company is generally regular in depositing undisputed Statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues as applicable with the appropriate authorities and no undisputed amount payable in respect of aforesaid statutory dues were outstanding as at March 31, 2015 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess which have not been deposited on account of any dispute, except mentioned as below:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which amount relates	Amount (Rs.)
Income Tax Act, 1961	Income Tax & Interest	CIT Appeals, Kanpur	A.Y. 2010-11 &, A.Y. 2012-13	76,12,012
Income Tax Act, 1961	Income Tax & Interest	ITAT, Lucknow Bench	A.Y. 2007-08	30,54,620

- (b) According to the information and explanations given to us, the amount that required to be transferred to Investors Education and Protection Fund during the year in accordance with the relevant provisions of the Companies Act, 1956 and rules framed thereunder has been transferred to such fund within time.
- viii. The company does not have any accumulated losses as at the end of the year and has not incurred cash losses during the financial year covered by audit report and in the immediately preceding financial year.
- ix. According to the information and explanations given to us and based on the documents and records produced to us, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders during the year.

SUPER TANNERY LIMITED

- x. The Company has not given any guarantees for loans taken by others from banks or financial institution.
- xi. In our opinion, the term loans have been applied for the purposes for which they were obtained.
- xii. Based on the audit procedures performed and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

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

Place : Kanpur
Date : 30.05.2015

Kapoor Tandon & Co.

Chartered Accountants

24/57 First Floor, Birhana Road
(Opp. Central Chest Clinic) KANPUR - 208001
H.O.: 21, Dayanand Marg, Daryaganj, Delhi.-110003
Ph: 2361244 Fax: (0512) 2361244
Email: ktc_rajesh@yahoo.co.in

Auditors' Certificate on Corporate Governance

We have examined the compliance of conditions of Corporate Governance by Super Tannery Limited (the company) for the financial year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s) in India.

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 with the conditions of the 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 representations made by the Directors and the Management, we certify that the Company has complied with, in all material respect, the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

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

Place : Kanpur
Date : 30.05.2015

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

SUPER TANNERY LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	As at 31.03.2015 Rs.	As at 31.03.2014 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>67,73,14,195</u>	<u>63,90,90,843</u>
		78,52,87,555	74,70,64,203
2. Non Current Liabilities			
a) Long Term Borrowings	4	4,20,41,831	4,80,04,246
b) Deferred Tax Liabilities (Net)	5	<u>6,48,09,179</u>	<u>7,87,69,679</u>
		10,68,51,010	12,67,73,925
3. Current Liabilities			
a) Short Term Borrowings	6	88,17,01,946	87,91,25,369
b) Trade Payables	7	39,79,03,341	49,18,13,125
c) Other Current Liabilities	8	22,16,73,984	21,38,88,478
d) Short Term Provisions	9	<u>2,05,62,263</u>	<u>1,65,96,276</u>
		1,52,18,41,534	1,60,14,23,248
TOTAL		<u><u>2,41,39,80,099</u></u>	<u><u>2,47,52,61,376</u></u>
II. ASSETS :			
1. Non Current Assets			
(a) Fixed Assets :			
(i) Tangible Assets:	10	65,98,65,350	65,51,15,099
(ii) Intangible Assets		2,01,580	—
(iii) Capital Work in Progress		2,37,61,808	2,43,04,672
(iv) Intangible Assets under Dev.		—	99,601
(b) Non Current Investments	11	2,59,14,738	2,58,14,738
(c) Long Term Loans & Advances	12	<u>1,79,24,825</u>	<u>1,72,84,825</u>
		72,76,68,301	72,26,18,935
2. Current Assets			
(a) Inventories	13	90,64,41,733	86,86,16,269
(b) Trade Receivables	14	52,19,67,471	64,18,64,132
(c) Cash and Bank Balances	15	2,40,84,077	3,89,00,610
(d) Short Term Loans and Advances	16	9,24,62,932	6,56,04,771
(e) Other Current Assets	17	<u>14,13,55,585</u>	<u>13,76,56,659</u>
		1,68,63,11,798	1,75,26,42,441
TOTAL		<u><u>2,41,39,80,099</u></u>	<u><u>2,47,52,61,376</u></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 : 30.05.2015

For and on behalf of the Board of Directors

Mohd. Imran
Director (Finance)

Iftikharul Amin
Managing Director

Iqbal Ahsan
Joint Managing Director

R.K. Awasthi
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Note No.	2014-15 (Rupees)	2013-14 (Rupees)
REVENUE			
Revenue from operations (gross)	18	3,16,16,30,207	3,51,35,59,103
Less : Excise Duty		50,91,870	40,31,517
Revenue from operations (net)		<u>3,15,65,38,337</u>	<u>3,50,95,27,586</u>
Other Income	19	87,94,263	26,23,736
Total Revenue		<u>3,16,53,32,601</u>	<u>3,51,21,51,322</u>
EXPENSES			
Cost of Material consumed	20	2,26,33,35,919	2,36,78,40,413
Purchases of Stock-in-trade	21	20,99,14,472	36,19,05,535
Changes in Inventories of Finished Goods, Work-in-Process and Traded Goods	22	(16,21,67,144)	(1,62,19,521)
Employee Benefits Expenses	23	8,00,73,518	6,81,45,437
Finance Costs	24	11,45,41,804	10,03,48,748
Depreciation and Amortisation Expenses	25	7,08,18,753	4,37,48,874
Other Expenses	26	49,85,36,917	44,63,17,037
Total Expenses		<u>3,07,50,54,240</u>	<u>3,37,20,86,523</u>
Profit Before Tax		9,02,78,361	14,00,64,799
Tax Expenses			
- Current Tax		3,20,00,000	4,21,00,000
- Deferred Tax		(90,77,900)	24,36,735
- Tax adjustments relating to earlier years		1,26,14,037	(1,06,30,370)
Profit for the year		5,47,42,225	10,61,58,434
Earning per Equity Share (EPS)			
(Face value of Re. 1/- each)	27		
EPS - Basic (Rupees per Share)		0.51	0.98
EPS Diluted (Rupees per Share)		0.51	0.98
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

For and on behalf of the Board of Directors

Mohd. Imran
Director (Finance)

Iftikharul Amin
Managing Director

Place : Kanpur
Dated : 30.05.2015

Iqbal Ahsan
Joint Managing Director

R.K. Awasthi
Company Secretary

SUPER TANNERY LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	2014-2015 (Rupees)	2013-2014 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	9,02,78,361	14,00,64,799
Adjustment for :		
Depreciation	7,08,18,753	4,37,48,874
Interest - Expense	10,16,33,406	8,94,62,113
Interest - Earned	(30,81,477)	(15,17,614)
Gratuity Payable	39,65,987	5,62,405
Bad Debts written off	29,470	27,80,178
Exchange Fluctuation	84,96,535	(4,42,42,051)
Fixed Assets - Loss on sale	25,49,696	12,57,460
Fixed Assets - Profit on sale	(5,68,136)	(818)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	27,41,22,595	23,21,15,346
ADJUSTMENTS FOR :		
Trade and Other receivables	8,23,20,584	(9,88,21,571)
Inventories	(3,78,25,464)	(12,87,13,345)
Trade and Other Payables	(10,58,88,987)	5,26,11,799
CASH GENERATED FROM OPERATIONS	21,27,28,728	5,71,92,229
Interest Paid (Net)	(8,49,36,376)	(7,21,68,948)
Income Tax Paid (net of Refunds)	(4,67,61,051)	(3,42,79,561)
NET CASH FROM OPERATING ACTIVITIES	8,10,31,300	(4,92,56,280)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets(including CWIP)	(9,98,29,489)	(10,22,73,289)
Sale of Fixed Assets	76,34,509	27,27,475
Investments	(1,00,000)	77,40,000
NET CASH USED IN INVESTING ACTIVITIES	(9,22,94,981)	(9,18,05,814)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Working Capital	17,92,963	19,34,57,896
Capital Subsidy received	—	1,59,00,441
Corporate Loan (Net)	(4,00,00,000)	(4,00,00,000)
Foreign Currency Loan	7,83,614	(45,11,319)
Term Loan	5,40,54,319	41,03,837
Interest paid	(1,40,45,761)	(1,49,06,979)
Dividend paid	(61,37,988)	(61,21,390)
NET CASH FLOW USED IN FINANCING ACTIVITIES	(35,52,853)	14,79,22,486
NET INCREASE IN CASH AND CASH EQUIVALENTS	(1,48,16,533)	68,60,392
OPENING CASH AND CASH EQUIVALENTS	3,89,00,610	3,20,40,218
CLOSING CASH AND CASH EQUIVALENTS	2,40,84,077	3,89,00,610

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 : 30.05.2015

For and on behalf of the Board of Directors

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

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

SUPER TANNERY LIMITED

indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

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.

