

SREELEATHERS LIMITED

6, Tottee Lane, Kolkata - 700 016
Ph. No. : 033-2286-1571, Fax No. : 033-2217-6468
Website : www.sreeleathers.com
E-mail : sreeleathers@sreeleathers.com
CIN : L67190WB1991PLC050656

Date: 31.08.2019

The Calcutta Stock Exchange Association Limited,
7, Lyons Range,
Kolkata – 700001

Department of Corporate Services
Bombay Stock Exchange Limited,
P J Towers, 1st Floor
Dalal Street, Fort
Mumbai- 400 001

National Stock Exchange of India
Listing Department
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai-400051.

Dear Sir/Madam,

Sub : Annual Report and AGM Notice for 28th Annual General Meeting of the members of the Company to be held on 24.09.2019.

Pursuant to Regulation 34(1) of SEBI (LODR) Regulation, 2015 enclosed is a copy of the Annual Report being sent to the shareholders along with the Notice of the Annual General Meeting of the Company.

The 28th Annual General Meeting of the Company will be held on Tuesday, the 24th September, 2019 at 10.30 a.m. at Jamuna Banquets, 31/2B, Marquis Street, Kolkata-700 016.

Thanking you,

Yours truly,
For Sreeleathers Ltd.,


Company Secretary



Encl : a/s

Sreeleathers Limited

**28th ANNUAL REPORT
2018-2019**

BOARD OF DIRECTORS

Sri Satyabrata Dey	-	Managing Director
Ms. Rochita Dey	-	Additional Director
Sri Anil Chandra Bera	-	Independent Director
Smt. Sadhana Adhikary	-	Independent Director
Sri Kalidas Sarkar	-	Independent Director

Chief Financial Officer

Sri Sujay Bhattacharjee

Company Secretary & Compliance Officer

Sri Bijoy Kumar Roy

Auditors

Chanani & Associates
Chartered Accountants
21/1/1, Benaras Road, 4th Floor
P.O. Salkia, Howrah - 711 106

Bankers

HDFC Bank Ltd.
Bank of India
State Bank of India
Federal Bank
IDBI Bank
Allahabad Bank

Regd. Office

6, Tottee Lane, Kolkata – 700 016
Phone : +91 33 2286 1571
Fax : +91 33 2217 6468
E-mail : sreeleathers@sreeleathers.com
Website : www.sreeleathers.com
CIN : L67190WB1991PLC050656

Registrar & Share Transfer Agent

Niche Technologies Private Limited
3A, Auckland Place,
7th Floor, Room No.7A & 7B
Kolkata – 700 017

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DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 28th Annual Report together with the Audited Financial Statements of the Company for the Year ended March 31, 2019.

FINANCIAL RESULTS

(₹ In Lacs)

Particulars	March 31, 2019	March 31, 2018
Receipt from Operations	16765.89	14096.27
Other Income	43.70	192.83
Profit before exceptional items, depreciation & taxes	3793.28	3380.87
Add: Exceptional Income	745.01	-
Less: Depreciation	117.82	126.20
Profit Before Tax	4420.47	3254.67
Less: Provision for:		
(a) Income Tax	1334.62	1136.85
(b) Deferred Tax	(22.26)	(19.36)
Profit after tax	3108.11	2137.18
Other Comprehensive Income (net of tax)	611.42	444.84
Total Comprehensive Income for the period	3719.53	2582.02

The company does not propose to transfer any amount to the General Reserves. An amount of Rs. 10708.41 lacs is proposed to be retained in the statement of Profit & Loss.

OPERATIONAL REVIEW

Your Company reported a top-line growth of 18.94 % over the Previous Year. The Gross Revenue from operations stood at Rs. 16765.89 lacs compared with Rs.14096.27 lacs in the Previous Year. The Operating Profit before tax stood at Rs. 4420.47 lacs as against Rs.3254.67 lacs in the Previous Year. The Net Profit for the year stood at Rs.3108.11 lacs against Rs.2137.18 lacs reported in the Previous Year.

The company continues to retain and reinforce its market leadership in Leather and Non-Leather footwear and accessories with distribution network comprising of exclusive stores, wholesalers and dealers.

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

DIVIDEND

Your Directors do not recommend any dividend for the year under review. The directors foresee to make further expansions in business and for this, the profits are ploughed back.

