

SUPER TANNERY LIMITED

Regd. & Head Off. : 187/170, Jajmau, Road, Knpur - 208 010 (INDIA)

Phone : +91 - 512 - 3935747, 3935748, 3935749

Fax : +91 512 2460792, 2462227

e-mail : supertannery@satyam.net.in

Website : www.supertannery.com

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Date: 15.02.2016

Dear Sir,

Re: Application under regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement (Demerger) between Super Tannery Limited ("STL" or "Demerged Company") and Amin Tannery Limited ("ATL" or "Resulting Company") and their respective shareholders and creditors.

We are enclosing herewith the Scheme of Arrangement (Demerger) between Super Tannery Limited and Amin Tannery and their respective shareholders and creditors for approval under regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") read with SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("**Circular**").

We hereby furnish the following documents as per the BSE checklist.

Sr. No.	Documents to be submitted alongwith application under Regulation 37 of the Listing Regulations	Annexure/ Company	No of Pages
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	Annexure 1	
2.	Certified copy of the draft Scheme of Arrangement, proposed to be filed before the High Court.	Annexure 2	
3.	Valuation report from Independent Chartered Accountant <i>as applicable</i> as per Para 4 of the Circular.	Annexure 3	
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above.	Annexure 4	
5.	Fairness opinion by Merchant Banker.	Annexure 5	
6.	Shareholding pattern of as per Regulation 31 of the Listing Regulations.	Annexure 6	

For SUPER TANNERY LIMITED



R. K. Awasthi
R. K. AWASTHI
COMPANY SECRETARY

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7.	Audited financials of the Resulting Company and the Demerged Company for the last 3 financial years (financials not being more than 6 months old).	Annexure 7	
8.	Compliance Report as per Regulation 17 to 27 of the Listing Regulations.	Annexure 8	
9.	Complaint report to be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme.	Noted for Compliance	
10.	Compliance report with the requirements specified in Part-A of the Circular	Annexure 9	
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 Para 9(a) , is not applicable then as required under Para 9 (c), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para (a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Approval from shareholders through postal ballot and e-voting is applicable.	-
12.	Bombay Stock Exchange Limited is the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors in this regard.	Please refer Annexure 1	-
13.	Brief details of the Resulting Company and the Demerged Company.	Annexure 10	
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the Resulting Company.	Annexure 11	
15.	Capital evolution details of the Resulting Company and the Demerged Company	Annexure 12	
16.	Confirmation by the Managing Director/ Company Secretary.	Annexure 13	

For SUPER TANNERY LIMITED



R. K. Awasthi
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17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as per the format given in the Circular.	Annexure 14	
18.	Annual Reports of the Resulting Company and the Demerged Company for the last financial year.	Annexure 15	
19.	Processing fee (non-refundable) payable will be as below, favoring 'BSE Limited' Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.]	Annexure 16 Cheque No 522981 for Rs.104500 dated 08.02.2016 from Super Tannery Limited drawn in favor of "BSE Limited" as for Rs. 1.00 Lac Plus Services Tax	-
20.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Name: Mr. R K Awasthi Designation: Company Secretary Tel: 0512-3935706 Mob:9935146073 Email: share@supertannery.com	-

We request you to accord in-principle approval under Regulation 37 of the Listing Regulations.

Thanking You
Your Sincerely

For Super Tannery Limited

R.K.Awasthi
Company Secretary

ANNEXURE-1

SUPER TANNERY LIMITED

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CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS ("BOARD") OF SUPER TANNERY LIMITED (the "COMPANY") AT THEIR MEETING HELD ON 25th JANUARY 2016 AT 5.00.P.M. AT UNIT-3 GOAT TANNERY DIVISION LTP,BANTHAR UNNAO-209801

APPROVAL OF DRAFT SCHEME OF ARRANGEMENT AND RELATED MATTERS:

The Chairman briefed the Board of the Directors of the Company (the "**Board**") about the proposed demerger of the entire Goat Tannery business/division of the Company to Amin Tannery Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 7/94 - J, Tilak Nagar, Kanpur in the State of Uttar Pradesh, ("**ATL**") by way of a Scheme of Arrangement (Demerger) under Sections 391 to 394 read with Sections 100 to 104 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and rules and regulations made thereunder including, any statutory modifications, re-enactments or amendments made thereto from time to time (the "**Scheme**").

