

Information Memorandum

Amin Tannery Limited **(CIN: U19115UP2013PLC055834)**

The Company was incorporated under the provisions of the Companies Act, 1956 as 'Amin Tannery Limited' vide Certificate of Incorporation dated March 25, 2013 issued by the Registrar of Companies, Uttar Pradesh and obtained the Certificate of Commencement of Business on December 27, 2013.

Registered Office: 7/94 - J Tilak Nagar, Kanpur- 208002, Uttar Pradesh, India

Corporate Office (Address for Communication): 15/288 C Civil Lines Kanpur- 208001, Uttar Pradesh, India.
Tel: +91-0512-2304077; Website: www.amintannery.in

Contact Person and Compliance Officer: Arti Tiwari email: share@amintannery.in,
Tel: +91-0512-2304077;

INFORMATION MEMORANDUM FOR LISTING OF 10,79,73,360 EQUITY SHARES OF Re. 1/- EACH.
NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT THIS
MEMORANDUM

OUR PROMOTERS

Vequeerul Amin, Iqbal Ahsan, Iftikharul Amin, Tanveerul Amin, Farha Fatima, Mubashirul Amin, Umairul Amin, Sophia Amin, Ismat Iqbal, Rumana Amin

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Equity Shares of the Company unless they can afford to take the risk of losing part or all of their investment. Investors are advised to read the risk factors carefully before taking a decision to invest in the Equity Shares of the Company. For taking an investment decision Investors must rely on their own examinations of the Company, including the risks involved.

COMPANY'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of the Company are proposed to be listed on the BSE Limited ("BSE"). For the purposes of this listing, the Designated Stock Exchange is BSE.

REGISTRAR & TRANSFER AGENT

Karvy Computershare Private Limited

Karvy Selenium Tower B Plot No 31&32, Financial
(SEBI INR000000221)
District, Anakramguda, Gachibowli, Hyderabad –
500032
Contact Person: Mr. S P Venugopal
Contact No.: 40-67162222, Email:
venu.sp@karvy.com

Amin Tannery Limited

Iftikharul Amin
C.F.O.

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Amin Tannery Limited
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SECTION I - GENERAL DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Information Memorandum, and references to any statute or regulations or policies will include any amendments or re-enactments as may be made thereto, from time to time.

General Terms

Term	Description
“Amin Tannery Limited” or “ATL”, “We” or “us” or “our Company” or the “Transferee Company” or the “Resulting Company”	refers to Amin Tannery Limited, a Company incorporated under the Companies Act, 1956 vide a certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh having its registered office at 7/94 - J Tilak Nagar Kanpur- 208002, Uttar Pradesh.
“Super Tannery Limited” or “STL” or the “Demerged Company”	refers to Super Tannery Limited, a Company incorporated under the Companies Act, 1956 vide a certificate of incorporation issued by the Registrar of Companies, Uttar Pradesh having its registered office at 187/170 Jajmau Kanpur-2080102, Uttar Pradesh.

Issue, Scheme or Company Related Terms

Term	Description
AOA/Articles/Articles of Association	refers to the Articles of Association of Amin Tannery Limited, as amended from time to time.
Appointed Date	April 01, 2017
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
Board/ Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof.
Director(s)	Director(s) on the Board of our Company, as appointed from time to time, unless otherwise specified.
Effective Date	February 1, 2018
EGM	Extra Ordinary General Meeting.
Equity Shareholders	The holders of the Equity Shares.
Shares	The equity shares of our Company of a face value of Re.1.00 each unless otherwise specified in the context thereof.
Goat Tannery division/business	Goat Tannery division/business means a division of STL being involved in sale, purchase, manufacture, refine, export, import of all classes of leather (Including goat skin leather), hides, skins and all chemicals and other material required for converting hides and skins into finished leather. It is situated at unit No 3, goat tannery division, Plot A-46 and A-47, Industrial Area, District – Unnao
Group Companies/Entities	Such companies/entities as covered under the applicable Accounting Standards and such other companies as considered material by the Board. For details of our Group Companies/ Entities, please refer “ <i>Group Entities</i> ” on page 60 of this Information Memorandum.
Key Management Personnel	The key managerial personnel of our Company in terms of the SEBI (ICDR) Regulations and the Companies Act, 2013. For details, please refer “ <i>Our Management</i> ” on page 48 of this Information Memorandum.
MoA / Memorandum of Association	The memorandum of association of our Company, as amended from time to time.
NCLT	National Company Law Tribunal, Allahabad Bench
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant

Term	Description
	to Regulation 2(1)(zb) of the SEBI (ICDR) Regulations.
Promoters	Veqarul Amin, Iqbal Ahsan, Iftikharul Amin, Mubashirul Amin, Umairul Amin, Tanveerul Amin, Farha Fatima, Sophia Amin, Ismat Iqbal and Rumana Amin
Record Date	February 27, 2018, being the date fixed by the board of directors of the Company and STL for determining the shareholders of STL who shall be receiving equity shares of the Company pursuant to the Scheme.
Registered Office	The registered office of our Company is situated at 7/94 - J Tilak Nagar Kanpur-208002, Uttar Pradesh, India.
Registrar of Companies/RoC	Registrar of Companies, Uttar Pradesh
Remaining Undertaking	All the undertakings, business activities and operations of STL, other than those comprised in the Demerged Undertaking, as on the commencement of the Appointed Date and as modified and altered from time to time to the Effective Date.
Scheme	The Scheme of Arrangement (Demerger) between Super Tannery Limited and Amin Tannery Limited and their respective shareholders and creditors under Section 391 to 394 read with Sections 100 to 104 of the erstwhile Companies Act, 1956 and Section 230-232 of the Companies Act, 2013 along with rules and regulations made thereunder and any other applicable laws.
Statutory Auditor	M/s. Kapoor Tandon & Co., Chartered Accountants having its office at 24/57, Birhana Rd, Near Dena Bank, General Ganj, Kanpur, Uttar Pradesh – 208001

Issue or Allotment Related Terms

Term	Description
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Scheme.
Allotment Date	Date on which the Allotment is made.
Allottee(s)	Person(s) who are Allotted Securities pursuant to the Allotment.
BSE	BSE Limited
Compliance Officer	The Company Secretary of our Company i.e. Ms. Arti Tiwari
Designated Stock Exchange/ Stock Exchange	BSE
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on January 20, 2018 in accordance with the requirements of the SEBI (ICDR) Regulations.
Registrar and Share Transfer Agents or RTAs	Karvy Computershare Private Limited having its office at Karvy Selenium Tower –B, Plot No 31&32, Financial District: Nanakramguda, Gachibowli.
Working Day(s)	All trading days of Stock Exchange, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Conventional and General Terms and Abbreviations

Term	Description
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
AY	Assessment Year
B. A.	Bachelor of Arts

Term	Description
B.Com	Bachelor of Commerce
Bn	Billion
CBEC	Central Board of Excise and Customs
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956, read with the rules, regulations, clarifications and modifications thereunder (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from August 28, 2017, issued by the DIPP, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
DTC	Direct Tax Code, 2013
ECS	Electronic Clearing System
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA 20	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIPB	Foreign Investment Promotion Board
Foreign Portfolio Investor or FPIs	A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GBP	Great Britain Pound

Term	Description
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
HUF(s)	Hindu Undivided Family(ies)
I.T. Act	Income Tax Act, 1961
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or Rs. or	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
ISIN	International Securities Identification Number
KMP	Key Managerial Personnel
LIBOR	London interbank offered rate
Ltd.	Limited
Maternity Benefit Act	Maternity Benefit Act, 1961
M. A	Master of Arts
M.B.A	Master of Business Administration
MCA	The Ministry of Corporate Affairs, GoI
M. Com	Master of Commerce
MCI	Ministry of Commerce and Industry, GoI
Mn	Million
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NAV	Net asset value
No.	Number
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
Pcs	Pieces
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent account number
PAT	Profit after tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
PIL	Public Interest Litigation

Term	Description
PPP	Public private partnership
Public Liability Act	Public Liability Insurance Act, 1991
Pvt./(P)	Private
PWD	Public Works Department of state governments
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
RBI	The Reserve Bank of India
R&D	Research & Development
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, including instructions and clarifications issued by SEBI from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including instructions and clarifications issued by SEBI from time to time
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996.
UAE	United Arab Emirates
UK	United Kingdom
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
US\$ or USD or US Dollar	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be

Technical / Industry Related Terms

Term	Description
DEPB	Duty entitlement pass book scheme
DMP	Data Management Platform
DSP	Demand Side Platform
eCPM	Effective Cost Per Mile (Thousand Impressions)
EPCG	Export Promotion Capital Goods Scheme
ERP	Enterprise resource planning
F&O	Futures and Options
FDI	Foreign Direct Investment
FMC	Forward Market Commission
GDP	Gross Domestic Product
GO	Guaranteed Orders
GOI	Government of India

Term	Description
ISO	International Standards Organization
PMP	Private Market Place
Publisher	A Publisher is the one who gets money from advertiser or a third company etc. for publishing their advertising on their inventory (websites or mobile apps).
NIFTY	National Stock Exchange Sensitive Index
ROI	Return on Investment
RONW	Return on Net Worth
RTB	Real Time Bidding
SENSEX	Bombay Stock Exchange Sensitive Index
SSI	Small Scale Industry
SSP	Supply Side Platform

The words and expression used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Reserve Bank of India Act, 1934, the Depositories Act, 1996, and the rules and regulations made under any of them.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Information Memorandum to “India” are to the Republic of India.

Unless stated otherwise, all references to page numbers of this Information Memorandum are to the page numbers of this Information Memorandum.

Financial Data

Unless stated otherwise, the financial data in this Information Memorandum is derived from our audited financial statements for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016 and March 31, 2017 prepared in accordance with Indian GAAP and the Companies Act.

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the twelve-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Amin Tannery Limited

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FORWARD LOOKING STATEMENTS

This Information Memorandum includes certain statements which contain words or phrases such as “will”, “would”, “aim”, “aimed”, “will likely result”, “is likely”, “are likely”, “believe”, “expect”, “expected to”, “will continue”, “will achieve”, “anticipate”, “estimate”, “estimating”, “intend”, “plan”, “contemplate”, “seek to”, “seeking to”, “trying to”, “target”, “propose to”, “future”, “objective”, “goal”, “project”, “should”, “can”, “could”, “may”, “will pursue”, or other words or phrases of similar import, that can be identified as “forward-looking statements”. Our forward-looking statements contain information regarding, among other things, our financial condition, future plans, business strategies, objectives, prospects or goals. Forward-looking statements reflect the current views of our Company as of the date of the Information Memorandum and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although, we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, nor any of their affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from expectations include, among others:

- General economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- Our ability to respond to technological changes;
- Our ability to attract and retain qualified personnel;
- The effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- General social and political conditions in India which have an impact on our business activities or investments;
- Potential mergers, acquisitions, restructurings and increased competition;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Changes in the competition landscape;
- Our ability to finance our business growth and obtain financing on favourable terms;
- Our ability to manage our growth effectively;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business;
- Developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For further discussion of factors that could cause our actual results to differ from the expectations, see the sections titled “Risk Factors” and “Our Business” on pages 9 and 43 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Our Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of the foregoing, and the risks, uncertainties and assumptions discussed in “Risk Factors” and elsewhere in this Information Memorandum, any forward-looking statement discussed in this Information Memorandum may change or may not occur, and our actual results could differ materially from those anticipated in such forward looking statement.

SECTION II – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Information Memorandum, including the risks and uncertainties summarised below. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. If any one or more of the following risks as well as other risks and uncertainties discussed in this Information Memorandum were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of your investment.

This Information Memorandum also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in this Information Memorandum.

These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

1. *Some events may not be material individually but may be material when considered collectively.*
2. *Some events may have an impact which is qualitative though not quantitative.*
3. *Some events may not be material at present but may have a material impact in the future.*

INTERNAL RISKS

1. ***The Over dependency on Outsourced Vendors for Key business activities.***

We are reliant on outsourced manpower for key business activities such as loading/unloading of goods and delivering goods to customer's door- step. Over dependence on outsourced vendors may also lead to Non-standardization in service delivery, which may lead to different service outcomes to clients hence impacting the company's ability to control service delivery and customer experience.

2. ***Fall in demand due to slowdown in other industries or economy as a Whole/Competition.***

We are exposed to face fall in demand due to slowdown in other industries or economy as a whole / competition. Slowdown in the economy may adversely impact the overall growth of Transport & Logistics industry. Inability to operate differently and more efficiently at larger volumes may result in diseconomies of scale that threaten the company's ability to generate competitive profit margins.

3. ***If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.***

We are subject to credit risk through our trade receivables and other receivables due from our customers in case of delay. Further, the failure of any of our customers to make timely payments could affect our profitability and liquidity and decrease in resources available to us for other uses. We may also be required to write off trade receivables or increase provisions made against our trade receivable. Any changes in the financial position of our customers that adversely affects their ability to pay and failure of any of our customers to make timely payments may materially and adversely affect our cash flows, business prospects, financial condition and results of operations.

4. ***We are dependent on a number of Key Managerial Personnel, including our senior management, and the loss of or our inability to attract or retain such persons with specialized technical know-how could***

adversely affect our business, results of operations, cash flows and financial condition.

Our performance depends largely on the efforts and abilities of our senior management and other key managerial personnel, including our present officers who have specialized technical know-how. The inputs and experience of our senior management and key managerial personnel are valuable for the development of our business and operations strategy. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our Company does not maintain any director's and officer's insurance policy or any key man insurance policy. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

5. ***Changes in technology may render our current technologies obsolete or require us to make substantial new investments to seek to remain competitive. The cost of implementing any new technologies could be significant and could adversely affect our business and financial condition.***

While we regularly upgrade our technology, the emergence of newer technologies could render our current technology ineffective or obsolete and may adversely affect the cost structure and competitiveness of our services. Changes in technology with which we are unable to keep pace, or which render our services less useful to customers and the market, could affect our growth, business, financial condition and results of operations.

6. ***We are subject to risks arising from foreign exchange rate fluctuations, which could adversely affect our results of operations.***

Changes in currency exchange rates influence our results of operations. Some of our international operations are exposed to foreign exchange rate fluctuations, giving rise to circumstances where our operating results may differ materially from expectations. In addition, as a result of expansion of our international operations, our exposure to exchange rate fluctuations may increase.

7. ***Some of our Group Entities operate in the same line of business as us, which may lead to competition with our Group Entities.***

Some of our Group Entities (Super House and Super Tannery) are involved in the same line of business as our Company. We may hence have to compete with our Group Entities for business, which may impact our business, financial condition and results of operations. The interests of our Promoters may also conflict in material aspects with our interests or the interests of our shareholders. For further details, see "Group Entities" on page 60 of this Information Memorandum. Further, our Promoters may become involved in entities that may potentially compete with our Company. The interests of our Promoters may conflict with the interests of our other shareholders and our Promoters may, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit themselves instead of our Company's interests or the interests of its other shareholders and which may be harmful to our Company's interests or the interests of our other shareholders, which may impact our business, financial condition and results of operations.

We have not entered into any non-compete agreement with our Promoters and our Group Entities. We cannot assure you that our Promoters or our Group Entities or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

8. ***We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the

declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer “Dividend Policy” on page 70 of this *Information Memorandum*.

9. ***Our inability to manage growth could disrupt our business and reduce profitability***

A principal component of our strategy is to continuously grow by expanding the size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

10. ***Our Promoters and certain of our Directors hold Equity Shares in our Company and are therefore interested in our performance in addition to their remuneration and reimbursement of expenses.***

Certain of our Directors including our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see the sections titled “*Our Management*” and “*Our Promoters and Promoter Group*” on pages 48 and 57 respectively of this *Information Memorandum*.

11. ***Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore it is critical for our business that our Promoters remain associated with us.***

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day to day operations and management since the incorporation of the Company. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all.

12. ***Some of the information disclosed in this Information Memorandum is based on information from industry sources and publications which may be based on projections, forecasts and assumptions that may prove to be incorrect. Investors should not place undue reliance on or base their investment decision on this information.***

The information disclosed in the “Industry Overview” section of this *Information Memorandum* on page 40 is based on information from publicly-available industry, Government and research information, publications and websites and has not been verified by us independently and we do not make any representation as to the accuracy of the information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

EXTERNAL RISKS

13. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

The following external risks may have an adverse effect on our business and results of operations should any of them materialize:

- a change in the central or state governments or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular;
- high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins; and
- a slowdown in economic growth or financial instability in India could adversely affect our business and results of operations.

14. ***Our business is dependent on economic growth in India.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, economic slowdown elsewhere in the world or otherwise.

There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

15. ***Changing laws, rules and regulations and legal uncertainties in India, including adverse application of corporate and tax laws, may adversely affect our business and financial results.***

Our business and financial performance could be adversely affected by any change in laws or interpretations of existing laws, or the promulgation of new laws, rules and regulations applicable to us and our business including those relating to the industry in which we operate. There can be no assurance that the Government of India or state governments will not introduce new laws, regulations and policies which will require us to obtain additional approvals and licenses or impose onerous requirements on our business.

The impact of any changes to Indian legislation on our business cannot be fully determined at this time. Additionally, our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. Such unfavorable changes could decrease demand for our services and products, increase costs and/or subject us to additional liabilities. Any such changes could have an adverse effect on our business and financial results.

16. ***Natural Calamities***

India has experienced natural calamities such as earthquakes, tsunami, floods and drought in the past few

years. The extent and severity of these natural disasters determines their impact on the Indian economy. Future prolonged spells of below normal rainfall or other natural calamities could have negative impact on the Indian economy, adversely affecting, directly or indirectly, our business and the price of Equity Shares on the Stock market.

17. ***Volatility of the Stock Market***

After Listing the price of the Company's equity shares may be volatile, or an active trading market for the Company's equity shares may not develop since there has been no public market for the Company's equity shares till now and the prices of the Company's equity shares may fluctuate after the listing. There can be no assurance that an active trading market for the equity shares will develop or be sustained after this listing.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

SECTION III - INTRODUCTION SUMMARY OUR INDUSTRY

The information in this section is derived from various publicly available sources, government publications and other industry sources. Neither we nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Unless otherwise specified, references to years are to calendar years in this section.

Indian Economy

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP increased 7.1 per cent in 2016-17 and is expected to reach a growth rate of 7 per cent by September 2018.

India's gross domestic product (GDP) grew by 6.3 per cent in July-September 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalisation of profits, especially in sectors like automobiles and banks, according to Bloomberg consensus.

The tax collection figures between April-June 2017 Quarter show an increase in Net Indirect taxes by 30.8 per cent and an increase in Net Direct Taxes by 24.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 404.92 billion in the week up to December 22, 2017, according to data from the RBI.

Leather Industry:

Leather is one of the most widely traded commodities globally. The growth in demand for leather is driven by the fashion industry, especially footwear. Apart from this, furniture and interior design industries, as well as the automotive industry also demand leather. The leather industry has a place of prominence in the Indian economy due to substantial export earnings and growth.

Indian leather sector stands at USD 17.85 billion of USD 12 billion is domestic market while remaining USD 5.85 billion is contributed by export. The Indian leather industry accounts for around 12.93 per cent of the world's leather production of hides/skins. The country ranks second in terms of footwear and leather garments production in the world and accounts for 9.57 per cent of the world's footwear production.

India has an abundance of raw materials with access to 20% of world's cattle and buffalo and 11% of the world's goat and sheep population. Globally, India is the 2nd largest producer of Footwear and 2nd largest exporter of Leather Garments. India's leather industry is set to grow exponentially over the next 5 years with a growth target of 50% in exports from 2016-20. Per capita consumption of footwear in India is projected to increase and total domestic consumption is expected to reach up to 5 billion pairs by 2020. The industry is highly labour intensive and employs around 3 million people out of which 30% are women. The sector has a potential to generate 250 jobs for every INR 1 crore investment.

SUMMARY OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, have forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" on page 8 for a discussion of the risks and uncertainties related to those statements and also the section titled "Risk Factors" on page 9 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular Fiscal are to the twelve-month period ended March 31 of that year.