SHARE CAPITAL

The Authorized Share Capital of your Company as on March 31, 2019 stands at Rs. 2,600 lacs divided into 26,000,000 equity shares of Rs. 10/- each. The paid up equity capital as on March 31, 2019 was Rs.2,515.50 lacs. During the year under review, the company has not issued any shares with differential voting rights nor granted stock options nor sweat equity during the year under review. As on March 31, 2019, none of the Directors of the company hold instruments convertible into equity shares of the Company.

FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2019 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the

form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2019.

The company continues to focus on judicious management of its working capital, receivables and inventories. Other working capital parameters were kept under strict check through continuous monitoring.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company are given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/ revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As part of its initiatives under "corporate social responsibility" (CSR), the company has contributed funds for the schemes for promotion of education, vocational training, welfare of the children and yoga. The contributions in this regard have been made to the registered trust which is undertaking these schemes. These projects are in accordance with Schedule VII of the Companies Act, 2013 and the Company's CSR policy.

The Annual Report as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 on CSR activities is annexed herewith as: Annexure A and forms an integral part of this Report.

CONSERVATION OF ENERGY

- a) Company ensures that the operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- b) No specific investment has been made in reduction in energy consumption.
- c) As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.
- d) Since the Company does not fall under the list of industries, which should furnish this information in Form A annexed to the aforesaid Rules, the question of furnishing the same does not arise.

TECHNOLOGY ABSORPTION

The Company doesn't have any in-house R & D Facility. The Company has not imported any technology during the year under review.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF REPORT

Management does not perceive any material changes occurred subsequent to the close of financial year as on 31.03.2019 and before the date of Report dated 29.05.2019 affecting financial position of the company in any substantial manner.

FOREIGN EXCHANGE EARNINGS AND OUT-GO

During the period under review there was no foreign exchange earnings or out flow.

INDUSTRIAL RELATIONS

Industrial relations at all the units of your Company have been harmonious and peaceful with active involvement of the employees in the collective bargaining process. Your Company has also encouraged wholehearted participation of the employees in improving productivity as well as quality of its products.

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process at all locations and management development programs to upgrade skills of managers. Objective appraisal systems based on key result areas (KRAs) are in place for senior management staff.

The Company is committed to nurturing, enhancing and retaining its top talent through superior learning and organizational development. This is a part of our Corporate HR function and is a critical pillar to support the organization's growth and its sustainability in the long run.

In order to retain good talent within the organization, your Company has strengthened the goal setting and measurement process during the year supported with structured development plans for high potential people to move into different roles. This has resulted in higher retention levels across the organization.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

DIRECTORS

There is change in the composition of the Board of Directors during the period under review.

During the year Mr. Kalidas Sarkar (DIN:08200786) and Mr. Anil Chandra Bera (DIN : 02002208) were appointed as Non-Executive Independent Directors, not being liable to retire by rotation, to hold office for a first term of five consecutive years with effect from 22nd August 2018. The Members at their Annual General Meeting accorded approval for the said appointments. During the year Ms. Rochita Dey (DIN 02947831) was appointed as an Additional Director on the Board of Directors of the company who shall hold office up-to date of forthcoming Annual General Meeting.

Director Sri Sumanta Dey (DIN 00647680) was not elected as Director of the Company with effect from 29th September 2018 and Independent Director Sri Tanmoy Shome (DIN 01286496) resigned from the company with effect from 22nd August 2018.

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and there is no change in their status of independence. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

REMUNERATION POLICY

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year eight Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

The financial statements are prepared in accordance with Indian Accounting Standard (IND AS) under the historical cost convention on accrual basis (except for certain financial instrument). The Ind AS are prescribed under section 133 of the Companies Act, 2013 ('the Act'), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Effective April 2017, the Company has adopted all the Ind AS standards and the adaptation was carried out in accordance with applicable transition guidance. Accounting Policies have been consistently applied.

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

- i) In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31.03.2019 and of the profit or loss of the Company for the year ended on that day.
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors had prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus, disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company and can be viewed at <http://www.sreeleathers.com/SL/Relatedparty.pdf>.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behavior of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as “Code of Business Conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website www.sreeleathers.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company (www.sreeleathers.com).

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is the compliance officer who is responsible for implementation of the Code.

