

# 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

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## NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of the Company will be held on Tuesday, 24th September 2019 at Jamuna Banquets, 31/2B, Marquis Street, Kolkata – 700 016 at 10.30 a.m. to transact the following business:-

### Ordinary Business:

#### 1. Item No. 1 Adoption of Financial Statements

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and the Statement of the Profit and Loss and the cash flow statement for the year ended 31st March, 2019 along with the Directors' Report & Auditors' Report.

### Special Business:

#### 2. Item No. 2 - To re-appoint Mrs. Sadhana Adhikary (DIN : 02974882) as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Sadhana Adhikary( DIN 02974882), who was appointed as an Independent Director of the Company for a term of five years up to 24th September, 2019, by the members at the 23rd Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 25.9.2019 to 24.9. 2024, not liable to retire by rotation.”

#### 3. Item No. 3 - To re-appoint of Mr. Satyabrata Dey (DIN : 00569965) as the Managing Director of the Company

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ( Including any statutory modifications or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Satyabrata Dey (DIN : 00569965) as the Managing Director (a Key Managerial Personnel) of the Company for a period of 5 years w.e.f. 30.09.2019 ( who completes his term of five years on 29.9.2019).

FURTHER RESOLVED THAT Mr. Satyabrata Dey (DIN : 00569965), during his tenure of Managing Directorship, will be attaining the age of 70 years as on 03.02.2020, be and is hereby authorized to continue as Managing Director of the Company which will be most beneficial to the Company.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable to Mr. Satyabrata Dey for the aforesaid appointment on the following terms and conditions :-

Salary : at the rate of Rs.8,00,000/- (Rupees Eight Lakhs only) per month from 30.9.2019.

Allowances and other benefits : As per the rules of the Company

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Satyabrata Dey, Managing Director shall be the minimum remuneration payable to him in terms of the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Satyabrata Dey in the light of further progress of the company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made there under ( including any statutory modifications or reenactment thereof, for the time being in force).

RESOLVED FURTHER THAT pursuant to the provisions contained in Section 188 of the Companies Act, 2013 (The Act) Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable Statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments or reenactment thereof, for the time being in force) and subject to such approval as may be required, approvals of members of the company be obtained for holding of office or place of profit by Mr. Satyabrata Dey ,who is relative of Mrs. Shipra Dey, and Ms. Rochita Dey Directors of the company. (Mr. Satyabrata Dey, Mrs. Shipra Dey and Ms. Rochita Dey, are concerned or interest in this resolution)

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question, or doubt that may arise in relation thereto within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

#### **4. Item No. 4 To appointment Ms. Rochita Dey as a Director :**

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

“RESOLVED THAT pursuant to the provisions of Sections 161,196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to approval of members in the general meeting and such other consents and permission as may be necessary, consent of members be and is hereby accorded for the appointment of Ms. Rochita Dey , ( DIN: 02947831), who was appointed as an additional director of the Company by the Board of Directors and who ceases to hold office under section 161 of the Companies Act, 2013 on the date of this meeting and that Nomination and Remuneration Committee has recommended her for the office of whole time director . Ms. Rochita Dey be and is hereby appointed as a whole time Director for a period of five years from the date of this meeting liable to retire by rotation.

(Mr. Satyabrata Dey , Managing Director, Mrs. Shipra Dey, and Ms. Rochita Dey are concerned or interested in this resolution.)

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable to Ms. Rochita Dey for the aforesaid appointment on the following terms and conditions :-

Salary : at the rate of Rs.6,00,000/- (Rupees six lakhs only) per month.

Allowances and other benefits : As per the rules of the Company

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Ms. Rochita Dey, shall be the minimum remuneration payable to her in terms of the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Ms. Rochita Dey in the light of further progress of the company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made there under ( including any statutory modifications or reenactment thereof, for the time being in force).

Resolved Further that pursuant to the provisions of section 188 of the Companies Act, 2013 (“The Act”), Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments, or re-enactment thereof for the time being in force), and subject to such approval as may be required, approvals of members of the company be accorded for holding of office or place of profit by Ms. Rochita Dey, who is the relative of Mr. Satyabrata Dey, Managing Director and Mrs. Shipra Dey, Director of the Company.