In this section, a reference to the "Company" means Amin Tannery Limited. Unless otherwise indicated, financial information included herein are based on our Financial Statements included in this Prospectus on page 71.

Overview

Amin Tannery Limited ("ATL" or the "Resulting Company"), an unlisted public company, was incorporated under the Companies Act, 1956 vide Certificate of Incorporation dated March 25, 2013 issued by the Registrar of Companies, Uttar Pradesh. Further, ATL was issued a Certificate for Commencement of Business dated December 27, 2013 by the Registrar of Companies, Uttar Pradesh.

ATL is *inter-alia* engaged in the business of sale, purchase, manufacture, refine, export, import and deal as agents in all classes of leather, hides, skins and all chemicals and other materials required for converting hides and skins into leather and the business of tanners, curriers, hide and skin merchants.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

SUMMARY OF FINANCIAL STATEMENTS

Financials as on April 1, 2017 after Effecting Demerger

AMIN TANNERY LIMITED

BALANCE SHEET AS AT 01st APRIL, 2017 (OPENING AS AT 01/04/2017 AFTER EFFECTING DEMERGER)

Particulars	Note No.	As at 01st April 2017 (Rupees)
I. EQUITY AND LIABILITIES		
1. Shareholders' Funds		
(a) Share Capital	2	10,79,73,360
(b) Reserves and Surplus	3	1,70,47,836
		12,50,21,196
2. Non Current Liabilities		
(a) Long Term Borrowings		0
(b) Deferred Tax Liabilities (Net)		0
3. Current Liabilities		
(a) Short Term Borrowings	4	18,04,56,441
(b) Trade Payables	5	12,69,68,981
(c) Other Current Liabilities	6	1,30,64,840
(d) Short Term Provisions	7	54,17,050
		32,59,07,312
TOTAL		45,09,28,508
II. ASSETS		
1. Non Current Assets		
(a) Fixed Assets :	8	
(i) Tangible Assets		9,94,42,201
(ii) Intangible Assets		0
(iii) Capital Work in Progress		33,95,311
(b) Non Current Investments	9	5,89,650
(c) Deferred Tax Assets (Net)	10	1,08,38,436
(d) Long Term Loans and Advances	11	14,21,762
		11,56,87,359
2. Current Assets		
(a) Inventories	12	25,91,30,455
(b) Trade Receivables	13	5,50,73,269
(c) Cash and Bank Balances	14	36,17,235
(d) Short Term Loans and Advances	15	29,86,853
(e) Other Current Assets	16	1,44,33,338
		33,52,41,149
TOTAL		45,09,28,508

Amin Tannery Limited

Ifikharul Amin
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Below is the summary of the financial information of the Company based on the Audited financial statements of the Company for last 4 financial years ended on March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 respectively.

Statement of Standalone Assets and Liabilities

(Rs.)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
EQUITY AND LIABILITIES				
Shareholders' funds				
Share Capital	5,00,000	5,00,000	5,00,000	5,00,000
Reserve & Surplus	4,377	-2,764	0	0
Money received against share warrants	0	0	0	0
Total Shareholders' funds	5,04,377	4,97,236	5,00,000	5,00,000
Share application money pending allotment	0	0	0	0
Non-current liabilities				
Long term borrowings	0	0	0	0
Deferred tax liabilities (Net)	0	0	0	0
Other Long-term liabilities	0	0	0	0
Long term provisions	0	0	0	0
Total Non-current liabilities	0	0	0	0
Current liabilities				
Short term borrowings	0	0	0	0
Trade payables	0	0	0	0
Other current liabilities	26,765	6,650	11,318	5,618
Short term provisions	3,200	0	0	0
Total Current liabilities	29,965	6,650	11,318	5,618
Total Liabilities	5,34,342	5,03,886	5,11,318	5,05,618
ASSETS				
Non-current assets				
Fixed assets				
Tangible assets	0	0	0	0
Intangible assets	0	0	0	0
Capital work-in-progress	0	0	0	0
Intangible assets under development	0	0	0	0
Total Fixed assets	0	0	0	0
Non-current Investments	0	0	0	0
Deferred tax assets (net)	0	0	0	0
Long term loans & advances	0	0	0	0
Other non-current assets	55,383	55,383	55,383	44,165
Total Non-current assets	55,383	55,383	55,383	44,165

Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Current assets				
Current investments	0	0	0	0
Inventories	0	0	0	0
Trade receivables	0	0	0	0
Cash and cash equivalents	4,73,911	4,45,386	4,55,935	4,61,453
Short term loans and advances	5,048	1,806	0	0
Other current assets	0	1,311	0	0
Total current assets	4,78,959	4,48,503	4,55,935	4,61,453
Total Assets	5,34,342	5,03,886	5,11,318	5,05,618

Amin Tannery Limited

 Iftikharul Amin
 C.F.O.

Statement of Standalone Profit and Loss

(Rs.)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Income				
Revenue from operations	0	0	0	0
Other income	31,088	18,046	0	0
Total revenue	31,088	18,046	0	0
Expenses:				
Cost of Material Consumed	0	0	0	0
Employee benefits expense	0	0	0	0
Payment to auditors	9,440	5,750	0	0
Finance costs	0	0	0	0
Depreciation and amortisation expense	0	0	0	0
Other expenses	11,308	15,060	0	0
Total Expenses	20,748	20,810	0	0
Profit before exceptional and extraordinary items and tax	10,340	-2,764	0	0
Extraordinary items	0	0	0	0
Profit before tax	10,340	-2,764	0	0
Tax expense				
- Current tax	3,200	0	0	0
- Deferred tax	0	0	0	0
Profit / (Loss) for the period from continuing Operations	7,140	-2,764	0	0
Profit / (Loss) for the period from discontinuing Operations	0	0	0	0
Tax expenses of discontinuing Operations	0	0	0	0
Profit / Loss for the year/ period	7,140	-2,764	0	0
Earnings per share: (Face value per share Re.1)				
Basic (Rs.)	0	0	0	0
Diluted (Rs.)	0	0	0	0

Amin Tannery Limited

Iftikharul Amin
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Statement of Standalone Cash Flow

(Rs.)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Net cash flow (used in) / generated from operating activities (A)	30,455	-7,432	5,700	5,618
Net cash flow (used in) / generated from investing activities (B)	-1,931	-3,117	-11,218	-44,165
Net cash flow (used in) / generated from financing activities (C)	0	0	0	0
Net (decrease) / increase in cash and cash equivalents (A+B+C)	28,524	-10,549	-5,518	-38,547
Cash and cash equivalents at beginning of the year/period	4,45,386	4,55,935	4,61,453	5,00,000
Cash and cash equivalents at end of the year/period	4,73,910	4,45,386	4,55,935	4,61,453

Amin Tannery Limited

 Iftikharul Amin
 C.F.O.

GENERAL INFORMATION

Our Company was incorporated under the provisions of the Companies Act, 1956 as 'Amin Tannery Limited' vide Certificate of Incorporation dated March 25, 2013 issued by the Registrar of Companies, Uttar Pradesh and obtained the Certificate of Commencement of Business on December 27, 2013.

Registration Number	055834
Corporate Identification Number	U19115UP2013PLC055834
Address of Registered office of Companies	7/94 - J Tilak Nagar, Kanpur- 208002, Uttar Pradesh, India Tel: +91-0512-2304077; Fax: +; E-mail: share@amintannery.in and mail@amintannery.in Website: www.amintannery.in
Address of Registrar of Companies	37/17, Westcott Building, The Mall, Kanpur-208001, Uttar Pradesh, India Tel: +91- 0512-2310443, 2310227, 2310323; Email: roc.kanpur@mca.gov.in; Website: www.mca.gov.in
Designated Stock Exchange	BSE

Our Board of Directors

Details regarding our Board of Directors as on the date of this Information Memorandum are set forth in the table hereunder:

Sr. No.	Name and Designation	DIN	Address
1.	Iftikharul Amin (Director CFO)	00037424	D - 403, Defence Colony, Jajmau Chakeri Kanpur Nagar- 208010, Uttar Pradesh, India
2.	Iqbal Ahsan (Director)	00037445	808, Eldorado Apartment ,7/88 Tilak Nagar, opp. Abha nursing home kanpur Nagar-208002, Uttar Pradesh, India
3.	Veqarul Amin (Managing Director)	00037469	15/288-C, Civil Lines, Kanpur-208001, Uttar Pradesh, India
4.	Sadia Kamal (Independent Director)	06958874	H.NO.20/85 Ram Narain Bazar Kanpur 208001,Uttar Pradesh, India
5.	Mohsin Sharief (Independent Director)	02045288	Habibi Lodge 7/94 Tilak Nagar Kanpur 208002,Uttar Pradesh, India
6.	Iqbal Akhtar Soleja (Independent Director)	01006364	7/94,Tilak Nagar Nawab Ganj Kanpur ,208002 Uttar Pradesh, India

For detailed profile of our Whole-Time Directors and other Directors, refer "Our Management" on page 48 of this Information Memorandum.

Chief Financial Officer	Company Secretary and Compliance Officer
Iftikharul Amin 7/94 - J Tilak Nagar, Kanpur- 208002, Uttar Pradesh, India Tel : +91 0512-2304077 Fax : E-mail: mail@amintannery.in Website: www.amintannery.in	Arti Tiwari 7/94 - J Tilak Nagar, Kanpur- 208002, Uttar Pradesh, India Tel : +91- 7522850820 Fax : E-mail: share@amintannery.in Website: www.amintannery.in

Registrar to the Issue	Statutory Auditor of the Company
Karvy Computershare Private Limited Tel : +91- 40 - 67162222	M/s Kapoor Tandon & Co., Chartered Accountants 24/57, Birhana Rd, Near Dena Bank, General Ganj, Kanpur,

Registrar to the Issue	Statutory Auditor of the Company
Fax : +91- 40 - 23420814 E-mail: support@karvy.com Investor grievance e-mail: Website: Contact Person: C Shobha Anand SEBI Registration No: INR000000221	Uttar Pradesh 208001 Tel.: +91-512-2361244 Fax.: +91-512-2361244 E-mail: ktc_rajesh@yahoo.co.in Contact Person: Mr. R.P. Gupta Membership No.- 070904 FRN: 000952C

Authority for Listing

The NCLT, Allahabad Bench, vide its Order dated December 27, 2017 (filed with ROC on February 1, 2018) has approved the Scheme of Arrangement (Demerger) between Super Tannery Limited (Demerged Company) and Amin Tannery Limited (Resulting Company) and their respective shareholders and creditors under Section 391 -394 of the Companies Act, 1956 and Section 230-232 of the Companies Act, 2013 and other applicable provisions of the said acts along with the rules and regulations made thereunder. For more details relating to the Scheme of arrangement please refer to the Chapter titled "Salient Features of the Scheme" beginning on page 35 of this Information Memorandum.

In accordance with the Scheme, the demerged undertaking (Goat Tannery division/ business) stands transferred and vested with Amin Tannery Limited (Resulting Company) under Section 391-394 of the Companies Act, 1956 and Section 230-234 of the Companies Act, 2013 w.e.f April 01, 2017 (Amended Appointed dated). The Scheme was made effective on February 1, 2018. In accordance with the Scheme, the Equity Shares of our Company to be issued pursuant to the Scheme of arrangement shall be listed and admitted to trading on BSE. Such listing and admission for trading is not automatic and will be subject to fulfilment of listing criteria by our Company as permitted by BSE for such issues and subject to such other terms and conditions as may be prescribed by BSE at the time of the application for listing by our Company.

Eligibility Criterion

There being no initial public offering or rights issue of securities, the eligibility criteria in terms of Chapter III of SEBI (ICDR) Regulations do not become applicable. SEBI has vide its Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (Circular SEBI/CIR/CFD/DIL/5/2013 dated February 4, 2013, read with SEBI Circular SEBI/CIR/CFD/DIL/ 8/2013 dated May 21, 2013 has been rescinded), has subject to certain conditions permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of Rule 19 (2) (b) of SCRR. Our Company has submitted this Information Memorandum, containing information to BSE and making disclosure of such information available in line with disclosure requirement to public through their website viz. www.bseindia.com. Our Company has made the said Information Memorandum available on its website viz amintannery.in.

Prohibition by SEBI

Our Company, its Promoters, its Directors, Promoter Group entities and other companies promoted by Promoters or Group Companies/Entities and natural persons behind our corporate Promoters and companies with which the directors of our Company are associated, as directors or promoters, have not been prohibited from accessing the capital market under any order or directions passed by SEBI.

General Disclaimer from our Company

Our Company accepts no responsibility for statement made otherwise than in this Information Memorandum or in the advertisements to be published in terms of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 read with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

CAPITAL STRUCTURE

The Capital Structure of the Company – Pre-Scheme

Particulars	Aggregate Value
Authorised Share Capital	
(500,000) Equity Shares of Re.1.00 each *	5,00,000
Issued, Subscribed and Paid-Up Share Capital	
(500,000) Equity Shares of Re.1.00 each*	5,00,000

* The face value of the shares have been sub-divided from Rs 10/- to Re 1/- and the same was approved at the Annual General Meeting of our Company held on September 30, 2015. Pursuant to such sub division, the authorised share capital of our Company is Rs 5,00,000/- divided into 5,00,000 Equity Shares of Re. 1 each and Issued, Subscribed and Paid-Up Share Capital of our company is Rs 5,00,000/- divided into 5,00,000 Equity Shares of Re. 1 each.

The Capital Structure of the Company – Post-Scheme

Particulars	Aggregate Value
Authorised Share Capital	
(110,000,000) Equity Shares of Re.1.00 each	110,000,000
Issued, Subscribed and Paid-Up Share Capital	
(10,79,73,360) Equity Shares of Re.1.00 each	10,79,73,360

Notes to the Capital Structure

1. Changes in authorised Share Capital:

Since the incorporation of our Company, the authorised share capital of our Company has been altered in the manner set forth below:

Particulars of Change		Date of Shareholders' Meeting	AGM/EGM
From	To		
50,000 Equity Shares of Rs 10 each		On Incorporation	-
Rs 500,000 consisting of 50,000 Equity Shares of Rs.10 each	Rs 500,000 consisting of 500,000 Equity Shares of Re.1 each	September 30, 2015	AGM
Rs 500,000 consisting of 500,000 Equity Shares of Re.1 each	Rs 110,000,000 consisting of 110,000,000 Equity Shares of Re.1 each	December 20, 2017	EGM

2. History of Issued and Paid Up Share Capital of our Company

(a) The history of the equity share capital of our Company is set forth below:

Date of allotment	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (Rs.)
March 25, 2013	50,000	10	10	Cash	Subscription to MOA	50,000	500,000
September 30, 2015	500,000	1	-	-	Sub division of face value of shares from Rs	-	500,000

Date of allotment	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (Rs.)
					10/- to Re. 1/-		
28.02.2018	(500,000)	1	-	-	Cancellation of Existing equity shares pursuant to the Scheme [#]	-	-
28.02.2018	10,79,73,360	1	-	Other than Cash	Pursuant to the Scheme of arrangement (Demerger)	10,79,73,360	10,79,73,360

[#] (The issued and Paid Up Share Capital of our Company held by the existing shareholders comprising of 500,000 equity shares of Re. 1/- each stands cancelled pursuant to the Scheme.)

- Other than the allotment of Equity Shares pursuant to the Scheme, our Company has not allotted any Equity Shares for consideration other than cash.
- Equity Shares have been allotted in terms of Scheme. Kindly refer “Salient Features of the Scheme provided on page 35 of this Information Memorandum.
- Capital Build Up of our Promoters as on the date of filing this Information Memorandum**

As on the date of this Information Memorandum, our Promoters and Promoter Group collectively hold 63,461,434 Equity Shares, constituting 58.78 % of the issued, subscribed and paid-up Equity Share capital of our Company.

Set forth below is the build-up of the shareholding of our Promoter since incorporation of our Company:

Date of allotment/ Transfer	Consideration	Nature of Issue	No of Equity Shares	Face Value	Issue Price/Acquisition Price/ Transfer Prices	% Pre-Issue paid up capital	% Post issue paid up capital
Veqarul Amin							
25/03/2013	Cash	Subscription to MOA	14,060	10.00	10.00		
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	140,600	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(140,600)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	1,78,83,900	1.00	-		
Total			1,78,83,900				
Iftikharul Amin							
25/03/2013	Cash	Subscription to	7139	10.00	10.00		

Date of allotment/ Transfer	Consideration	Nature of Issue	No of Equity Shares	Face Value	Issue Price/Acquisition Price/ Transfer Prices	% Pre- Issue paid up capital	% Post issue paid up capital
		MOA					
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	71390	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(71390)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	9080432	1.00	-		
Total			90,80,432				
Iqbal Ahsan							
25/03/2013	Cash	Subscription to MOA	7188	10.00	10.00		
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	71,880	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(71,880)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	91,42,502	1.00	-		
Total			91,42,502				
Sophia Amin							
25/03/2013	Cash	Subscription to MOA	2719	10.00	10.00		
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	27,190	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(27,190)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	34,58,400	1.00	-		
Total			34,58,400				
Rumana Amin							

Date of allotment/ Transfer	Consideration	Nature of Issue	No of Equity Shares	Face Value	Issue Price/Acquisition Price/ Transfer Prices	% Pre- Issue paid up capital	% Post issue paid up capital
25/03/2013	Cash	Subscription to MOA	2070	10.00	10.00		
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	20700	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(20700)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	26,33,400	1.00	-		
Total			26,33,400				
Ismat Iqbal							
25/03/2013	Cash	Subscription to MOA	2424	10.00	10.00		
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	24240	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(24240)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	30,82,800	1.00	-		
Total			30,82,800				
Tanveerul Amin							
25/03/2013	Cash	Subscription to MOA	3538	10.00	10.00		
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	35380	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(35380)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	45,00,000	1.00	-		
Total			45,00,000				

Date of allotment/ Transfer	Consideration	Nature of Issue	No of Equity Shares	Face Value	Issue Price/Acquisition Price/ Transfer Prices	% Pre- Issue paid up capital	% Post issue paid up capital
Farha Fatima							
25/03/2013	Cash	Subscription to MOA	3538	10.00	10.00		
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	35380	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(35380)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	45,00,000	1.00	-		
Total			45,00,000				
Mubashirul Amin							
25/03/2013	Cash	Subscription to MOA	3715	10.00	10.00		
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	37150	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(37150)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	45,90,000	1.00	-		
Total			45,90,000				
Umairul Amin							
25/03/2013	Cash	Subscription to MOA	3609	10.00	10.00		
30/09/2015	-	Sub division of Face Value of Equity Shares from Rs 10/- to Re 1 /-	36090	1.00	-		
28.02.2018	-	Cancellation of Existing equity shares pursuant to the Scheme	(36090)	1.00	-		
28.02.2018	Other than Cash	Pursuant to Scheme (Pursuant to NCLT Order)	45,90,000	1.00	-		

Date of allotment/ Transfer	Consideration	Nature of Issue	No of Equity Shares	Face Value	Issue Price/Acquisition Price/ Transfer Prices	% Pre- Issue paid up capital	% Post issue paid up capital
Total			45,90,000				

Amin Tannery Limited


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6. *Our shareholding pattern*

Shareholding Pattern of our Company prior to the Allotment of shares under the Scheme is as under:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (XI)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2) (XI) = (VII) + (X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B + C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class : Equity	Class :preference	Total								
(A)	Promoter & Promoter Group	10	500,000	-	-	500,000	100.00	500,000	-	500,000	100.00	-	100.00	-	-	-	-	
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Employee	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (XI)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2) (XI) = (VII) + (X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B + C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class : Equity	Class :preference	Total								
	Trusts																	
	Total	10	500,000	-	-	500,000	100.00	500,000	-	500,000	100.00	-	-	-	-	-	-	-