All Directors and the designated employees have confirmed compliance with the Code.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Managing Director. All employees (permanent, contractual, temporary, trainees) are covered under the policy. There was no complaint received from any employee during the financial year 2018-19 and hence no complaint is outstanding as on 31.03.2019 for redressal.

AUDITOR’S REPORT/ SECRETARIAL AUDIT REPORT:

AUDIT REPORTS

- The Auditors’ Report for the Fiscal 2019 does not contain any qualification, reservation or adverse remark. The Auditors’ Report is enclosed with the financial statements in this annual report.
- The secretarial Auditors’ Report for the Fiscal 2019 does not contain any qualification, reservation, or adverse remark. The secretarial Auditors’ Report is enclosed to the Board Report in this Annual Report.
- As required by the Listing Regulations, the Auditors’ Certificate on Corporate Governance is enclosed to the Board Report. The Auditors’ Certificate for Fiscal 2019 does not contain any qualification, reservation or adverse remark.

STATUTORY AUDITOR & SECRETARIAL AUDITOR

The observation made in the Auditors’ Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. The Secretarial Audit Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments.

AUDITORS

In terms of the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditor) Rules, 2014 as amended, M/s. Chanani & Associates, Chartered Accountants (ICAI Firm Registration No. 325425E) had appointed at the 26th Annual General Meeting as the Auditors of the Company for a consecutive period of five years from the conclusion of the said Annual General Meeting until the conclusion of Thirty first Annual General Meeting scheduled to be held in the year 2022.

The Members may note that consequent to the changes made in the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 by the Ministry of Corporate Affairs (MCA) vide notification dated 07.05.2018, the proviso to Section 139 (1) of the Companies Act, 2013 read with explanation to sub-rule 7 of Rule 3 of the Companies (Audit & Auditors) Rules, 2014, the requirement of ratification of appointment of Auditors by the Members at every AGM has been done away with. Therefore, the Company is not seeking any ratification of appointment of M/s. Chanani & Associates, Chartered Accountants as the Auditors of the Company, by the Members at the ensuing AGM.

Your Company has received a certificate from M/s. Chanani & Associates, Chartered Accountants confirming their eligibility to continue as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed SA & Associates, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure B".

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed as Annexure - C and forms an integral part of this Report.

SECRETARIAL STANDARD

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

NON-APPLICABILITY OF MAINTENANCE OF COST RECORDS

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and Rules framed thereunder with respect to the Company's nature of business.

PARTICULARS OF EMPLOYEES

The information required under section 197(12) of the Companies Act, 2013 and the rules made thereunder, as amended has been given in the annexure appended hereto and form part of this report. The company does not have any employees who were employed throughout the year and were in receipt of remuneration of more than Rs. 102 lacs per annum or employed for part of the year and were in receipt of remuneration of more than Rs. 8.50 lacs per month.

EMPLOYEE STOCK OPTION

The company has not given any employee stock option scheme during the financial year 2018-2019. Previous year: Nil

PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES

- a) The ratio of remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Name	Ratio
Satyabrata Dey (Managing Director)	59.52:1
Sujay Bhattacharjee (Chief Financial Officer)	2.21:1
Bijoy Kumar Roy (Company Secretary)	2.04:1

For this purpose, Sitting fees paid to the Directors have not been considered as remuneration.

- b) The % increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Satyabrata Dey (Managing Director)	NIL
Bijoy Kumar Roy (Company Secretary)	NIL
Sujay Bhattacharya (Chief Financial Officer)	NIL

- c) The % increase in the median remuneration of employees in the financial year : 12.61%
- d) The number of permanent employees on the rolls of company : 30
- e) The explanation on the relationship between average increase in remuneration and company performance; The Company's PAT has grown from Rs. 2137.18 lacs to Rs. 3108.11 lacs an increase of 45.43%, against which the average increase in remuneration is 12.61% this increase is aligned with the compensation policy of the company.
- f) Comparison of the remuneration of the Director and Key Managerial Personnel against the performance of the company: The increase in remuneration to the Directors, key managerial persons as well as employees of the company are based on annual review mechanism which takes care of the individual performance of the employee as well as the overall growth of the company.

Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year.