The Chairman further informed the Board that a meeting of the Audit Committee of the Board was held on January 23, 2016 in order to consider the draft Scheme. The members of the Audit Committee found the proposed Scheme to be in the best interest of the Company and its shareholders, creditors and other stakeholders and recommended the draft Scheme to the Board of Directors of the Company by way of its report dated January 23, 2016 for the approval of the Board.

The Chairman placed the (i) draft Scheme of Arrangement (Demerger), prepared by M/s. Rajani Associates, Solicitors; (ii) Valuation Report prepared by Goenka & Agarwal, Chartered Accountants in relation to the proposed demerger of the entire Goat Tannery business/division of the Company to ATL; and (iii) Fairness Opinion issued by M/s. CapitalSquare Advisors Private Limited, Merchant Banker on the said Valuation Report. (iv) the Audit Committee Report recommending the Scheme.

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 104 and other applicable provisions of the Companies Act, 1956, notified and applicable provisions of the Companies Act, 2013, along with the rules and regulations issued thereunder, including any statutory modifications, re-enactments or amendments made thereto from time to time, subject to the Memorandum of Association and Articles of Association of the Company, approval from Bombay Stock Exchange Limited ("**BSE**"), Securities and Exchange Board of India (the "**SEBI**"), the members of the Company, its creditors and subject to the sanction of the

For SUPER TANNERY LIMITED



IFTIKHARUL AMIN
Managing Director

CERTIFIED TRUE COPY

For SUPER TANNERY LIMITED



R. K. AWASTHI
COMPANY SECRETARY

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High Court of Judicature at Allahabad or the National Company Law Tribunal, constituted under the Companies Act, 2013, as the case may be, and subject to the approval of any other statutory or governmental authorities, as may be required, and based on the recommendations of the Audit Committee of the Company, the Draft Scheme of Arrangement (Demerger) between the Company and Amin Tannery Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 7/94 - J, Tilak Nagar, Kanpur in the State of Uttar Pradesh ("**ATL**") (the "**Scheme**") placed before the Board and initialled by the Chairman for the purpose of identification be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of the Scheme and for determining the share exchange ratio, the Valuation Report prepared by Goenka & Agarwal, Chartered Accountants September 14, 2015 and Fairness Opinion issued by M/s. CapitalSquare Advisors Private Limited, Merchant Banker dated November 4, 2015 on the said Valuation Report, submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT upon sanction of the said Scheme by the High Court of Judicature at Allahabad or the National Company Law Tribunal, constituted under the Companies Act, 2013, as the case may be and upon the Scheme becoming effective, without any further act or deed on the part of ATL, ATL will, in aggregate, issue and allot 10,79,73,360 (Ten crores seventy nine lakhs seventy three thousand three hundred and sixty) equity shares of Re.1 each (the "**New Shares**") to registered fully paid-up equity shareholders of the Company, whose names are recorded in the register of equity shareholders of the Company on the Record Date, as decided by the Board in the ratio of 1:1, i.e. 1 (one) equity share of Re.1 each credited as fully paid up in ATL for every 1 (one) equity share of Re.1 each fully paid up held by them in the Company.

RESOLVED FURTHER THAT that the Directors of the Company Mr.Iftikharul Amin, and Mr.Mohd.Imran/ or Mr.R.K.Awasthi, Company Secretary of the Company, be and are hereby jointly/ or severally authorised to make such alterations and changes in the Scheme of Arrangement, as may be expedient and necessary for satisfying the requirement(s) or conditions imposed by the High Court of Judicature at Allahabad or and any other statutory authorities as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme, as approved in this meeting.

