

SREELEATHERS LIMITED

6, TOTTEE LANE, KOLKATA-700 016

Phone No.: 033-2286-1571, Fax No.: 033-2217-6468

Website: www.sreeleathers.com Email: sreeleathers@sreeleathers.com

CIN: L67190WB1991PLC050656

ANNEXURE TO THE NOTICE FOR THE 26th ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 15th September 2017

1. Name & Registered Address
of Sole/First named Member:
2. Joint Holders Name (If any):
3. Folio No. / DP ID & Client ID:
4. No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Friday, 15th September, 2017 at 10:30 a.m. at Jamuna Banquets, 31/2B, Marquis Street, Kolkata – 700016 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVS (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
170803009		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
12 th September, 2017 at 10:00 A.M. (IST)	14 th September, 2017 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

By Order of the Board
For Sreeleathers Limited

Bijoy Kumar Roy
Company Secretary

Place: Kolkata

Date: 10.08.2017

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report.

SREELEATHERS LIMITED

CIN: L67190WB1991PLC050656

Regd. Office: 6, Tottee Lane, Kolkata - 700 016 (West Bengal)

Phone No.: +91 33 2286 1510/ 11 • Fax No.: +91 33 2217 6468

E-mail: sreeleathers@sreeleathers.com • Web: www.sreeleathers.com

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of the Company will be held on Friday, 15th September 2017 at Jamuna Banquets, 31/2B, Marquis Street, Kolkata – 700016 at 10.30 a.m. to transact the following business :-

Ordinary Business:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of the Profit and Loss and the cash flow statement for the year ended 31st March, 2017 along with the Directors' Report & Auditors' Report.

2. Appointment of Director

To appoint a director in place of Shri Sumanta Dey (DIN: 00647680) who retires by rotation and being eligible, offers himself for reappointment.

3. Appointment of Auditor

To appoint the Auditors in place of the existing Auditors (who are not eligible to be re-appointed due to expiry of the maximum permissible tenure as the Auditors of the Company), to fix their remuneration and to pass the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company and in terms of provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including amendment(s), statutory modification (s) or reenactment (s) thereof for the time being in force, M/s. Chanani & Associates, Chartered Accountants (ICAI Firm Registration No 325425E), of 21/1/1, Benaras Road, 4th Floor, Salkia, Howrah - 711106 be and are hereby appointed the Auditors of the Company, in place of retiring Auditors, M/s. K.Rungta & Co., Chartered Accountants (Firm Registration No. 321068E), of 1, Crooked Lane, Room No.102, 1st Floor, Kolkata-700069, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty first Annual General Meeting of the Company, subject to ratification of their appointment by the Members of the Company, if required, at every Annual General Meeting at such remuneration as may be agreed upon between the Board of Directors and the Auditors.”

BY ORDER OF THE BOARD
For Sreeleathers Limited

Place: Kolkata
Date: 10th August, 2017

(Bijoy Kumar Roy)
Company Secretary

Notes:

i) A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the Company.

ii) The instrument appointing proxy should however be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

iii) The register of Members and the Share Transfer Books of the company will remain closed from 9th September, 2017 to 15th September 2017 (both days inclusive).

iv) The Registrar and Transfer activity of shares held in physical and demat form continue to be carried out by our Registrars, M/s Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71 B.R.B. Basu Road, Kolkata - 700001, West Bengal.

v) Shareholders / Proxies / Authorized Representative are requested to bring their copies of the annual report and necessary details of shareholdings to the meeting, as copies of the Annual Report will not be distributed at the Meeting.

vi) Shareholders / Proxies / Authorized representative should bring their attendance slip duly filled in for the Meeting.

vii) Relevant document referred to in the Notice are open for inspection by the members at the registered office of the company on all working days (that is, except Saturdays, Sundays and public Holidays) during business hours up to the date of meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

viii) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to the depository participants with whom they are maintaining their Demat Accounts. Members holding shares in physical forms are requested to advise any change in their address or bank mandates immediately to the Company or M/s Niche Technologies Pvt Ltd.