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Shareholding Pattern of our Company post Scheme- after Allotment of shares under the Scheme is as under:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (XI)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2) (XI) = (VII) + (X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B + C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class : Equity	Class :preference	Total								
(A)	Promoter & Promoter Group	10	63,461,434	-	-	63,461,434	58.78	63,461,434	-	63,461,434	58.78	-	58.78	-	-	-	-	6,34,61,434
(B)	Public	6869	44,511,926	-	-	44,511,926	41.22	44,511,926	-	44,511,926	41.22	-	-	-	-	-	-	3,47,08,876
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2) (VIII)	Number of Voting Rights held in each class of securities (XI)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2) (XI) = (VII) + (X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B + C)			No o. (a)	As a % of total Shares held (b)	No o. (a)	As a % of total Shares held (b)	
								Class : Equity	Class :preference									
	Employee Trusts																	
	Total	6879	107,973,360	-	-	107,973,360	100.00	107,973,360	-	107,973,360	100.00	-	-	-	-	-	-	9,81,70,310

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7. List of top ten shareholders and the number of Equity Shares held by them are set forth below:

(a) List of the top ten shareholders as on the date of this Information Memorandum:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Equity Capital
1	Ve qarul Amin	1,78,83,900	16.56%
2	Iqbal Ahsan	91,42,502	8.47%
3	Iftikharul Amin	90,80,432	8.41%
4	Umairul Amin	45,90,000	4.25%
5	Mubashirul Amin	45,90,000	4.25%
6	Farha Fatima	45,00,000	4.17%
7	Tanveerul Amin	45,00,000	4.17%
8	Sophia Amin	34,58,400	3.20%
9	Ismat Iqbal	30,82,800	2.86%
10	CRB Capital Markets Ltd.	27,54,000	2.55%
	Total	6,35,82,034	58.89%

(b) List of top ten shareholders ten days prior to the date of this Information Memorandum:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Equity Capital
1	Ve qarul Amin	1,78,83,900	16.56%
2	Iqbal Ahsan	91,42,502	8.47%
3	Iftikharul Amin	90,80,432	8.41%
4	Umairul Amin	45,90,000	4.25%
5	Mubashirul Amin	45,90,000	4.25%
6	Farha Fatima	45,00,000	4.17%
7	Tanveerul Amin	45,00,000	4.17%
8	Sophia Amin	34,58,400	3.20%
9	Ismat Iqbal	30,82,800	2.86%
10	CRB Capital Markets Ltd.	27,54,000	2.55%
	Total	6,35,82,034	58.89%

(c) List of top ten shareholders public shareholders post scheme:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Equity Capital
1	CRB Capital Markets Ltd.	27,54,000	2.55%
2	Kishore Kumar Patni (Huf) .	18,87,526	1.75%
3	Kishore Kumar Patni	15,32,540	1.42%
4	Renu Devi Patni	13,79,699	1.28%
5	Subramanian P	13,58,890	1.26%
6	Mahendra Girdharilal	9,09,881	0.84%
7	Updesh Kumar Kaushal	4,80,000	0.44%
8	Gaurav Sawhney	4,41,269	0.41%

9	Shabbir Nazmuddin Paratha	4,33,833	0.40%
10	Gaurav Sawhney	4,08,965	0.38%
	Total	1,15,86,603	10.73%

(d) List of the shareholders two years prior to the date of this Information Memorandum:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Equity Capital
1.	Veqarul Amin	14060	28.12
2.	Iqbal Ahsan	7188	14.38
3.	Iftikharul Amin	7139	14.28
4.	Tanveerul Amin	3538	7.08
5.	Farha Fatima	3538	7.08
6.	Mubashirul Amin	3715	7.43
7.	Umairul Amin	3609	7.22
8.	Sophia Amin	2719	5.44
9.	Ismat Iqbal	2424	4.85
10.	Rumana Amin	2070	4.14
	Total	50,000	100.00

8. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees.
9. There have been no purchase or sell of Equity Shares by the Promoters and Promoter Group, and our Directors during a period of six months preceding the date of filing of this Information Memorandum.
10. No financing arrangements have been entered into by the members of the Promoter Group, the Directors, or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Information Memorandum.
11. Promoters 'contribution and lock-in of Equity Shares: Since as part of the Scheme, entire pre-merger share capital of our Company has been cancelled, the requirements of Promoters Contribution and lock-in of Equity Shares is not applicable to us.
12. There have been no further issue of capital by the Company whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of approval of the Scheme by NCLT.
13. As on the date of this Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into the Equity Shares.
14. As on the date of this Information Memorandum, the issued capital of the Company is fully paid-up Equity Shares.
15. Our Company has not issued any Equity Shares out of revaluation reserves.
16. At least 25% of the post-Scheme paid up share capital of our Company comprises of Equity Shares allotted to public shareholders.
17. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
18. As on the date of this Information Memorandum, our Company has 6879 members.

SALIENT FEATURES OF THE SCHEME

Background

The Scheme of Arrangement (Demerger) between Super Tannery Limited and the Company and their respective shareholders and creditors under Section 391 to 394 read with Sections 100 to 104 of the erstwhile Companies Act, 1956 and Section 230-232 of the Companies Act, 2013 along with rules and regulations made thereunder and any other applicable laws for transfer and vesting of the Demerged Undertaking (as defined in the Scheme) consisting of the Goat Tannery division/business of STL, as a going concern into the Company.

The Scheme inter-alia provides for (1) the issuance of equity shares of the Company to the existing shareholders of STL in ratio of 1:1; (2) reduction of the existing share capital of the Company; and (3) listing of equity shares of the Company issued in pursuance of the Scheme on BSE, where equity shares of STL are listed; and (4) and various other matters consequential to or otherwise.

Rationale for the Scheme

- The demerger will result in increased flexibility and enhance the ability of STL and ATL to undertake their respective projects, thereby contributing to enhancement of future business potential;
- This Scheme will enable the business comprised in the Demerged Undertaking and the Remaining Undertaking to be pursued and carried on more conveniently and advantageously with greater focus and attention through two separate companies, i.e. STL and ATL, each having their own management team and set up. The same will facilitate the business considerations and factors applicable to the said businesses to be addressed more effectively and adequately by the respective companies;
- The transfer and vesting of the Demerged Undertaking into ATL, by the way of demerger, would facilitate focused management attention, provide leadership vision, facilitate efficiency in operations due to individual specialization, provide greater leveraging due to financial independence and facilitate strategic/ financial investment;
- It is believed that the proposed segregation will create/ unlock value for shareholders and allow a focused strategy in operations, which would be in the best interest of STL and ATL and their respective shareholders and all persons connected with them; and
- The Scheme is in the interest and benefit of shareholders, creditors and there is no likelihood that any shareholder or creditor of either STL or ATL would be prejudiced as a result of the Scheme of Arrangement.

Important provisions of the Scheme

- With effect from the Appointed Date, the Demerged Undertaking being the Goat Tannery division/business of STL along with all the assets debts, duties and obligations attached to and/or forming part of it shall, without any further act or deed, be transferred and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in ATL, as a going concern in accordance with Section 2(19AA) of the Income Tax Act, 1961, pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 104 of erstwhile Companies Act, 1956 and Section 230-232 of the Companies Act, 2013 along with rules and regulations made thereunder and any other applicable laws, and the provisions of the Scheme in relation to the mode of transfer and vesting of assets. If any terms and conditions of this Scheme is/ are inconsistent with the provisions of Section 2 (19AA) of Income Tax Act, 1961, the provisions of Section 2(19AA) of the Income Tax Act 1961 shall prevail and the Scheme shall stand modified to the extent necessary to comply with Section 2(19AA) of the Income Tax Act, 1961 and such modification not to affect other provisions of the Scheme.
- Subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature relating to the Demerged Undertaking which are subsisting or having effect immediately before the Effective Date shall be in full force against or in favour of ATL, respectively,

and may be enforced as fully and effectively as if, instead of STL, ATL had been a party or beneficiary thereto. ATL shall, if necessary, to give formal effect to this Clause, enter into and/or issue and/or execute deeds, writings or confirmations or enter into a tripartite arrangement, confirmation or novation to which STL is a party.

- All the loans, advances and other facilities sanctioned to STL in relation to the Demerged Undertaking by its bankers and financial institutions prior to the Appointed Date, which are partly drawn or utilised shall be deemed to be the loans and advances sanctioned to ATL and the said loans and advances shall be drawn and utilised either partly or fully by ATL from the Appointed Date till the Effective Date and all the loans, advances and other facilities so drawn by ATL in relation to the Demerged Undertaking (within the overall limits sanctioned by their bankers and financial institutions) shall on the Effective Date be treated as loans, advances and other facilities made available to ATL and all the obligations of STL in relation to the Demerged Undertaking under any loan agreement shall be construed and shall become the obligation of ATL without any further act or deed on the part of ATL.
- Upon the Scheme coming into effect and in consideration of the demerger of the Demerged Undertaking from STL into ATL, without any further act or deed on the part of ATL, ATL will issue 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 the registered fully paid-up equity shareholders of STL 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 STL (the "New Shares Entitlement Ratio"). The New Shares will be issued in the New Shares Entitlement Ratio to registered fully paid-up equity shareholders of STL whose names are recorded in the register of equity shareholders of STL on the Record Date.
- The issue and allotment of the New Shares in ATL to the relevant shareholders of STL as provided in the Scheme shall be carried out and the same would not require following of the procedure laid down under Section 62 of the Companies Act, 2013 and any other applicable provisions of the relevant Act.
- No equity shares shall be issued and allotted in respect of fractional entitlements, if any, by ATL to which the equity members of STL may be entitled on issue and allotment of shares asset out in Clause 7.1 of the Scheme. The Board of Directors of ATL shall, instead consolidate all such fractional entitlements and thereupon distribute/transfer equity shares in lieu thereof to a director or an officer of ATL or such other person, who shall be deemed to be trustee, and who shall hold the shares in trust, on behalf of the members of STL entitled to fractional entitlements with the express understanding that such director(s) or officer(s) or person(s) shall sell the same in the market at such time or times and at such price or prices in the market and to such person or persons, as it/he/they deem fit, and pay to ATL, the net sale proceeds thereof, whereupon ATL shall distribute such net sale proceeds, subject to tax deductions as applicable, to the members of STL in proportion to their respective fractional entitlements. For the said purpose, the Board of directors of STL may, if required, enter into trust deed or other documents to enable the concerned person to authorise to sell the fractional entitlement and distribute the same to members of STL.
- Subsequent to the sanction of the Scheme, ATL will make an application for listing of its equity shares, including, the New Shares on all the stock exchanges in which the shares of STL are listed, in pursuance to the relevant regulations including, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.
- ATL and STL shall duly comply with various provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.
- The issued, subscribed and paid-up share capital of ATL being, 5,00,000 equity shares of Re.1 each aggregating to Rs.5,00,000 (the "Existing ATL Shares") are currently held by certain existing shareholders (the "Existing ATL Shareholders").
- Upon the completion of issue and allotment of the New Shares to the relevant shareholders of STL pursuant to 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 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 stand cancelled, without any further act or deed and the paid-up share capital of ATL shall stand reduced proportionately to such extent.

- The reduction in the issued, subscribed and paid-up share capital of ATL as above, shall be effected as an integral part of the Scheme itself, and shall be deemed to be in accordance with the provisions of Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 and other applicable provisions of the relevant Act as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. The order of the Court sanctioning the Scheme shall be deemed to be an order under Section 102 of the Companies Act, 1956 and other applicable provisions of the relevant Act confirming the reduction without imposing a condition on ATL to add to its name "and reduced". The provisions of Section 101 of the Companies Act, 1956 and other applicable provisions of the relevant Act shall not be applicable.

Corporate Approvals

The Draft Scheme along with the valuation report dated September 14, 2015 prepared by Independent Valuer, M/s Goenka & Agarwal, and the fairness opinion dated November 04, 2015 provided by M/s Capital Square Advisors Pvt Ltd was taken on record and approved by the Board of Directors of the Company, at the meeting held on January 25, 2016.

The Draft Scheme along with the valuation report dated September 14, 2015 prepared by Independent Valuer, M/s Goenka & Agarwal, and the fairness opinion dated November 04, 2015 provided by M/s Capital Square Advisors Pvt Ltd was placed before the Audit committee meeting held on January 23, 2016. The Draft Scheme, the valuation report, the fairness opinion along with the Audit Committee report was taken on record and approved by the Board of Directors of STL at their meeting held on January 25, 2016.

The Equity Shareholders of the Company had given their approval to the Scheme by letters conveying their consent. At the time of the company application there were no creditors in the Company. The Scheme was approved by the equity shareholders and secured and unsecured creditors of STL at their meeting held on December 05, 2016.

NCLT Approvals for the Scheme

The Hon'ble NCLT, Allahabad Bench, vide its order dated December 27, 2017 has approved the Scheme of Arrangement (Demerger) between STL and our Company and their respective shareholders and creditors. The companies have filed the certified copy of the said Order with the Registrar of Companies, Kanpur on February 1, 2018. The Demerged Undertaking of STL has been transferred to and vested with our Company with effect from February 1, 2018 (Effective Date), in accordance with Sections 230-232 of the Companies Act, 2013 and applicable laws.

Other Approvals in relation to the Scheme

The Demerged Company, STL has its shares listed on BSE Limited. In terms of regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, STL had submitted the draft of Scheme of Arrangement (Demerger) along with other information to BSE. STL received observation letter dated May 04, 2016 regarding the Scheme from BSE Limited. In terms of the observation letter, BSE conveyed its no adverse observations/no objection for filing the Scheme with the NCLT, subject to fulfilment of the conditions stated in the said observation letter.

Appointed Date

The Appointed Date for the demerger of the Goat Tannery division/business of ATL into our Company was initially fixed as April 1, 2015. Thereafter, the Appointed Date of the Scheme was changed from April 1, 2015 to April 1, 2017 after taking approval from the Hon'ble NCLT, Allahabad Bench.

Record Date

STL and the Company in their respective meetings, fixed the Record Date as February 27, 2018 for determining the list of shareholders of STL for allotment of the shares of the Company in terms of the Scheme. Our Company issued and allotted to the registered and fully paid up equity shareholders of STL in the ratio of 1:1, whose names were recorded in the register of equity shareholders of STL as on the Record Date.

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STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Company or shareholders of the Company are not entitled to any special tax benefits under the applicable tax laws in India. Kindly refer annexed Statement of possible Special Tax Benefit.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

SECTION IV - ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section is derived from various publicly available sources, government publications and other industry sources. Neither we nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Unless otherwise specified, references to years are to calendar years in this section.

Indian Economy

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP increased 7.1 per cent in 2016-17 and is expected to reach a growth rate of 7 per cent by September 2018.

India's gross domestic product (GDP) grew by 6.3 per cent in July-September 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalisation of profits, especially in sectors like automobiles and banks, according to Bloomberg consensus.

The tax collection figures between April-June 2017 Quarter show an increase in Net Indirect taxes by 30.8 per cent and an increase in Net Direct Taxes by 24.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 404.92 billion in the week up to December 22, 2017, according to data from the RBI.

Leather Industry:

Leather is one of the most widely traded commodities globally. The growth in demand for leather is driven by the fashion industry, especially footwear. Apart from this, furniture and interior design industries, as well as the automotive industry also demand leather. The leather industry has a place of prominence in the Indian economy due to substantial export earnings and growth.

Indian leather sector stands at USD 17.85 billion of USD 12 billion is domestic market while remaining USD 5.85 billion is contributed by export. The Indian leather industry accounts for around 12.93 per cent of the world's leather production of hides/skins. The country ranks second in terms of footwear and leather garments production in the world and accounts for 9.57 per cent of the world's footwear production.

India has an abundance of raw materials with access to 20% of world's cattle and buffalo and 11% of the world's goat and sheep population. Globally, India is the 2nd largest producer of Footwear and 2nd largest exporter of Leather Garments. India's leather industry is set to grow exponentially over the next 5 years with a growth target of 50% in exports from 2016-20. Per capita consumption of footwear in India is projected to increase and total domestic consumption is expected to reach up to 5 billion pairs by 2020. The industry is highly labour intensive and employs around 3 million people out of which 30% are women. The sector has a potential to generate 250 jobs for every INR 1 crore investment.

Growth Drivers:

- High growth potential on exports, the ready availability of leather, the abundance of essential raw materials and rapid strides in the areas of capacity modernisation and expansion, skill development and environment management, coupled with a favourable investment climate has made the Indian leather industry a favourable investment destination
- Youth Power: With 55% of the workforce below the age of 35, the Indian leather industry has one of the youngest and most productive workforces
- Favorable government policies for promotion of leather sector
- Increasing domestic market for Fashion Accessories like Hand Bags, Wallets, Purses etc.

Policy Initiatives and Investments and FDI Equity Flow:

In India, 100% Foreign Direct Investment is permitted through the automatic route. From April 2014 to December 2016, Leather Industry has received in Foreign Direct Investment of USD 53.39 million.

Sector policy:

- The Integrated Development of Leather Sector (IDLS) sub-scheme implemented as a part of the ILDP has significantly contributed to capacity modernisation and technological upgradation of the leather sector.
- No Central Excise duty and import duty on raw hides and skins, semi-processed leathers like wet blue, crust leather or finished leather.
- Capital goods (Machinery) required by the industry can be imported without import duty under the Export Promotion Capital Goods (EPCG) Scheme of Foreign Trade Policy, subject to meeting the export obligation of 6 times the duty saved in 6 years.
- No Central Excise Duty on footwear with retail price up to USD 7.69. Concessional Excise Duty of 6% for all footwear with retail price above USD 7.69 and USD 15.38.
- Excise Duty on footwear with leather uppers and having retail price more than USD 15.38 reduced from 12% to 6%
- Under leather technology, innovation and environment issues, a sub-scheme of the Indian Leather Development Programme (ILDP) assistance is provided for technology benchmarking and environment management for the upgradation of Common Effluent Treatment Plants (CETP) for Solid Waste Management and for holding environmental workshops
- State Governments have a single window clearance system in place to fast-track clearances for the establishment of production units.
- 3% reduction in interest on Rupee Export Credit to MSME units and all footwear units under Interest Equalisation Scheme for 5 years from 1st April 2015.

Skill Development Initiatives by Government of India:

- The Indian Government has put in place an array of measures for skill development and skill upgradation of the workforce
- The Human Resources Development sub-scheme under the Indian Leather Development Programme (ILDP) implemented by the Department of Industrial Policy and Promotion (DIPP) is providing skill development training to the unemployed for placement in the leather industry while upgrading skills of the

existing workforce at the shop floor level and imparting training to trainers. 0.282 million youths have already been trained out of which 0.228 million such trainees have been employed in the industry in the last 2 years with 0.122 million more expected to be trained annually

- Skill up gradation is being done under National Skill Certification and monetary Reward Scheme of the National Skill Development Corporation and Pradhan Mantri Kaushal Vikas Yojna under which 0.1 million unemployed youth have been trained for various job roles in leather and footwear industry and 80% of them have been employed in the industry.
- The Footwear Design and Development Institute (FDDI) has established itself as the premier training institute for the provision of skilled manpower in the leather industry. It has 55 centres across the country including branches. Another four branches are being set up. Central Leather Research Institute (CLRI), one of the largest institutions of leather sector, is playing significant role in various areas like education, research, training, testing, designing, forecasting, planning, social empowerment etc.

Financial Support:

- Under the IDLS sub-scheme of ILDP, 30% grant is provided on the cost of plant and machinery for Micro and Small units and 20% for other units, with a ceiling of USD 0.307 million for each product line
- Under the MLC sub-scheme of ILDP, 50% grant with a ceiling of USD 19.23 million based on size provided for the establishment of Mega Leather Clusters to boost infrastructure facility and support services for production and export
- Under the Leather Technology, Innovative and Environmental issues sub-scheme of ILDP, assistance is provided for up to 50% of the project cost with a ceiling of USD 7.69 million for upgradation/installation of Common Effluent Treatment Plants (CETP) to address environmental pollution caused by leather units.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, have forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" on page 8 for a discussion of the risks and uncertainties related to those statements and also the section titled "Risk Factors" on page 9 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular Fiscal are to the twelve-month period ended March 31 of that year.

In this section, a reference to the "Company" means Amin Tannery Limited. Unless otherwise indicated, financial information included herein are based on our Financial Statements included in this Prospectus on page 71.

