

# 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, Bombay Stock Exchange Limited, P.J.Towers, 1 <sup>st</sup> 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 : 07.07.2023

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 23.06.2023. 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, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, 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, 23rd June, 2023 ("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 Saturday, 8th July, 2023 and ends at 5.00 p.m. (IST) on Sunday, 6th August, 2023. 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  
Digitally signed by BIJOY KUMAR ROY  
Date: 2023.07.07 15:15:48 +05'30'

Company Secretary & Compliance Officer

# 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 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** 08.07.2023 (10.00 a.m.)

**Voting Ends On** 06.08.2023 (5.00 p.m.)

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 guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide 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 and Circular No. 11/2022 dated 28th December 2022 (collectively the "MCA Circulars") 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 5.00 p.m. (IST) on 06.08.2023. The remote e-voting facility will be disabled by CDSL immediately thereafter.

## SPECIAL RESOLUTIONS:

### 1. Reappointment of Mr. K. D. Sarkar (DIN: 08200786) as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulations 17 and 17(1A) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, and the Articles of Association of the Company, Mr. K. D. Sarkar (DIN: 08200786) who was appointed as an Independent Director of the Company at the Annual General Meeting of the Company held on 29.09.2018, and who holds office up to 21.08.2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules framed thereunder and regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company , not liable to retire by rotation, to hold office for second term of 5 (Five) years w.e.f. 22.08.2023 and continue even he attains the age of 75 years on 9.10.2024.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

### 2. Reappointment of Mr. Anil Chandra Bera (DIN: 02002208) as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulations 17 & 17(1A) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, and the Articles of Association of the Company, Mr. Anil Chandra Bera (DIN: 02002208) who was appointed as an Independent Director of the Company at the Annual General Meeting of the Company held on 29.09.2018, and who holds office up to 21.08.2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules framed thereunder and regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company , not liable to retire by rotation, to hold office for second term of 5 (Five) years w.e.f. 22.08.2023, notwithstanding that he has attained the age of 75 years.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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 : 23.06.2023

## 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 31<sup>st</sup> December 2020, 10/2021 dated 23rd June 2021, Circular No. 20/2021 dated 8th December 2021, Circular No. 03/2022 dated 5<sup>th</sup> May, 2022 and Circular No. 11/2022 dated 28th December, 2022 (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., 23.06.2023 (cut off date) may note that this Notice also will be available on the Company’s website, [www.sreeleathers.com](http://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](mailto:sreeleathersequity@gmail.com) mentioning the Shareholder’s Name, Folio No./DPID 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 Saturday 08.07.2023 to 5.00 p.m. (IST) on Sunday 06.08.2023 during this period, Members holding shares either in physical form or in dematerialized form, as on 23.06.2023, 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 06.08.2023.

## 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 08.07.2023 at 10.00 a.m. and ends on 06.08.2023 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. 23.06.2023 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 <b>CDSL Depository</b>	<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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>

Type of Shareholders	Login Method
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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.
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
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"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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](mailto: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](mailto: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](mailto: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 : 23.06.2023



## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice.

### 1. Resolution No. 1 - Reappointment of Mr. K. D. Sarkar (DIN: 08200786) as an Independent Director of the Company

Mr. K. D. Sarkar (DIN: 08200786) was appointed as an Independent Director of the Company at the 27th Annual General Meeting of the Company held on 29.09.2018 for a term of five consecutive years w.e.f. 22.08.2018. Mr. K. D. Sarkar holds office upto 21.08.2023.

Nomination and Remuneration Committee (NRC) considered the re-appointment of Mr. K. D. Sarkar as Independent Director. Based on the performance evaluation and considering Mr. K. D. Sarkar’s background, experience and contribution, the NRC recommended to the Board that Mr. K. D. Sarkar be re-appointed as Independent Director of the Company for a second term of five years w.e.f. 22.08.2023.

Accordingly, the Board recommends the re-appointment of Mr. K. D. Sarkar as Independent Director for approval of shareholders of the Company.