ix) Members may avail the facility of dematerialization by opening Demat account with depository participant of either National Security Depository Ltd. or Central Depository Services (India) Ltd and get their equity share certificate dematerialized. The ISIN No. of the Company is INE099F01013.

x) Members desiring any information on the Accounts are requested to write to the Company at least 10 days prior to the date of the meeting to enable the Management to keep the information ready.

xi) A statement giving the details of the Director seeking reappointment under Item No.2 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, is as under:

Statement regarding the Directors proposed for appointment/re-appointment

Name & Designation of Appointee	Age	Qualification/ Experience	Date of appointment	Directorships in other Public Companies
1	2	3	4	5
Mr. Sumanta Dey (DIN: 00647680)	39 Years	Bachelor of Commerce (Hons.)	15.04.1999	Nil

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- xii) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote.
- xiii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of PAN Card to the Company/ Registrars and Share Transfer Agent for registration of such transfer of shares. Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / Registrars and Share Transfer Agents, Niche Technologies Pvt. Ltd.
- xiv) Members who have not registered /update their e-mail addresses with Niche Technologies Pvt. Ltd., if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communication from the company including Annual Reports, Notices, Circulars, etc., electronically.
- xv) Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the company. Members holding shares in electronic mode are advised to contact their respective DPs for availing the nomination facility.
- xvi) A route map showing directions to reach the venue of the 26thAGM is given at the end of this Notice.
- xvii) Consequent upon amendment of erstwhile Section 205A of the Companies Act, 1956 and introduction of Section 205C of the Companies (Amendment) Act, 1999 and introduction of Section 124 and 125 of the Companies Act, 2013, the amount of dividend for the subsequent years remaining unclaimed/unpaid for a period of seven years or more from the date they first become due for payment have been transferred to the Investor Education and Protection Fund (IEPF) established by the Government of India.
- xviii) In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund), Rules, 2016 ('IEPF Rules') as amended from time to time, the equity shares in respect of which dividend remains unclaimed/unpaid for the last seven years or more consecutive years, are required to be transferred to the Demat Account of the IEPF Authority. In this regard, the Company had informed the Members concerned through letter (s) and subsequently through publications of Notice (s) advising them to claim their unclaimed/unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website i.e. www.sreeleathers.com, the complete list of Members alongwith relevant details pertaining to unclaimed/unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat Account of the IEPF Authority.
- xix) Members are being informed that once the unclaimed/unpaid dividend is transferred to the account of IEPF and shares are transferred to the Demat Account of IEPF Authority by the Company no claim shall lie against the Company in respect of such dividend/shares. The eligible members are entitled to claim such unclaimed/unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by following the procedure prescribed under the IEPF Rules, as amended or restated from time to time. Attention of the members is drawn to the provisions of section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7(seven) years or more.
- In accordance with the aforesaid provision of the Act read with the investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7(seven) consecutive years or more. Members are advised to visit the web-link: <http://sreeleathers.com/investor/transfer-to-investor-protection-fund/> to ascertain details of shares liable for transfer in the name of IEPF Authority.
- xx) During the financial year ended 31.3.2017, the Company has deposited a sum of Rs 26,694 Into the specified bank account of IEPF, Government of India, towards unclaimed/unpaid dividend for the financial year 31st March, 2009. The due dates for

transfer of the unclaimed/unpaid dividend for the subsequent years to IEPF are as follows :-

Dividend for the Financial Year	Due date for transfer to IEPF
2009-10	12.10.2017
2010-11	16.10.2018
2011-12	16.10.2019
2012-13	20.10.2020
2013-14	10.10.2021

