### **SREELEATHERS LIMITED**

Regd. Office : 6, TOTTEE LANE, KOLKATA-700 016

Phone : (033) 2286-1571, Fax : (033) 2217-6468, Email : sreeleathers@sreeleathers.com Website : www.sreeleathers.com, CIN : L67190WB1991PLC050656

### NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of the Company will be held on Saturday, 29th September 2018 at Jamuna Banquets, 31/2B, Marquis Street, Kolkata – 700 016 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, 2018 and the Statement of the Profit and Loss and the cash flow statement for the year ended 31st March, 2018 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.

### **Special Business**

### 3. To appoint Mr. K.D. Sarkar as an independent Director

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

Resolved that in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K. D. Sarkar (DIN: 08200786), who was appointed by the Board of Directors pursuant to the provision of Section 161 of the Act and Article 86 of the Articles of Association of the Company as an Additional Director of the Company in the category of Independent Director w.e.f 22.08.2018 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

Resolved Further that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s)) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K.D. Sarkar (DIN 08200786), a Director of the Company, who has submitted declaration that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years w.e.f. 22.08.2018.

### 4. To appoint Mr. Anil Chandra Bera as an independent Director

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

Resolved that in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Chandra Bera (DIN: 02002208) who was appointed by the Board of Directors pursuant to the provision of Section 161 of the Act and Article 86 of the Articles of Association of the Company as an Additional Director of the Company in the category of Independent Director w.e.f 22.08.2018 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

Resolved Further that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification (s)) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anil Chandra Bera (DIN: 02002208), a Director of the Company, who has submitted declaration that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years w.e.f. 22.08.2018.

BY ORDER OF THE BOARD For Sreeleathers Limited

| Place : Kolkata         | (Bijoy Kumar Roy) |
|-------------------------|-------------------|
| Date : 14th August 2018 | 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 AGM.

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 24th September, 2018 to 29th September 2018 (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.
- 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 upto 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.

 A statement giving the details of the Director seeking appointment / reappointment under Item Nos. 2, 3 & 4 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:

| Name & Designation<br>of Appointee    | Age | Qualification/<br>Experience    | Date of appointment | Directorships in other<br>Public Companies |
|---------------------------------------|-----|---------------------------------|---------------------|--|
| 1                                     | 2   | 3                               | 4                   | 5  |
| Mr. Sumanta Dey<br>(DIN : 00647680)   | 40  | Bachelor of<br>Commerce (Hons.) | 15.04.1999          | Nil  |
| Mr. K.D. Sarkar<br>(DIN : 08200786)   | 68  | B.Com                           | 22.08.2018          | Nil  |
| Mr. Anil Ch. Bera<br>(DIN : 02002208) | 75  | Master of<br>Statistics, ISI.   | 22.08.2018          | Nil  |

Statement regarding the Directors proposed for appointment/re-appointment

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) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the 'Share Department' of the Company at the Registered Office or to M/s. Niche Technologies Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
- xiv) 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.
- xv) 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.
- xvi) Members holding shares in physical mode are advised to make nomination in respect of their share holding in the company. Members holding shares in electronic mode are advised to contact their respective DPs for availing the nomination facility.
- xvii) A route map showing directions to reach the venue of the 27th AGM is given at the end of this Notice.
- xviii) 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 Section124 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.
- xix) 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 along with 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.

xx) 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 remain 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 2010-11 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.

xxi) During the financial year ended 31.03.2018, the Company has deposited a sum of Rs. 1,32,022.00 In to the specified bank account of IEPF, Government of India, towards unclaimed/unpaid dividend for the financial year 31st March, 2010. 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 2010-11 16.10.2018

| 2010-11 | 16.10.2018 |
|---------|------------|
| 2011-12 | 16.10.2019 |
| 2012-13 | 20.10.2020 |
| 2013-14 | 10.10.2021 |
|         |            |

- xxii) Members are informed that once the unclaimed/unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend/share. 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 making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed along with requisite documents at the Registered office of the company for verification of their claim.
- xxiii) Non-resident Indian members are requested to inform Niche Technologies Pvt. Ltd./respective DPs, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. 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.
- xxiv) Members may also note that the Notice of the 27<sup>th</sup> AGM and Annual Report for FY 2017-2018 will be available on the company's website www.sreeleathers.com for their download.
- xxv) VOTING THROUGH ELECTRONIC MEANS
  - I. 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 evoting services provided by Central Depository Services(India) Ltd. (CDSL).

- II. 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.
- III. 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:
- IV. The instructions for shareholders voting electronically are as under:
  - a. The voting period begins on 26th September, 2018 at 10.00 a.m. and ends on 28th September, 2018 at 5.00p.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 22nd September, 2018 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.
  - b. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
  - c. Click on "Shareholders" tab.
  - d. Now Enter your User ID
    - i) For CDSL: 16 digits Beneficiary ID,
    - ii) For NSDL:8 Character DPID 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

|                   | For Members holding shares in Demat Form and Physical Form  |  |  |
|-------------------|---|--|--|
| PAN               | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)   |  |  |
|                   | <ul> <li>Members who have not updated their PAN with the Company/Depository<br/>Participant are requested to use the first two letters of their name and the<br/>8 digits of the sequence number in the PAN field.</li> </ul>   |  |  |
|                   | • 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               | Enter the Date of Birth as recorded in your demat account with the depository<br>or in the company records for your folio in dd/mm/yyyy format  |  |  |
| Bank              | Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.   |  |  |
| Account<br>Number | Please Enter the DOB or Bank Account Number in order to Login.  |  |  |
| (DBD)             | • 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 where in 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 evoting 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
- I. 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 18002005533.
- 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.
- xxvi) 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 email at pvnassociates08@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 26th September, 2018 upto 5:00 pm without which the vote shall not be treated as valid.