(Ms. Rochita Dey, Mrs. Shipra Dey and Mr. Satyabrata Dey are concerned or interested in this resolution)

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question, or doubt that may arise in relation thereto within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

## 5. Item No. 5 To appointment Mrs. Shipra Dey as a Director :

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

“RESOLVED THAT pursuant to the provisions of Sections 161, 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to approval of members in the general meeting and such other consents and permission as may be necessary, consent of members be and is hereby accorded for the appointment of Mrs. Shipra Dey (DIN 00570021), who was appointed as an additional director of the Company by the Board of Directors and who ceases to hold office under section 161 of the Companies Act, 2013 on the date of this meeting and that Nomination and Remuneration Committee has recommended her for the office of whole time director , Mrs. Shipra Dey be and is hereby appointed as a whole time Director for a period of five years from the date of this meeting liable to retire by rotation.

(Mr. Satyabrata Dey , Managing Director, Ms. Rochita Dey, and Mrs. Shipra Dey are concerned or interested in this resolution.)

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable to Mrs. Shipra Dey for the aforesaid appointment on the following terms and conditions :-

Salary : at the rate of Rs.6,00,000/- (Rupees six lakhs only) per month.

Allowances and other benefits : As per the rules of the Company

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mrs. Shipra Dey, shall be the minimum remuneration payable to her in terms of the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mrs. Shipra Dey in the light of further progress of the company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made there under ( including any statutory modifications or reenactment thereof, for the time being in force).

Resolved Further that pursuant to the provisions of section 188 of the Companies Act, 2013 (“The Act”), Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments, or re-enactment thereof for the time being in force), and subject to such approval as may be required, approvals of members of the company be obtained for holding of office or place of profit by Ms. Shipra Dey, who is the relative of Mr. Satyabrata Dey, Managing Director and Ms. Rochita Dey, Director of the Company .

(Mr. Satyabrata Dey , Managing Director, Ms. Rochita Dey, and Mrs. Shipra Dey are concerned or interested in this resolution.)

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question, or doubt that may arise in relation thereto within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

BY ORDER OF THE BOARD  
For Sreeleathers Limited

Place : Kolkata  
Date : 09th August 2019

(Bijoy Kumar Roy)  
Company Secretary

## NOTES:

- i. An Explanatory Statement pursuant to Section 102 of the companies Act 2013 and rules framed there under in respect of Special Business under items no. 2, 3, 4 and 5 of the accompanying Notice are annexed hereto.
- ii. 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.
- iii. 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.

- iv. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.
- v. The register of Members and the Share Transfer Books of the company will remain closed from 18th September, 2019 to 24th September 2019 (both days inclusive).
- vi. 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., 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700017, West Bengal.
- vii. 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.
- viii. Shareholders/Proxies/Authorized representative should bring their attendance slip duly filled in for the Meeting.
- ix. 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.
- x. 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 along with self-attested copy of address proof i.e Aadhar Card/Electricity Bill/ Telephone Bill/ Driving Licence/Passport/Bank Passbook immediately to the Company or M/s Niche Technologies Pvt. Ltd.
- xi. 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.
- xii. 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.
- xiii. A statement giving the details of the Director seeking appointment / reappointment under Item No. 2, 3, 4 and 5 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:

	Item No. 3	Item No. 2	Item No. 5	Item No. 4
Name of Director	Mr. Satyabrata Dey	Mrs. Sadhana Adhikary	Mrs. Shipra Dey	Ms. Rochita Dey
Date of Birth	03-02-1950	25-03-1970	15-05-1963	22-09-1991
Date of appointment	02.12.1999	30.01.2010	26.04.2019	26.12.2018
Qualification	B.Com.(H)	M.A. (Bengali)	Master of Science	MBA (Finance)
Expertise in specific functional area	Footwear & Accessories	Footwear & Accessories	Footwear & Accessories	Footwear & Accessories
Directorship held in other listed entities as on 31.3.2019	1	NIL	NIL	NIL
Chairman/Member of Committees of the Board of the listed entities on which he/she is a Director as on 31.3.2019	Nil	Nil	Nil	Nil
Shareholding in the Company	4491154	NIL	12925	NIL
Intere relationship between Directors	Husband of Mrs. Shipra Dey and father of Ms. Rochita Dey, Directors	N.A.	Wife of Mr. Satyabrata Dey, Managing Director and mother of Ms. Rochita Dey, Director	Daughter of Mr. Satyabrata Dey, Managing Director and Mrs. Shipra Dey, Director

- xiv. 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.
- xv. 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).
- xvi. 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.
- xvii. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
- xviii. 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.