- xxi) Non-resident Indian members are requested to inform Niche Technologies Pvt.Ltd./respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- xxii) Members may also note that the Notice of the 26th AGM and Annual Report for FY 2016-17 will be available on the company's website www.sreeleathers.com for their download.
- xxiii) VOTING THROUGH ELECTRONIC MEANS
- Pursuant to provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Company (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, the business may be transacted through e-voting services provided by Central Depository Services (India) Ltd. (CDSL).
 - The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - Similarly, members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case members cast their vote exercising both the options, i.e. physically and e-voting then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under. Members are requested to follow the instructions below to cast their vote through e-voting:
 - The instructions for shareholders voting electronically are as under:
 - The voting period begins on 12th September 2017 at 10.00 a.m. and ends on 14th September 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September, 2017 may cast their vote electronically provided once the vote on the resolution(s) is cast by the shareholders, will not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - Click on "Shareholders" tab.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- iii) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (d).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN of SREELEATHERS LIMITED on which you choose to vote
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be

displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - q. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - r. Note for Institutional Shareholders& Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
 - t. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxiv) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at pvnassociates08@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 12th September, 2017 upto 5:00 pm without which the vote shall not be treated as valid.
- xxv) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the company as on the cut- off date of 8th September, 2017. A person who is not a member as on cut -off date should treat this notice for information purpose only.
- xxvi) The shareholders shall have one vote per equity share held by them as on the cut-off date of 8th September, 2017. The facility of e-voting would be provided once for every folio/client I.D., irrespective of the number of joint holders.
- xxvii) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

- xxviii) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- xxix) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 8th September, 2017 are requested to send the written / email communication to the Company at sreeleathers@sreeleathers.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- xxx) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held allow voting with the assistance of scrutinizer by use of "Ballot Paper" for all those members who are present at the AGM and holding shares either in physical or dematerialized form as on the cut-off date of 8th September 2017 but have not cast their votes by availing the remote e-voting facility.
- xxxi) Mr. Pawan Kumar Agarwal, (Practicing Chartered Accountants) (Membership No. FCA 064093) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxxii) The Results declared along with the report of the scrutinizer shall be placed on the website of the Company www.sreeleathers.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the company's shares are listed viz. NSE Ltd., BSE Ltd., and The Calcutta Stock Exchange Ltd.

By Order of the Board of Directors
For Sreeleathers Limited

Place: Kolkata
Date: 10th August, 2017

(Bijoy Kumar Roy)
Company Secretary

Sreeleathers Limited

Resolution No.	Description of Resolution	For	Against
1	Adoption the financial statements of the Company for the year ended 31st March, 2017 together with the reports of the Directors' and Auditors' thereon.		
2	Reappointment of Shri Sumanta Dey (DIN: 00647680) who retires by rotation.		
3	To appoint M/s. Chanani & Associates, Chartered Accountants (ICAI Firm Registration No 325425E), as statutory auditors of the Company, in place of retiring Auditors, M/s. K.Rungta & Co., Chartered Accountants who have completed the maximum permissible tenure as per Companies Act. 2013.		

Signed this _____ day of _____, 2017.

Signature of Shareholder: _____

Signature of First Proxy holder(s): _____

Affix
Revenue
Stamp

SREELEATHERS LIMITED

CIN: L67190WB1991PLC050656

Regd. Office: 6, Tottee Lane, Kolkata - 700 016 (West Bengal)

Phone No.: +91 33 2286 1510/ 11 • Fax No.: +91 33 2217 6468

E-mail: sreeleathers@sreeleathers.com • Web: www.sreeleathers.com

ATTENDANCE SLIP

26TH ANNUAL GENERAL MEETING

Friday, September 15th, 2017

Registered Folio / DP ID and Client ID _____

Name and Address of the
Sole/First Shareholder _____

Joint Holder 1 _____

Joint Holder 2 _____

I/We hereby record my/our presence at the Twenty Sixth Annual General Meeting of the Company at Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700 016 on Friday, September 15th, 2017 at 10.30 A.M.

Member's/ Proxy's Name (in Block Letters) _____

Member's/Proxy's Signature _____

NOTES:

1. Please complete the Folio/DP ID-Client ID No. and name of the Member/Proxy, sign this Attendance Slip and hand over, duly signed, at the entrance of the Meeting Hall.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Reports for reference at the meeting.