- xxvii) 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 22nd September, 2018. A person who is not a member as on cut -off date should treat this notice for information purpose only.
- xxviii)The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd September, 2018. The facility of e-voting would be provided once for every folio/client I.D., irrespective of the number of joint holders.
- xxix) 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 22nd September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- xxx) 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.
- xxxi) 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. 22nd September, 2018 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.
- xxxii) 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 22nd September, 2018 but have not cast their votes by availing the remote e-voting facility.
- xxxiii)Mr. Pawan Kumar Agarwal, (Practicing Chartered Accountants) (Membership No. FCA 064093) has been appointed as the Scrutinizer to scrutinize the remote-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 counter sign the same and declare the result of the voting forth with.
- xxxiv)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.

#### Statement pursuant to Section 102 (1) of the Companies Act, 2013

#### Item No. 3

Mr. K.D. Sarkar is a Commerce Graduate. He has rich and varied experience in Banking Sector and the Company expects to be benefited from his association.

Mr. Sarkar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 ("The Act"). Mr. Sarkar is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board he fulfills the condition specified in the Act and the Rules framed thereunder for appointment as Independent Director of the Company and is independent of the Management.

In compliance with the provisions of Section 149 read with schedule IV of the Act, the appointment of Mr. Sarkar as Independent Director is now being placed before the members for their approval.

A draft letter of terms and conditions of appointment proposed to be issued to Mr. K.D. Sarkar is kept open for inspection by the members of the Company during normal business hours of the Company except on Saturday, Sunday and public holidays.

Except Mr. Sarkar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 3.

### Item No. 4

Mr. Anil Chandra Bera is a holder of Master of Statistics from The Indian Statistical Institute, Kolkata. He has rich and varied experience in various Indian and Overseas Companies in Computer Services, System Management, Computer Software and Solutions. The Company expects to be benefited from his association.

Mr. Bera has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 ("The Act"). Mr. Bera is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board he fulfills the condition specified in the Act and the Rules framed thereunder for appointment as Independent Director of the Company and is independent of the Management.

In compliance with the provisions of Section 149 read with schedule IV of the Act, the appointment of Mr. Bera as Independent Director is now being placed before the members for their approval. Since Mr. Bera is above 70 years, his appointment needs approval through special resolution.

A draft letter of terms and conditions of appointment proposed to be issued to Mr. Anil Chandra Bera is kept open for inspection by the members of the Company during normal business hours of the Company except on Saturday, Sunday and public holidays.

Except Mr. Bera, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 4.

BY ORDER OF THE BOARD For Sreeleathers Limited

Place : Kolkata Date : 14th August 2018 (Bijoy Kumar Roy) Company Secretary

### **SREELEATHERS LIMITED**

Regd. Office : 6, TOTTEE LANE, KOLKATA-700 016

Phone : (033) 2286-1571, Fax : (033) 2217-6468, Email : sreeleathers@sreeleathers.com Website : www.sreeleathers.com, CIN : L67190WB1991PLC050656

|     | PROXY FORM   |
|-----|--|
|     | (FORM NO. MGT-11)  |
|     | [Pursuant to Section 105(6) of the Companies Act, 2013<br>read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014] |
|     | TWENTY SEVENTH ANNUAL GENERAL MEETING (Saturday, September 29, 2018)   |
|     |  |
| Na  | me of Member(s) :  |
| Em  | ail ID :   |
|     |  |
| Fo  | lio No. /DP ID-Client ID No.   |
| I/W | e, being the member(s) ofshares of the above named Company, hereby appoint   |
| 1.  | Name :   |
|     | Address :  |
|     | Email ID :   |
|     | Signature :, or failing him/her  |
| 2.  | Name :   |
|     | Address :  |
|     | Email ID :   |
|     | Signature :, or failing him/her  |
| 3.  | Name :   |
|     | Address :  |
|     | Email ID :   |
|     | Signature :  |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Seventh Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 10.30 A.M. at Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700 016 and any adjourned thereof in respect of such resolutions as are indicated below:

| Resolution No. | Description of Resolutions  | For | Against |
|----------------|---|-----|---------|
| 1              | Adoption the financial statements of the Company for the year ended 31st March, 2018 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 Mr. K. D. Sarkar (DIN : 08200786) as Independent Director.   |     |         |
| 4              | To appoint Mr. Anil Chandra Bera (DIN : 02002208) as Independent Director.  |     |         |

| Signed this               | day of | , 2018. | Affix            |
|---------------------------|--------|---------|------------------|
| Signature of Shareholder: |        |         | Revenue<br>Stamp |
|                           |        |         |                  |

Signature of First Proxy holder(s): \_\_\_\_\_

### **SREELEATHERS LIMITED**

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Phone : (033) 2286-1571, Fax : (033) 2217-6468, Email : sreeleathers@sreeleathers.com Website : www.sreeleathers.com, CIN : L67190WB1991PLC050656

### ATTENDANCE SLIP 27th ANNUAL GENERAL MEETING Saturday, September 29th, 2018

 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 Seventh Annual General Meeting of the Company at Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700 016 on Saturday, September 29th, 2018 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.