The Company has received a declaration from Mr. Sarkar to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Further, as per Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Mr. K. D. Sarkar will attain the age of 75 years on 9.10.2024. Consent of the shareholders for the said reappointment is, therefore, sought through Special Resolution under Section 149 of the Companies Act, 2013 as well as under Regulation 17(1A) of the Listing Regulations.

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

Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice. The terms and conditions of re-appointment of Mr. K. D. Sarkar 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](mailto:sreeleathersequity@gmail.com). In compliance with the provisions of Section 149 read with Schedule IV of the Act, the reappointment of Mr. K. D. Sarkar (DIN: 08200786) as an Independent Director of the Company is being placed before the Members for approval.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to re-appointment of Mr. K. D. Sarkar (DIN: 08200786) as an Independent Director of the Company for Second term for a period of five years w.e.f. 22.08.2023.

Except Mr. K. D. Sarkar (DIN: 08200786) , none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. K. D. Sarkar (DIN: 08200786) is not related to any other Director or Key Managerial Personnel of the Company.

### 2. Resolution No. 2 - Re-appointment of Mr. Anil Chandra Bera (DIN: 02002208) as an Independent Director of the Company

Mr. Anil Chandra Bera (DIN: 02002208) was appointed as an Independent Director of the Company at the 27th Annual General Meeting of the Company held on 29.09.2018 for a term of five consecutive years w.e.f. 22.08.2018. Mr. Anil Chandra Bera holds office upto 21.08.2023.

Nomination and Remuneration Committee (NRC) considered the re-appointment of Mr. Anil Chandra Bera as Independent Director. Based on the performance evaluation and considering Mr. Anil Chandra Bera's background, experience and contribution, the NRC recommended to the Board that Mr. Anil Chandra Bera be re-appointed as Independent Director of the Company for a second term of five years w.e.f. 22.8.2023.

Accordingly, the Board recommends the re-appointment of Mr. Anil Chandra Bera as Independent Director for approval of shareholders of the Company.

The Company has received a declaration from Mr. Bera to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Further, as per Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Mr. Anil Chandra Bera has already attained the age of 75 years. Consent of the shareholders for the said reappointment is, therefore, sought through Special Resolution under Section 149 of the Companies Act, 2013 as well as under Regulation 17(1A) of the Listing Regulations.

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

Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice. The terms and conditions of re-appointment of Mr. Anil Chandra Bera 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](mailto:sreeleathersequity@gmail.com). In compliance with the provisions of Section 149 read with Schedule IV of the Act, the reappointment of Mr. Anil Chandra Bera (DIN : 02002208) as an Independent Director of the Company is being placed before the Members for approval.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to re-appointment of Mr. Anil Chandra Bera (DIN : 02002208) as an Independent Director of the Company for Second term for a period of five years w.e.f. 22.08.2023.

Except Mr. Anil Chandra Bera (DIN : 02002208) , none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. Anil Chandra Bera (DIN : 02002208) is not related to any other Director or Key Managerial Personnel of the Company.

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 : 23.06.2023

## Details of Directors seeking re-appointment

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

Name of the Director	Mr. K. D. Sarkar	Mr. Anil Chandra Bera
Director Identification (DIN)	08200786	02002208
Date of Birth	9.10.1949	14.01.1943
Date of first appointment	22.08.2018	22.08.2018
Expertise in specific functional areas	Rich and varied experience in Banking Sector	Rich and varied experience in various Indian and Overseas Companies in Computer Services, System Management, Computer Software and Solutions.
Qualification	Commerce Graduate	Master of Statistics from the Indian Statistical Institute , Kolkata
No. of shares held in Company	Nil	Nil
Relationships between Directors and Key Managerial Personnel inter-se	N.A.	N.A.
Terms and Conditions of appointment	Reappointment as an Independent Director for a period of 5 years	Reappointment as an Independent Director for a period of 5 years
Directorships held in Companies (excluding foreign companies) as on date of this Postal Ballot Notice	Nil	SCIMATA COMPUTING PRIVATE LIMITED
Position held in mandatory Committees of other companies	Nil	Nil
Details of Remuneration sought to be paid	Nil	Nil
Number of meetings of the Board attended during F.Y. 2023-24	1	1
Remuneration paid during the FY 2023-24	Nil	Nil