Overview

Amin Tannery Limited ("ATL" or the "Resulting Company"), an unlisted public company, was incorporated under the Companies Act, 1956 vide Certificate of Incorporation dated March 25, 2013 issued by the Registrar of Companies, Uttar Pradesh. Further, ATL was issued a Certificate for Commencement of Business dated December 27, 2013 by the Registrar of Companies, Uttar Pradesh.

ATL is inter-alia engaged in the business of sale, purchase, manufacture, refine, export, import and deal as agents in all classes of leather, hides, skins and all chemicals and other materials required for converting hides and skins into leather and the business of tanners, curriers, hide and skin merchants.

Amin Tannery Limited

Iftikharul Amin
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MANAGEMENT DISCUSSION AND ANALYSIS

The Hon'ble NCLT, Allahabad Bench, vide its order dated December 27, 2017 has approved the Scheme of Arrangement (demerger) between Super Tannery Limited and our Company and their respective shareholders and creditors. Pursuant to the Scheme, The Demerged Undertaking of STL has been transferred to and vested with our Company with effect from February 1, 2018 (Effective Date), in accordance with Sections 230-232 of the Companies Act, 2013 and applicable laws.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Brief History of our Company

Our Company was incorporated as 'Amin Tannery Limited' as an unlisted Public Company vide Certificate of Incorporation dated March 25, 2013 issued by the Registrar of Companies, Uttar Pradesh and obtained the Certificate of Commencement of Business on December 27, 2013 under the Companies Act, 1956.

Registered Office:

As on the date of this Information Memorandum, our Registered Office is located at 7/94 - J Tilak Nagar Kanpur-208002, Uttar Pradesh, India.

Main Objects of our Company:

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

1. To sell, purchase, manufacture, refine, export, import or otherwise deal as agents in all classes of leather, hides, skins and all chemicals and other material required for converting hides and skins into leather and to carry on all or any of the business of tanners, carriers, hide and skin merchants or leather and leather goods merchants.
2. To carry on business of Leasing, Hire Purchase Finance and Finance under Bill Marketing Scheme of movable and immovable assets.

Amendments to the Memorandum of Association

The following changes have been made in the Memorandum of Association of our Company since inception

Date of Shareholders' Resolution	Nature of Amendment
September 30, 2015	Alteration due to sub-division of Equity share capital of our Company from 50,000 equity shares of Rs. 10/- each to 5,00,000 equity shares of Re. 1 each
December 20, 2017	Authorised share capital of our Company was increased from Rs. 5,00,000 consisting of 5,00,000 Equity Shares of Re. 1/- each to Rs 110,000,000 consisting of 110,000,000 Equity Shares of Re. 1/- each.

Amendments to the Articles of Association

The following changes have been made in the Articles of Association of our Company since inception

Date of Shareholders' Resolution	Nature of Amendment
September 30, 2015	Alteration due to sub-division of Equity share capital of our Company from 50,000 equity shares of Rs. 10/- each to 5,00,000 equity shares of Re. 1 each and adoption of new set of Articles of Association.
December 20, 2017	Authorised share capital of our Company was increased from Rs. 5,00,000 consisting of 5,00,000 Equity Shares of Re. 1/- each to Rs 110,000,000 consisting of 110,000,000 Equity Shares of Re. 1/- each.

Amin Tannery Limited

Iftikharul Amin
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Major Events and Milestones

The table below sets forth some of the key events in the history of our Company:

Year	Event
2013	Incorporation of our Company
2017	Pursuant to the Scheme coming into effect on 01.04.2017 (Appointed Date), the Goat Tannery division/business of Super Tannery Limited was transferred to our Company.

Other details regarding our Company

For details regarding the description of our activities, the growth of our Company, strengths, strategies, technology, infrastructure, the standing of our Company in relation to the prominent competitors with reference to its products, management, marketing and competition, please see sections titled “*Our Business*” and “*Industry Overview*” on pages 43 and 40 of this Information Memorandum, respectively.

For details regarding our management, please see sections titled “*Our Management*” on page 48 of this Information Memorandum.

Our Company does not have any foreign operations.

Changes in the activities of our Company during the preceding five years

There have been no changes in the activities of our Company during the preceding five years preceding the date of the Information Memorandum, which may have a material adverse effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors.

Strikes, lock-outs, injunctions, and restraining orders

NIL

Capital raising activities through equity and debt

NIL

Defaults or rescheduling of borrowings with financial institutions/banks and conversion of loans into equity

NIL

Our shareholders

As on date of this Information Memorandum, our Company has 6879 shareholders. For further details regarding our shareholders, please see the section titled “*Capital Structure*” on page 23 of this Information Memorandum.

Details of public/ rights issues made in the past five (5) years

NIL

Injunctions or restraining order against our Company

There are no injunctions or restraining orders against our Company.

Details regarding acquisition of business/ undertakings, mergers, amalgamation, revaluation of assets, if any

Except as disclosed in section titled “*Salient Features of the Scheme*” on page 35 of this Information

Memorandum, our Company has neither acquired any entity, business or undertaking nor undertaken any merger, amalgamation or revaluation of assets.

Corporate Guarantees

Our Company has not issued any corporate guarantee(s).

Holding Company of our Company

As on the date of this Information Memorandum, Our Company has no Holding Company.

Subsidiaries of our Company

As on the date of this Information Memorandum, Our Company has no subsidiary Companies.

Collaboration Agreements

As on the date of this Information Memorandum, our Company is not a party to any collaboration agreements.

Shareholders' Agreements

As on the date of this Information Memorandum, our Company has not entered into any shareholders' agreements.

Material Agreements

Our Company has not entered into any material contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by us or contract entered into more than two years before the filing of this Information Memorandum.

Strategic and Financial Partners

As of the date of this Information Memorandum, our Company does not have any strategic or financial partners.

Summary of key agreements

Our Company has not entered into any key agreement.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

OUR MANAGEMENT

Board of Directors

Our Articles of Association require us to have not less than three Directors and not more than 15 Directors. As of the date of this Information Memorandum, we have six Directors on our Board.

Set forth below are details regarding our Board as on the date of this Information Memorandum:

Name, Designation, Occupation, Term, DIN and Nationality	Age (years)	Address	Other Directorships
Iftikharul Amin Designation: Director CFO Occupation: Business Term: 5 years PAN: AALPA7184J DIN: 00037424 Nationality: Indian	59	D - 403, Defence Colony, Jajmau Chakeri Kanpur Nagar-208010, Uttar Pradesh, India	<i>Indian public limited companies</i> <ul style="list-style-type: none"> • Super Tannery Limited • Aarifi Tanners Limited • Leather Cluster Development Limited • Super Corporation Limited <i>Indian private limited companies</i> <ul style="list-style-type: none"> • Paisa Vasool Trading Private Limited <i>Section 8 Companies</i> <ul style="list-style-type: none"> • Jajmau Tanneries Environmental Protection Association • Jajmau Tannery Effluent Treatment Association <i>LLP</i> <ul style="list-style-type: none"> • Bovini Frills LLP
Iqbal Ahsan Designation: Director Occupation: Business Term: 5 years PAN: AALPA7182Q DIN: 00037445 Nationality: Indian	57	808, Eldorado Apartment ,7/88 Tilak Nagar, opp. Abha Nursing Home Kanpur Nagar-208002, Uttar Pradesh, India	<i>Indian public limited companies</i> <ul style="list-style-type: none"> • Super Tannery Limited • Aarifi Tanners Limited • Super Corporation Limited <i>Indian private limited companies</i> <ul style="list-style-type: none"> • Paisa Vasool Trading Private Limited • Crescent Academy Private Limited <i>LLP</i> <ul style="list-style-type: none"> • Bovini Frills LLP

Amin Tannery Limited

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Name, Designation, Occupation, Term, DIN and Nationality	Age (years)	Address	Other Directorships
Veqarul Amin Designation: Managing Director Occupation: Business Term: five years PAN: AFNPA8215P DIN: 00037469 Nationality: Indian	55	15/288-C, Civil Lines, Kanpur-208001, Uttar Pradesh, India	<i>Indian public limited companies</i> <ul style="list-style-type: none"> • Super Shoes Limited • Super Tannery Limited • Amin Colonizers and Developers Limited <i>Indian private limited companies</i> NIL <i>Section 8 Companies</i> <ul style="list-style-type: none"> • Banthar Industrial Pollution Control Company • Industrial Infrastructure Services (India)
Iqbal Akhtar Soleja Designation: Independent Director Occupation: Professional Term: Appointed as an Independent Director for a term of five Years w.e.f 20.12.2018 PAN: ACAPS5782K DIN: 01006364 Nationality: Indian	75	7/94 Tilak Nagar Kanpur.	<i>Indian public limited companies</i> NIL <i>Indian private limited companies</i> <ul style="list-style-type: none"> • Abdullah Tannery Private Limited
Mohsin Sharief Designation: Independent Director Occupation: Professional Term: Appointed as an Independent Director for a term of five Years w.e.f 20.12.2018 PAN: ASDPS7666K DIN: 00797732. Nationality: Indian	55	7/94 F.Tilak Nagar Kanpur pin 20802	<i>Indian public limited companies</i> <ul style="list-style-type: none"> • Super Tannery Limited • Amin Colonizers And Developers Limited <i>Indian private limited companies</i> <ul style="list-style-type: none"> • Best Tanning Industries Private Limited • Seven Eight Six Leather Products Private Limited

Amin Tannery Limited

Iftikharul Amin
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Name, Designation, Occupation, Term, DIN and Nationality	Age (years)	Address	Other Directorships
Sadia Kamal Designation: Independent Director Occupation: Professional Term: Appointed as an Independent Director for a term of five Years w.e.f 20.12.2018 PAN: AHXPK6064E. DIN: 06958874. Nationality: Indian	50	20/85 RAMNARAIN BAZAR KANPUR-208001.	<i>Indian public limited companies</i> • Super Tannery Limited <i>Indian private limited companies</i> NIL

Brief Profile of our Directors

Iftikharul Amin, aged 59 years, is the Director (CFO) of our Company. He has completed his post-graduation from the University of Kanpur Uttar Pradesh. He is also the Promoter of our Company and has been associated with our company since inception and was appointed as a CFO on 20.12.2018. He has around 33 years of experience in the business of leather and leather products.

Iqbal Ahsan, aged 57years, is the Director of our Company. He has completed his graduation from the University of Kanpur Uttar Pradesh. He is also the Promoter of our Company and has been associated with our company since inception and was appointed as First Director on 25.03.2013. He has around 29 years of experience in the business of leather and leather products.

Veqarul Amin, aged 55years, is the Managing Director of our Company. He is a Qualified Leather Technologist. He is also the Promoter of our Company and has been associated with our company since inception and was appointed as the Managing Director of our company on 20.12.2018. He has over 27 years of experience in the business of leather and leather products.

Iqbal Akhtar Soleja aged 75years, is a graduate. He was appointed as the Non-Executive Independent Director of our Company on 20.12.2018. He has over 50 years of experience in the field of Leather and Leather goods.

Mrs. Sadia Kamal, aged 50.years, is a Post-graduate. She was appointed as the Non-Executive Independent Director of our Company on 20.12.2018. She has over 3years of experience in the field of Leather and Leather goods.

Mohsin Sharif, aged 55 years, is a Qualified Leather Technologist. He was appointed as the Non-Executive Independent Director of our Company on 20.12.2018. He has over 20 years of experience in the field of Leather and Leather goods.

Further Confirmations

- None of the Director is categorized on the RBI List of willful defaulters as on date.
- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such company.
- None of our Director is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

Relationship between our Directors

None of our Directors are related to each other, except Iftikharul Amin, Iqbal Ahsan and Veqarul Amin; who are brothers.

Compensation of our Directors

Set forth below is the remuneration paid by our Company to our Directors in Fiscal 2017.

S. No.	Name of Director	Remuneration paid in financial year 2017 (Rs. in lakhs)
1.	Iftikharul Amin	Nil
2.	Iqbal Ahsan	Nil
3.	Veqarul Amin	Nil
4.	Iqbal Akhtar Soleja	Nil
5.	Mohsin Sharief	Nil
6.	Sadia Kamal	Nil
	Total	

Terms and conditions of employment of our Managing Director

Veqarul Amin

Veqarul Amin was appointed as a director of our Company, upon incorporation and appointed as Managing Director of our Company *vide* Board resolution dated 25.11.2017 and shareholders' resolution dated 20.12.2017 for a period of Five years commencing from 20.12.2017. The significant terms of his employment are as below:

Salary	Nil
Term	Appointed as Managing Director for the period of Five years w.e.f. 20.12.2017
Perquisites	Nil
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial year during his tenure, the Managing Director will be entitled to the remuneration mentioned above by way of minimum remuneration.

Sitting Fees

Our Board has, pursuant to its resolution dated 25.11.2017 has fixed the Nil sitting fee for our Non-Executive Independent Directors for attending each meeting of the Board and Audit Committee thereof

Borrowing Powers of our Board

Our Board may borrow from time to time at its discretion by a resolution passed at a meeting of the board. However, where the money to be borrowed together with moneys already borrowed (apart from temporary loans obtained from the Company's banker in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purposes) the board shall not borrow such moneys without consent of the Company in General Meeting.

Corporate Governance

The provisions of the SEBI (LODR) Regulations with respect to corporate governance will also be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of 6 Directors (including one-woman Director) of which 3 are non-executive Independent Directors which is in compliance with the requirements of Regulation 17 of SEBI (LODR) Regulations.

Committees of our Board

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

a. Audit Committee

Our Audit Committee was constituted pursuant to a resolution of our Board dated on 20.01.2018. The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Mohsin Sharif	Chairman	Independent
Iqbal Akhtar Soleja	Member	Independent
Mrs.Sadia Kamal	Member	Independent

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions, and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of the entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the entity;
- approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those

stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Subject to and conditional upon the approval of the Board of Directors, approval of Related Party Transactions (RPTs) or subsequent modifications thereto. Such approval can be in the form of omnibus approval of RPT subject to conditions consistent with those specified in Regulation 23(2) and Regulation 23(3) of the SEBI (LODR) Regulations. Such approval shall not be required for transactions with a wholly owned subsidiary whose accounts are consolidated with the Company;
- Subject to review by the Board of Directors, review on quarterly basis, of RPTs entered into by the Company pursuant to each omnibus approval given pursuant to above
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
- statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations; (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(5) of SEBI (LODR) Regulations.

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

b. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated 20.01.2018. The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Mohsin Sharif	Chairman	Non-Executive and Independent Director
Iqbal Akhtar Soleja	Member	Non- Executive and Independent Director
Mrs.Sadia Kamal	Member	Non-Executive and Non-Independent Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Set forth below are the terms of reference of our Stakeholders' Relationship Committee, in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations.

- To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- To carry out any other function as prescribed under the SEBI (LODR) Regulations as and when amended from time to time.

c. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board on 20.01.2018. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

Name of Director	Status in Committee	Nature of Directorship
Mohsin Sharif	Chairman	Non- Executive and Independent Director
Iqbal Akhtar Soleja	Member	Non- Executive and Independent Director
Mrs. Sadia Kamal	Member	Non-Executive and Non-Independent Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of the Nomination and Remuneration Committees in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (LODR) Regulations.

Set forth below are the terms of reference of our Nomination and Remuneration Committee.

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Board of Directors of the Company has approved various Policies and Codes in compliance with the requirements of the Companies Act, 2013 and SEBI Listing Regulations including Code of Conduct for the Members of the Board and Senior Management; Policy for preservation of Documents and Archival of Records, Whistle Blower and Vigil Mechanism Policy, Related Party Transaction Policy, Policy for Determining Material Events, Insider Trading Code and Policy for Fair Disclosure of Unpublished Price Sensitive Information.

Shareholding of Directors in our Company

As on date of this Information Memorandum, our Directors hold the following number of Equity Shares of our Company:

Name of the Director	No. of Equity Shares held	Percentage of Shareholding
Iftikharul Amin	90,80,432	8.41
Iqbal Ahsan	91,42,502	8.47
Veqarul Amin	1,78,83,900	16.56
Iqbal Akhtar Soleja	Nil	
Mohsin Sharief	Nil	
Sadia Kamal	Nil	
Total	3,61,06,834	33.44

Interest of our Directors

Our Managing Director may be interested to the extent of remuneration paid to them, respectively for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details please refer “*Terms and conditions of employment of our Managing Director*” above. Further, all our Non-executive and Independent Directors may be interested to the extent of fees payable to them and/or the commission payable to them for attending meetings of the Board of Directors or a committee thereof.

Further, except as disclosed under “*Shareholding of Directors in our Company*” above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue. Further, our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares.

Our Promoter Directors Iftikharul Amin, Iqbal Ahsan and Veqarul Amin may be interested to the extent our Company is promoted by them. For details, please refer “*History and Certain Other Corporate Matters*” on page 45 of this Information Memorandum.

None of our Directors have any interest in any property acquired by our Company within two years of the date of this Information Memorandum or proposed to be acquired by it or in any transaction in acquisition of land, construction of building and supply of machinery etc.

Further, our Directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer - “*Financial Information*” on page 71 of this Information Memorandum

Other than as stated above and except as stated in the chapters “*Financial Information*” and in “*Our Promoters and Promoter Group*” on pages 71 and 57 of this Information Memorandum, our Directors do not have any other interest in the business of our Company.

Appointment of relatives of Directors to any office or place of profit

Except as disclosed in this Information Memorandum, none of the relatives of our Directors currently hold any office or place of profit in our Company.

Bonus or Profit Sharing Plan for our Directors

None of our Directors are a party to any bonus or profit sharing plan.

Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years.

Name of Director	Date of appointment	Date of cessation	Reason
Veqarul Amin	20.12.2017.	-	Change in designation from Director to Managing Director
Iftikharul Amin.	20.12.2017	-	Change in designation from Director to CFO
Iqbal Akhtar Soleja	20.12.2017	-	Appointment as Independent Director
Mohsin Sharif	20.12.2017	-	Appointment as Independent Director
Mrs. Sadia Kamal	20.12.2017	-	Appointment as Independent Director

Amin Tannery Limited

Iftikharul Amin
C.F.O.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters comprise of Veqarul Amin, Iqbal Ahsan, Iftikharul Amin, Mubashirul Amin, Umairul Amin, Tanveerul Amin, Farha Fatima, Sophia Amin, Ismat Iqbal and Rumana Amin. As on the date of this Information Memorandum, our Promoters hold 63461434 Equity Shares representing 58.78 % of the issued and paid-up Equity Share capital of our Company.

Details of our Promoters

Veqarul Amin, aged 55years, is the Managing Director of our Company. He is a Qualified Leather Technologist. He is also the Promoter of our Company and has been associated with our company since inception and was appointed as the Managing Director of our company on 20.12.2018. He has over 27 years of experience in the business of leather and leather products

Iftikharul Amin, aged 59 years, is the Director (CFO) of our Company. He has completed his post-graduation from the University of Kanpur Uttar Pradesh. He is also the Promoter of our Company and has been associated with our company since inception and was appointed as a CFO on 20.12.2018. He has around 33 years of experience in the business of leather and leather products.

Iqbal Ahsan, aged 57years, is the Director of our Company. He has completed his graduation from the University of Kanpur Uttar Pradesh. He is also the Promoter of our Company and has been associated with our company since inception and was appointed as First Director on 25.03.2013. He has around 29 years of experience in the business of leather and leather products.

Tanveerul Amin, Mubashirul Amin, Umairul Amin have experience of Leather and Leather products.

Sophia Amin, Ismat Iqbal, Rumana Amin and Farha Fatima are promoters of the Company.

Interest of our Promoters

Our Promoters are interested in our Company to the extent of their respective Equity shareholding in our Company and to such extent any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters' shareholding, please refer "*Capital Structure*" on page 23 of this Information Memorandum.

We shall adopt necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

Interest of Promoters in property of our Company

Only legal and beneficiary interest up to the shareholding.

Business Interest

Only promotion of business

Interest of Promoters in Sales and Purchases

As of now there is no interest on sale and purchase except business promotion

Related Party Transactions

As on the date of this Information Memorandum, there are no related party transactions entered into by our Promoters, Promoter Group, our Company and our Group Entities.