SUPER TANNERY LIMITED

Particulars	As at 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
2. SHARE CAPITAL		
Authorised		
11,00,00,000 Equity Shares of Re.1/- each	<u>11,00,00,000</u>	<u>11,00,00,000</u>
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><u>10,79,73,360</u></u>	<u><u>10,79,73,360</u></u>

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

Equity Shares	As at 31.03.15 (Rupees)		As at 31.03.14 (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	<u>10,79,73,360</u>	<u>10,79,73,360</u>	<u>10,79,73,360</u>	<u>10,79,73,360</u>

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 each equity share of the company of the face value of Rs. 2/- each as existing on Record Date, shall stand sub-divided into two equity shares of face value of Re. 1/- each fully paid up, and consequently the Authorized and Paid up Equity Share Capital of the company be 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 31.03.15		As at 31.03.14	
	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 31.03.15 (Rupees)	As at 31.03.14 (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	1,35,00,256
Add : Capital Subsidy received during the year	—	—
	<u>2,94,00,697</u>	<u>1,35,00,256</u>
		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	1,94,76,718	1,97,01,159
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	—
	<u>1,87,56,231</u>	<u>2,24,441</u>
		1,94,76,718
General Reserve		
Balance as per last Balance Sheet	50,00,00,000	44,00,00,000
Add : Transfer from Statement of Profit & Loss	4,00,00,000	6,00,00,000
	<u>54,00,00,000</u>	<u>50,00,00,000</u>
		50,00,00,000
Surplus in the Statement of profit and loss		
Balance as per last Balance Sheet	6,14,28,488	2,15,86,226
Add : Profit for the year	5,47,42,225	10,61,58,434
Less : Adjustment related to Fixed Assets (Refer Note 10.3)	94,82,214	—
	<u>10,66,88,499</u>	<u>12,77,44,660</u>
		12,77,44,660
Less : Appropriations		
Proposed dividend on equity share [Re. 0.05 per Equity Share (Re. 0.05 per Equity Share)]	53,98,668	53,98,668
Dividend Distribution Tax	9,17,504	9,17,504
Transfer to General Reserve	4,00,00,000	6,00,00,000
	<u>6,03,72,327</u>	<u>6,00,00,000</u>
		6,14,28,488
TOTAL	<u><u>67,73,14,195</u></u>	<u><u>63,90,90,843</u></u>
4. LONG TERM BOROWINGS		
Secured		
Term Loans		
Rupee Loans		
Corporate Loan from State Bank of India	—	4,00,00,000
Term Loan from State Bank of India	2,87,57,426	
Vehicle Loan		
Kotak Mahindra Prime Ltd.	3,03,765	11,17,266
Kotak Mahindra Bank Ltd.	—	76,570
HDFC BANK	—	5,25,181
UCO BANK	86,25,190	2,29,265
State Bank of India	43,55,450	60,55,964
	<u>1,32,84,405</u>	<u>80,04,246</u>
TOTAL	<u><u>4,20,41,831</u></u>	<u><u>4,80,04,246</u></u>

SUPER TANNERY LIMITED

- 4.1 Corporate loan from bank carries interest @ 13.35% p.a. The loan is repayable in two instalments of Rs. 2 crore each on 30.06.2015 and 30.09.2015.

Term loan from bank:

- (i) T1-Rs. 3.10 crore: Carries interest @ 13.35% p.a. The loan is repayable in 14 regular quarterly installments detailed as under:-
 (a) Next 4 installments of Rs. 22 Lacs each (From 30.06.2015 to 31.03.2016)
 (b) Next 4 installments of Rs. 22 Lacs each (From 30.06.2016 to 31.03.2017)
 (c) Next 4 installments of Rs. 22 Lacs each (From 30.06.2017 to 31.03.2018)
- (ii) T2-Rs.3.00 crore: Carries interest @ 13.25% p.a. The loan is repayable in 11 regular quarterly installments detailed as under:-
 (a) Next 2 installments of Rs. 15 Lacs each & 2 installments of Rs.30 Lacs each(From 30.06.2015 to 31.03.2016)
 (b) Next 4 installments of Rs. 30 Lacs each (From 30.06.2016 to 31.03.2017)
 (c) 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 EMIs.
- 4.3 The corporate loan and 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	% Held	No. of	% 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 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
5. DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability		
<i>on account of</i>		
Depreciation	7,00,28,466	8,25,13,789
Gross deferred tax liability	7,00,28,466	8,25,13,789
Deferred Tax Assets		
<i>on account of</i>		
Expenses covered u/s 43B	52,19,287	37,44,110
Gross deferred tax assets	52,19,287	37,44,110
Net Deferred Tax Liability @	6,48,09,179	7,87,69,679

@ 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.

6. SHORT TERM BORROWING

Secured

Working Capital Loan

Rupee Loan

From State Bank of India

a) Cash Credit	4,26,97,782	4,92,74,209
b) Packing Credit	71,99,42,178	64,92,82,897
c) Advance against bills sent on collection	11,13,95,834	87,40,35,794
		17,36,85,725
		87,22,42,831

Foreign Currency Loan

From State Bank of India

Buyers Credit	76,66,152	68,82,538
TOTAL	88,17,01,946	87,91,25,369

- 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 % Pledged	% Held	No. of
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	39,79,03,341	49,18,13,125
TOTAL	<u>39,79,03,341</u>	<u>49,18,13,125</u>

- 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 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
8. OTHER CURRENT LIABILITIES		
Current maturity of long term borrowings (refer note 4.1 to 4.4)	6,38,08,597	4,37,91,863
Interest accrued but not due on borrowings	1,18,038	88,767
Interest accrued and due on borrowings	5,90,179	10,49,658
Book overdraft with banks	1,87,47,741	4,41,86,368
Security Deposit	29,500	39,500
Advance from Customers	3,84,81,361	4,38,08,948
Unpaid dividend (refer Note 8.1)	18,21,124	16,42,940
Other Liabilities	9,80,77,444	7,92,80,434
TOTAL	<u>22,16,73,984</u>	<u>21,38,88,478</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	1,42,46,091	1,02,80,104
Proposed Dividend	53,98,668	53,98,668
Provision for Dividend Distribution Tax	9,17,504	9,17,504
TOTAL	<u>2,05,62,263</u>	<u>1,65,96,276</u>

10. FIXED ASSETS (Rupees)

DESCRIPTION	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	AS AT 01.04.2014	ADDITIONS	SALES / ADJ.	AS AT 31.03.2015	UPTO 31.03.2014	FOR THE YEAR	ADJ. To be adjusted from Retained Earnings	On Sale	UPTO 31.03.2015	AS AT 31.03.2015	AS AT 31.03.2014
A : Tangible Assets :											
Land Leasehold	73,59,349	-	-	73,59,349	7,83,777	74,337	-	-	8,58,114	65,01,235	65,75,572
Land Freehold	3,70,07,016	1,73,086	-	3,71,80,102	-	-	-	-	-	3,71,80,102	3,70,07,016
Building	17,48,21,674	1,79,47,687	-	19,27,69,361	5,13,60,854	70,13,165	13,30,605	0	5,97,04,624	13,30,64,737	1234,60,820
Plant and Equipment	74,96,14,907	5,73,44,030	17,63,617	80,51,95,320	32,21,39,051	5,38,58,617	1,35,48,588	3,82,665	38,91,63,591	41,60,31,729	42,74,75,856
Furniture & Fittings	1,65,38,371	30,89,766	-	1,96,28,137	69,80,662	14,23,811	0	0	84,04,473	1,12,23,664	95,57,709
Vehicles	7,26,83,055	2,17,06,409	1,36,79,075	8,07,10,389	2,16,44,929	84,80,421	1,65,114	54,43,958	2,48,46,506	5,58,63,883	5,10,38,126
TOTAL (A)	1,05,80,24,372	10,02,60,978	1,54,42,692	1,14,28,42,658	40,29,09,273	7,08,50,351	1,50,44,307	58,26,623	48,29,77,308	65,98,65,350	65,51,15,099
B : Intangible Assets :											
Website Development	-	50,562	-	50,562	-	4,803	-	-	4,803	45,759	-
Trademark	-	1,60,414	-	1,60,414	-	4,593	-	-	4,593	1,55,821	-
TOTAL (B)	-	2,10,976	-	2,10,976	-	9,396	-	-	9,396	2,01,580	-
TOTAL (A+B)	1,05,80,24,372	10,04,71,954	1,54,42,692	1,14,30,53,634	40,29,09,273	7,08,59,747	1,50,44,307	58,26,623	48,29,86,704	66,00,66,930	65,51,15,099
PREVIOUS YEAR	96,59,60,441	9,91,86,965	71,23,034	1,05,80,24,372	36,20,74,875	4,39,73,315	-	31,38,917	40,29,09,273	6,55,115,099	-

10.1 Gross Depreciation for the year is Rs. 7,08,59,747 (Rs. 4,39,73,315) out of which Rs. 40,994 (Rs. 2,24,441) 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.

10.3 Effective from 1 April 2014, the Company has started providing depreciation and amortisation in terms of the requirement of Schedule II of the Companies Act, 2013. Due to this, depreciation and amortisation charge for the year ended 31 March 2015 is higher by Rs. 2,62,34,242, which has been charged to the statement of Profit and Loss. Further, based on transitional provision provided in Note 7(b) of Schedule II, the carrying value of assets which have completed their useful life, as on 01 April 2014 amounting to Rs. 94,82,214 (net of deferred tax of Rs. 48,82,600) has been charged to the opening balance of retained earnings as on that date. Similarly, revalued amount pertaining to such assets amounting to Rs. 6,79,493 has been adjusted against revaluation reserve.

