

SREELEATHERS LIMITED

CIN: L67190WB1991PLC050656
6, Tottee Lane, Kolkata-700 016
Phone No.:2286-1571, Fax: 2217-6468
Email:sreeleathers@sreeleathers.com
Website: www.sreeleathers.com

To:

Department of Corporate Services, BSE Ltd., P.J.Towers, 1 st Floor, Dalal Street, Mumbai-400001, Scrip Code: 535601	The National Stock Exchange of India Limited, Exchange Plaza, BandraKurla Complex, Bandra (E), Mumbai-400 051, Symbol: SREEL	Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata-700001, Scrip Code: 13328
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Date : 19.07.2024

Dear Sir,

Sub: Postal Ballot Notice-Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

This is further to our letter dated 13.07.2024. In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of Postal Ballot Notice, seeking the approval of members for the Resolutions contained in the Notice.

In compliance with Ministry of Corporate Affairs Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May, 2020, and 09/2023 dated 25.09.2023, this Postal Ballot Notice has been sent only through electronic mode to those members whose e-mail address are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, 12.07.2024 ("Cut-off date").

The Company has engaged services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to its Members. The e-voting period commences from 10.00 a.m. (IST) on Sunday, 21.07.2024 and ends at 5.00 p.m. (IST) on Monday, 19.08.2024. The e-voting module shall be disabled by CDSL thereafter. Communication of assent or dissent of the Members would only take place through remote e-voting system.

Pursuant to the Regulation 30 of the SEBI (LODR) Regulations, 2015, enclosed herewith the Postal Ballot Notice sent to the members of the Company. The copy of the Postal Ballot Notice has been uploaded on the website of the Company viz. www.sreeleathers.com.

Thanking you,

Yours truly,

For Sreeleathers Limited,

BIJOY KUMAR ROY

Company Secretary & Compliance Officer

Digitally signed by BIJOY KUMAR ROY
Date: 2024.07.19 14:36:50 +05'30'

SREELEATHERS LIMITED

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

Phone : (033) 2286-1571, Email : sreeleathers@sreeleathers.com

Website : www.sreeleathers.com, CIN : L67190WB1991PLC050656

NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013, READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 EACH AS AMENDED)

Voting Starts On 21st July, 2024 at 10.00 A.M. (IST)

Voting Ends On 19th August, 2024 at 05.00 P.M. (IST)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 and other applicable provisions if any, of the Companies Act, 2013 (the “**Act**”) including any statutory modification(s), clarification(s), substitution(s) or re- enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (the “**SS-2**”), each as amended, and in accordance with **the MCA General Circular No. 09/2023 dated 25th September, 2023 (MCA Circular)** to transact the special business as set out hereunder by passing special Resolutions by way of postal ballot.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (‘Notice’).

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

Board of Directors of your Company has appointed Mr. Pawan Kumar Agarwal (Practicing Chartered Accountants) (Membership No. FCA 064093) to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e- voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited. (‘CDSL’) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e- voting are appended to this Notice. The Notice is also available on the website of the Company.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 05.00 p.m. (IST) on 19.08.2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

SPECIAL RESOLUTIONS :

Special Business:

Item No. 1 – To appoint Mrs. Rekha Ghosh (DIN : 09479087) as Independent Director of the Company

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions

Sreeleathers Limited

of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Rekha Ghosh (DIN : 09479087), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 26.06.2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years w.e.f. 26.06.2024 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.

Item No. 2 – To re-appoint Mr. Satyabrata Dey (DIN : 00569965) as 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 of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, 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. 30.09.2024 (who completes his term of five years on 29.09.2024) as set out in the Explanatory Statement annexed to the notice.

Resolved Further that pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the annual remuneration payable to Mr. Satyabrata Dey (DIN: 00569965), Managing Director, may exceed Rupees 5 crore or 2.5% of the net profits of the Company, whichever is higher, during the tenure of his appointment.

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.20,00,000/- (Rupees twenty Lakhs only) per month from 30.9.2024. 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 approvals as may be required, approvals of members of the company is accorded 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.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.