For SUPER TANNERY LIMITED



IFTIKHARUL AMIN
Managing Director

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For SUPER TANNERY LIMITED



R. K. AWASTHI
COMPANY SECRETARY

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RESOLVED FURTHER THAT the Board do and hereby authorize above officials of the Company to take all such steps in connection with:-

- (a) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedite and all matter of documents, petitions, affidavits and applications under the applicable laws including the Companies Act, 1956 or Companies Act, 2013, as the case may be, and other applicable laws in relation to the aforesaid matter;
- (b) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose for obtaining requisite approvals as and when required before any Court, Tribunal, or statutory authorities;
- (c) To file applications and/ or petitions before the High Court of Judicature at Allahabad/ National Company Law Tribunal, as the case may be, for the directions for holding the meeting of the shareholders and creditors and for sanction of the Scheme;
- (d) To send notices, explanatory statement and other related documents and to conduct court convened meeting(s) and/or meeting through postal ballot and e-voting as per the applicable laws and/or as per direction of the Court;
- (e) Filing of valuation report as prepared by Goenka & Agarwal, Chartered Accountants (as approved in this meeting) providing the share exchange ratio in respect of the aforesaid Scheme of Arrangement;
- (f) To file requisite undertaking, affidavit, certificates or other documents and/or liaise with the SEBI, the BSE, Regional Director, Registrar of Companies, stamp authorities, Sub Registrar of Assurances, income tax authorities or any other governmental authorities in connection with the proposed Scheme during the process of sanction thereof and during the implementation of the Scheme after sanction of the Scheme;
- (g) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose for obtaining requisite approvals including in principle

For SUPER TANNERY LIMITED



IFTIKHARUL AMIN
Managing Director

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For SUPER TANNERY LIMITED



R. K. Awasthi
R. K. AWASTHI
COMPANY SECRETARY

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approvals as and when required before any Court, Tribunal, BSE, SEBI or statutory authorities.

- (h) To engage M/s. Rajani Associates, Solicitors and any counsel/advocate on record appointed by them, and any other advisors, counsels, consultant firms to advise and represent the Company before competent authorities etc.;
- (i) To appoint and settle the terms of the appointment of rating agencies, merchant bankers and other intermediaries as may be required for the purpose of implementing the Scheme.
- (j) To make application to BSE, the SEBI and other governmental authorities for listing of the equity shares issued pursuant to the aforesaid Scheme;
- (k) To affix the common seal of the Company on any documents in connection with the purpose of above resolutions as may be required and in accordance with the provisions of the Articles of Association of the Company;
- (l) Make such alterations and changes and/ or modifications in the aforesaid applications and/ or petitions as may be expedient and necessary for satisfying the requirements and conditions imposed if any, by the court or any authority;
- (m) Engage/ appoint any lawyers (M/s. Rajani Associates, Solicitors & any counsel/ advocate on record appointed by them)/ consultant/ advisors etc for the purpose of filing of the applications and/ or petitions before the High Court High Court of Judicature at Allahabad/ National Company Law Tribunal, as the case may be, or any authority and any other matters incidental thereof;

and do all such acts, deeds, matters and things as may be necessary, proper and expedient for effectuating and implementing the above decision, including any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to the aforesaid resolutions, including the execution of any document(s) that may be deemed fit.

RESOLVED FURTHER THAT the Bombay Stock Exchange Limited will be the designated stock exchange for co-ordinating with SEBI in accordance with the Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by the SEBI read with Clause 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015..

For SUPER TANNERY LIMITED



IFTIKHARUL AMIN
Managing Director

CERTIFIED TRUE COPY

For SUPER TANNERY LIMITED



R. K. AWASTHI
COMPANY SECRETARY

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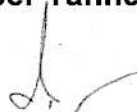
e-mail : supertannery@satyam.net.in

Website : www.supertannery.com

RESOLVED FURTHER THAT the copy of the aforesaid resolutions certified to be true by any Director or Authorised Signatory of the Company and the same be submitted to the concerned authorities and they be requested to act thereon."

Certified True Copy

For **Super Tannery Limited**



IFTIKHARUL AMIN
(**Managing Director**)

CERTIFIED TRUE COPY

For SUPER TANNERY LIMITED




R. K. AWASTHI
COMPANY SECRETARY

AMIN TANNERY LIMITED

7/94-J TILAK NAGAR, KANPUR208 002

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS ("BOARD") OF AMIN TANNERY LIMITED (the "COMPANY") AT THEIR MEETING HELD ON 25TH JANUARY 2016 AT 4.00.P.M. AT UNIT 3 GOAT TANNERY DIVISION BANTHAR UNNAO 209801

I

APPROVAL OF DRAFT SCHEME OF ARRANGEMENT AND RELATED MATTERS:

The Chairman briefed the Board of the Directors of the Company (the "*Board*") about the proposed demerger of the entire Goat Tannery business/division of Super Tannery Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 187/170 Jajmau, Kanpur 208010 in the State of Uttar Pradesh ("*STL*") to the Company by the way of a Scheme of Arrangement (Demerger) under Sections 391 to 394 read with Sections 100 to 104 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and rules and regulations made thereunder including, any statutory modifications, re-enactments or amendments made thereto from time to time (the "*Scheme*").