Change in the management and control of our Company

There has not been any change in control of our Company in last five (5) years.

Group Entities

Please refer 'Group Entities' on page 60.

Payment of Benefit to Promoters and Promoter Group

As of now promoters are getting no payment of Benefits.

Litigation

For details relating to legal proceedings involving the Promoters, please refer '*Outstanding Litigations and Material Developments*' on page 90 of this Information Memorandum.

Other Confirmations

Our Promoters have confirmed that they have not been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of this Information Memorandum against any of our Promoters.

As on the date of this Information Memorandum, our Promoters and members of our Promoter Group are not and have not ever been prohibited from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority. Further, none of our Promoters was or is a promoter or person in control of any other company that is or has ever been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority.

Our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

Guarantees

Our Promoters have not given any have not given any loan to our Company, secured or unsecured, as on date of this Information Memorandum. Further our Promoters have not given any guarantee to any third party with respect to the loans acquired by the Company as of the date of this Information Memorandum.

Companies with which our Promoters have disassociated in the last three years

None of the promoters are disassociated with any Company in last three Years.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following individuals and entities form a part of the Promoter Group:

ENTITIES FORMING PART OF THE PROMOTER GROUP:

The following entities form part of our Promoter Group pursuant to the terms of Regulation 2(1) (zb) (iv) of SEBI (ICDR) Regulations.

Super Tannery Limited
Amin Colonizers and Developers Limited
Banthar Industrial Pollution Control Company
Aarifi Tanners Limited

Amin Tannery Limited

Iftikharul Amin
C.F.O.

Industrial Infrastructure Services (i)
Bovini Frills LLP
Super Corporation Limited

NATURAL PERSONS WHO ARE PART OF THE PROMOTER GROUP

The natural persons who are part of the Promoter Group (due to their relationship with out Promoters), other than our Promoters, are as follows:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Veqarul Amin	Iftikharul Amin, Iqbal Ahsan	Brother
Iftikharul Amin	Veqarul Amin, Iqbal Ahsan	Brother
Iqbal Ahsan	Iftikharul Amin, Veqarul Amin	Brother
Tanveerul Amin	Iftikharul Amin	Son
Mubashirul Amin	Iqbal Ahsan	Son
Umairul Amin	Iqbal Ahsan	Son
Sophia Amin	Iftikharul Amin	Wife
Ismat Iqbal	Iqbal Ahsan	Wife
Rumana Amin	Veqarul Amin	Wife
Farha Fatima	Iftikharul Amin	Daughter

Amin Tannery Limited

Iftikharul Amin
C.F.O.

GROUP ENTITIES

Super Tannery Limited

Brief about the Company

Super Tannery Limited was incorporated on February 06, 1984, under the provisions of the Companies Act, 1956, with Registrar of Companies, Kanpur. The registered office of STL is situated at 187/170 JAJMAU KANPUR UP 208010 IN. STL has received Certificate of Commencement of Business dated January 12, 1995. The CIN of the company is L19131UP1984PLC006421. STL is engaged in business of sale, purchase, manufacture, refine, import, export of all classes of Leather and Leather and leather goods etc.

Capital Structure

The authorized equity share capital of STL is ₹11,00,00,000 divided into 11,00,00,000 equity shares of ₹ 1/. As on December 31, 2017, the issued, subscribed and paid-up equity share capital of STL is ₹ 10,79,73,360 divided into 10,79,73,360 equity shares of ₹ 1 per share.

Shareholding Pattern

Particulars	No of Equity Shares	% of Total Shareholding
Promoter and Promoter Group	63461434	58.78
Public	44511926	41.22
Total	107973360	100%

Brief Financials:

Particulars	31-Mar-17	31-Mar-16	31-Mar-15
Equity Capital	107973360	107973360	107973360
Reserve (excluding revaluation reserve)	732161338	712976725	677314195
Total Turnover	2350654218	2399672690	3165332601
Profit after tax	58432929	71107831	90278361
Earnings per share (Basic)	0.35	0.33	0.51
Earnings per share (Diluted)	0.35	0.33	0.51

Share price Data

Month	Highest Price (In Rs.)	Lowest Price (In Rs.)
	BSE	BSE
Feb-18	8.25	5.93
Jan-18	9.49	6.04
Dec-17	9.89	5.15
Nov-17	5.79	4.61
Oct-17	4.99	4.14
Sep-17	4.61	4.00

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA

Particulars	Details (NA if not applicable)
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five year preceding from the date of filing Information Memorandum	NO

Aarifi Tanners Limited

Brief about the Company

Aarifi Tanners Limited was incorporated on January 01, 1996, as private Limited company, on March 26, 2007 the name was changed to Aarifi Tanners Limited under the provisions of the Companies Act, 1956, with Registrar of Companies, Kanpur. The Registered Office of the company is situated at 187/170, Jajmau, Kanpur 208010, Uttar Pradesh, India. The CIN of the company is U19112UP1996PLC019255. The company is engaged in business of leather and leather goods.

Capital Structure

The authorized equity share capital of the company is ₹2,00,00,000 divided into 20,00,000 equity shares of ₹ 10/. As on December 31, 2017, the issued, subscribed and paid-up equity share capital of the company is ₹ 1,46,07,000 divided into 14,60,700 equity shares of ₹ 10 per share.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five year preceding from the date of filing Information Memorandum	NO

Super Tannery (U.K.) Limited

Brief about the Company

Super Tannery (UK) Limited was incorporated on March, 26, 2002, as a 100% subsidiary of Super Tannery Limited having paid up share capital of GBP 1.52 lacs GBP. The company is engaged in business of leather and leather goods.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA

Particulars	Details (NA if not applicable)
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five year preceding from the date of filing Information Memorandum	NO

Safety Solutions s.r.o

Brief about the Company

Safety Solution S.r.o was incorporated at Slovak Republic, as a 100% subsidiary of Super Tannery Limited having paid up share capital of Euro 4.65 lacs. The company is engaged in business of logistics solution provider in any or all of its aspects i.e multimodal transportation, warehousing, distribution etc.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five year preceding from the date of filing Information Memorandum	NO

Super Corporation Limited

Brief about the Company

Super Corporation Limited was incorporated on December 26, 2013 as a 100% subsidiary of Super Tannery Limited under the provisions of the Companies Act, 2013, with Registrar of Companies, Kanpur. The paid-up share capital of the company is 5,00,000 divided in to 50,000, equity shares of Rs.10 Each. The registered office of the company is situated at D-403 Defence Colony Jajmau Kanpur. The CIN of the company is U19112UP2013PLC061542. The company is yet to start its business activities.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Super Tannery UAE FZE

Brief about the Company

Super Tannery UAE FZE was incorporated at UAE, as a 100% subsidiary of Super Tannery Limited having paid up share capital of AED 30.11 lacs. The company is engaged in business of logistics solution provider in any or all of its aspects i.e multimodal transportation, warehousing, distribution etc.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Super Itallia S.R.L.

Brief about the Company

Super Italia S.R.L was incorporated at Italy, as a 100% subsidiary of Super Tannery Limited having paid up share capital of Euro 0.75 lacs. The company is logistics solution provider in any or all of its aspects i.e multimodal transportation, warehousing, distribution etc.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Secure Safety Limited

Brief about the Company

Secure Safety Limited was incorporated on February 28, 2007, with a name Super Safetywears Limited. The Certificate of Commencement of Business was issued on April 10, 2007. On August 20, 2013 the name was changed to Secure Safety Limited under the provisions of the Companies Act, 1956 with Registrar of Companies, Kanpur. The registered office of the company is situated at 187/170, Jajmau, Kanpur 208010, Uttar Pradesh, India. The CIN of the company is UP19201UP2007PLC032929. The company is engaged in business of leather and leather goods.

Capital Structure

The authorized equity share capital of Super Tannery Limited is ₹2,00,00,000 divided into 20,00,000 equity shares of ₹ 10/. As on December 31, 2017, the issued, subscribed and paid-up equity share capital of Secure Safety Limited is ₹ 1,50,00,000 divided into 15,00,000 equity shares of ₹ 10 per share.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Super Shoes Limited

Brief about the Company

Super Shoes Limited was incorporated on May 12, 1992, with a name Super Shoes (India) Limited. On May 18, 2004 name was changed to Super Shoes Limited under the provisions of the Companies Act, 1956, with Registrar of Companies, Kanpur. The registered office of the company is situated at 7/94-J, Tilak Nagar, Kanpur 208002, Uttar Pradesh, India. The CIN of the company is U19201UP1992PLC014349. The company is engaged in business of leather and leather goods.

Capital Structure

The authorized equity share capital of Super Shoes Limited is ₹4,00,00,000 divided into 40,00,000 equity shares of ₹ 10/. As on December 31, 2017, the issued, subscribed and paid-up equity share capital of Super Shoes Limited is ₹2,85,68,000 divided into 28,56,800 equity shares of ₹ 10 per share.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Amin Colonizers & Developers Ltd

Brief about the Company

Amin Colonizers & Developers Limited was incorporated on March 17, 2006 under the provisions of the Companies Act, 1956, with Registrar of Companies, Kanpur. The registered office of the company is situated at

7/94-J, Tilak Nagar, Kanpur208002, Uttar Pradesh, India. The CIN of the company is U45201UP2006PLC031511. The company was formed for the development of Colonies for the welfare of employees.

Capital Structure

The authorized equity share capital of Super Tannery Limited is ₹1,00,00,000 divided into 10,00,000 equity shares of ₹ 10/. As on December 31, 2017, the issued, subscribed and paid-up equity share capital of Amin Colonizers & Developers Limited is ₹ 55,00,000 divided into 5,50,000 equity shares of ₹ 10 per share.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Banthar Industrial Pollution Control Company

Brief about the Company

Banthar Industrial Pollution Control Company Limited was incorporated on February 20, 2002 under the provisions of the Companies Act, 1956, with Registrar of Companies, Kanpur. The company was converted into section 25 company on February 23, 2004. The registered office of the company is situated at CETP Complex Banthar Leather Technology Unnao UP IN. The CIN of the company is U90009UP2002NPL026495. The company is engaged in noncommercial business activities such as to promote encourage, assist in and undertake the establishment, growth and development of Industries and industrialization.

Capital Structure

The authorized equity share capital of Banthar Industrial Pollution Control Company is ₹1,00,00,000 divided into 10,00,000 equity shares of ₹ 10/. As on December 31, 2017, the issued, subscribed and paid-up equity share capital of Banthar Industrial Pollution Control Company is ₹46,36,100 divided into 4,63,610 equity shares of ₹ 10 per share.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Industrial Infrastructure Services (I)

Brief about the Company

Industrial Infrastructure Services (I) was incorporated on March 20, 2005 under the provisions of the Companies Act, 1956, with Registrar of Companies, Kanpur. The company was converted in to section 25 on April 08, 2011. The Registered Office of the Company is situated at 187/170, Jajmau Road, Jajmau, Kanpur 208010, India. The CIN of the company is U45208/UP2005NPL029731. The company is engaged in noncommercial business activities such as to promote encourage, assist in and undertake the establishment, growth and development of Industries and industrialization.

Capital Structure

The authorized equity share capital of Industrial Infrastructure Services (I) is ₹5,00,00,000 divided into 50,00,000 equity shares of ₹ 10/. As on December 31, 2017, the issued, subscribed and paid-up equity share capital of Industrial Infrastructure Services (I) is ₹2,12,98,900 divided into 21,29,890 equity shares of ₹ 10 per share.

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Superhouse Limited

Brief about the Company

Superhouse Limited was incorporated on January 14, 1980, under the provisions of the Companies Act, 1956, with Registrar of Companies, Kanpur. The Registered Office of the company is situated at 150 Feet Road, Jajmau, Kanpur, Uttar Pradesh 208010 India. The company has received the Certificate of Commencement of Business dated January 12, 1995. The CIN of the company is L24231UP1980PLC004910. Superhouse Limited, is a multi-unit and multi-product conglomerate with brand leadership in the field of footwear manufacturing and exports.

Capital Structure

The authorized equity share capital of Superhouse Limited is ₹ 150,00,000 divided into 1,50,00,000 equity shares of ₹ 10 per share. As on March 31, 2017, the issued, subscribed and paid-up equity share capital of the company is ₹ 110,250,000 divided into 1,10,25,000 equity shares of ₹ 10 per share.

Shareholding Pattern

Particulars	No of Equity Shares	% of Total Shareholding
Promoter and Promoter Group	60,50,874	54.88
Public	49,74,126	45.12
Total	1,10,25,000	100

Brief Financials:

Particulars	31-Mar-17	31-Mar-16	31-Mar-15
Equity Capital	11,41,97,718	11,41,97,718	11,41,97,718
Reserve	2,46,32,83,866	2,35,13,35,505	2,11,71,14,640
Total Turnover	5,91,85,71,766	6,25,85,50,941	7,12,01,85,328
Profit after tax	13,00,48,412	25,11,45,338	32,46,58,057
Earnings per share (Basic)	11.8	22.78	29.45
Earnings per share (Diluted)	11.8	22.78	29.45

Share price Data

Month	Highest Price (In Rs.)	Lowest Price (In Rs.)	Highest Price (In Rs.)	Lowest Price (In Rs.)
	BSE		NSE	
Feb-18	175.25	126.5	175.5	138.2
Jan-18	209.9	160	210	160.45
Dec-17	195	166	193.55	155.55
Nov-17	227.95	166.2	227.6	166.3
Oct-17	220.1	149.75	221	150.65
Sep-17	187.05	148.1	187	150.2

Other Data

Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NO
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NA
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Bovini Frills L.L.P**Brief about the Company**

Bovini Frills L.L.P was incorporated on June 29, 2016 under the provisions of the Companies Act, 2013, with Registrar of Companies, Kanpur. The registered office of the firm is situated at 187/170 Jajmau Road, Jajmau, Kanpur 208010, India. The LLP Identification Number is AAG-7997. The firm is engaged in business of leather and leather goods.

Capital Structure

The authorized equity share capital of Bovini Frills L.L.P is ₹5,00,000 divided into 50,000 equity shares of ₹ 10/. As on December 31, 2017, the issued, subscribed and paid-up equity share capital of Bovini Frills L.L.P is ₹ 5,00,000 divided into 50,000 equity shares of ₹ 10 per share.

Other Data

Particulars	Details (NA if not applicable)
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Particulars	Details (NA if not applicable)
History of Public/Right issue in last 3 three years	NA
Date of closure of Issue	NA
Issue Price	NA
Whether the Company has become a sick company or is under winding up	NO
Whether the Company has made a loss in the immediately preceding year and if so, profit or loss figure for immediately three years	NO
Disclosure regarding defunct Company and for which application made to ROC for striking off the name, during five years preceding from the date of filing Information Memorandum	NO

Amin Tannery Limited

Iftikharul Amin
C.F.O.

RELATED PARTY TRANSACTIONS

As on the date of this Information Memorandum, there are no related party transactions entered into by our Promoters, Promoter Group, our Company and our Group Entities.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company.

Our Company, since its incorporation has not declared or paid any dividend.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

SECTION V - FINANCIAL INFORMATION

Financials as on April 1, 2017 after Effecting Demerger

AMIN TANNERY LIMITED

BALANCE SHEET AS AT 01st APRIL, 2017 (OPENING AS AT 01/04/2017 AFTER EFFECTING DEMERGER)

Particulars	Note No.	As at 01st April 2017 (Rupees)
I. EQUITY AND LIABILITIES		
1. Shareholders' Funds		
(a) Share Capital	2	10,79,73,360
(b) Reserves and Surplus	3	12,50,21,196
		<u>1,70,47,836</u>
2. Non Current Liabilities		
(a) Long Term Borrowings		0
(b) Deferred Tax Liabilities (Net)		0
		<u>0</u>
3. Current Liabilities		
(a) Short Term Borrowings	4	18,04,56,441
(b) Trade Payables	5	12,69,68,981
(c) Other Current Liabilities	6	1,30,64,840
(d) Short Term Provisions	7	32,59,07,312
		<u>54,17,050</u>
TOTAL		<u><u>45,09,28,508</u></u>
II. ASSETS		
1. Non Current Assets		
(a) Fixed Assets :	8	
(i) Tangible Assets		9,94,42,201
(ii) Intangible Assets		0
(iii) Capital Work in Progress		33,95,311
(b) Non Current Investments	9	5,89,650
(c) Deferred Tax Assets (Net)	10	1,08,38,436
(d) Long Term Loans and Advances	11	14,21,762
		<u>11,56,87,359</u>
2. Current Assets		
(a) Inventories	12	25,91,30,455
(b) Trade Receivables	13	5,50,73,269
(c) Cash and Bank Balances	14	36,17,235
(d) Short Term Loans and Advances	15	29,86,853
(e) Other Current Assets	16	1,44,33,338
		<u>33,52,41,149</u>
TOTAL		<u><u>45,09,28,508</u></u>
Significant Accounting Policies	1	
Notes referred to above form an integral part of the Balance Sheet		

For and on behalf of the Board of Directors

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

(R.P. Gupta)
Partner
M.No. 070904

Place: Kanpur
Dated: 24th, March 2018

Director

Director

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

The company has adopted cost model as prescribed in AS-10, Property, Plant and Equipment accordingly Fixed Assets 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. Cost so ascertained is adjusted for accumulated depreciation/amortization and provision for impairment. Intangible Assets are stated at cost of acquisition less accumulated amortisation/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. In case of impaired assets, depreciation is charged on the adjusted cost net of impairment. Intangible Assets are amortised over a period of ten years under the straight line method of amortisation.

1.5 Impairment of assets

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

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 Dividend on Equity Shares

The final dividend on shares is recorded as a liability on the date of approval by the share holders, and interim dividends are recorded as a liability on the date of declaration by the Board of Directors of the company.

AMIN TANNERY LIMITED

Notes to financial statements

1.10 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

1.11 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.

1.12 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.

1.13 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.

1.14 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.

1.15 Intangible Assets

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

1.16 Earning Per Share (EPS)

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

1.17 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.

1.18 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.

1.19 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.

1.20 Prior Period Items

Prior period items, if material, are disclosed separately.