Item No. 3- To re-appoint 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 Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the consent of the members of the Company be and is hereby accorded to the reappointment of Ms. Rochita Dey, (DIN : 02947831), for a further period of 5 years with effect from 24.09.2024 (who completes her term of five years on 23.09.2024), liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed to the notice.

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 approvals 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 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.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.

Item No. 4- To re-appoint 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 Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the consent of the members of the Company be and is hereby accorded to the reappointment of Mrs. Shipra Dey , (DIN: 00570021), for a further period of 5 years with effect from 24.09.2024 (who completes her term of five years on 23.09.2024), liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed to the notice.

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 approvals as may be required, approvals of members of the company be accorded for holding of office or place of profit by Mrs. Shipra Dey, who is the relative of Mr. Satyabrata Dey, Managing Director and Ms. Rochita Dey, Director of the Company.

Sreeleathers Limited

(Mrs. Shipra Dey, Ms.Rochita 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 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.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.

Registered Office :
6, Tottee Lane
Kolkata - 700 016

By order of the Board of Directors
For Sreeleathers Limited
Sd/-
(Bijoy Kumar Roy)
Company Secretary
Membership No. ACS 5702

Place : Kolkata
Date : 13th July, 2024

NOTES :

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolution is annexed hereto.
2. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, Circular No. 20/2021 dated 8th December 2021, Circular No. 03/2022 dated 5th May, 2022, Circular No. 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (the "MCA Circulars"), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., 12.07.2024 (cutoff date). Kindly note that this Notice also will be available on the Company's website, www.sreeleathers.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
4. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to sreeleathersequity@gmail.com mentioning the Shareholder's Name, Folio No. / DP ID and Client ID.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means ("**e-voting**") to the Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its Members.
6. The e-voting period commences from 10.00 a.m. (IST) on Sunday 21.07.2024 to 05.00 p.m. (IST) on Monday 19.08.2024. During this period, Members holding shares either in physical form or in dematerialized form, as on 12.07.2024, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The Resolutions, if passed by requisite majority, will be deemed to be passed on 19.08.2024.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 21.07.2024 at 10.00 a.m. and ends on 19.08.2024 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 i.e. 12.07.2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>3) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant SREELEATHERS LIMITED on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sreeleathersequity@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Registered Office :
6, Tottee Lane
Kolkata - 700 016

By order of the Board of Directors
For Sreeleathers Limited
Sd/-
(Bijoy Kumar Roy)
Company Secretary
Membership No. ACS 5702

Place : Kolkata
Date : 13th July, 2024

Details of Directors seeking appointment / re-appointment

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

	Item No. 1	Item No. 2	Item No. 3	Item No. 4
Name of the Director	Mrs. Rekha Ghosh	Mr. Satyabrata Dey	Ms. Rochita Dey	Mrs. Shipra Dey
Date of Birth	08-11-1959	03-02-1950	24-09-1991	15-05-1963
Date of appointment	26-06-2024	02-12-1999	26-12-2018	26-04-2019
Qualification	B.Com.LLB	B.Com.MEP, IIM(A)	MBA(Finance)	Master of Science
Expertise in specific functional areas	Legal	Footwear & Accessories	Footwear & Accessories	Footwear & Accessories
Directorship held in other listed entities as on 31.3.2024	1	Nil	Nil	Nil
Chairman / Member of Committees of the Board of the listed entities on which he / she is a Director as on 31.03.2024	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	4611734	371844	142743
Terms & conditions of appointment	Please refer to the proposed Special Resolution 1 and Explanatory Statement.	Please refer to the proposed Special Resolution 2 and Explanatory Statement.	Please refer to the proposed Special Resolution 3 and Explanatory Statement.	Please refer to the proposed Special Resolution 4 and Explanatory Statement.
Number of Meetings attended during F.Y.2023-24	NA	5	5	5
Remuneration proposed to be drawn	-	Rs.20,00,000.00	-	-
Interse relationship between Directors	Nil	Husband of Mrs. Shipra Dey and father of Ms. Rochita Dey, Directors	Daughter of Mr. Satyabrata Dey, Managing Director and Mrs. Shipra Dey, Director	Wife of Mr. Satyabrata Dey, Managing Director and mother of Ms. Rochita Dey, Director

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

Explanatory Statement of Item No. 1

Mrs. Rekha Ghosh (DIN:09479087) is a Commerce Graduate and an advocate of Hon'ble High Court Kolkata. Practicing her professional career in various matters at the Hon'ble High Court in Kolkata. She has rich and varied experience in various legal matters for approx. 34 years and the Company expects to be benefited from her association.