Particulars	As at 31.03.15 (Rupees)	As at 31.03.14 (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 Ordinary Shares of GBP 1/- each fully paid up	1,52,096	1,52,096
Aarifi Tanners Limited		
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 Equity Shares of Rs 10/- each fully paid up	2,60,000	2,60,000
Safety Solutions S.R.O		
6,638 Ordinary Shares of EURO 1/- each fully paid up	4,65,492	4,65,492
	1,73,01,088	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	69,93,000	69,93,000
	69,93,000	69,93,000
C. OTHERS		
Superhouse Overseas Limited		
5,000 Equity Shares of Rs.10/- each fully paid up	50,000	50,000
Al-Barr Finance House limited		
30,000 Equity Shares of Rs. 10/- each fully paid up	3,00,000	3,00,000
Svit Pronext Machines Private Limited		
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 Equity Shares of Rs. 10/- each fully paid up	6,00,000	6,00,000
Banthal Industrial Pollution Control Company		
8,000 Equity Shares of Rs. 10/- each fully paid up	80,000	80,000
Leather Cluster Development		
10,000 Equity Shares of Rs. 10/- each fully paid up	1,00,000	-
	15,68,650	14,68,650
Total (A)	2,58,62,738	2,57,62,738
Non Trade (valued at cost unless stated otherwise)		
EQUITY SHARES - QUOTED		
Superhouse Limited		
5,200 Equity Shares of Rs. 10/- each fully paid.	52,000	52,000
Total (B)	52,000	52,000
TOTAL (A+B)	2,59,14,738	2,58,14,738
Book value of Quoted Investments	52,000	52,000
Book value of Unquoted Investments	2,58,62,738	2,57,62,738
Market value of Quoted Investments	10,83,160	4,84,900

SUPER TANNERY LIMITED

Particulars	As at 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
12. LONG TERM LOANS & ADVANCES (unsecured considered good)		
Security Deposit	35,76,475	29,36,475
Advance to Subsidiaries	1,43,48,350	1,43,48,350
TOTAL	1,79,24,825	1,72,84,825

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, 2015 (Rs.)	Maximum Amount outstanding during the year (Rs.)
Loans & Advances			
Super Tannery (U.K.) Limited	WOS	1,19,86,938	1,19,86,938
		(1,19,86,938)	(1,19,86,938)
Safety Solutions s.r.o	WOS	23,61,412	23,61,412
		(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	16,33,05,624	26,43,20,056
Work in Progress (refer Note 28)	34,76,01,708	28,60,60,839
Finished Goods* (refer Note 29)	26,32,22,892	16,43,57,950
(including Stock at Port Rs. 5,06,65,984 (Rs. 5,81,52,052))		
Stock of Waste & Scrap	50,12,546	32,51,213
Chemicals, Components and Spare Parts	12,72,98,963	15,06,26,211
TOTAL	90,64,41,733	86,86,16,269

*Finished Goods include Stock in Trade, as both are stocked together

14. TRADE RECEIVABLES

(Unsecured)

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

Considered Good	7,39,42,392	7,55,53,066
Considered Doubtful	–	21,99,490
Less: Provision for Doubtful Receivables	–	21,99,490
Others		
Considered Good	44,80,25,079	56,63,11,066
TOTAL	52,19,67,471	64,18,64,132

Trade receivable include:

Due from subsidiary companies	6,37,26,751	7,31,72,916
Due from a Company in which one of the Director is interested <i>Director(s) are having shares and are Director in Associate Company</i> (refer Note 37)	5,56,59,370	6,01,00,482

Particulars	As at 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
15. CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash in Hand (as Certified by the Management)	14,24,495	25,35,295
Cheques in hand/Remittance in Transit	1,38,65,393	1,37,22,414
Balances with Scheduled Banks in:		
Current Accounts	50,13,838	57,18,670
Foreign Currency Account (EEFC A/C)	12,03,156	7,24,500
	<u>2,15,06,883</u>	<u>2,27,00,879</u>
Other bank balances		
Margin Money Deposit Accounts	7,56,070	1,45,56,791
Unpaid Dividend Account	18,21,124	16,42,940
	<u>25,77,194</u>	<u>1,61,99,731</u>
TOTAL	<u><u>2,40,84,077</u></u>	<u><u>3,89,00,610</u></u>
16. SHORT TERM LOANS & ADVANCES		
(Unsecured considered good)		
Advance Tax	3,76,70,508	4,56,23,493
Less : Provision for Tax	3,20,00,000	56,70,508
Advance recoverable in cash or kind or for value to be received	<u>8,67,92,424</u>	<u>6,20,81,278</u>
TOTAL	<u><u>9,24,62,932</u></u>	<u><u>6,56,04,771</u></u>
17. OTHER CURRENT ASSETS		
(Unsecured considered good)		
Export Incentive Receivable (Refer Note 17.1)	9,97,35,702	8,47,77,217
Other Current assets	4,14,81,725	5,27,41,284
Assets held for Sales (Valued at net realisable value)	1,38,158	1,38,158
TOTAL	<u><u>14,13,55,585</u></u>	<u><u>13,76,56,659</u></u>
17.1 Details of Export Incentives Receivable		
Duty Draw Back	8,23,17,173	8,10,22,528
Other Export Incentives / Licences	1,74,18,529	37,54,689
TOTAL	<u><u>9,97,35,702</u></u>	<u><u>8,47,77,217</u></u>
18. REVENUE FROM OPERATIONS		
Revenue from operations		
Sale of Leather & Leather Products		
Sales (Export) [Refer note 18.1]	2,15,57,34,874	2,32,48,28,567
Sales (Others) [Refer note 18.1]	67,40,28,037	60,29,88,763
Exchange Fluctuation	1,08,81,826	4,64,13,172
Inter Division Transfer (as per contra Note no. 20)	10,34,87,804	34,04,55,724
Export Incentives (refer Note 18.2)	21,74,97,666	19,88,72,877
Revenue from operations (gross)	<u>3,16,16,30,207</u>	<u>3,51,35,59,103</u>
Less : Excise duty	50,91,870	40,31,517
Revenue from operations (net)	<u><u>3,15,65,38,337</u></u>	<u><u>3,50,95,27,586</u></u>

SUPER TANNERY LIMITED

Particulars	As at 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
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18.1 Details of Sales Product wise:

Particular	2014-15		2013-14	
	Export	Others	Export	Others
Finished Lather	1,43,79,65,728	50,27,08,520	1,63,94,77,689	48,43,38,218
Leather Shoes & Components	68,90,33,120	17,13,19,517	66,91,06,169	11,86,50,545
Other Leather Products	2,87,36,026	-	1,62,44,709	-
	2,15,57,34,874	67,40,28,037	2,32,48,28,567	60,29,88,763

18.2 Details of Export Incentives

Duty Draw Back	14,09,25,556	12,11,95,533
Other Export Incentives / Licences	7,65,72,110	7,76,77,344
TOTAL	21,74,97,666	19,88,72,877

19. OTHER INCOME

Interest on Fixed Deposit with Banks	30,81,477	15,17,614
Dividend	964	-
Commission received	1,19,740	-
Profit on Sale of Fixed Assets	5,68,136	818
Excess Provision written back	21,99,490	2,38,779
Miscellaneous Income	28,24,457	8,66,525
TOTAL	87,94,263	26,23,736

20. COST OF MATERIAL CONSUMED

Raw Material consumed*

Opening Stock	26,43,20,056	18,25,21,410
Add : Purchase	1,38,27,03,262	1,44,32,88,585
Inter Division Transfers	10,34,87,804	34,04,55,724
(as per contra note no. 18)	1,75,05,11,121	1,96,62,65,719
Less : Closing Stock	16,33,05,624	26,43,20,056
Raw Material consumed (Ref. Note 20.1)	1,58,72,05,497	1,70,19,45,663
Chemicals consumed	52,21,12,861	49,92,99,789
Stores & Spares consumed	15,40,17,561	16,65,94,961
Cost of Material consumed	2,26,33,35,919	2,36,78,40,413

*Cost of material consumed is based on derived values.

20.1 Detail of Raw Material consumed

Raw Hide for Sole	10,92,28,113	11,73,06,687
Goat Skins	29,82,41,339	34,21,32,433
Raw Hide for Chrome	74,06,02,147	56,23,98,848
Wet Blue Leather (Chrome)	1,89,49,473	3,18,21,558
Uppers for Safety Shoes	30,57,12,793	32,75,49,331
Finished Leather for		
Shoe Uppers & Shoes	10,49,70,128	31,59,74,339
Others	95,01,504	47,62,467
Total	1,58,72,05,497	1,70,19,45,663

	As at 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
21. PURCHASE OF STOCK-IN-TRADE		
Finished Goods	4,11,11,129	22,22,36,015
Trading Items	16,88,03,343	13,96,69,520
TOTAL	<u>20,99,14,472</u>	<u>36,19,05,535</u>
22. CHANGES IN INVENTORIES		
Inventories at the beginning of the year		
Finished Goods	16,43,57,950	17,65,39,313
Stock of Waste & Scrap	32,51,213	3,25,35,629
Work in Progress	28,60,60,839	22,83,75,539
TOTAL 'A'	<u>45,36,70,002</u>	43,74,50,481
Inventories at the end 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 'B'	<u>61,58,37,146</u>	45,36,70,002
Decrease/(Increase) in Stocks (A-B)	<u>(16,21,67,144)</u>	<u>(1,62,19,521)</u>
23. EMPLOYEE BENEFITS EXPENSES		
Salary and Bonus	4,91,68,722	4,29,65,465
Directors Remuneration (refer Note 35)	93,39,100	92,89,900
Contribution to Provident and other funds	1,69,10,478	1,15,76,996
Workmen and Staff Welfare expenses	46,55,219	43,13,076
TOTAL	<u>8,00,73,518</u>	<u>6,81,45,437</u>
24. FINANCE COSTS		
Interest on		
- Term Loan	1,35,51,608	1,59,95,020
- Others	8,80,81,798	7,34,67,093
	<u>10,16,33,406</u>	8,94,62,113
Bank Charges	75,02,564	73,00,923
Foreign Bank Charges	54,05,834	35,85,712
TOTAL	<u>11,45,41,804</u>	<u>10,03,48,748</u>
25. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and amortisation - tangible assets	7,08,59,747	4,39,73,315
Less: recoupment from revaluation reserve (refer Note 10.1)	40,994	2,24,441
TOTAL	<u>7,08,18,753</u>	<u>4,37,48,874</u>