1.21 Cash Flow Statement

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

AMIN TANNERY LIMITED

Notes to financial statements

	Particulars	As at 01st April 2017
2. SHARE CAPITAL		
	Authorised	
	11,00,00,000 Equity Shares of Re.1/- each	11,00,00,000
	Issued, Subscribed and fully paid up	
	10,79,73,360 Equity Shares of Re.1/- each fully paid up	10,79,73,360
	Total	10,79,73,360
3. RESERVES AND SURPLUS		
	Capital Reserves	
	Balance as per last Balance Sheet	88,25,776
	Capital Reduction Reserves	5,00,000
	Surplus in the Statement of profit and loss	
	Balance as per last Balance Sheet (As at 31/03/2017)	(31,16,376)
	Add: Deffered Tax Assets as on 01/04/2017 recognised	1,08,38,436
	TOTAL	1,70,47,836
4. SHORT TERM BORROWING		
	Secured	
	Working Capital Loans	
	Rupee Loan	
	<i>from State Bank of India</i>	
	a) Cash Credit	2,30,04,273
	b) Packing Credit	15,74,52,169
	TOTAL	18,04,56,441
5. TRADE PAYABLES		
	Sundry Creditors :	
	Micro and Small Enterprises	-
	Others	12,69,68,981
	TOTAL	12,69,68,981
6. OTHER CURRENT LIABILITIES		
	Advance from Customers	3,23,726
	Other Liabilities	1,27,41,113
	TOTAL	1,30,64,840
7. SHORT TERM PROVISIONS		
	Provision for Gratuity	54,13,850
	Provision for Taxation	3,200
	TOTAL	54,17,050

8. Fixed Assets			
Particulars	GROSS BLOCK 01.04.2017	DEPRECIATION 01.04.2017	NET BLOCK 01.04.2017
LAND AND SITE DEVELOPMENT	73,59,349	10,06,787	63,52,562
BUILDING (FACTORY)	4,61,74,120	1,47,69,923	3,14,04,196
PLANT & MACHINERY	6,52,94,855	3,89,02,715	2,63,92,139
IMPORT OF MACHINERY	4,85,09,757	2,78,88,886	2,06,20,871
BOILER	44,79,626	30,91,211	13,88,414
ELECTRIC INSTALLATION & FITTING	1,26,78,941	1,17,59,658	9,19,283
OFFICE EQUIPMENT	11,90,904	7,74,552	4,16,352
COMPUTER (HARDWARE)	6,38,996	4,96,954	1,42,042
COMPUTER (SOFTWARE)	34,655	18,482	16,173
FIRE SAFETY EQUIPMENTS	5,47,170	4,45,384	1,01,786
LAB EQUIPMENTS	3,30,878	1,81,510	1,49,368
GENERATOR	33,73,676	25,01,730	8,71,946
EFFLUENT TREATMENT PLANT	49,13,903	4,45,783	44,68,120
RAIN WATER HARVESTER	5,63,033	2,67,588	2,95,445
TOOLS AND SPARES	23,26,334	13,71,003	9,55,331
WEIGH BRIDGE SCALES	95,133	41,563	53,570
MOTOR CAR	58,20,740	36,55,175	21,65,565
MOTOR BUS	22,55,024	21,57,468	97,556
FURNITURE & FIXTURES	48,96,486	24,92,543	24,03,944
SCOOTER	6,22,491	4,02,264	2,20,227
CYCLE	23,065	15,755	7,310
TRACTOR TROLLY	40,000	40,000	0
SUB TOTAL:	21,21,69,136	11,27,26,935	9,94,42,201

AMIN TANNERY LIMITED

Notes to financial statements

Particulars		As at 01st April 2017
9. NON CURRENT INVESTMENTS (Long Term Investments)		
Trade (valued at cost unless stated otherwise)		
EQUITY SHARES - UNQUOTED		
A. OTHERS		
10,000 Equity Shares of Rs. 10/- each fully paid up		1,00,000
Industrial Infrastructure Services (India) Limited		
27,365 Equity Shares of Rs. 10/- each fully paid up		2,73,650
Banthar Industrial Pollution Control Company		
21,600 Equity Shares of Rs. 10/- each fully paid up		2,16,000
Total (A)		5,89,650
10. DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets		
on account of depreciation	1,07,32,809	
Expenses covered u/s 43B/Non deduction of TDS u/s 40(a)(ia)	1,05,627	
Gross deferred tax assets		1,08,38,436
Deferred Tax Liability		
on account of		
Depreciation	-	
Gross deferred tax liability		-
Net Deferred Tax Assets @		1,08,38,436
@ 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.		
11. LONG TERM LOANS & ADVANCES (unsecured considered good)		
Security Deposit		14,21,762
TOTAL		14,21,762
12. INVENTORIES (valued at lower of cost and net realisable value)		
Raw Materials		33,32,771
Work in Process		12,90,59,333
Finished Goods		10,77,81,669
Stock of Waste & Scrap		20,00,000
Chemicals, Components and Spare Parts		1,69,56,682
TOTAL		25,91,30,455

Amin Tannery Limited

 Iftikharul Amin
 C.F.O.

AMIN TANNERY LIMITED
Notes to financial statements

Particulars		As at 01st April 2017
13. TRADE RECEIVABLES		
(Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good		72,17,263
Others		
Considered Good		4,78,56,006
TOTAL		5,50,73,269
14. CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash in Hand		3,91,036
(as Certified by the Management)		
Balances with Scheduled Banks in:		
- Current Accounts		27,50,363
- Fixed Deposit		4,64,157
Other bank balances		
Margin Money Deposit Accounts		11,679
TOTAL		36,17,235
15. SHORT TERM LOANS & ADVANCES		
(Unsecured considered good)		
Advance Tax		15,06,518
Less: Provision for Tax		
Advance recoverable in cash or kind or for value to be received		14,80,335
TOTAL		29,86,853
16. OTHER CURRENT ASSETS		
(Unsecured considered good)		
Export Incentive Receivable		60,53,737
Other Current assets		83,79,601
TOTAL		1,44,33,338

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

(R.P. Gupta)
Partner
M.No. 070904

Place: Kanpur
Dated: 24th, March 2018

For and on behalf of the Board of Directors

Director

Director

Amin Tannery Limited

Iftikharul Amin
C.F.O.

Financials as on 31 March 2017

Amin Tannery Limited

Iftikharul Amin
C.F.O.

AMIN TANNERY LIMITED
BALANCE SHEET AS AT 31st March, 2017

Particulars	Note No.	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
a) Share Capital	2	5,00,000	5,00,000
b) Reserves and surplus	3	4,377	(2,764)
c) Money received against share warrants		0	0
		5,04,377	4,97,236
2. Share application money pending allotment		0	0
		0	0
3. Non-current liabilities			
a) Long-Term borrowings		0	0
b) Deferred tax liabilities (Net)		0	0
c) Other Long term liabilities		0	0
d) Long-term provisions		0	0
		0	0
4. Current Liabilities			
a) Short-term borrowings		0	0
b) Trade payables		0	0
c) Other Current Liabilities - Other Liabilities		26,765	6,650
d) Short-term provisions		3,200	0
		29,965	6,650
TOTAL		5,34,342	5,03,886
II. ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment			
(i) Tangible assets		0	0
(ii) Intangible assets		0	0
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
		0	0
(b) Non-current investments		0	0
(c) Deferred tax assets (net)		0	0
(d) Long-term loans and advances		0	0
(e) Other Non-Current Assets	4	55,383	55,383
		55,383	55,383
2. Current Assets			
(a) Current investments		0	0
(b) Inventories		0	0
(c) Trade receivables		0	0
(b) Cash and Cash Equivalents	5	4,73,911	4,46,697
(e) Short-term loans and advances	6	5,048	1,806
(f) Other current assets		0	0
		4,78,959	4,48,503
TOTAL		5,34,342	5,03,886
Significant Accounting Policies	1		

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

As per our report of even date attached.
For Kapoor Tandon & Co.,
Chartered Accountants
Firm Reg. No. 000952C

For and on behalf of the Board of Directors

(R.P. Gupta)
Partner
M.No. 070904

Iftekharul Amin
Director

Iqbal Ahsan
Director

Veqarul Amin
Director

Place: Kanpur
Dated: 30th May, 2017

Amin Tannery Limited

Iftekharul Amin
C.F.O.

AMIN TANNERY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Note No.	2016-17 (Rupees)	2015-16 (Rupees)
REVENUE			
Interest Received on Fixed Deposit		31,088	18,046
Total Revenue		31,088	18,046
EXPENSES			
Other Expenses	7	20,748	20,810
Total Expenses		20,748	20,810
Profit Before Tax		10,341	(2,764)
Tax Expenses			
- Current Tax		3,200	0
- Deferred Tax		0	0
Profit for the year		7,141	(2,764)
Earning per Equity Share	8		
Basic (Face value of Rs 10 each)		NIL	NIL
Diluted (Face value of Rs 10 each)		NIL	NIL
Significant Accounting Policies	1		

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

As per our report of even date attached.

For and on behalf of the Board of Directors

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

(Himanshu Kapoor)
Partner
M.No. 078180

Iftikharul Amin
Director

Iqbal Ahsan
Director

Place: Kanpur
Dated: 30th May, 2017

Amin Tannery Limited

Iftikharul Amin
C.F.O.

AMIN TANNERY LIMITED

Notes to financial statements for the period ended 31st March, 2017

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Preparation of Financial Statements

The Accounts are prepared on accrual basis under historical cost convention and to comply in all material aspects with applicable material aspects with applicable accounting principles in India, Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013.

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 Property, Plant and Equipment

Fixed assets comprise of only incidental expenses expended during construction period (pending allocation)

1.4 Depreciation

Since the Company has not commenced its commercial operations, no depreciation has been charged.

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 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.

1.6 Capital work in progress

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

1.7 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 and Assets are neither recognized nor disclosed in the financial statements

1.8 Revenue Recognition

The Company has not commenced operations and no revenues have been recognised during the year under consideration.

1.9 Basis of classification of Current and Non Current

Assets and liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III to the Companies Act, 2013. An asset has been classified as current if (a) it is expected to be realised in, or is intended for sale or consumption in, the companies normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realised within 12 months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date. All the other assets have been classified as non-current. A liability has been classified as current when (a) it is expected to be settled in the companies normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within 12 months after the reporting date; or (d) the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. All other liabilities have been classified as non-current. An operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

AMIN TANNERY LIMITED**Notes to financial statements for the period ended 31st March, 2017**

Particulars	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
2. SHARE CAPITAL		
Authorised		
5,00,000 Equity Shares of Re.1/- each	5,00,000	5,00,000
(Previous Year: 5,00,000 Equity Shares of Re.1/- each)		
Issued, Subscribed and fully paid up		
5,00,000 Equity Shares of Re.1/- each fully paid up	5,00,000	5,00,000
(Previous Year: 5,00,000 Equity Shares of Re.1/- each fully paid up)		
Total	5,00,000	5,00,000

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

Equity shares	As at 31st March 2017		As at 31st March 2016	
	No. of Shares	(Rupees)	No. of Shares	(Rupees)
At the beginning of the year (Re 1 per share)	5,00,000	5,00,000	5,00,000	5,00,000
Changes during the year	-	-	-	-
Outstanding at the end of the year	5,00,000	5,00,000	5,00,000	5,00,000

2.2 Rights, Preferences and restrictions 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. No dividend has been proposed during the year under consideration. 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 Bonus Shares/Shares for consideration other than cash issued & Buy Back of shares during preceding five years: NIL**2.4 Shares held by holding/ultimate holding company and/or their subsidiaries/associates: NIL****2.5 Shares held by holding/ultimate holding company and/or their subsidiaries/associates more than 10% Share in the company: NIL****2.6 Details of shareholders holding more than 5% shares in the company:**

Name of the Share Holder	As at 31st March 2017		As at 31st March 2016	
	No. of Shares	% held	No. of Shares	% held
Face Value of Shares	Re. 1/- each		Rs. 10/- each	
Mr. Veqarul Amin	1,40,600	28.12%	14,060	28.12%
Mr. Iftikharul Amin	71,390	14.28%	7,139	14.28%
Mr. Iqbal Ahsan	71,880	14.38%	7,188	14.38%
Mrs. Sophia Amin	27,190	5.44%	2,719	5.44%
Mr. Tanveerul Amin	35,380	7.08%	3,538	7.08%
Mrs. Farha Fatima	35,380	7.08%	3,538	7.08%
Mr. Mubashirul Amin	37,150	7.43%	3,715	7.43%
Mr. Umair Ul Amin	36,090	7.22%	3,609	7.22%

Terms of any securities convertible into Equity/Preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date : **NIL (NIL)**
Calls Unpaid: **NIL (NIL)**
Forfeited Shares: **NIL (NIL)**

2.7 Face value of Equity Shares have been subdivided from Rs.10/- each to Re.1/- each and same has been approved by the share holders at the AGM held on 30.09.2015**3 RESERVES AND SURPLUS****Surplus in the Statement of profit and loss**

At commencement of the year	(2,764)	0
Profit for the year	7,141	(2,764)
TOTAL	4,377	(2,764)

4 OTHER NON-CURRENT ASSETS**Incidental Expenditure during Construction period (Pending Allocation)**

Rates and Taxes	32,510	32,510
Bank Charges	1,370	1,370
Printing & Stationery	10,185	10,185
Audit Fees	11,318	11,318
	55,383	55,383
Less: Interest from Fixed Deposit	0	0
	55,383	55,383

Amin Tannery Limited

Iftikharul Amin
C.F.O.

AMIN TANNERY LIMITED**Notes to financial statements for the period ended 31st March, 2017****5 CASH AND CASH EQUIVALENTS****Balances with Scheduled Banks in:**

Current Accounts	9,754	10,386
Fixed Deposit Account	4,64,157	4,36,311
TOTAL	4,73,911	4,46,697

6 SHORT TERM LOANS & ADVANCES

Advance Income Tax	5,048	1,806
	5,048	1,806

7 OTHER EXPENSES

Rates and Taxes	10,675	14,200
Bank Charges	633	860
Audit Fee	9,440	5,750
	20,748	20,810

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

Joint Ventures & Associates:

(i) Joint Venture: Nil**(ii) Associates: Nil****(iii) Key Management Personnel & Relatives:**

- a) Iftikharul Amin
- b) Iqbal Ahsan
- c) Veqarul Amin
- d) Sophia Amin
- e) Tanveerul Amin
- f) Farha Fatima
- g) Mubashirul Amin
- h) Umair Ul Amin
- i) Rumana Amin
- j) Ismat Iqbal

No transactions have been done with the related parties during the financial year.

9 Contingent liabilities**As at 31st March 2017****As at 31st March 2016**

i. Estimated value of contracts remaining to be executed on capital account (net of advances)	NIL	NIL
ii. Other Commitments	NIL	NIL
ii. Claims against the company not acknowledged as debt	NIL	NIL
10 a) CIF Value of Imports	NIL	NIL
b) Expenditure in foreign currency	NIL	NIL
c) Remittance in Foreign Currency on account of Dividend	NIL	NIL
d) Earning in Foreign Exchange	NIL	NIL
e) Consumption of Imported Raw Material & Stores	NIL	NIL

11 Disclosure in terms of AS 28

There are no fixed assets in the company, thus there are no impairment losses to be accounted for.

12 Disclosure in terms of AS 29

There are no contingent liabilities therefore no provision is required to be made.

13 The figures of the previous year have been regrouped/rearranged wherever necessary in order to make them comparable with the figures of the current period. Figures have been rounded off to the nearest rupee.**14 Being a level - III enterprise, the accounting standards applicable to a Level - III enterprise have been followed. AS - 2, AS - 6 and AS - 10 are not applicable during the financial year.****15 There is no transaction with organisations covered under the Small, Micro & Medium Enterprises Development Act, 2006.****16 As the company has not commenced commercial operation, there is no Earning Per Share for the financial year. Thus, the relevant disclosure as per AS - 20 has not been given.****17 As the company has not commenced operation, no provision for depreciation and deferred tax has been made.**

As per our report of even date attached.

For and on behalf of the Board of Directors

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

(R.P. Gupta)
Partner
M.No. 070904

Place: Kanpur
Dated: 30th May, 2017

Iftikharul Amin
Director

Iqbal Ahsan
Director

Vevarul Amin
Director

INDEPENDENT AUDITORS' REPORT

To the Members of Amin Tannery Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Amin Tannery Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance 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 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. Those Standards 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 auditor's 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. 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 qualified audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the company as at 31st March, 2017, and its loss and Cash Flow Statement for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government 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”, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:
- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books;
 - c. The Balance Sheet and the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statement 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 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B ”;
 - g. with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There is no pending litigations which may have any effect on the financial position of the company;
 - 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. No amount was required to be transferred to the Investor Education and Protection Fund during the year by the Company.

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

(R.P. Gupta)
Partner
M. No. 078180

Place: Kanpur
Date: 30.05.2017

Amin Tannery Limited

Iftikharul Amin
C.F.O.

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 of our report of even date on the financial statements for the financial year ended 31st March, 2017 of **Amin Tannery Limited**)

- (i) There are no fixed assets during the year; hence paragraph 3(i) of the Order is not applicable during the year.
- (ii) There are no inventories during the year; hence paragraph 3(ii) of the order is not applicable during the year
- (iii) The Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 (the Act). Hence, paragraph 3(iii) of the Order is not applicable.
- (iv) The Company has not granted/made/given any loan, investment, guarantee, or security where provisions of section 185 and 186 of the Act are applicable. Hence, paragraph 3(iv) of the Order is not applicable.
- (v) In our opinion, the Company has not accepted any deposit during the year within the meaning of Section 73 to Section 76 of the Companies Act, 2013 (the Act) read with the Rules framed there under. Hence, paragraph 3(v) of the Order is not applicable.
- (vi) Provisions for maintaining Cost Records pursuant to the Rules framed by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable to the company during the year.
- (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, Service Tax, Duty of Customs, Duty of Excise, 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 31st March 2017 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, Service Tax, Duty of Customs, Duty of Excise and Value Added Tax which have not been deposited on account of any dispute.
- (viii) The company has not defaulted in repayment of loans or borrowings to a financial institution, bank, government or dues to debenture holders during the year.
- (ix) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year.
- (x) Based on the audit procedures performed and according to the information and explanations given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) This para is not applicable as no managerial remuneration has been paid by the company in accordance with Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The company is not a "Nidhi Company"; hence paragraph 3(xii) the Order is not applicable.
- (xiii) In our opinion, transactions with the related parties are in compliance with section 177 and 188 of Act where applicable and the details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- (xiv) The company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, paragraph 3(xiv) the Order is not applicable.

(xv) In our opinion, the company has not entered into any non cash transactions with directors or persons connected with him. Hence, paragraph 3(xv) the Order is not applicable.

(xvi) In our opinion, the company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934.

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

(R.P. Gupta)
Partner
M. No. 070904

Place: Kanpur
Date: 30.05.2017

Amin Tannery Limited

Iftikharul Amin
C.F.O.

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2(f) of our report of even date on the financial statements for the financial year ended 31st March, 2016 of **M/s Secure Safety Limited**)

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

We have audited the internal financial controls over financial reporting of **M/s Secure Safety Limited** ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

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

(R. P. Gupta)
Partner
M. No. 070904

Place: Kanpur
Date: 30.05.2017

Amin Tannery Limited

Iftikharul Amin
C.F.O.

SECTION VI - LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

Except as stated below there are no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies/ Entities; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies/ Entities; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Information Memorandum; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act, 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Information Memorandum and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Information Memorandum; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Information Memorandum; (x) pending litigations involving our Company, Directors, Promoter, Group Companies/ Entities or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Information Memorandum:

- (a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoter, Directors, or Group Companies/ Entities, as the case may be shall be deemed to be material;*
- (b) All pending litigation involving our Company, Promoter, Directors, or Group Companies/ Entities as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of Rs. 2 crores or 5% of the net profits after tax of the Company for the most recent audited fiscal period whichever is higher; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, or Group Companies/ Entities, whose outcome would have a bearing on the business operations, prospects or reputation of our Company;*
- (c) Notices received by our Company, Promoter, Directors, or Group Companies/ Entities, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies/ Entities, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Unless otherwise stated, all proceedings are pending as of the date of this Information Memorandum. All information provided below is as of the date of this Information Memorandum.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

LITIGATIONS INVOLVING OUR COMPANY

Litigations against our Company

1. Civil suit: Nil
2. Labours matters: Nil
3. Criminal: Nil
4. Tax: Nil

Litigation by our Company

1. Civil suit: Nil
2. Labours matters: Nil
3. Criminal: Nil
4. Tax: Nil

LITIGATION INVOLVING OUR PROMOTER GROUP COMPANIES

Nil

LITIGATION INVOLVING OUR PROMOTERS

Litigations against our Promoters

Nil

Litigations by our Promoters

Nil

LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS)

NIL

TAX PROCEEDINGS INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS)

NIL

LITIGATION INVOLVING OUR GROUP ENTITIES (OTHER THAN PROMOTERS GROUP)

NIL

PENALTIES LEVIED UPON OUR COMPANY / PROMOTER / PROMOTER GROUP COMPANIES IN THE PAST FIVE YEARS

NIL

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Information Memorandum.

INQUIRIES, INSPECTIONS OR INVESTIGATION INITIATED OR CONDUCTED UNDER THE COMPANIES ACT, 1956/ COMPANIES ACT, 2013

NIL

TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON PAYMENT OF STATUTORY DUES

As on the date of this Information Memorandum there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) overdues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

PAST CASES WHERE PENALTIES WERE IMPOSED

There are no past cases where penalties were imposed on our Company by concerned authorities/courts.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of this Information Memorandum, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

ADVERSE FINDINGS AGAINST ANY PERSONS/ENTITIES CONNECTED WITH OUR COMPANY AS REGARDS NON COMPLIANCE WITH SECURITIES LAWS

There are no adverse findings involving any persons/entities connected with our Company as regards non-compliance with securities law.