The Chairman placed the (i) draft Scheme of Arrangement (Demerger), prepared by M/s. Rajani Associates, Solicitors; (ii) Valuation Report prepared by Goenka & Agarwal, Chartered Accountants in relation to the proposed demerger of the entire Goat Tannery business/division of STL to the Company and; (iii) Fairness Opinion issued by M/s. CapitalSquare Advisors Private Limited, Merchant Banker on the said Valuation Report.

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 104 and other applicable provisions of the Companies Act, 1956, notified and applicable provisions of the Companies Act, 2013, along with the rules and regulations issued thereunder, including any statutory modifications, re-enactments or amendments made thereto from time to time, subject to the Memorandum of Association and Articles of Association of the Company, approval from Bombay Stock Exchange Limited ("*BSE*"), Securities and Exchange Board of India (the "*SEBI*"), the members of the Company, its creditors and subject to the sanction of the High Court of Judicature at Allahabad or the National Company Law Tribunal, constituted under the Companies Act, 2013, as the case may be, and subject to the approval of any other statutory or governmental authorities, as may be required, the Draft Scheme of Arrangement (Demerger) between Super Tannery Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 187/170 Jajmau, Kanpur 208010 in the State of Uttar Pradesh

CERTIFIED TRUE COPY

For SUPER TANNERY LIMITED



R. K. Awasthi
R. K. AWASTHI
COMPANY SECRETARY



AMIN TANNERY LIMITED
7/94-J TILAK NAGAR, KANPUR 208 002

("STL") and the Company, placed before the Board and initialled by the Chairman for the purpose of identification be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of the Scheme and for determining the share exchange ratio, the Valuation Report prepared by Goenka & Agarwal, Chartered Accountants September 14, 2015 and Fairness Opinion issued by M/s. CapitalSquare Advisors Private Limited, Merchant Banker dated November 4, 2015 on the said Valuation Report, submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT upon sanction of the said Scheme by the High Court of Judicature at Allahabad or the National Company Law Tribunal, constituted under the Companies Act, 2013, as the case may be and upon the Scheme becoming effective, without any further act or deed on the part of the Company, Company, will, in aggregate, issue and allot 10,79,73,360 (Ten crores seventy nine lakhs seventy three thousand three hundred and sixty) equity shares of Re.1 each (the "New Shares"). The New Shares will be issued to the registered fully paid-up equity shareholders of STL, whose names are recorded in the register of equity shareholders of STL on the Record Date, as decided by the Board in the ratio of 1:1, i.e. 1 (one) equity share of Re.1 each credited as fully paid up in the Company for every 1 (one) equity share of Re.1 each fully paid up held by them in the STL.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956, and other applicable and notified provisions of the Companies Act, 1956, the Companies Act, 2013, along with rules and regulations issued thereunder, including, any statutory modifications, re-enactments or amendments made thereto from time to time, subject to the Memorandum of Association and Articles of Association of the Company, approvals from the BSE, the SEBI, the members of the Company, its creditors and subject to the sanction of the Allahabad High Court or the National Company Law Tribunal, constituted under the Companies Act, 2013, as the case may be and subject to approval of any other statutory or governmental authorities as may be required, and upon the Scheme coming into effect, all existing ATL shares, being, 5,00,000 equity shares of Re.1 each aggregating to Rs.5,00,000 (Rupees five lakh only) of ATL held by the existing ATL shareholders or any of their respective transferee(s) (of the existing ATL shares), if any, as on the Effective Date shall

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For SUPER TANNERY LIMITED




R. K. AWASTHI
COMPANY SECRETARY



AMIN TANNERY LIMITED
7/94-J TILAK NAGAR, KANPUR 208 002

stand cancelled, without any further act or deed and the paid-up share capital of ATL shall stand reduced proportionately to such extent.