# Sreeleathers Limited

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- xix. 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.
- xx. A route map showing directions to reach the venue of the 28th AGM is given at the end of this Notice.
- xxi. 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.
- xxii. 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](http://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.
- xxiii. 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 2011-12 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.

- xxiv. During the financial year ended 31.03.2019, the Company has deposited a sum of Rs. 98630.00 In to the specified bank account of IEPF, Government of India, towards unclaimed/unpaid dividend for the financial year 31st March, 2011.
- xxv. 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
2011-12	16.10.2019
2012-13	20.10.2020
2013-14	10.10.2021

- xxvi. 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.

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.

xxvii. Members may also note that the Notice of the 28th AGM and Annual Report for FY 2018-2019 will be available on the company's website [www.sreeleathers.com](http://www.sreeleathers.com) for their download.

xxviii. Members are requested to kindly note that if physical documents viz. Demat Request Forms (DRF) and Share certificates, etc. are not received from their DPs by the RTA within a period of 15 days from the date of generation of the Demat Request Number (DRN) for dematerialization, such DRN will be treated as rejected / cancelled. This step is taken on the advice of NSDL and CDSL, so that no demat request remains pending beyond a period of 21 days from its lodgement. Upon rejection / cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the DPs to the RTA. This note is only to caution Members that they should ensure that their DPs do not delay in sending the DRF and Share Certificates to the RTA after generating the DRN.

## xxix. 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 e-voting 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 cast through e-voting shall only be taken into consideration and treated valid whereas votes cast 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 21st September, 2019 at 10.00 a.m. and ends on 23rd September, 2019 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 17th September, 2019 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](http://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 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>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).</li> </ul>

- 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 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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.
- xxx. 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](mailto:pvnassociates08@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 21st September, 2019 upto 5:00 pm without which the vote shall not be treated as valid.
- xxxi. 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 17th September, 2019. A person who is not a member as on cut - off date should treat this notice for information purpose only.
- xxxii. The shareholders shall have one vote per equity share held by them as on the cut-off date of 17th September, 2019 . The facility of e-voting would be provided once for every folio/client ID., irrespective of the number of joint holders.
- xxxiii. 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 17th September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- xxxiv. 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.
- xxxv. 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. 17th September, 2019 are requested to send the written / email communication to the Company at [sreeleathers@sreeleathers.com](mailto:sreeleathers@sreeleathers.com) by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- xxxvi. 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 17th September, 2019 but have not cast their votes by availing the remote e-voting facility.
- xxxvii. 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.
- xxxviii. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.sreeleathers.com](http://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.

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

### **Explanatory Statement of Item No. 2**

Mrs. Sadhana Adhikary( DIN 02974882) was appointed as Independent Director on the Board of the Company pursuant to the provisions of section 149 of the Companies Act, 2013 and the erstwhile 49 of the Listing Agreement with the stock exchanges. She hold office as Independent Director of the Company upto 24.9.2019 (“first term” in line with the explanation to Section 149(10) and 149(11) of the Companies Act, 2013. As per the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mrs. Sadhana Adhikary that she is not disqualified from being reappointed as an Independent Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

The resolution set-forth in Item No. 2 seeks the approval of members for continuance of Directorship of Mrs. Sadhana Adhikary as a Non- Executive Independent Director of the Company and for re-appointment as an Independent Director of the Company commencing from 25th September, 2019 up to 24th September, 2024 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She is not liable to retire by rotation.

In the opinion of the Board, Mrs. Sadhana Adhikary fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Sadhana Adhikary, the Board of Directors at its meeting held on 09.08 2019 approved the continuance of office of Mrs. Sadhana Adhikary as mentioned in the resolution.

Mrs. Sadhana Adhikary is a postgraduate in Bengali and having a wide experience in footwear industry. The Board considers that her services will be beneficial to the Company.

Mrs. Sadhana Adhikary does not hold any shares of Sreeleathers Limited. She is not related to any other Directors/KMPs of the Company. She is neither a Director nor a Member /Chairman of Committees of other Companies.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Sadhana Adhikary, rated her satisfactory on all parameters and recommended her re-appointment.