DISCIPLINARY ACTION TAKEN BY SEBI OR STOCK EXCHANGES AGAINST OUR COMPANY

There are no disciplinary actions taken by SEBI or stock exchanges against our Company, or its Directors.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act 2013 or any previous company law in the last five years immediately preceding the year of this Information Memorandum in the case of Company, Promoters and Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of this Information Memorandum.

Further, there is no legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the promoters during the last five years immediately preceding the year of the issue of this Information Memorandum and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

OUTSTANDING DUES TO CREDITORS

NIL

MATERIAL DEVELOPMENTS

Except as stated in “*Management Discussion and Analysis*” on page 44, there have not arisen, since the date of the last financial statements disclosed in this Information Memorandum, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

ADVERSE EVENTS

There has been no adverse event affecting the operations of our Company occurring within one year prior to the date of filling Draft Information Memorandum/ Information Memorandum with the Registrar of Companies.

Amin Tannery Limited


Iftikharul Amin
C.F.O.

GOVERNMENT AND OTHER APPROVALS

Pursuant to the Scheme, all licenses, quotas, permissions, approvals, consents, registrations, certificates, clearances, goodwill and intellectual property rights, including brand, incentives, subsidies, rehabilitation scheme, special status and other benefits or privileges enjoyed granted by any government body, local authority or by any other person or availed of by the Demerged Undertaking (as defined in the Scheme), municipal permissions, insurance policies, authorities, power of attorney given by, issued to or executed in favour of STL in relation to Demerged Undertaking and which are subsisting or have effect immediately before the effective date, shall stand vested in or transferred to the Company.

Our Company has received the necessary consents, licenses, permissions, registrations, and approvals from the, various governmental agencies and other statutory and/ or regulatory authorities required for carrying out our present business activities. Except as mentioned below, no further material approvals are required for carrying on our present business activities:

A. Corporate approvals

1. Certificate of incorporation dated March 25, 2013 issued by the ROC;
2. Certificate of commencement of business December 27, 2013 issued by ROC
3. Our Company's corporate identify number is U19115UP2013PLC055834.
4. Permanent account number of our Company issued by the Income Tax Department, Government of India is AALCA4722D.
5. Tax deduction account number of our Company issued by the Income Tax Department, Government of India is KNPA04096B.
6. The GST registration number of our Company is 09AALCA4722D1ZU.
7. We have applied for registration from Employee Provident Fund Organization under the provisions of Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
8. We have applied for registration from Employees' State Insurance Corporation under the provisions of Employees' State Insurance Act, 1948.

B. Business Related Approvals

Pursuant to the Scheme, all licenses, quotas, permissions, approvals, consents, registrations, certificates, clearances, goodwill and intellectual property rights, including brand, incentives, subsidies, rehabilitation scheme, special status and other benefits or privileges enjoyed granted by any government body, local authority or by any other person or availed of by the Demerged Undertaking (as defined in the Scheme), municipal permissions, insurance policies, authorities, power of attorney given by, issued to or executed in favour of STL in relation to Demerged Undertaking and which are subsisting or have effect immediately before the Effective Date, shall stand vested in or transferred to the Company.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

SECTION VII - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Scheme

The Allahabad Bench of the Hon'ble NCLT, vide its order dated December 27, 2017 has sanctioned the Scheme between Super Tannery Limited (Demerged Company) and Amin Tannery Limited (Resulting Company) and their respective shareholders and creditors under Section 391 to 394 and Section 100 of the Companies Act, 1956 and Section 230-232 of the Companies Act, 2013 along with rules and regulations made thereunder and any other applicable laws.

In accordance with the Scheme, the Demerged Undertaking (as defined in the Scheme) comprising of the Goat Tannery division/ business stands transferred and vested with Amin Tannery Limited (Resulting Company) under Section 391-394 and Section 100 of the Companies Act, 1956 and Section 230-234 of the Companies Act, 2013 w.e.f. the Appointed Date. As per the Scheme, in consideration of the demerger, the Company has issued equity shares to the shareholders of the Demerged Company in ratio of 1:1 i.e. one fully paid-up equity shares of the Company for one equity share held by the shareholder in the Demerged Company.

For more details relating to the Scheme of arrangement please refer to the Chapter titled "Salient Features of the Scheme" beginning on page 35 of this Information Memorandum.

The Scheme provides that the equity shares of our Company to be issued pursuant to the Scheme shall be listed and admitted to trading on BSE. Such listing and admission for trading will be subject to fulfilment of listing criteria by our Company as permitted by BSE for such issues and subject to such other terms and conditions as may be prescribed by BSE at the time of the application for listing by our Company.

Pursuant to Regulation 37 of SEBI LODR Regulations read with SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, the Demerged Company being a listed entity had filed a copy of the Scheme with BSE. BSE vide letter nos. DCS/AMAL/ND/24f/378/2015-16 dated May 04, 2016, had conveyed their No-objection to the Scheme.

Based on the Record Date of February 27, 2018, announced by STL, the Board Directors of the Company had on February 27, 2018 allotted equity shares to the shareholders of STL as on the Record Date in pursuance of the Scheme.

The Company is in process of filing the requisite applications with BSE seeking listing of these equity shares, as issued in terms of the Scheme, on BSE.

Eligibility Criterion

There being no initial public offering or rights issue of securities, the eligibility criteria in terms of Chapter III of SEBI (ICDR) Regulations do not become applicable. SEBI has, vide its Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, subject to certain conditions permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of Rule 19 (2) (b) of the SCRR.

Our Company has submitted this Information Memorandum, containing information to BSE and making disclosure of such information available in line with disclosure requirement to public through their website viz. www.bseindia.com. Our Company has made the said Information Memorandum available on its website viz. www.amintannery.in.

Prohibition by SEBI

Our Company, its Promoters, its Directors, Promoter Group entities and other companies promoted by Promoters or Group Companies/ Entities and natural persons behind our corporate Promoters and companies with which the directors of our Company are associated, as directors or promoters, have not been prohibited from accessing the capital market under any order or directions passed by SEBI.

Identification of Wilful Defaulter

Our Company, its Promoters, other companies promoted by the Promoters, the relative (as per Companies Act) of Promoters have not been identified as wilful defaulters by RBI or any government/regulatory authority and/or by any bank or financial institution.

General Disclaimer from our Company

Our Company accepts no responsibility for statement made otherwise than in this Information Memorandum or in the advertisements to be published in terms of Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Disclaimer Clause-BSE

As required, a copy of this Information Memorandum will be submitted to BSE. The BSE has through its letter dated May 4, 2016 given its 'No Objection' in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and by virtue of the No Objection Letter, BSE's name in this Information Memorandum has been used as the Stock Exchange on which our Company's securities are proposed to be listed.

Filing

Copy of this Information Memorandum has been filed with BSE.

Listing Approval from BSE

Our Company is making an application to obtain listing approval from BSE.

SEBI relaxation under Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957

Our Company has submitted an application to SEBI seeking relaxation under Rule 19(2)(b) of the SCRR along with this IM.

Demat Credit

Our Company has executed Tripartite Agreements with the Registrar and the Depositories i.e. NSDL and CDSL for admitting its securities in demat form. The ISIN allotted to our Company's Equity Shares is INE572Z01017.

Expert Opinions

Save as stated elsewhere in this Information Memorandum, we have not obtained any expert opinions.

Dispatch of Share Certificates

In accordance with the Scheme, new shares have been issued and allotted to the eligible shareholders of Super Tannery limited on the Record Date i.e. February 27, 2018.

Previous Rights and Public Issues

Since incorporation, our Company has not issued Equity Shares to the public.

Commission and Brokerage on Previous Issues

Our Company has not issued any Equity Shares to the public since its inception and no sum has been paid or is

payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares.

Promise vis-à-vis performance

This is for the first time Equity Shares of our Company are getting listed on the stock exchange.

Outstanding Debentures or Bonds and Redeemable Preference Shares and other Instruments issued by our Company

There are no Outstanding Debentures or Bonds and Redeemable Preference Shares and other Instruments issued by our Company

Stock Market Data for Equity Shares of our Company

The Equity Shares of our Company are not listed on any stock exchanges. Through this Information Memorandum, our Company is seeking approval for listing of its Equity Shares.

Disposal of Investor Grievances

Karvy Computershare Private Limited is the Registrar and Transfer Agent to our Company, who can be contacted at the following email id for addressing investors grievances: support@karvy.com.

Compliance Officer and Company Secretary

Arti Tiwari

7/94 - J Tilak Nagar, Kanpur- 208002, Uttar Pradesh, India

Tel :+91- 7522850820

E-mail: share@amintannery.in

Website: www.amintannery.in

Amin Tannery Limited

Iftikharul Amin
C.F.O.

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

AMIN TANNERY LIMITED

PRELIMINARY

- (1) The Regulations contained in Table “F” of the First Schedule to the Companies Act, 2013 or any statutory modifications thereof, shall apply to this Company as far as applicable to a Public Company except to the extent they said regulations have been expressly altered, varied and omitted in these Articles. These articles and wherever required the said regulations contained in Table “F” shall be the regulations for the management of the Company.

INTERPRETATION

- (2) In these presents, unless excluded by the subject or context, words or expressions defined hereunder shall bear the meaning assigned to them as given below and words or expressions not defined hereunder but which have been defined in the Companies Act, 2013 or any statutory modifications thereof shall bear the meaning assigned to such words or expressions in the said Act or any statutory modifications thereof.
- a. **“The Act” or “The Companies Act”** means, the Companies Act, 2013, including any statutory modifications thereof from time to time and any other statute for the time being in force relating to the companies in India and affecting the Company.
 - b. **“The Common Seal”** shall mean the common seal of the Company approved by the Board of Directors from time to time.
 - c. **“The Board” or “The Board of Directors”** means, as the case may be, the Directors of the Company referred to collectively or a meeting of the directors duly called and constituted or the directors, assembled at a board or the requisite number of Directors entitled to pass a circular Resolution in accordance with these articles.
 - d. **“This Company” or “The Company”** when used with reference to this company shall mean **AMIN TANNERY LIMITED**
 - e. **“Dividend”** includes Interim Dividend.
 - f. **“In Writing” or “Written”** means printed or partly printed / written and partly written or lithographed or cyclostyled or typewritten or other mode(s) of representing or reproducing words in a visible form.
 - g. **“Member”** means a duly registered shareholder of the Company holding one or more shares of any class, but does not include the bearer of a share warrant.
 - h. **“The Office”** means the Registered Office for the time being of the Company.
 - i. **“Special Resolution”** shall have the meaning assigned thereto by Section 114 (2) of the Act.
 - j. Words importing the singular shall include, unless repugnant to the context, the plural number and vice versa.
 - k. Words importing the masculine gender shall include the feminine gender.
- (3) The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013, having a minimum paid-up capital of Five Lakh Rupees or such higher paid-up capital as may be prescribed by the Act and accordingly:

“public company” means a company which—

- (a) is not a private company;
- (b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles ;.

Provided that where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this Article, be treated as a single member.

CAPITAL

- (4) The Authorised Share Capital of the company is Rs. 11,00,00,000/- (Rupees Eleven Crore) divided into 11,00,00,000 (Eleven Crore) Equity shares of Re.1/- each (Rupee One).
- (5) Subject to the provisions of the Act and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased capital of the company) shall be under the control of the Board of Directors who may allot the same to such persons, on such terms and conditions, in such proportion and at such time as the Board may, from time to time, think fit. Provided that shares shall always first be offered to persons who are members at the time of issue without any preference or priority to any member unless otherwise decided by the members in a general meeting by a special resolution.
- (6) The right conferred upon the holders of shares of any class issued with preferred or other rights, shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
- (7) a. The Board may issue and allot shares in the capital of the Company as full or part payment of consideration for any property (including goodwill) sold or transferred, goods or machinery supplied, or for services rendered to the Company in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be either fully paid up or partly paid up and if so allotted shall be deemed to be fully paid up or partly paid up shares as the case may be.

b. The Board may also allot shares to the employees or directors of the Company as sweat equity.
- (8) Shares may be registered in the name of any person, joint holders, Hindu Undivided Family, Minors, Societies registered under the Societies Registration Act, Trusts registered under the Indian Trusts Act and / or any limited Company or body corporate. Provided that only fully paid up shares shall be registered in the names of minors.
- (9) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as the absolute owner thereof and shall not (except as ordered by a court of competent jurisdiction or as by law required) be under any obligation to recognize any trust, other equitable or contingent or claim to or to any interest in any share or any part thereof of any person other than the person whose name is borne by the said Register whether or not the company shall have express or constructive notice thereof.
- (10) Subject to the provisions of Act, the Company may issue any shares in the original or new capital as Equity or Preference Shares and to attach to any classes of such shares, any preference, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject them to any restrictions, limitations or conditions.

NOMINATION FACILITY FOR SHAREHOLDERS

- (11) a. Any person whose name is entered in the relevant register as a member of the Company or as a debenture holder may, if he so desires, nominate another person to whom the shares or debentures held

by him shall vest on his death.

b. Such nomination may be revoked at any time and the member may make fresh nomination if he so desires. c. The nomination must be made in accordance with the provisions of the Act. d. If the shares or debentures are held in joint names, all the joint holders, shall jointly, nominate a person to whom the shares or debentures shall vest on the death of all the joint holders. Otherwise the nomination shall be liable to be rejected. e. Any person who becomes entitled to shares or debentures due to any nomination in his favour may, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either i. to be registered himself as holder of the share or debenture, as the case may be; or ii. to make such transfer of the share or debenture, as the case may be, as the deceased shareholder or debenture holder could have made. f. The provisions contained in the Act with regard to the right of a shareholder or debenture holder to nominate shall be available to the members or debenture holders of the Company in full and nothing contained in these presents shall, subject to the „provisos" hereunder, be construed to restrict said right in any manner. Provided that if the nominee is not a relative of the nominating member, unanimous consent of other members of the Company is required to register or take on record such nomination. Provided further that the word "relative" shall mean any one of the relationships described under "DEFINITION OF RELATIVE" in the Act.

CERTIFICATES

- (12) a. Every person whose name is entered as a Member in the Register of Members shall be entitled to receive within two months after allotment or within one month on the application for registration of transfer one or more certificates for all his shares without payment.
- b. Every certificate shall be issued under the common seal of the Company and it shall specify the names(s) of the person(s) in whose favour the certificate is issued, the shares to which it relates, and the amount paid up thereon.
- c. Every certificate of shares shall be signed by any two directors or persons acting on behalf of the directors under a duly registered power of attorney and any one director or the Secretary or some other person authorized by the Board for the purpose, as an authorized signatory, shall also sign the certificate.
- (13) a. If any certificate is worn out or defaced, mutilated or torn or lost or destroyed or if there is no further space for endorsement of transfer, then a fresh certificate may be issued by the company.
- i. on the holder surrendering the worn out or defaced or used up certificate(s) for cancellation, or
- ii. on such terms as to indemnity as the Board may deem fit and on payment of out-of-pocket expenses incurred by the Company in investigating evidence as the Board may think fit, in case of certificates lost or destroyed. b. Any new certificates so issued shall be marked as such.
- (14) Any person who is the registered holder of the shares being in possession of one or more share certificates may apply to the Company for the issue of one or more fresh certificates by consolidation or in such separate lots as he may desire in lieu of the original certificates and the Company shall issue such certificates on the said person surrendering to the Company the original certificates for cancellation. The certificates so issued shall be delivered to the person who surrendered the original certificate(s) or to his order. Certificates so issued may be distinguished by the Directors in such manner as they may deem proper.
- (15) When two or more persons are registered as the holders of any shares, they shall be deemed to hold such shares as joint owners with the benefit of survivorship, subject to the following provisions:
- a. The company shall not be bound to register more than three persons as the holders of any shares.
- b. The joint holders of a share shall be liable severally as well as jointly in respect of all payment which ought to be made in respect of such shares.
- c. On the death of any one of such joint holders the survivor(s) shall be the only person(s) recognised by the Company as having any title to such shares, but the Directors may require such evidence of death as they may deem fit.

- d. Any one of such joint holders may give receipt for the whole of any dividend payable to such joint holders.
- e. Only the person whose name stands first in the Register as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such shares or to receive notice from the Company and any notice given to such person shall be deemed as notice to all the joint holders.

SURRENDER OF SHARES

- (16) The Directors may accept surrender of any shares in favour of any nominee of the Company whether by way of settlement of a dispute or for any reason under any arrangement or in any other case subject to the provisions of the Act.

RESTRICTIONS ON TRANSFER OF SHARES

- (17) a. A member (the selling member) may transfer the shares held by him / her in the capital of the company to any person who is not a member of the Company and while intending to do so he / she shall first follow the procedure given below to ascertain whether there is any other member or members who are willing to purchase the shares the selling member wants to sell. Provided a member may by way of gift or otherwise transfer any share to his or her spouse, son, daughter, father, mother, grandfather, grandmother, grandson, granddaughter, brother, sister, nephew, niece or to the spouse of any such relative without following the said procedure. Provided further that where circumstances require, the Board may, with the consent of the members duly accorded by a special resolution, waive the requirement for adhering to the said procedure in the interests of the company and such decision of the Board shall be final in this respect.
- b. If the selling member is not able to find, on his / her own, another member to purchase his / her shares, he / she shall give notice to the Board of his / her intention to sell his / her shares and shall also state the number of shares he / she intends to sell.
- c. Within 30 (thirty) days after the receipt of such a notice, the Board shall arrange for determination of the fair value of the shares of the Company with the help of either an expert who carries on valuation of shares as one of his areas of professional practice or the statutory auditor of the Company.
- d. The fair value so fixed by the expert or the auditors of the Company shall be binding, final and conclusive.
- e. Within 7 (seven) days after the receipt of the report of the expert or the auditor fixing the fair value of the shares, the Board shall give notice to all the members by a circular in writing, containing all particulars and inviting the members to communicate to the Board within 14 (fourteen) days, their willingness to buy any share or shares at such fair value. A copy of the circular shall also be delivered forthwith to the selling member also.
- f. Members who are willing to buy all or some of shares so offered shall deposit with the Company, within the said period of 14 (fourteen) days, a sum equivalent to the fair value of the shares they are willing to buy. Any communication received by the Board without the deposit as aforesaid shall not be valid.
- g. If more than one member is willing to purchase the shares, the shares shall be divided among the proposing purchasers in the same proportion in which they had expressed their willingness to buy. The decision of the Board shall be final in this regard.
- h. On receipt of a confirmation from the Board as to whom how many shares have to be transferred, the member who expressed his / her desire to sell, shall enable transfer of such shares to such persons as identified by the Board. If the selling member refuses to sign necessary instruments of transfer within fourteen days from the date of receipt of said confirmation, the Board shall effect the transfer by authorising a person to sign necessary

instruments of transfer and shall cause the name or names of purchaser to be entered in the Register of Members as holders of those shares and shall hold the purchase money on trust for the selling member.

- i. When any shares, under the power in that behalf in these Articles, are sold by the Directors and the certificates there of have not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit for the certificates not so delivered up.
- j. The receipt by the Company of the purchase money shall be a good discharge to the purchaser and after his / her name has been entered in the Register of Members in exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.
- k. If no member has expressed his willingness to purchase the shares within the time limit laid down herein above, the board shall within seven days after the expiry of such time limit intimate the selling member about the same and the selling member may thereafter sell those shares to any other person of his choice and the Board shall be bound to give effect to such transfer.
- l. If the selling member receives no intimation as to the action taken by the Board with regard to his notice offering for sale all or some of his her shares within a period of 45 (forty five) days from the date on which he / she gave his / her notice to the Board, he / she shall be at liberty to sell those shares to any other person of his / her choice and the Board shall be bound to give effect to such transfer.

GENERAL PROVISIONS FOR TRANSFER AND TRANSMISSION OF SHARES

- (18) a. No transfer of shares shall be effected unless an instrument of transfer in the prescribed form, duly stamped and executed by the transferor and transferee and accompanied by the relevant certificate of shares or such other evidence as required by the Board in this respect is delivered at the registered office of the Company.
- b. No transfer of shares shall be effected if it would violate the statutory and other restrictions relating to transfer of shares.
- c. No fee shall be charged for transfer of shares. But the Board may require the selling member to reimburse the Company of the expenses incurred by the Company in assisting the member in selling his shares, whether the action taken by the Board results in the sale of shares offered by such member or not.
- d. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member. In case of death of any one or more of the joint holders of any shares, the survivor shall be the only persons recognised as registered holders of such shares.
- e. Any person becoming entitled to any share, due to death or bankruptcy of any member, upon producing necessary evidence to prove his such entitlement and upon providing such information as may from time to time properly be required by the Board, may with the consent of the Board (which it shall not be under any obligation to give), be registered as a member in respect of such shares or may, subject to the applicable articles governing transfer shares, transfer such shares to any other person.