RESOLVED FURTHER THAT Mr. Veqarul Amin, and Mr. Iqbal Ahsan, the Directors of the Company and/ or Mr. Mohd. Imran, Authorised Signatories of the Company, be and are hereby jointly/ or severally authorised to make such alterations and changes in the Scheme of Arrangement (Demerger), as may be expedient and necessary for satisfying the requirement(s) or conditions imposed by the High Court of Judicature at Allahabad or and any other statutory authorities as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme, as approved in this meeting.

RESOLVED FURTHER THAT the Board do and hereby authorize above officials of the Company to take all such steps in connection with:-

- (a) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedite and all matter of documents, petitions, affidavits and applications under the applicable laws including the Companies Act, 1956 or Companies Act, 2013, as the case may be, and other applicable laws in relation to the aforesaid matter;
- (b) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose for obtaining requisite approvals as and when required before any Court, Tribunal, or statutory authorities;
- (c) To file applications and/ or petitions before the High Court of Judicature at Allahabad/ National Company Law Tribunal, as the case may be, for the directions for holding the meeting of the shareholders and creditors and for sanction of the Scheme;
- (d) Filing of valuation report as prepared by Goenka & Agarwal, Chartered Accountants providing the share exchange ratio in respect of the aforesaid Scheme of Arrangement and Fairness Opinion issued by M/s. CapitalSquare Advisors Private Limited, Merchant Banker (as approved in this meeting)

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For SUPER TANNERY LIMITED



R. K. Awasthi
R. K. AWASTHI
COMPANY SECRETARY



AMIN TANNERY LIMITED
7/94-J TILAK NAGAR, KANPUR208 002

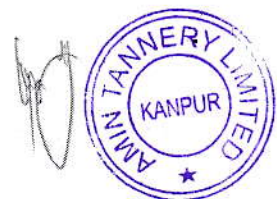
- (e) To file requisite undertaking, affidavit, certificates or other documents and/or liaise with the SEBI, the BSE, Regional Director, Registrar of Companies, stamp authorities, Sub Registrar of Assurances, income tax authorities or any other governmental authorities in connection with the proposed Scheme during the process of sanction thereof and during the implementation of the Scheme after sanction of the Scheme;
- (f) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose for obtaining requisite approvals including in principle approvals as and when required before any Court, Tribunal, BSE, SEBI or statutory authorities;
- (g) To engage M/s. Rajani Associates, Solicitors and any counsel/ advocate on record appointed by them, and any other advisors, counsels, consultant firms to advise and represent the Company before competent authorities etc.;
- (h) To appoint and settle the terms of the appointment of rating agencies, merchant bankers and other intermediaries as may be required for the purpose of implementing the Scheme.
- (i) To make application to BSE, the SEBI and other governmental authorities for listing of the equity shares issued pursuant to the aforesaid Scheme.
- (j) To affix the common seal of the Company on any documents in connection with the purpose of above resolutions as may be required and in accordance with the provisions of the Articles of Association of the Company;
- (k) To make such alterations and changes and/ or modifications in the aforesaid applications and/ or petitions as may be expedient and necessary for satisfying the requirements and conditions imposed if any, by the court or any authority;
- (l) Engage/ appoint any lawyers (M/s. Rajani Associates, Solicitors & any counsel/ advocate on record appointed by them)/ consultant/ advisors etc for the purpose of filing of the applications and/ or petitions before the High Court High Court of Judicature at Allahabad/ National Company Law Tribunal, as the case may be, or any authority and any other matters incidental thereof;

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For SUPER TANNERY LIMITED



R. K. Awasthi
R. K. AWASTHI
COMPANY SECRETARY



AMIN TANNERY LIMITED
7/94-J TILAK NAGAR, KANPUR 208 002

and do all such acts, deeds, matters and things as may be necessary, proper and expedient for effectuating and implementing the above decision, including any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to the aforesaid resolutions, including the execution of any document(s) that may be deemed fit.

RESOLVED FURTHER THAT the copy of the aforesaid resolutions certified to be true by any Director or Authorised Signatory of the Company and the same be submitted to the concerned authorities and they be requested to act thereon."

Certified True Copy
For Amin Tannery Limited



VEQARUL AMIN
Director



CERTIFIED TRUE COPY

For SUPER TANNERY LIMITED




R. K. AWASTHI
COMPANY SECRETARY