Particulars	March 31, 2019	March 31, 2018	% Change
Ordinary Shares Market Capitalization (Rs. In Crs)	579.58	565.99	2.40
Price Earnings Ratio	18.64	26.48	-29.61

- g) Percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:

Market Price as on March 31, 2019	Rs.230.4
Price at the time of public issue of 18,10,200 equity shares made in the fiscal 1997 – 1998	Rs. 10.00
% increase of market price over the price at the time of public issue	2204%

Note : Closing share price of ordinary shares at NSE Ltd. has been used for the above table.

- h) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration: Average increase in remuneration is 12.61% for employees other than Managerial Personnel.
- i) The key parameters for any variable component of remuneration availed by the directors: There is no variable component for any director, key managerial personnel as well as any employee of the company during the financial year.
- j) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not Applicable.

- k) Affirmation that the remuneration is as per the remuneration policy of the company: The remuneration for Managing Director, KMP and rest of employees is as per the remuneration policy of the company.
- l) Comparison of each remuneration of the key managerial personnel against the performance of the company:

	Sri Satyabrata Dey Managing Director	Sri Sujay Bhattacharjee Chief Financial Officer	Sri Bijoy Kumar Roy Company Secretary
Remuneration in Fiscal 2019 (in lacs)	96.00	3.57	3.29
Revenue (in lacs)	14765.89		
Remuneration as % of revenue	0.57	0.021	0.020
Profit / (loss) before Tax (in lacs)	4420.47		
Remuneration (as % of PBT)	2.17	0.08	0.07

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

The Management Discussion and Analysis Report on the operations of the Company, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, material prices, changes in Government Regulations, tax regimes, economic developments within the Country and outside the Country and other factors such as litigation and labor negotiations.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hardwork, and support, your Company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

For and on behalf of the Board of Directors

Kolkata
May 29, 2019

K.D Sarkar
Director
(DIN:08200786)

Sadhana Adhikary
Director
(DIN:02974882)

Annexure A to Boards Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

CSR policy is stated herein below:

CSR Policy

Our aim is to be one of the most respected companies in India delivering superior and everlasting value to all our customers, associates, shareholders, employees and Society at large.

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

To pursue these objectives we will continue to:

- 1) Work actively in areas of eradication of hunger and poverty, promoting preventive health care and sanitation, providing opportunity and financial assistance for the promotion of education in the form of Yoga, and provide medical aid to the needy.
- 2) Collaborate with like minded bodies like Voluntary organizations, charitable trusts, governments and academic institutes in pursuit of our goals.
- 3) Interact regularly with stakeholders, review and publicly report our CSR initiatives.

The policy has been uploaded on the website of the company – www.sreeleathers.com

Web Link:<http://www.sreeleathers.com/SL/CSR.pdf>

2. **Composition of CSR committee**

Name of The Member	Designation
Shri Anil Chandra Bera	Chairman
Smt. Sadhana Adhikary	Member
Shri Kali Das Sarkar	Member

3. **Average net profit of the company for last three financial years:**

Average net profit : Rs.23.51 Crores

4. **Prescribed CSR Expenditure (Two percent of the amount as in item 3 above)**

The company is required to spend for financial year 2018–19	Rs.47.02 lacs
Amount unspent for Financial year 2017 – 18	Rs. 39.75 Lacs
Total	Rs. 86.77 Lacs

5. **Details of CSR spent for the financial year :**

- a) Total amount spent for the financial year: Rs.27.00 lacs
- b) Amount unspent if any: Rs. 59.77 lacs

6. Manner in which the amount spent during the financial year is detailed below:

Sr. No.	Projects/ Activities/ Agency	Sector	Locations	Amount outlay (Budget) project or programme wise (Rs. Lacs)	Amount spent on the project or programme (Rs. Lacs)	Cumulative expenditure upto reporting period (Rs. Lacs)	Amount spent direct or through implementing agency
1.	Yoga	Vocational Training	Bengaluru	1.00	1.00	1.00	Vivekananda Yoga Anusandhana Samsthana
2.	School	Education	Jharkhand	1.50	1.50	1.50	Saraswati Shishu Mandir Rangunia
3.	Health Check-up	Medical	Kolkata	15.00	15.00	15.00	Tridhara Sammilani
4.	Welfare of underprivileged children	Medical and Food	Kolkata	1.00	1.00	1.00	Sai Baba Sevashram & Yoga Research
5.	Marriages of economically poor section of the society	Upliftment of society	Jharkhand	5.00	5.00	5.00	Purvanchal Janakalyan Samithi
6.	Help of underprivileged children	Provide Food and education	Kolkata	3.00	3.00	3.00	Shyamali Bhalotia Memorial Trust
7.	Welfare of underprivileged people	Making of toilet	Kolkata	0.50	0.50	0.50	Sumangal