LIEN ON SHARES

- (19) (i) The company shall have a first and paramount lien—
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not)

called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

- c. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- (iv) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (v) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

- (20) The Board, May from time to time, make such calls upon the members in respect of all moneys unpaid on their shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.

FORFEITURE OF SHARES

- (21) If a member fails to pay any call or installment of call on the day appointed for the payment thereof, the Board may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment for so much of the call or installments unpaid together with any interest which may have accrued. The Board may accept in the name of and for the benefit of the Company and upon such terms and conditions as may be agreed, the surrender of any shares liable to forfeiture and insofar as the law permits any other shares.
- (22) The notice shall mention further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
- (23) If the requirements of any such notice as aforementioned are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before forfeiture.
- (24) A forfeited or surrendered share may be sold or otherwise disposed of on such terms and in such manner as the Board may think fit and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Board may think fit.

- (25) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of share, but his liability shall cease if and when the Company receives payment in full of the nominal amount of shares.
- (26) A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated against all persons, claiming to be entitled to the share and that declaration and the receipts of the Company for consideration, if any, given for the share on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money (if any) nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture for sale or disposal of the share.
- (27) The provisions of these presents as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share become payable at a fixed time whether on account of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

BUY BACK OF SHARES AND SECURITIES

- (28) The Company may purchase its own shares / securities at any time on such terms and conditions and in such manner and upto such limit as may be prescribed by the Companies Act, 2013 and all relevant Rules and Regulations as may be in force from time to time.

CLOSURE OF BOOKS

- (29) Subject to the provisions of the Act, the Register of Members and the Register of Share Transfers, if any, may be closed during such time as the Board thinks fit.

SET OFF OF MONEYS DUE TO SHAREHOLDERS

- (30) Any money due from the Company to a shareholder may, without the consent of such shareholders, be applied by the Company in or toward payment of any money due from him either alone or jointly with any other person to the Company in respect of calls or otherwise.

ALTERATION OF CAPITAL

- (31) a. The company may **in General Meeting** from time to time alter the conditions of its Memorandum in respect of the capital as follows:
- i. increase its share capital by such amount as it thinks expedient by issuing new shares;
 - ii. consolidate or divide all or any of its share capital into shares of larger amount than its existing shares;
 - iii. convert all or any of its fully paid-up shares into stock and or re-convert that stock into fully paid-up shares of any denomination; iv. sub-divide its shares or any of them into shares of smaller amount than fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act) with such preferred or other special rights or such restrictions as the members by resolution decide; v. cancel any shares which at the date of passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its capital by the amount of its shares so cancelled; vi. Reduce its share capital or any capital redemption reserve account or any share premium accounts as authorized by law.
- b. The power conferred by these Articles may be exercised by **ordinary resolution** except in the case of reduction as per sub-12 clause (vi) when the exercise of the power in that behalf shall be by special resolution subject to confirmation by court.

- (32) Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of further shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to transfer and transmission, surrender, voting or otherwise.

NOTICE

- (33) Every member shall leave in writing at the Registered Office of the Company, his address in India and also intimate to the Company any change therein from time to time. Such address for all purposes shall be deemed to be his registered address.
- (34) Any notice to be given by the Company shall be signed by a Director or by such officer as may be authorised by the Board in that behalf and the same thereto may be written, printed, lithographed or stamped.
- (35) Subject to the provisions of the Act, any notice or document delivered or sent by post to or left at the registered address of any member shall, notwithstanding the fact that such member be then deceased and whether or not the Company has notice of his death, be deemed to have been duly served on such member. In respect of shares of any member whether held solely or jointly with other persons by such member, service of notice on the first named person as per the Register of Members shall, for all purposes of these presents, be deemed to be a sufficient service. In case of a member who has deceased, service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such shares.
- (36) a. Notice to members of the Company shall be served in the manner prescribed in these presents.
- b. Any accidental omission to give notice to or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.
- (37) Every person who, by operation of law, by transfer or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such shares, which previously to his name and address being entered in the Register, shall have been duly given to the person from whom he derives his title to such shares.
- (38) Notices to be given to the Company shall be delivered at, or sent by registered post to or by electronic mode to, the Registered Office of the Company.

GENERAL MEETING

- (39) Subject to Sections 96 of the Act the Company shall, in addition to other meetings, hold a General Meeting which shall be styled as Annual General Meeting as has been specified in the Act.
- (40) a. Two members personally present shall be the quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.
- b. A member of the Company is entitled to appoint a proxy to attend and vote instead of himself, and such proxy should also be a Member of the Company.

BOARD OF DIRECTORS

- (41) The Company shall have minimum three Directors only.
- (42) It is not necessary to hold qualification share in the company in order to be eligible for holding the office of a director of the company.
- (43) At least one of the directors shall be the resident of India, i.e. atleast one director who has stayed for minimum 182 days in India in a previous calendar year.

- (44) a. **The First Directors of the Company will be:**
- 1) IFTIKHARUL AMIN 2) VEQARUL AMIN 3) IQBAL AHSAN
- b. The above mentioned Directors shall hold office unless and until they resign of their own accord or are vacated as per Section 161 of the Act.
- c. Any person appointed as a director of the Company either by the Board (otherwise than by way of an addition to the Board or as alternate director or for filling up casual vacancy) or in a General Meeting shall hold office as per terms of appointment.
- d. Removal of a person from directorship shall require proper observance of the procedural requirements contained in the Act
- (45) The directors may elect one among them as the Chairman of the Board and such Chairman shall continue to be so until otherwise decided by the Board or until he ceases to be Director of the Company, whichever is earlier.
- (46) The Board of Directors may appoint any individual to be an alternate Director during the absence of a Director from the state in which meetings of the Board are ordinarily held, if such absence shall not be for a lesser period than three months. Such appointee shall hold office during the absence of the original Director and shall ipso facto vacate office as such when the original Director returns to the state.
- (47) The Board shall have power at any time from time to time to appoint any person to be a Director of the Company, either to fill a casual vacancy or as an additional Director on the Board subject to the maximum number fixed by the Articles. Any person appointed to fill a casual vacancy and any person appointed as an addition to the Board shall hold office only upto the next Annual General Meeting of the Company.
- (48) Subject to the provisions of the Act, a Director may resign his office at any time by sending a letter in writing addressed to the Board of Directors of the company and served or caused to be served or delivered at the registered office of the company and it shall be effective from the date of its approval by the Board or on the 30th day from the date of receipt of notice of resignation by the Board, whichever is earlier.

NOMINEE DIRECTOR

- (49) If the company issues debentures, so long as there remains outstanding any liability of the company arising out of such issue, the holders thereof shall have right to appoint and from time to time, remove and re-appoint one or more directors to the Board as per Debenture Trust Deed, if any, securing the said debentures. Such director shall be known as a Nominee Director.
- (50) a. Notwithstanding anything to the contrary contained in these articles so long as moneys remain owing to any financial institution or bank or any other lender and if the terms of financial assistance so provide, so long as there remains outstanding any liability of the company arising out of such financial assistance, the lender may have the right to appoint, from time to time, any person as a director or directors in the board of the company and such director may be referred to as a Nominee Director.
- b. The Board of Directors of the Company shall have no power to remove nominee Directors. Nominee Directors shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
- c. Nominee Directors appointed in exercise of the aforesaid power shall ipso facto vacate such office immediately when the moneys owing by the Company to the corporation is paid off or the corporation ceasing to hold debentures or shares in the company or on the satisfaction of the liability of the company arising out of any guarantee furnished by the corporation.

- d. A Nominee Director appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings.
- e. The Nominee Director shall also be entitled for reimbursement of expenses and payment of sitting fees to which the other Directors of the Company are entitled, and such reimbursement or payment shall be paid by Company directly to the corporation.

FEES, EXPENSES AND REMUNERATION OF DIRECTORS

- (51) The Directors shall be paid a sitting fee as may be determined by the Board from time to time for every meeting of the Board or of any committee of the Board attended by them and all travelling, hotel and other expenses properly incurred by them in attending and returning from such meetings of the Board or of any committee of the Board.
- (52) Subject to the provisions of the Act, remuneration which may be by way of salary, bonus, commission, share in profit or otherwise and allowances in the nature of house rent allowance, car allowances and entertainment allowances or any other allowances as business warrants, shall be paid to one or more of the Directors in consideration of the services rendered by them, by devoting their time and attending to business of the Company, in general or for performing extra service as an expert or otherwise. Such remuneration shall be fixed by the Board of Directors from time to time.

CONTRACTS WITH DIRECTORS

- (53) No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor any such contract, or arrangement entered into by or on behalf of the Company in which any Director shall, in any way be interested, be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the nature of his interest must be disclosed by him as required by Section 188 of the Act.
- (54)
 - a. Every director of the Company who is in any way whether directly or indirectly concerned or interested in a contract or proposed contract or agreement, entered into or to be entered into by or on behalf of the company shall disclose the nature of his concern or interest at a meeting of the Board of Directors and approval of the shareholders in the extra-ordinary general meeting, if required.
 - b. In the case of any other contract or arrangement the required disclosure shall be made at the first meeting of the Board held after the Director became concerned or interested in the contract or arrangement.
 - c. In case of a proposed contract or agreement, the disclosure required to be made by a Director under sub-clause (a) shall be made at the meeting of the board at which the question of entering into the contract or arrangement is first taken up for consideration, or if the Director was not, at the date of that meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he becomes so concerned or interested and if any of the contracts are entered without the prior permission of the board, if so, ratified in the general meeting of the shareholders. d. For the purpose of such disclosure as aforesaid, a general notice given to the Board of Directors to the effect that he is a Director or member of a specified body corporate or Director of a specified Company or partner and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of such general notice, be entered into with that body corporate or firm or Company shall be deemed to be a sufficient disclosure of such concern or interest in relation to any contract or arrangement so made.
- (55) Any Director may take part in the discussions relating to or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, even though he may be in any way directly or indirectly concerned or interested in the contract or arrangement; and his presence shall be

counted for the purpose of forming a quorum at the time of any such meeting or discussion and such interested director shall be entitled to vote on such contract or arrangement.

POWERS AND DUTIES OF BOARD OF DIRECTORS

- (56) a. Subject to the provisions of the Act and the Articles herein contained, the affairs and the business of the Company shall be managed by the Board of Directors and the Directors may, severally or jointly as the Board, decide and exercise all such powers and do all such acts and things which the Company is authorised to exercise as per the Act or any other Act or the Memorandum and Articles of Association of the Company or otherwise in furtherance of the objects of the Company. Provided further that in exercising any such power or doing any such act, or thing, the Board shall, subject to the provisions contained in the Memorandum and Articles of Association and the Regulations, if any, made by the Company in General Meetings, act in the interests of the Company.
- b. No regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation has not been made.
- c. The general control, supervision, conduct and management of the Company shall be exercised by the Board of Directors of the Company. The Board shall, in addition to the powers conferred by the Act or by these presents, do all such acts, deeds, matters and things, exercise all such powers and authorities give all such consents, make all such arrangements, for or in relation to any of the matters aforesaid or otherwise for the purpose or as are necessary, incidental or conducive to the attainment of all or any of the objects of the Company and to enter into all such negotiations and contracts and execute, perform and do or rescind and vary such negotiations and contracts and sanction and authorise all such acts, deeds, matters and things in the name and for and on behalf and on account of the Company as it may consider expedient or deem necessary for the purposes of the Company.
- (57) The director shall be entitled to exercise on behalf of the Company the power to make any loan or give any guarantee or provide any security in connection with a loan made by any other person to or any person by:
- a. any Director of the Company or any partner or relative of any such Director; b. any firm in which any such Director or relative is a partner; c. any Private Company of which any such Director is a Director or a member. d. any body corporate which is controlled by such Director or wherein any such Director is a shareholder;
- (58) Subject to the provisions of the Act, or any other acts in force and these Articles, the Board may delegate any of its powers to committees comprising of one or more Directors and / or officers of the Company, to be exercised jointly or severally, subject to such supervision, restriction and direction of the Board as may be deemed necessary.

MANAGING DIRECTORS AND WHOLE TIME DIRECTORS

- (59) The Board of Directors may from time to time appoint one or more directors to the office of Managing Director(s) for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. Such appointment shall automatically terminate if the appointee ceases, for any cause, to be a Director.
- (60) Any director who is appointed as Managing Director as per this articles of association shall be the Managing Director of the Company as long as he / she continues to be the director of the company.
- (61) The business and management of the Company shall be conducted and carried on by the Managing Director who shall be in full and absolute charge of the office and properties of the Company with all the powers of management except those specifically to be exercised by the Board at the meeting or by the Company in General Meeting. Where the company has more than one managing director or joint managing directors or whole time or executive directors, the Board shall decide proper division of powers between them in order to regulate the affairs of the company smoothly.

- (62) The Board of Directors may, as and when they think fit, appoint one or more of their strength as whole time directors and may name such directors as executive directors or joint managing directors or with any other suitable designations.
- (63) The remuneration of the Managing Director and other Directors shall be such a sum as may be fixed by the Board from time to time.
- (64) The Board may, for reasons to be recorded, by means of a resolution, remove any director who may be a Managing Director or Joint Managing Director or Executive Director or Whole-time Director of the Company from such office. The power conferred on the Board by this Article shall not be construed to enable the Board to take away the directorship of any person.

PROCEEDINGS OF DIRECTORS

- (65) The Directors may meet together as a board for the dispatch of business from time to time, and so meet at least once, in every three calendar months and at least four such meetings shall be held in every year and they may adjourn or otherwise regulate their meetings as they think fit.
- (66)
 - a. The Chairman and/or Managing Director or any other director may at anytime convene a meeting of the Board or Committee of the Board by giving a notice in writing at least 7 days before the meeting to every Director for the time being in India and at his usual address in India to every other Director.
 - b. The Chairman of the Board of Directors may at his discretion, on request by any director shall, call an emergency meeting of the Board or of a Committee of the Board at a shorter notice, with the consent of a majority of directors. c. The quorum for the meetings of the Board of Directors of the Company shall be one - third of its total strength (any fraction contained in that one third being rounded off as one) or two directors whichever is higher.
- (67) A meeting of the Directors for the time being at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or under the Articles of the Company for the time being are vested in or exercisable by the Board generally.
- (68) If a meeting of the Board of Directors could not be held for want of quorum then the meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday till that next succeeding day which is not a public holiday at the same time and place and for which notice shall be given to all Directors for the time being in India.
- (69) The decisions arrived at any meeting of the Board shall be by a majority of votes. In case of an equality of votes, the Chairman will have a casting vote in addition to his vote as a Director.
- (70) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- (71) The meetings and proceedings of any committee or committees appointed shall be governed by provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors.

THE COMMON SEAL

- (72) The Company shall have a seal to be called the "Common Seal". The Board shall provide for the safe custody of the seal. Affixation of "Common Seal" on any instrument or document shall be duly authorised by a resolution of the Board and such affixation shall be witnessed by any one of the Directors of the Company or any other responsible officer of the Company duly authorised by the Board in that behalf.

ACCOUNTS AND AUDIT

- (73) The Company shall maintain true and proper books of account relating to the business carried on by it, and they shall be audited by the Company's auditor to be appointed under the provisions of the Companies Act, 2013 and his duties shall be regulated in accordance with the relevant provisions of the said act or any statutory modifications thereof.

THE RIGHT OF DIRECTORS AND OTHERS TO BE INDEMNIFIED

- (74) Every officer or agent for the time being of the Company shall be indemnified out of the funds of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the provisions of the Act in which relief is granted to him by the Court/Tribunal.

SECRECY

- (75) Except to the extent allowed by the Companies Act, 2013, no member shall be entitled to visit or inspect any works of the Company, without the permission of a Director or any other person authorised in that behalf by the Board to require discovery of any information respecting any details of the Company's trading or any matter which may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of business of the Company which, in the opinion of the Directors, would be inexpedient in the interests of the Company to disclose.

GENERAL AUTHORITY

- (76) Wherever in the Companies Act, 2013, it is provided that a company shall be entitled to exercise any right, or power or authority only it is so authorised by its Articles, then and in that case, this Article hereby authorises and empowers this Company to have such right, power or authority.

WINDING UP, RECONSTRUCTION AND DISTRIBUTION OF ASSETS

- (77) if the company shall be wound up, the Liquidator may, with the sanction of a special resolution of the company and any other sanctions as may be required by the Act, divide amongst the members in specie or in kind the whole or any part of the assets of the company (Whether they shall consist of property of the kind or not) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members the liquidator may with the like sanction vest the whole of any part of such assets in trustees upon such trusts for the benefit of the contributories in such a way that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Amin Tannery Limited

Iftikharul Amin
C.F.O.

SECTION IX - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Information memorandum) which are or may be deemed material by our Company.

Copies of the following documents will be available for inspection at the Registered Office of our Company on working days from 10.00 a.m. to 5.00 p.m. for a period of seven (7) days from the date of filing of this Information Memorandum with the Stock Exchange.

Material Contracts and Documents

1. Memorandum of Association and Articles of Association of our Company, as amended till date.
2. Certificate of Incorporation of our Company dated March 25, 2013 and Certificate of Commencement of Business dated December 27, 2013, issued by the Registrar of Companies, Uttar Pradesh, respectively.
3. Copy of Audited Financials for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016 and March 31, 2017 of our Company.
4. Copy of the Order dated December 27, 2017 of the NCLT, Allahabad Bench, approving the Scheme.
5. Copy of the Scheme.
6. Tripartite Agreement with NSDL, Registrar and Transfer Agent and the Company dated February 26, 2018.
7. Tripartite Agreement with CDSL, Registrar and Transfer Agent and the Company dated March 22, 2018.
8. Consent from the auditors for inclusion of their names as the Statutory Auditors and of their reports on accounts in the form and context in which they appear in the Information Memorandum.
9. Statement of Tax Benefit dated February 16, 2018 from M/s Kapoor Tandon & Co. Chartered Accountants Kanpur Auditor of the Company.
10. SEBI's letter no. [●] dated [●] granting relaxation of Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957 as per the SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 for the purpose of listing of the shares.
11. BSE letter no. [●] dated [●] granting in-principle approval for listing.

Any of the contracts or documents mentioned in this Information Memorandum may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.


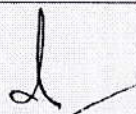
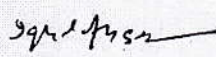
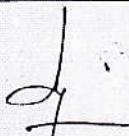
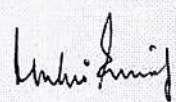
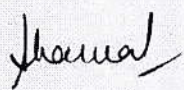
Amin Tannery Limited

Iftikharul Amin
C.F.O.

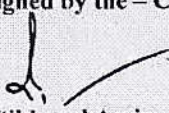
DECLARATION

We, the undersigned, hereby declare that, all the relevant provisions of the Companies Act, and the guidelines issued by the Government of India or the guidelines and regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the SCRA and the SEBI Act or rules made there under or regulations or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in this Information Memorandum are true and correct.

Signed by all the Directors of Amin Tannery Limited

Name and designation	Signature
Veqarul Amin Managing Director	
Iftikharul Amin Whole-Time Director (CFO)	
Iqbal Ahsan While Time Director	
Iqbal Akhtar Independent Director	
Mohsin Sharief Independent Director	
Sadia Kamal Independent Director	

Signed by the – Chief Financial Officer


Iftikharul Amin
Chief Financial Officer

Signed by the – Company Secretary and Compliance Officer


(Arti Tiwari)
Company Secretary & Compliance Officer

Place: Kanpur

Date: 04/04/2018

Amin Tannery Limited

Iftikharul Amin
C.F.O.