Mrs. Rekha Ghosh has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 ("The Act"). Mrs. Ghosh is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. In the opinion of the Board she fulfills the conditions 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 Mrs. Ghosh as Independent Director is now being placed before the members for their approval. The terms and conditions of appointment of Mrs. Ghosh as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at sreeleathersequity@gmail.com, alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

Except Mrs. Ghosh, 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. 1. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Rekha Ghosh, the Board of Directors at its meeting held on 26.06.2024 approved the continuance of office of Mrs. Rekha Ghosh as mentioned in the resolution.

Mrs. Rekha Ghosh does not hold any shares of Sreeleathers Limited. She is not related to any other Directors/ KMPs 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 Mrs. Rekha Ghosh as a Director of the Company.

Board recommends the resolution set-forth in Item No. 1 for approval of the members by way of Special Resolution.

Explanatory Statement Item No 2

Mr. Satyabrata Dey (DIN : 00569965), was appointed as Managing Director of the Company at the 28th Annual General Meeting of the Company held on 24th September, 2019 for a term of five years. His term will expire on 29th September, 2024 and is eligible for reappointment for another term of five years w.e.f. 30th September, 2024.

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.20,00,000/- (Rupees twenty Lakhs only) per month from 30.9.2024. Allowances and other benefits : As per the rules of the Company

In the absence of inadequacy of profits of the Company in any financial year, the Company shall pay remuneration, benefits and amenities to Mr. Dey within the above revised limits of maximum remuneration, based on the approval of the Nomination & Remuneration committee and the Board of Directors of the Company and subject to obtaining necessary approvals, as may be required in accordance with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be required made from time to time.

Re-appointment of Mr. Satyabrata Dey and his remuneration has been recommended by the Nomination & Remuneration Committee.

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 re- 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”) and Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014. 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.20,00,000/-. 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. 2 for approval of the Members.

Explanatory Statement Item No. 3

Ms. Rochita Dey (DIN : 02947831), was appointed as whole-time Director of the Company at the 28th Annual General Meeting of the Company held on 24th September, 2019 for a term of five years. Her term will expire on 23rd September, 2024 and is eligible for reappointment for another term of five years w.e.f. 24th September, 2024.

The Board recommends that approval may please be accorded by the Members to the appointment of Ms. Rochita Dey as whole-time Director of the Company for a period of five years w.e.f. 24.09.2024. Re-appointment of Ms. Rochita Dey as whole-time Director of the Company liable to be retired by rotation has been recommended by the Nomination and Remuneration Committee, for a period of five years with effect from 24.09.2024.

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. 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 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 :

Please refer to the proposed Special Resolution 3 and Explanatory Statement.

Sreeleathers Limited

- 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. 3 for approval of the Members.

Explanatory statement: Item No. 4

Mrs. Shipra Dey (DIN 00570021) was appointed as whole-time Director at the 28th Annual General Meeting of the Company held on 24.09.2019 for a term of five years. Her term will expire on 23.09.2024 and is eligible for reappointment for another term of five years w.e.f. 24.09.2024. Re-appointment of Mrs. Shipra Dey as a whole-time Director of the Company liable to be retired by rotation has been recommended by the Nomination and Remuneration Committee, for a period of five years with effect from 24.09.2024.

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 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 :
Please refer to the proposed Special Resolution 4 and explanatory statement.
- 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. 4 for approval of the Members.

Registered Office :
6, Tottee Lane
Kolkata - 700 016

By order of the Board of Directors
For Sreeleathers Limited
Sd/-
(Bijoy Kumar Roy)
Company Secretary
Membership No. ACS 5702

Place : Kolkata
Date : 13th July, 2024