Note : The Company is identifying and evaluating the various projects as specified in the Schedule VII of the Companies' Act, 2013 and within that the best way to implement the same in order to maximize the benefit to the society. A sum of Rs.59.77 lacs remained unspent at the end of the Financial Year 2018-19. The Company shall ensure that it complies with the requirements of the Companies Act, 2013 and Rules framed thereunder. The Company is committed to provide the amount as per Corporate Social Responsibility norms of The Companies Act, 2013. But this is an ongoing process and as per the requirements of implementing agencies, we are releasing funds step by step and in course of time the funds will be realized by the agencies. Necessary details will be reflected in Company's Annual Reports for the coming subsequent years.

For and on behalf of the Board of Directors

Kolkata
May 29, 2019

K.D Sarkar
Director
(DIN:08200786)

Sadhana Adhikary
Director
(DIN:02974882)

Annexure - B to Board Report

S. A. & ASSOCIATES
Company Secretaries

'SWASTIK', 334 / 157 Jessore Road
SN-8, (Ground Floor), Kolkata - 700 089
☎ : (033) 2534-2445/3481, 98305-91639
Mobile : 98300-16001
Email ID : cs.sa.associates@gmail.com

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
M/S. Sreeleathers Limited
(CIN : L67190WB1991PLC050656)
6, Tottee Lane, P.S. Taltalla
Kolkata – 700 016

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Sreeleathers Ltd. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) and other applicable law like Factory Act, 1948, The Payment of Gratuity Act, 1972 etc.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Ltd., BSE Ltd. and National Stock Exchange Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as per annexure "B" enclosed.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For S.A. & Associates
Company Secretaries

(Shipra Agarwal)
Proprietor
C.P. No. : 3173

Place : Kolkata
Date : 29th May, 2019

Note : This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

S. A. & ASSOCIATES

Company Secretaries

'SWASTIK', 334 / 157 Jessore Road
SN-8, (Ground Floor), Kolkata - 700 089
☎ : (033) 2534-2445/3481, 98305-91639
Mobile : 98300-16001
Email ID : cs.sa.associates@gmail.com

Annexure A

To
The Members
M/S. Sreeleathers Limited
(CIN : L67190WB1991PLC050656)
6, Tottee Lane, P.S. Taltalla
Kolkata – 700 016

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

For S.A. & Associates
Company Secretaries

(Shipra Agarwal)
Proprietor
C.P. No. : 3173

Place : Kolkata
Date : 29th May, 2019

S. A. & ASSOCIATES

Company Secretaries

'SWASTIK', 334 / 157 Jessore Road
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ANNEXURE B

Sl. No.	Form No/ Return	FiledU/S	Challan Date	Whether filed within due date	If failed,late additional fee paid	Remark (ROC RECEIPT (NO/SRN NO))
1	FORM MGT 14	179(3)	18.06.18 11.09.18 22.10.18 20.11.18 19.02.19	YES YES YES YES YES	N.A. N.A. N.A. N.A. N.A	G89732788 H09973207 H22540835 H28678316 H45191137
2	FORM MGT 15	121(1)	08.10.18	YES	N.A.	H19973338
3	AOC-4XBRL	137	27.10.18	YES	N.A.	H24854978
4	FORM MGT 7	92	20.11.18	YES	N.A	H28674810
5	FORM SH 11	68(10)	23.07.18	NO	YES	G93608958
6	DIR -12	161,149,152,168,161	05.09.18 23.10.18 16.01.19	YES YES YES	N.A. N.A N.A	H07340466 H22851323 H42103127
7	DIR -11	168(1)	01.09.18	YES	N.A	H06373328