The Company has received Notice in writing under section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mrs. Sadhana Adhikary as a Director of the Company.

Copy of the draft letter for re-appointment of Mrs. Sadhana Adhikary as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mrs. Sadhana Adhikary, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Board recommends the resolution set-forth in Item No. 2 for approval of the members by way of Special Resolution.

### **Explanatory Statement Item No 3**

Mr. Satyabrata Dey was appointed as Managing Director of the Company at the 23rd Annual General Meeting of the Company held on 25th September, 2014 for a term of five years. His term expires on 29th September, 2019 and is eligible for reappointment for another term of five years w.e.f. 30th September, 2019. Further, Mr. Satyabrata Dey (DIN : 00569965), during his tenure of Managing Directorship, will be attaining the age of 70 years as on 03.02.2020, and as such Board recommends that approval may please be accorded by the Members under the provisions of section 196(3) of the Companies Act, 2013 so that he continues as Managing Director of the Company which will be most beneficial to the Company.

The Board recommends that approval may please be accorded by the Members to the remuneration, perquisites, benefits and amenities payable to Mr. Satyabrata Dey for the aforesaid appointment on the following terms and conditions:-

Salary : at the rate of Rs.8,00,000/- (Rupees Eight Lakhs only) per month from 30.9.2019.

Allowances and other benefits : As per the rules of the Company

Mr. Satyabrata Dey is a commerce graduate and MEP IIM(A),. He has wide experience in the footwear and leather industry.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail service of Mr. Satyabrata Dey as Managing Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Satyabrata Dey as Managing Director for the approval of shareholders of the Company as a special resolution.

Mr. Satyabrata Dey is a related party within the definition of section 2(76) of the Companies Act, 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies ( Meetings of Board & its Powers) Rules, 2014, appointment of any related party to any office or place of profit at a monthly remuneration exceeding Rs.2,50,000/- requires prior approval of the Company. Hence approval of members is sought as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as well as pursuant to section 102 of the Act is as under :-

- a) Name of the related party : Mr. Satyabrata Dey
- b) Name of the Directors or Key Managerial Personnel who is related : Mrs. Shipra Dey and Ms. Rochita Dey
- c) Nature of relationship :Mr. Satyabrata Dey is husband of Mrs. Shipra Dey and father of Ms. Rochita Dey.
- d) Nature, material terms, monetary value and particulars of the contract or arrangement :  
It is proposed to re-appoint Mr. Satyabrata Dey as Managing Director of the Company at a monthly salary of Rs.8,00,000/-. Allowances and other benefits as per the rules of the Company.
- e) Any other information relevant or important for the members to take decision on the proposed resolution : please refer to his qualification and experience as mentioned aforesaid under this item of business :

Except the above, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the proposed special resolution.

The Board recommends the resolution set forth in Item No. 3 for approval of the Members.

#### **Explanatory Statement Item No. 4**

Ms. Rochita Dey (DIN : 02947831) was appointed as Additional Director at the Board Meeting held on 26.12.2018 till the Annual General Meeting of the Company. As per section 161 of the Companies Act, 2013, she ceases to hold office under section 161 of the Companies Act, 2013 on the date of this meeting and that for the office of whole time director, she has been recommended by the Nomination and Remuneration Committee, for a period of five years from the date of this meeting and liable to retire by rotation.

The Board has recommended for approval of the Members remuneration, perquisites, benefits and amenities payable to Ms. Rochita Dey for the aforesaid appointment on the following terms and conditions :-

Salary : at the rate of Rs.6,00,000/- (Rupees six lakhs only) per month.

Allowances and other benefits : As per the rules of the Company

The Company has received Notice in writing under section 160 of the Companies Act, 2013 from a Member proposing the candidature of Ms. Rochita Dey as a Director of the Company.

Ms. Rochita Dey graduated with a degree in Finance from University of San Francisco. She got an MBA in Finance from Syracuse University. She is a young and energetic person and her appointment as a Director will be beneficial to the Company.