SUPER TANNERY LIMITED

	As at 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
26. OTHER EXPENSES		
Manufacturing Expenses		
Wages & Bonus (including Job Charges)	13,81,57,462	12,86,84,756
Power and Fuel	7,82,04,423	9,01,31,996
Pollution Control Expenses	32,41,924	32,16,825
Repairs and Maintenance		
- Building	23,17,372	23,74,171
- Machinery	88,75,554	85,00,349
	<u>23,07,96,735</u>	<u>23,29,08,097</u>
Selling and Distribution Expenses		
Packing and Forwarding	3,92,95,590	3,40,52,529
Freight & Cartage	7,10,55,796	6,99,04,148
Commission on Sale	5,11,26,599	2,68,30,702
Advertisement and Publicity	6,47,977	7,58,680
Exchange Fluctuation	1,93,78,361	2,171,121
Bad Debts - Provision/write off	29,470	27,80,178
	<u>18,15,33,193</u>	<u>13,64,97,358</u>
Establishment Expenses		
Rent	17,13,845	19,00,327
Rates and Taxes	63,20,512	65,76,200
Insurance	50,74,381	41,25,590
E.C.G.C. Premium	86,08,992	1,01,34,818
Communication Cost	50,99,930	53,05,732
Travelling and Conveyance	2,61,68,754	2,35,86,699
Repairs and Maintenance - Others	97,24,486	80,62,460
Printing and Stationery	18,33,234	14,47,735
Legal and Professional Charges	11,05,541	14,69,432
Auditor's Remuneration (refer Note 26.1)	4,72,516	5,20,510
Miscellaneous Expenses	1,41,13,359	96,46,875
Research & Development Expenses	1,16,756	2,55,303
CSR Expenditure	25,68,600	22,28,900
Subscription and Donation	3,62,569	3,93,541
Loss on account of theft	3,73,217	-
Loss on Sale of Fixed Assets	25,49,696	12,57,460
TOTAL	<u><u>8,62,06,388</u></u>	<u><u>7,69,11,582</u></u>
	<u><u>49,85,36,917</u></u>	<u><u>44,63,17,037</u></u>
26.1 Payment to auditors'		
As Auditors':		
Audit Fees	3,75,892	3,37,080
In other capacity:		
Taxation & other services	96,624	1,83,430
TOTAL	<u><u>4,72,516</u></u>	<u><u>5,20,510</u></u>
27. Earning per share (EPS)		
Profit for the year	5,47,42,225	10,61,58,434
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.)	0.51	0.98
28. Closing Inventory of Work-in-Progress		
Leather and Leather Products	34,76,01,708	28,60,60,839
TOTAL	<u><u>34,76,01,708</u></u>	<u><u>28,60,60,839</u></u>

	As at 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
29. Closing Inventory of Finished Goods		
Leather and Leather Products	<u>26,32,22,892</u>	<u>16,43,57,950</u>
TOTAL	<u>26,32,22,892</u>	<u>16,43,57,950</u>

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

PARTICULARS	2014-15		2013-14	
	Rupees	%	Rupees	%
Raw Material				
Imported	5,85,23,979	3.69%	9,15,00,293	5.38%
Indigenous	1,52,86,81,518	96.31%	1,61,04,45,370	94.62%
Chemicals Components, Stores & Spare parts (including Packing Material)				
Imported (Direct)	14,42,20,339	21.33%	20,88,60,787	31.37%
Indigenous	53,19,10,083	78.67%	45,70,33,963	68.63%

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	6,16,79,678	8,13,34,309
Chemicals, Stores, Components and Spare Parts	1,36,80,834	17,82,25,062
Capital Goods	14,72,44,107	3,18,59,357
Total	<u>22,26,04,619</u>	<u>29,14,18,728</u>

32. Earnings in foreign exchange

Export of goods calculated on FOB Basis	2,06,98,92,274	2,28,91,32,759
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33. Expenditure in foreign currency

- Travelling	1,13,90,825	1,16,62,910
- Others	5,07,99,792	2,57,78,010

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

Salary	67,99,000	67,85,500
Commission	24,00,000	24,00,000
Contribution to Provident Fund & Family Pension Fund	1,40,100	1,04,400
Total	<u>93,39,100</u>	<u>92,89,900</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)	
	2014-15	2013-14
Reconciliation of Opening and Closing balance of present value of defined benefit obligation for Gratuity		
Present Value of Obligation at beginning of the year	1,87,22,586	1,54,84,861
Current Service Cost	21,75,013	17,45,660
Interest Cost	15,44,613	13,33,207
Benefits paid	(23,19,116)	(8,86,021)
Actuarial (Gain)/Loss on Obligations	33,73,608	10,44,879
Plan amendments	-	-
Present Value of Obligation at end of the year	23,49,6704	1,87,22,586
Reconciliation of Opening and Closing Fair Value of Plan Assets		
Fair Value of Plan Assets at beginning of the year	84,42,482	57,67,162
Expected Return on Plan Assets	7,38,717	5,27,695
Contributions	23,09,303	28,65,662
Benefit Paid	(23,19,116)	(8,86,021)
Actuarial Gain / (Loss) on Plan Assets	79,227	1,67,984
Fair Value of Plan Assets at end of the year	92,50,613	84,42,482
Reconciliation of Present Value of Obligations and Fair Value of Plan Assets		
Fair Value of Plan Assets at end of the year	92,50,613	84,42,482
Present Value of Obligation at end of the year	2,34,96,704	1,87,22,586
Asset/(Liability) recognised in the Balance Sheet	(1,42,46,091)	(1,02,80,104)
Expenses recognised during the year		
Current Service Cost	21,75,013	17,45,660
Interest Cost	15,44,61,300	13,33,207
Expected Return on Plan Assets	(7,38,717)	(5,27,695)
Plan amendments/excess provision held	8,71,140	2,33,417
Total Actuarial Loss/(Gain) recognised during the year	32,94,381	8,76,895
Net Cost recognised in Statement of Profit and Loss	71,46,430	36,61,484
Assumptions		
Discount Rate (p.a.)	7.85%	9.00%
Expected Rate of increase in Salary (p.a.)	8.50%	8.50%
Expected Rate of return on Plan Assets (p.a.)	9.00%	8.75%
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

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,
Super Tannery FZE, 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	
	2014-15	2013-14	2014-15	2013-14
Purchases of Materials/Finished Goods	NIL	NIL	74,60,234	NIL
Sale of Materials / Finished Goods	NIL	NIL	15,25,54,236	18,85,40,281
Service rendered	NIL	NIL	86,967	NIL
Services availed	NIL	NIL	19,99,836	14,71,845
Rent paid	3,60,000	3,60,000	NIL	NIL
Balances at the end of the year:				
Trade Receivables	6,37,26,751	7,31,72,916	5,56,59,370	6,01,00,482
Trade Payables	2,88,530	4,62,000	4,489	76,299
Loans & Advances	1,43,48,350	1,43,48,350	NIL	NIL
Advance from Customers	NIL	NIL	17,27,224	NIL
Investments - Trade	1,73,01,088	1,73,01,088	74,26,650	74,26,650
Investments - Non Trade	NIL	NIL	52,000	52,000

Key Management Personnel and relatives:

Particulars	2014-15	2013-14
Remuneration		
Directors	93,39,100	92,89,900
Other Key Management Personnels	17,00,972	18,10,995
Dividend Paid		
Directors	18,05,342	18,05,342
Other Key Management Personnels	4,54,500	4,54,500

SUPER TANNERY LIMITED

Notes to financial statements for the year ended 31st March, 2014		(Rupees)
Particulars	2014-15	2013-14
Sale of Materials/Finished Goods;		
Associates :		
Secure Safety Limited	5,50,400	21,27,885
Others :		
Super Shoes Limited	13,29,73,607	17,07,28,256
Super Tannery FZE	1,86,22,873	1,56,84,140
Banthar Industrial Pollution Control Company	43,920	-
Superhouse Ltd.	3,63,436	-
Purchase of Materials / Finished Goods		
Others :		
Superhouse Ltd.	74,60,234	-
Services Availed		
Others :		
Banthar Industrial Pollution Control Company	12,69,737	12,59,282
Industrial Infrastructure Services (I) Ltd	1,10,099	2,12,563
Super Shoes Ltd.	6,20,000	-
Services Rendered		
Others :		
Superhouse Ltd.	26,967	-
Super Shoes Ltd.	60,000	-
Rent Paid		
Subsidiary Companies :		
Aarifi Tanners Limited	3,60,000	3,60,000
Trade Receivables		
Subsidiary Companies :		
Super Tannery (U.K.) Limited	6,19,01,327	7,16,22,016
Safety Solutions s.r.o	15,15,000	15,50,900
Aarifi Tanners Limited	3,10,424	-
Associates :		
Secure Safety Limited	1,34,700	4,06,585
Others :		
Super Shoes Limited	3,10,72,054	3,46,99,426
Super Tannery FZE	2,42,14,439	2,49,94,471
Banthar Industrial Pollution Control Company	5,000	-
Superhouse Ltd.	2,33,177	-
Trade Payables		
Subsidiary Companies :		
Aarifi Tanners Limited	2,88,530	4,62,000
Others :		
Banthar Industrial Pollution Control Company	-	72,183
Industrial Infrastructure Services (I) Ltd	4,489	4,116
Loans & Advances		
Subsidiary Companies :		
Super Tannery (U.K.) Limited	1,19,86,938	1,19,86,938
Safety Solutions s.r.o	23,61,412	23,61,412
Advance from Customers		
Associates :		
Secure Safety Limited	17,27,224	-
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
Associates :		
Secure Safety Limited	69,93,000	69,93,000
Others :		
Banthar Industrial Pollution Control Company	80,000	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, 2015

Payments made to Key Management Personnel and relatives:

			(Rupees)	
Particulars	2014-15	2013-14		
Remuneration:				
Directors:				
Mr. Iqbal Ahsan	26,16,500	26,09,360		
Mr. Imran Siddiqui	6,34,000	6,26,860		
Mr. Arshad Khan	3,83,000	3,62,360		
Mr. Vequaril Amin	26,57,600	26,57,600		
Mr. Iftikarul Amin	26,16,500	26,09,360		
Mr. Mohd. Imran	4,31,500	4,24,360		
Other KMP:				
Mr. Mubashirul Amin	6,16,500	6,94,360		
Mr. Tanveerul Amin	6,16,500	6,94,360		
Mr. Khalid Sayeed	1,71,472	1,64,125		
Mr. Umairul Amin	2,96,500	2,58,150		
Dividend:				
Directors:				
Mr. Iqbal Ahsan	4,57,125	4,57,125		
Mr. Vequaril Amin	8,94,195	8,94,195		
Mr. Iftikarul Amin	4,54,022	4,54,022		
Other KMP:				
Mr. Mubashirul Amin	2,29,500	2,29,500		
Mr. Tanveerul Amin	2,25,000	2,25,000		

38. Capital and other commitments

(Rupees)

Particulars	2014-15	2013-14
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	89,36,767	90,11,168
ii. Other Commitments	NIL	NIL

39. Contingent liabilities

(Rupees)

Particulars	Period	2014-15	2013-14
i. L C issued by the Bank		3,77,45,246	3,33,85,014
ii. Guarantee issued by the Bank		1,17,77,774	30,70,454
iii. The detail of disputed dues as per the clause ix (b) of Section 227 (4A) of the Act is as follows:			
Income Tax:			
CIT Appeals, Kanpur	A.Y. 2010-11	61,11,612	63,98,520
CIT Appeals, Kanpur	A.Y. 2011-12	-	14,30,260
CIT Appeals, Kanpur	A.Y. 2011-12	15,00,400	-
ITAT Lucknow Bench	A.Y. 2007-08	30,54,620	30,54,620
ITAT Lucknow Bench	A.Y. 2009-10	-	2,36,052
(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 Dehradoun.
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

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 : 30.05.2015

For and on behalf of the Board of Directors

Mohd. Imran
Director (Finance)

Iqbal Ahsan
Joint Managing Director

Iftikharul Amin
Managing Director

R.K. Awasthi
Company Secretary

CONSOLIDATED ACCOUNTS

SUPER TANNERY LIMITED***Kapoor Tandon & Co.***

Chartered Accountants

24/57 First Floor, Birhana Road
(Opp. Central Chest Clinic) KANPUR - 208001
H.O.: 21, Dayanand Marg, Daryaganj, Delhi.-110003
Ph: 2361244 Fax: (0512) 2361244
Email: ktc_rajesh@yahoo.co.in

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, 2015, 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 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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 but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. 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, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of a subsidiary, whose financial statements reflect total assets of Rs. 136.19 Lacs as at March 31, 2015, total revenues of Rs. 3.60 Lacs and net cash flows amounting to Rs. (-)0.14 Lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statement also include the Group's share of net profit of Rs. .442.00 based on the latest audited statement of an associate for the year ended March 31, 2014. The financial statements of the subsidiary 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 the subsidiary and the associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

We did not audit the financial statements/ financial information of two subsidiaries, whose financial statements reflect total assets of Rs. 373.69 Lacs as at March 31, 2015, total revenues of Rs. 34.80 Lacs and net cash flows amounting to Rs. (-)5.12 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information are unaudited and 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, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the such unaudited financial statements/ financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/ financial information are not material to the group.

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

SUPER TANNERY LIMITED

the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and associates incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 on March 31, 2015 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, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) 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 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

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

Place : Kanpur
Date : 30.05.2015

ANNEXURE TO THE AUDITORS REPORT

[Referred to in paragraph 1 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, 2015]

Based on the comments in the auditors' report of the Holding Company and its subsidiaries and associates incorporated in India, we report that :

- i. (a) The Holding Company, its subsidiaries and associate incorporated in India have maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
(b) The fixed assets of the holding company its subsidiaries and associate are physically verified in a phased manner by the management of respective company. In our opinion, the frequency of physical verification of fixed assets is reasonable, having regard to the size of the holding company its subsidiaries and associate and nature of its assets. No material discrepancies between book records and the physical inventory were noticed in respect of the assets verified during the year.
- ii. (a) The inventories have been physically verified by the management of respective company at regular interval during the year. In our opinion, the frequency of verification is reasonable.
(b) In our opinion, the procedures of physical verification of inventories followed by the management of respective company are reasonable and adequate in relation to the size of the respective company and nature of its business.
(c) In our opinion, the holding company its subsidiaries and associate have maintained proper records of inventory and the discrepancies noticed on physical verification between the physical stocks and the book records were not material in relation to the operation of the respective company.
- iii. (a) Except interest free unsecured advance granted by holding company to two of its wholly owned Foreign Subsidiaries in earlier years, the holding company, it subsidiaries and associate has not any granted loan secured or unsecured to the companies, firms or other parties listed in the register maintained under Section 189 of the Act.
(b) No irregularity was noticed during the year in respect of repayment of principal amount.
(c) There is no amount overdue in respect of loans granted by the holding company to aforesaid wholly owned subsidiaries.
- iv. In our opinion, there is adequate internal control system commensurate with the size of the respective Company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. In our opinion and according to information and explanations given to us, the holding Company its subsidiaries and associate have not accepted any deposit from the public and accordingly the provisions of clause (v) of paragraph 3 of the Order are not applicable.

SUPER TANNERY LIMITED

- vi. In our opinion and according to information and explanations given to us, the requirement of maintenance of Cost Records pursuant to Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under sub-section (1) of Section 148 of the Act are not applicable to the Holding company its subsidiaries and associate incorporated in India.
- vii. (a) According to the books and records produced and examined by us, the respective Company is generally regular in depositing undisputed Statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to the respective company with the appropriate authorities and no undisputed amount payable by the respective company in respect of aforesaid statutory dues were outstanding as at March 31, 2015 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess and which have not been deposited on account of any dispute, except mentioned as below :

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which amount relates	Amount (Rs.)
In respect of Holding Company:				
Income Tax Act, 1961	Income Tax & Interest	CIT Appeals, Kanpur	A.Y. 2010-11 &, A.Y. 2012-13	76,12,012
		ITAT Appeals Lucknow Bench	A.Y. 2007-08	30,54,620

- (c) According to the information and explanations given to us, the amount that required to be transferred to Investors Education and Protection Fund during the year in accordance with the relevant provisions of the Companies Act, 1956 and rules framed thereunder has been transferred to such fund within time by the respective company.
- viii. The Holding company and its associate companies do not have any accumulated losses as at the end of the year and has not incurred cash losses during the financial year covered by audit report and in the immediately preceding financial year. However one of the subsidiary has accumulated losses at the end of the year and incurred cash loss during the year.
- ix. According to the information and explanations given to us and based on the documents and records produced to us, the Holding company its subsidiaries and associate have not defaulted in repayment of dues to a financial institution, bank or debenture holders during the year.
- x. One of the subsidiary company has given corporate guarantee aggregating to Rs. 12,315 lacs for loans taken by the holding company from Banks. The terms and conditions thereof, are prima facie, not prejudicial to the interest of the company.
- xi. In our opinion, the term loans have been applied for the purposes for which they were obtained by the respective companies.

xii. Based on the audit procedures performed and according to the information and explanations given to us, no fraud on or by the holding Company and its subsidiaries and associate have been noticed or reported during the year

For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C

R.P. Gupta

Partner

Membership No. 070904

Place : Kanpur

Date : 30.05.2015

SUPER TANNERY LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

	Note No.	As at 31.03.15 (Rupees)	As at 31.03.14 (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>62,45,46,089</u>	<u>58,55,91,790</u>
		73,25,19,449	69,35,65,150
2. Minority Interest			
		24,82,579	25,63,114
3. Non Current Liabilities			
a) Long Term Borrowings	5	4,20,41,831	4,80,04,246
b) Deferred Tax Liabilities (Net)	6	<u>6,49,17,889</u>	<u>7,88,78,389</u>
		10,69,59,720	12,68,82,635
4. Current Liabilities			
a) Short Term Borrowings	7	88,17,01,946	87,91,25,369
b) Trade Payables	8	40,79,01,673	46,58,81,777
c) Other Current Liabilities	9	22,24,30,898	24,24,94,570
d) Short Term Provisions	10	<u>2,05,62,263</u>	<u>1,65,96,276</u>
		1,53,25,96,780	1,60,40,97,992
TOTAL		<u>2,37,45,58,528</u>	<u>2,42,71,08,891</u>
II. ASSETS :			
1. Non Current Assets			
(a) Fixed Assets :			
(i) Tangible Assets:	11	68,62,85,167	68,40,91,903
(ii) Intangible Assets		35,71,722	33,70,142
(iii) Capital Work in Progress		2,37,61,808	2,43,04,672
(iv) Intangible Assets under Dev.		-	99,601
(b) Non Current Investments	12	87,86,892	86,86,450
(c) Long Term Loans and Advances	13	35,76,475	29,36,475
(d) Other Non Current Assets	14	<u>1,53,954</u>	<u>1,41,450</u>
		72,61,36,018	72,36,30,693
2. Current Assets			
(a) Inventories	15	91,17,19,137	87,42,82,479
(b) Trade Receivables	16	47,20,84,612	58,03,67,386
(c) Cash and Bank Balances	17	2,57,33,253	4,05,77,022
(d) Short Term Loans and Advances	18	9,74,67,813	7,05,60,652
(e) Other Current Assets	19	<u>14,14,17,695</u>	<u>13,76,90,659</u>
		1,64,84,22,510	1,70,34,78,198
TOTAL		<u>2,37,45,58,528</u>	<u>2,42,71,08,891</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 : 30.05.2015

Iqbal Ahsan
Joint Managing Director

R.K. Awasthi
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	Note No.	2014-15 (Rupees)	2013-14 (Rupees)
REVENUE			
Revenue from operations (gross)	20	3,16,16,34,022	3,51,88,92,025
Less : Excise Duty		50,91,870	40,31,517
Revenue from operations (net)		3,15,65,42,152	3,51,48,60,508
Other Income	21	1,22,70,165	26,23,736
Total Revenue		<u>3,16,88,12,317</u>	<u>3,51,74,84,244</u>
EXPENSES			
Cost of Material consumed	22	2,26,33,35,920	2,36,78,40,413
Purchase of Stock-in-trade	23	20,99,14,472	36,19,05,535
(Increase)/decrease in Inventories of Finished Goods, Work-in-Process and Traded Goods	24	(16,17,78,338)	(1,71,53,179)
Employee Benefits Expense	25	8,00,73,519	6,81,48,437
Finance Costs	26	11,45,50,716	10,10,16,697
Depreciation and Amortisation	27	7,09,44,279	4,40,23,074
Other Expenses	28	50,08,43,417	46,15,68,691
Total Expenses		<u>3,07,78,83,985</u>	<u>3,38,73,49,668</u>
Profit Before Tax		<u>9,09,28,332</u>	<u>13,01,34,576</u>
Tax Expenses			
- Current Tax		3,20,00,000	4,21,00,000
- Deferred Tax		(90,77,900)	24,36,735
- Tax adjustments relating to earlier years		1,26,14,037	(1,06,30,370)
Profit for the year		5,53,92,195	9,62,28,211
Less : Profit transferred to minority interest		(80,535)	8,728
Net Profit for the year		5,54,72,730	9,62,19,483
Earning per Equity Share (EPS)	29		
(Face value of Re. 1 each)			
EPS - Basic (Rupees per Share)		0.51	0.89
EPS - Diluted (Rupees per Share)		0.51	0.89
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 : 30.05.2015

Iqbal Ahsan
Joint Managing Director

R.K. Awasthi
Company Secretary

SUPER TANNERY LIMITED**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	2014-15 (Rupees)	2013-14 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	9,09,28,332	13,01,34,576
Adjustment for :		
Depreciation	7,09,44,279	4,40,23,074
Interest- Expenses	10,16,34,039	9,00,11,985
Interest- Earned	(30,81,477)	(15,17,614)
Gratuity Payable	39,65,987	5,62,405
Bad Debts written off	29,470	33,27,163
Exchange Fluctuation	50,16,858	(3,29,87,910)
Fixed Assets - Loss on sale	25,49,696	12,57,460
Fixed Assets - Profit on sale	(5,68,136)	(818)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	27,14,19,048	23,48,10,321
ADJUSTMENTS FOR :		
Trade and Other receivables	7,19,49,746	(8,36,46,851)
Inventories	(3,74,36,658)	(12,96,47,003)
Trade and Other Payables	(9,78,08,486)	5,36,97,854
CASH GENERATED FROM OPERATIONS	20,81,23,650	7,52,14,321
Interest Paid (Net)	(8,49,37,009)	(7,27,18,820)
Income Tax Paid (net of Refunds)	(4,67,61,052)	(3,41,74,167)
NET CASH FROM OPERATING ACTIVITIES	7,64,25,590	(3,16,78,666)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets(including CWIP)	(9,98,29,489)	(10,34,48,221)
Sale of Fixed Assets	1,22,93,960	9,64,757
Investments	(1,00,442)	(69,93,000)
Change in Minority Interest	(80,535)	2,33,000
NET CASH USED IN INVESTING ACTIVITIES	(8,77,16,506)	(10,92,43,464)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Working Capital	17,92,963	19,34,57,897
Capital Subsidy received	-	1,59,00,440
Corporate Loan (Net)	(4,00,00,000)	(4,00,00,000)
Foreign Currency Loan	7,83,614	(45,11,319)
Term Loan	5,40,54,319	41,03,838
Interest paid	(1,40,45,761)	(1,49,06,979)
Dividend paid	(61,37,988)	(61,21,389)
NET CASH FLOW USED IN FINANCING ACTIVITIES	(35,52,853)	14,79,22,488
NET INCREASE IN CASH AND CASH EQUIVALENTS	(1,48,43,769)	70,00,358
OPENING CASH AND CASH EQUIVALENTS	4,05,77,022	3,35,76,664
CLOSING CASH AND CASH EQUIVALENTS	2,57,33,253	4,05,77,022

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
Place : Kanpur
Dated : 30.05.2015

For and on behalf of the Board of Directors

Mohd. Imran
Director (Finance)

Iftikharul Amin
Managing Director

Iqbal Ahsan
Joint Managing Director

R.K. Awasthi
Company Secretary

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

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, 2015.
- 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 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, 2014
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%

- 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, 2015

1. 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 basis. Provision for gratuity liability is made at the end of the year on the basis of actuarial

SUPER TANNERY LIMITED

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, 2015

	As at 31.03.15 (Rupees)	As at 31.03.14 (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, 2015		As at 31st March, 2014	
	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 Rs. 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 Rs. 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 2015		As at 31st March 2014	
	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, 2015**

	As at 31.03.15 (Rupees)		As at 31.03.14 (Rupees)	
4. 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		1,35,00,256	
Add : Capital Subsidy received during the year under TMS	–	2,94,00,697	1,59,00,441	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	1,94,76,718		1,97,01,159	
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	1,87,56,231	2,24,441	1,94,76,718
General Reserves				
Balance as per last Balance Sheet	50,00,00,000		44,00,00,000	
Add : From the Statement of Profit and Loss	4,00,00,000	54,00,00,000	6,00,00,000	50,00,00,000
Surplus in the Statement of profit and loss				
Balance as per last Balance Sheet	79,29,435		(2,19,73,876)	
Add : Profit for the year	5,54,72,730		9,62,19,483	
Less : Adjustment related to Fixed Assets (Refer Note 10.3)	94,82,214		–	
Add : Share of Profits of Associate	442		–	
	5,39,20,393		7,42,45,607	
Less: Appropriations				
Proposed dividend on equity share [Re. 0.05 per Equity Share (Re. 0.05 per Equity Share)]	53,98,668		53,98,668	
Dividend Distribution Tax	9,17,504		9,17,504	
Transfer to General Reserve	4,00,00,000	76,04,221	6,00,00,000	79,29,435
TOTAL		62,45,46,089		58,55,91,790
5. LONG TERM BORROWINGS				
Secured				
Term loans				
Rupee Loans				
Corporate Loan from State Bank of India		–		4,00,00,000
Term Loan from State Bank of India		2,87,57,426		
Vehicle Loan				
Kotak Mahindra Prime Ltd.	3,03,765		11,17,266	
Kotak Mahindra Bank Ltd.	–		76,570	
HDFC Bank	–		5,25,181	
UCO BANK	86,25,190		2,29,265	–
State Bank of India	43,55,450	1,32,84,405	60,55,964	80,04,246
TOTAL		4,20,41,831		4,80,04,246

5.1 Corporate loan from bank carries interest @ 13.35% p.a. The loan is repayable in two instalments of Rs. 2 crore each on 30.06.2015 and 30.09.2015.

Term loan from bank :

- (i) T1-Rs. 3.10 crore : Carries interest @ 13.35% p.a. The loan is repayable in 14 regular quarterly installments detailed as under:-
 (a) Next 4 installments of Rs. 22 Lacs each (From 30.06.2015 to 31.03.2016)
 (b) Next 4 installments of Rs. 22 Lacs each (From 30.06.2016 to 31.03.2017)
 (c) Next 4 installments of Rs. 22 Lacs each (From 30.06.2017 to 31.03.2018)
- (ii) T2-Rs.3.00 crore: Carries interest @ 13.25% p.a. The loan is repayable in 11 regular quarterly installments detailed as under:-
 (a) Next 2 installments of Rs. 15 Lacs each & 2 installments of Rs.30 Lacs each(From 30.06.2015 to 31.03.2016)
 (b) Next 4 installments of Rs. 30 Lacs each (From 30.06.2016 to 31.03.2017)
 (c) 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 Corporate loan and 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) Veqarul Amin	1,78,83,900	16.56%	76,54,200	42.80%
2) Iqbal Ahsan	91,42,502	8.47%	91,42,502	100.00%
3) 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 31.03.15

As at 31.03.14

6. DEFERRED TAX LIABILITIES (NET)

Deferred Tax Liability

on account of

Depreciation

7,01,37,176

8,26,22,499

Gross deferred tax liability

7,01,37,176

8,26,22,499

Deferred Tax Assets

on account of

Expenses covered u/s 43B

52,19,287

37,44,110

Gross deferred tax assets

52,19,287

37,44,110

Net Deferred Tax Liability @

6,49,17,889

7,88,78,389

@ 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

4,26,97,782

4,92,74,209

b) Packing Credit

71,99,42,178

64,92,82,897

c) Advance against bills sent on collection

11,13,95,834

87,40,35,794

17,36,85,725

87,22,42,831

Foreign Currency Loan

from State Bank of India

a) Buyers Credit

76,66,152

68,82,538

TOTAL

88,17,01,946

87,91,25,369

SUPER TANNERY LIMITED**Notes to Consolidated financial statements for the year ended 31st March, 2015**

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) Veqarul Amin	1,78,83,900	16.56%	76,54,200	42.80%
2) Iqbal Ahsan	91,42,502	8.47%	91,42,502	100.00%
3) 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		As at
		31.03.15		31.03.14

8. TRADE PAYABLES

Sundry Creditors	40,79,01,673	46,58,81,777
TOTAL	40,79,01,673	46,58,81,777

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)	6,38,08,597	4,37,91,863
Interest accrued but not due on borrowings	1,18,038	88,767
Interest accrued and due on borrowings	5,90,179	10,49,658
Book overdraft with banks	1,87,47,741	4,41,86,368
Security Deposit	29,500	39,500
Advance from Customers	3,86,68,438	4,39,85,483
Unpaid dividend (refer Note 9.1)	18,21,124	16,42,940
Other Liabilities	9,86,47,281	10,77,09,991
TOTAL	22,24,30,898	24,24,94,570