# Sreeleathers Limited

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Ms. Rochita Dey is a related party within the definition of section 2(76) of the Companies Act, 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit at a monthly remuneration exceeding Rs.2,50,000/- requires prior approval of the Company. Hence, approval of members is sought as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as well as pursuant to section 102 of the Act is as under :-

- a) Name of the related party : Ms. Rochita Dey
- b) Name of the Directors or Key Managerial Personnel who is related :Mr. Satyabrata Dey and Mrs. Shipra Dey.
- c) Nature of relationship :Mr. Satyabrata Dey is father of Ms. Rochita Dey and Mrs. Shipra Dey is mother of Ms. Rochita Dey.
- d) Nature, material terms, monetary value and particulars of the contract or arrangement :
- e) It is proposed to appoint Ms. Rochita Dey as whole time Director of the Company at a monthly salary of Rs.6,00,000/-. Allowances and other benefits as per the rules of the Company. Any other information relevant or important for the members to take decision on the proposed resolution : please refer to his qualification and experience as mentioned aforesaid under this item of business.

Except the above, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the proposed special resolution.

The Board recommends the resolution set forth in Item No. 4 for approval of the Members.

## **Explanatory statement: Item No. 5**

Mrs. Shipra Dey (DIN 00570021) was appointed as Additional Director at the Board Meeting held on 26.04.2019 till the Annual General Meeting of the Company. As per section 161 of the Companies Act, 2013, she ceases to hold office under section 161 of the Companies Act, 2013 on the date of this meeting and that for the office of whole time director, she has been recommended by the Nomination and Remuneration Committee, for a period of five years from the date of this meeting and liable to retire by rotation.

The Board has recommended for approval of the Members remuneration, perquisites, benefits and amenities payable to Mrs. Shipra Dey for the aforesaid appointment on the following terms and conditions :-

Salary : at the rate of Rs.6,00,000/- (Rupees six lakhs only) .

Allowances and other benefits : As per the rules of the Company

The Company has received Notice in writing under section 160 of the Companies Act, 2013 from a Member proposing the candidature of Ms. Shipra Dey as a Director of the Company

Mrs. Shipra Dey is a Science Graduate and she has a wide experience in footwear and accessory business. Her appointment as a Director will be beneficial to the Company.

Mrs. Shipra Dey is a related party within the definition of section 2(76) of the Companies Act, 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit at a monthly remuneration exceeding Rs.2,50,000/- requires prior approval of the Company. Hence, approval of members is sought as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 , as well as pursuant to section 102 of the Act is as under :-

- a) Name of the related party : Mrs. Shipra Dey
- b) Name of the Directors or Key Managerial Personnel who is related :Mr. Satyabrata Dey and Ms. Rochita Dey.
- c) Nature of relationship :Mr. Satyabrata Dey is husband of Mrs. Shipra Dey and Ms. Rochita Dey is daughter of Mrs. Shipra Dey.

d) Nature, material terms, monetary value and particulars of the contract or arrangement :

It is proposed to appoint Mrs. Shipra Dey as whole time Director of the Company at a monthly salary of Rs.6,00,000/- . Allowances and other benefits as per the rules of the Company.

e) Any other information relevant or important for the members to take decision on the proposed resolution : please refer to her qualification and experience as mentioned aforesaid under this item of business :