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	1,42,46,091	1,02,80,104
Proposed Final Dividend	53,98,668	53,98,668
Provision for Dividend Distribution Tax	9,17,504	9,17,504
TOTAL	2,05,62,263	1,65,96,276

11. FIXED ASSETS

(Rupees)

DESCRIPTION	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK			
	AS AT 01.04.2014	ADDITIONS	SALES / ADJ.	AS AT 31.03.2015	UPTO 31.03.2014	FOR THE YEAR	ADJ. To be adjusted from Retained Earnings	On Sale	UPTO 31.03.2015	AS AT 31.03.2015	AS AT 31.03.2014
A : Tangible Assets :											
Land Leasehold	73,59,349	-	-	73,59,349	7,83,777	74,337	-	-	8,58,114	65,01,235	65,75,572
Land Freehold	3,93,11,192	1,73,086	-	3,94,84,278	-	-	-	-	-	3,94,84,278	3,93,11,192
Building	20,44,09,771	1,79,47,687	10,26,297	22,13,31,161	5,72,12,690	70,13,165	13,30,605	73,852	6,54,82,609	15,58,48,552	14,71,97,081
Plant and Equipment	75,47,54,473	5,73,44,030	13,07,637	81,07,90,866	32,63,80,591	5,39,22,195	1,35,48,588	2,24,098	39,36,27,276	41,71,63,590	42,83,73,882
Furniture & Fittings	1,72,16,553	30,89,766	6,33,432	1,96,72,887	72,26,598	14,23,811	-	2,06,645	84,43,764	1,12,29,123	99,89,955
Vehicles	7,40,98,289	2,17,06,409	1,36,34,096	8,21,70,602	2,14,54,068	85,42,369	1,65,114	40,49,338	2,61,12,213	5,60,58,389	5,26,44,221
TOTAL (A)	1,09,71,49,627	10,02,60,978	1,66,01,462	1,18,08,09,143	41,30,57,724	7,09,75,877	1,50,44,307	45,53,932	49,45,23,976	68,62,85,167	68,40,91,903
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	45,759	-
Trademark	-	1,60,414	-	1,60,414	-	4,593	-	-	4,593	1,55,821	-
TOTAL (B)	33,70,142	2,10,976	-	35,81,118	-	9,396	-	-	9,396	35,71,722	33,70,142
TOTAL (A+B)	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
PREVIOUS YEAR	1,00,71,40,392	10,05,02,411	71,23,034	1,10,05,19,769	37,37,11,844	4,42,47,515	-	49,01,635	41,30,57,724	68,74,62,045	63,34,28,548

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. 7,09,85,273 (Rs. 4,42,47,515) out of which Rs. 40,994 (Rs. 2,24,441) 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 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.

11.4 Effective from 1 April 2014, Schedule II of the Companies Act, 2013 has come into force which provided useful life of various assets for charging depreciation. Due to this, depreciation and amortisation charge for the year ended 31 March 2015 is higher by Rs. 2,62,34,242, which has been charged to the statement of Profit and Loss. Further, based on transitional provision provided in Note 7 (b) of Schedule II, the carrying value of assets which have completed their useful life, as on 01 April 2014 amounting to Rs. 94,82,214 (net of deferred tax of Rs. 48,82,600) has been charged to the opening balance of retained earnings as on that date. Similarly, revalued amount pertaining to such assets amounting to Rs. 6,79,493 has been adjusted against revaluation reserve.

SUPER TANNERY LIMITED**Notes to Consolidated financial statements for the year ended 31st March, 2015**

	As at 31.03.15	As at 31.03.14
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 Equity Shares of Rs. 10/- each fully paid up	50,000	50,000
Al-Barr Finance House limited 30,000 Equity Shares of Rs. 10/- each fully paid up	3,00,000	3,00,000
Svit Pronext Machines Private Limited 8,500 Equity Shares of Rs. 10/- each fully paid up	85,000	85,000
Industrial Infrastructure Services (India) Limited 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 Equity Shares of Rs. 10/- each fully paid up	6,00,000	6,00,000
Banthar Industrial Pollution Control Company 8,000 Equity Shares of Rs. 10/- each fully paid up	80,000	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 Add : Share of post acquisition profit	69,93,000 <u>442</u> 69,93,442	69,93,000 <u>—</u> 69,93,000
Leather Cluster Development 10,000 Equity Shares of Rs. 10/- each fully paid up	1,00,000	—
Total (A)	<u>87,34,892</u>	<u>86,34,450</u>
Non Trade (valued at cost unless stated otherwise)		
EQUITY SHARES - QUOTED		
Superhouse Limited 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>87,86,892</u>	<u>86,86,450</u>
Book value of Quoted Investments (Net of Provisions)	52,000	52,000
Book value of Unquoted Investments	87,34,892	86,34,450
Market value of Quoted Investments	10,83,160	4,84,900
*Refer Note 1.12		
13. LONG TERM LOANS & ADVANCES		
(unsecured considered good)		
Security Deposits	35,76,475	29,36,475
TOTAL	<u>35,76,475</u>	<u>29,36,475</u>
14. OTHER NON CURRENT ASSETS		
Miscellaneous Expenditure (to the extent not written off or adjusted) - Preliminary Expenses	1,53,954	1,41,450
TOTAL	<u>1,53,954</u>	<u>1,41,450</u>

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

	As at 31.03.15	As at 31.03.14
15. INVENTORIES		
(valued at lower of cost and net realisable value)		
Raw Materials	16,33,05,624	26,99,86,266
Work in Progress (refer Note 30)	34,76,01,708	28,60,60,839
Finished Goods (refer Note 31)	26,85,00,296	16,43,57,950
(including Stock at Port Rs. 5.06,65,984 (Rs. 5,81,52,052)		
Stock of Waste & Scrap	50,12,546	32,51,213
Chemicals, Components and Spare Parts	12,72,98,963	15,06,26,211
TOTAL	<u>91,17,19,137</u>	<u>87,42,82,479</u>
*Finished Goods include Stock in Trade, as both are stocked together		
16. TRADE RECEIVABLES		
(Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	7,39,42,392	7,55,53,066
Considered Doubtful	–	21,99,490
Less: Provision for Doubtful Receivables	–	21,99,490
Others		
Considered Good	39,81,42,220	50,48,14,320
TOTAL	<u>47,20,84,612</u>	<u>58,03,67,386</u>
17. CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash in Hand	14,39,357	25,75,071
(as Certified by the Management)		
Cheques in hand/Remittance in Transit	1,38,65,393	1,37,22,414
Balances with Scheduled Banks in:		
- Current Accounts	66,48,153	73,55,306
- Foreign Currency Account (EEFCA/C)	12,03,156	7,24,500
	<u>2,31,56,059</u>	2,43,77,291
Other bank balances		
Margin Money Deposit Accounts	7,56,070	1,45,56,791
Unpaid Dividend Account	18,21,124	16,42,940
	<u>25,77,194</u>	1,61,99,731
TOTAL	<u>2,57,33,253</u>	<u>4,05,77,022</u>
18. SHORT TERM LOANS & ADVANCES		
(Unsecured considered good)		
Advance Tax	3,76,70,508	4,56,23,493
Less : provision for Tax	3,20,00,000	4,21,00,000
	<u>56,70,508</u>	35,23,493
Advance recoverable in cash or kind or for value to be received	9,17,97,305	6,70,37,159
TOTAL	<u>9,74,67,813</u>	<u>7,05,60,652</u>

SUPER TANNERY LIMITED**Notes to Consolidated financial statements for the year ended 31st March, 2015**

	As at 31.03.15	As at 31.03.14
19. OTHER CURRENT ASSETS		
(Unsecured considered good)		
Export Incentive Receivable	9,97,35,702	8,47,77,217
Other Current assets	4,15,43,835	5,27,75,284
Assets held for Sales (Valued at net realisable value)	1,38,158	1,38,158
TOTAL	14,14,17,695	13,76,90,659
20. REVENUE FROM OPERATIONS		
Revenue from operations		
Sale of Leather & Leather Products		
- Sales (Export)	2,15,57,34,874	2,32,48,28,567
- Sales (Others)	67,40,28,037	60,76,74,899
- Exchange Fluctuation	1,08,85,641	4,70,59,958
Inter Division Transfer (As per contra note 22)	10,34,87,804	34,04,55,724
Export Incentives (refer Note 20.1)	21,74,97,666	19,88,72,877
Revenue from operations (gross)	3,16,16,34,022	3,51,88,92,025
Less: Excise duty	50,91,870	40,31,517
Revenue from operations (net)	3,15,65,42,152	3,51,48,60,508
20.1 Details of Export Incentives		
Duty Draw Back	14,09,25,556	12,11,95,533
Other Export Incentives / licences	7,65,72,110	7,76,77,344
TOTAL	21,74,97,666	19,88,72,877
21. OTHER INCOME		
Interest from Fixed Deposit with Banks	30,81,477	15,17,614
Dividend	964	
Commission Received	1,19,740	
Profit on Sale of Fixed Assets	5,68,136	818
Excess Provisio written back	21,99,528	2,38,779
Exchange Fluctuation	34,75,863	
Miscellaneous Income	28,24,457	8,66,525
TOTAL	1,22,70,165	26,23,736
22. DETAIL OF MATERIAL CONSUMED		
Raw Material consumed*		
Opening Stock	26,43,20,056	18,25,21,410
Add: Purchase	1,38,27,03,262	1,44,32,88,585
Inter Division Transfers (as per contra note 20)	10,34,87,804	34,04,55,724
	1,75,05,11,122	1,96,62,65,719
Less: Closing Stock	16,33,05,624	26,43,20,056
Raw Material consumed	1,58,72,05,498	1,70,19,45,663
Chemicals consumed	52,21,12,861	49,92,99,789
Stores & Spares consumed	15,40,17,561	16,65,94,961
Cost of material consumed	2,26,33,35,920	2,36,78,40,413
*Cost of Materials consumed is based on derived values.		

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

	As at 31.03.15	As at 31.03.14
23. PURCHASE OF STOCK-IN-TRADE		
Finished Goods	4,11,11,129	22,22,36,015
Trading Items	16,88,03,343	13,96,69,520
TOTAL	<u>20,99,14,472</u>	<u>36,19,05,535</u>
24. DECREASE/(INCREASE) IN INVENTORIES		
Inventories at the beginning of the year		
Finished Goods	17,00,24,160	18,12,71,865
Stock of Waste & Scrap	32,51,213	3,25,35,629
Work in Progress	28,60,60,839	22,83,75,539
TOTAL 'A'	<u>45,93,36,212</u>	44,21,83,033
Inventories at the end 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 'B'	<u>62,11,14,550</u>	45,93,36,212
Decrease/(Increase) in Stocks (A-B)	<u>(16,17,78,338)</u>	<u>(1,71,53,179)</u>
25. EMPLOYEE BENEFITS EXPENSES		
Salary, Wages and Bonus	4,93,51,722	4,29,65,465
Directors Remuneration	91,54,370	92,89,900
Contribution to Provident and other funds	1,69,12,208	11,57,69,96
Workmen and Staff Welfare expenses	46,55,219	43,16,076
TOTAL	<u>8,00,73,519</u>	<u>6,81,48,437</u>
26. FINANCE COSTS		
Interest on		
-Term Loan	1,35,51,608	1,59,95,020
-Others	8,80,82,431	7,40,16,965
	<u>10,16,34,039</u>	<u>9,00,11,985</u>
Bank Charges	75,10,843	74,19,000
Foreign Bank Charges	54,05,834	35,85,712
TOTAL	<u>11,45,50,716</u>	<u>10,10,16,697</u>
27. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of tangible assets	7,09,85,273	4,42,47,515
Less: recoupment from revaluation reserve	40,994	2,24,441
TOTAL	<u>7,09,44,279</u>	<u>4,40,23,074</u>

SUPER TANNERY LIMITED**Notes to Consolidated financial statements for the year ended 31st March, 2015**

	As at 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
28. OTHER EXPENSES		
Manufacturing Expenses		
Wages & Bonus (including Job Charges)	13,81,57,462	13,01,70,200
Power and Fuel	7,83,35,510	9,02,86,930
Pollution Control Expenses	32,41,924	32,16,825
Repairs and Maintenance		
-Building	23,17,372	23,74,171
-Machinery	88,75,554	85,00,349
	23,09,27,822	23,45,48,475
Selling and Distribution Expenses		
Packing & Forwarding	3,92,95,590	3,40,52,529
Freight & Cartage	71,0,55,796	6,99,04,148
Commission on Sale	5,14,39,433	2,68,30,702
Advertisement and Publicity	6,47,977	7,58,680
Exchange Fluctuation	1,93,78,362	1,40,72,048
Bad Debts - Provision/write off	29,470	33,27,163
	18,18,46,628	14,89,45,270
Establishment Expenses		
Rent	15,88,224	20,84,618
Rates and Taxes	70,14,892	67,85,690
Insurance	50,74,381	41,25,590
E.C.G.C. Premium	86,08,992	1,01,34,818
Communication cost	50,99,930	53,44,706
Travelling and Conveyance	2,61,68,754	2,35,86,699
Repairs and Maintenance - Others	97,24,486	82,65,030
Printing and Stationery	18,33,234	14,47,735
Legal and Professional Charges	16,78,233	17,00,390
Auditor's Remuneration (refer Note 28.1)	4,80,943	5,27,252
Miscellaneous Expenses	1,48,26,059	99,37,214
Research & Development Expenses	1,16,756	2,55,303
CSR Expenditure	25,68,600	22,28,900
Subscription and Donation	3,62,570	3,93,541
Loss on account of theft	3,73,217	-
Loss on Sale of Fixed Assets	25,49,696	12,57,460
	8,80,68,967	7,80,74,946
TOTAL	50,08,43,417	46,15,68,691
28.1 Payment to auditors'		
As Auditors':		
Audit Fees (including Tax Audit)	3,84,319	3,43,822
In other capacity:		
Taxation & other services	96,624	1,83,430
TOTAL	4,80,943	5,27,252

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

	As at 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
29. Earning per share (EPS)		
Profit for the year	5,54,72,730	9,62,19,483
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.)	0.51	0.89
30. Closing Inventory of Work-in-Progress		
Leather and Leather Products	34,76,01,708	28,60,60,839
TOTAL	34,76,01,708	28,60,60,839
31. Closing Inventory of Finished Goods		
Leather and Leather Products	26,85,00,296	17,00,24,160
TOTAL	26,85,00,296	17,00,24,160
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 Colonizers & Developers Ltd.		
Super Tannery FZE,		
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:

Particulars	Others (Rupees)	
	2014-15	2013-14
Purchases of Materials / Finished Goods	74,60,234	
Sale of Materials/Finished Goods	15,25,54,236	18,85,40,281
Services availed	19,99,836	19,99,836
Balances at the end of the year:		
Trade Receivables	5,56,59,370	6,01,00,483
Trade Payables	4,489	76,299
Advance from Customers	17,27,224	
Investments - Trade	74,26,650	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 31.03.15 (Rupees)	As at 31.03.14 (Rupees)
	Key Management Personnel and relatives:(Rupees)	
Particulars	2014-15	2013-14
Remuneration		
- Directors	93,39,100	92,89,900
- Other Key Management Personnels	17,00,972	15,52,845
Dividend paid		
- Directors	18,05,342	18,05,342
- Other Key Management Personnels	4,54,500	4,54,500

Particulars	(Rupees)	
	2014-15	2013-14
Sale of Materials/Finished Goods;		
Super Shoes Limited	13,29,73,607	17,07,28,256
Super Safety Limited	5,50,400	21,27,885
Super Tannery FZE	1,86,22,873	1,56,84,140
Superhouse Ltd.	3,63,436	-
Banthar Industrial Pollution Control Company	5,000	-
Services Availed		
Banthar Industrial Pollution Control Company	12,69,737	12,59,282
Industrial Infrastructure Services (I) Ltd	1,10,099	2,12,563
Super Shoes Limited	6,20,000	-
Trade Recievables		
Super Shoes Limited	3,10,72,054	3,46,99,426
Super Tannery FZE	2,42,14,439	2,49,94,471
Super Safety Limited	1,34,700	4,06,585
Banthar Industrial Pollution Control Company	5,000	-
Superhouse Ltd.	2,33,177	-
Trade Payable		
Banthar Industrial Pollution Control Company	-	72,183
Industrial Infrastructure Services (I) Ltd	4,489	4,116
Investments		
Banthar Industrial Pollution Control Company	80,000	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, 2015

As at
31.03.15
(Rupees)

As at
31.03.14
(Rupees)

Payments made to Key Management Personnel and relatives:

Particulars	2014-15	2013-14
Remuneration:		
Directors:		
Mr. Iqbal Ahsan	26,16,500	26,09,360
Mr. Imran Siddiqui	6,34,000	6,26,860
Mr. Arshad Khan	3,83,000	3,62,360
Mr. Vequaril Amin	26,57,600	26,57,600
Mr. Iftikaril Amin	26,16,500	26,09,360
Mr. Mohd. Imran	4,31,500	4,24,360
Other KMPs:		
Mr. Mubashirul Amin	6,16,500	6,94,360
Mr. Tanveerul Amin	6,16,500	6,94,360
Mr. Khalid Sayeed	1,71,472	1,64,125
Mr. Umairul Amin	2,96,500	2,58,150
Dividend		
Directors:		
Mr. Iqbal Ahsan	4,57,125	4,57,125
Mr. Vequaril Amin	8,94,195	8,94,195
Mr. Iftikaril Amin	4,54,022	4,54,022
Other KMPs:		
Mr. Mubashirul Amin	2,29,500	2,29,500
Mr. Tanveerul Amin	2,25,000	2,25,000

33. Capital and other commitments(Rupees)

Particulars	2014-15	2013-14
i. Estimated value of contracts remaining to be executed on capital account (net of advances)	89,36,767	90,11,168

34. Contingent liabilities

Particulars	2014-15	2013-14
Contingent Liabilities in respect of:		
i. L C issued by the Bank	3,77,45,246	3,33,85,014
ii. Guarantees issued by the Bank	1,17,77,774	30,70,454

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.

SUPER TANNERY LIMITED

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.

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 : 30.05.2015

For and on behalf of the Board of Directors

Mohd. Imran
Director (Finance)

Iftikharul Amin
Managing Director

Iqbal Ahsan
Joint 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 31st Annual General Meeting of the company held on 30th September 2015.

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

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

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 **31st Annual General Meeting** of the Company, to be held on Wednesday, September 30,

2015 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, 2015 together with the Reports of the Board of Directors and Auditors		
2. Approval for dividend of Re.0.05 per Equity Shares of Re 1/each for the Financial Year ended March 31, 2015.		
3. Re-appointment of Mr. Imran Siddiqui, who retires by rotation and being eligible, offers himself for re-appointment.		
4. 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 2 years..		
SPECIAL BUSINESS		
5. SPECIAL BUSINESS: Re-appointment of Mr. Imran Siddiqui, Whole Time Director for a period of 3 years with effect from September 30, 2015 to September 29, 2018		
6. Appointment of Mr. Yogendra Singh Katiyar, as a Whole Time Director with effect from September 30,2015 to September 29,2018, liable to retire by rotation.		
7. Donation to Charitable and other funds not directly related to the business of the Company.		

*Applicable for investors holding shares in electronic form. _____

Affix Revenue Stamp Re 1/-

Signed day of 2015

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

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