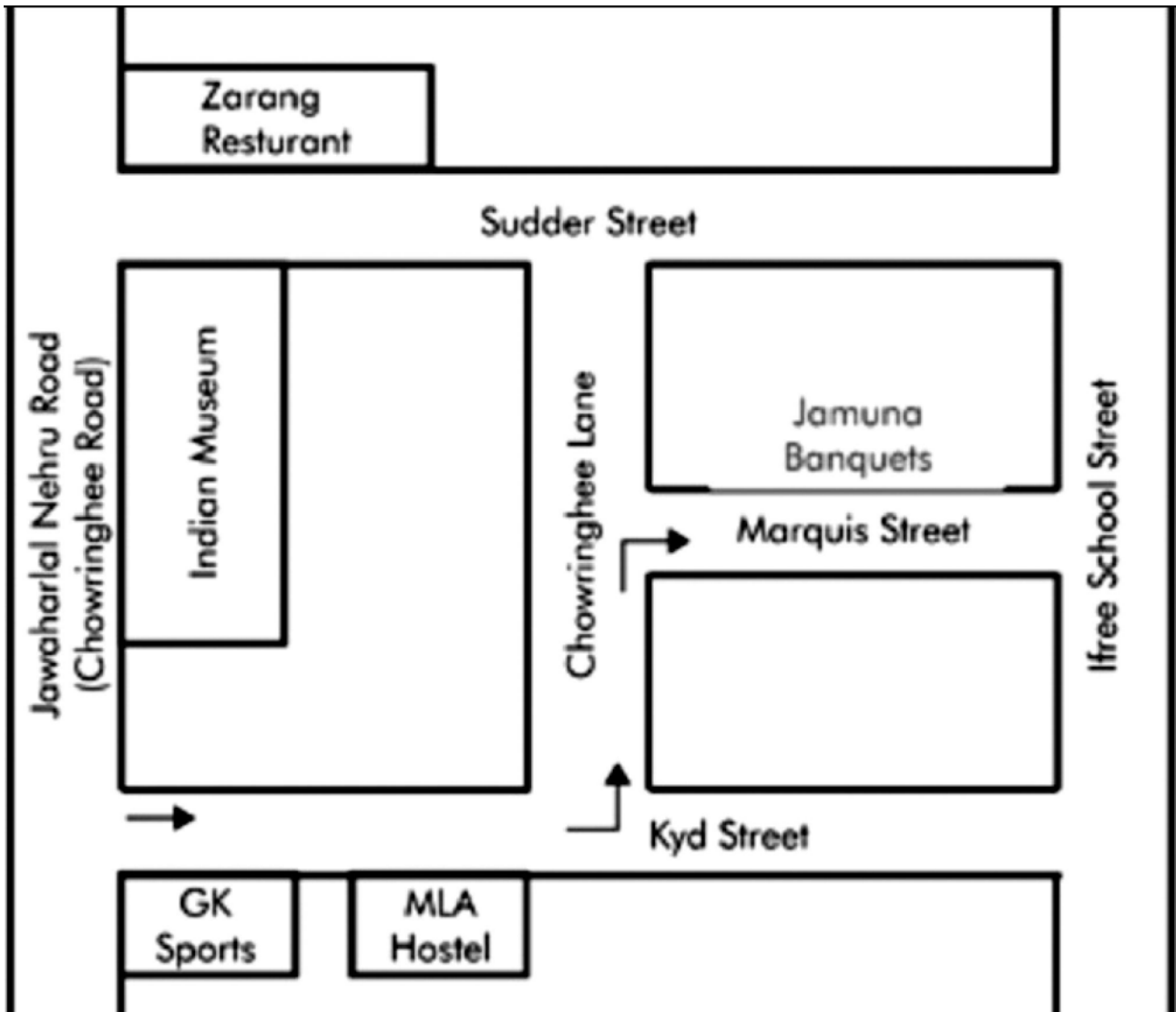
Except the above, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the proposed special resolution.

The Board recommends the resolution set forth in Item No. 5 for approval of the Members.

By Order of the Board of Directors  
For Sreeleathers Limited

Place: Kolkata  
Date: 09th August, 2019

(Bijoy Kumar Roy)  
Company Secretary





# Sreeleathers Limited

Resolution No.	Description of Resolutions	For	Against
1	Adoption the financial statements of the Company for the year ended 31st March, 2019 together with the reports of the Directors' and Auditors' thereon.		
2	Reappointment of Mrs. Sadhana Adhikary (DIN: 02974882) as Independent Director of the company in terms of Setion 149 of the Companies Act, 2013 ,who is not liable to retire by rotation.		
3	Reappointment of Mr. Satyabrata Dey (DIN : 00569965) as Managing Director of the company for the period of five years.		
4	To Appoint Ms. Rochita Dey (DIN: 02947831) as whole time Director in place of Additional Director, who is liable to retire by rotation.		
5	To appoint Mrs Shipra Dey (DIN: 00570021) as whole time Director in place of Additional Director,who is liable to retire by rotation.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Affix  
Revenue  
Stamp

Signature of Shareholder: \_\_\_\_\_

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

# 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

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**ATTENDANCE SLIP**  
**28th ANNUAL GENERAL MEETING**  
**Tuesday, September 24th, 2019**

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 Eighth Annual General Meeting of the Company at Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700 016 on Tuesday, September 24th, 2019 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.