Central Government

NIL

Regional Director

NIL

Other Authorities

NIL

For S.A. & Associates
Company Secretaries

(Shipra Agarwal)
Proprietor
C.P. No. : 3173

Place : Kolkata
Date : 29th May, 2019

Annexure C to Boards Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L67190WB1991PLC050656
ii)	REGISTRATION DATE	1/14/1991
iii)	NAME OF THE COMPANY	SREELEATHERS LIMITED
iv)	CATEGORY / SUB-CATEGORY OF THE COMPANY	COMPANY LIMITED BY SHARES
v)	ADDRESS OF THE REGISTERED OFFICE AND CONTACT DETAILS	6, TOTEE LANE, KOLKATA- 700016 Phone : (033) 2286-1571
vi)	WHETHER LISTED COMPANY	YES
vii)	NAME, ADDRESS AND CONTACT DETAILS OF REGISTRAR & TRANSFER AGENTS (RTA), IF ANY	NICHE TECHNOLOGIES PVT. LTD. 3A, AUCKLAND PLACE, 7TH FLOOR ROOM NO. 7A & 7B, KOLKATA - 700 017

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Footwear Wholesale	51312	56.48%
2	Footwear Retail	52323	13.54%
3	Leather Goods and Accessories	52324	29.98%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares Held	Applicable Section
1.	NA				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual	7479781	0	7479781	29.735	7578519	0	7578519	30.127	0.392
(b) Central Govt.									
(c) State Govt.(s)									
(d) Bodies Corp.	8757820	0	8757820	34.815	8757820	0	8757820	34.815	0.000
(e) Banks / FI									
(f) Any Other....									
Sub-total (A)(1):-	16237601	0	16237601	64.550	16336339	0	16336339	64.943	0.393

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
(a) NRIs - Individuals									
(b) Other - Individuals									
(c) Bodies Corp.									
(d) Banks / FI									
(e) Any Other....									
Sub-total (A) (2):-	0	0	0	0.000	0	0	0	0.000	0.000
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	16237601	0	16237601	64.550	16336339	0	16336339	64.943	0.393
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds									
(b) Banks / FI	250	0	250	0.001	1192	0	1192	0.005	0.004
(c) Central Govt.									
(d) State Govt.(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FIs									
(h) Foreign Venture Capital Funds									
(i) Others (specify)									
FPI - Corporate Cat- II	13807	0	13807	0.055	715948	0	715948	2.846	2.791
Sub-total (B)(1)	14057	0	14057	0.056	717140	0	717140	2.851	2.795
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	2774947	2664209	5439156	21.623	2893764	275900	3169664	12.601	-9.022
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	886382	93319	979701	3.895	855263	69191	924454	3.675	-0.220
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1915967	219000	2134967	8.487	1656843	1618157	3275000	13.019	4.532
(c) Others (specify)									
1. NRI	59338	0	59338	0.236	33236	0	33236	0.132	-0.104
2. Clearing Members	270442	0	270442	1.075	679329	0	679329	2.701	1.626
3. IEPF Authority	19750	0	19750	0.079	19850	0	19850	0.079	0.000
Sub-total (B)(2):-	5926826	2976528	8903354	35.394	6138285	1963248	8101533	32.206	-3.188
Total Public Shareholding (B)=(B)(1)+(B)(2)	5940883	2976528	8917411	35.450	6855425	1963248	8818673	35.057	-0.393
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	22178484	2976528	25155012	100.000	23191764	1963248	25155012	100.000	0.000

(ii) Shareholding of Promoter :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	EASEL ADVERTISING PVT. LTD.	3239500	12.878	0.000	3239500	12.878	0.000	0.000
2	JYOTSNA DEY	500300	1.989	0.000	500300	1.989	0.000	0.000
3	KALPANA MITRA	4750	0.019	0.000	4750	0.019	0.000	0.000
4	PANCHAVATI TIE-UP PVT. LTD.	5024666	19.975	0.000	5024666	19.975	0.000	0.000
5	SATYA BRATA DEY	4400451	17.493	0.000	4491154	17.854	0.000	0.361
6	SHEKAR DEY	507740	2.018	0.000	507740	2.018	0.000	0.000
7	SHIPRA DEY	4890	0.019	0.000	12925	0.051	0.000	0.032
8	SHOELINE TRADING PVT. LTD.	493654	1.962	0.000	493654	1.962	0.000	0.000
9	SUMANTA DEY	893200	3.551	0.000	893200	3.551	0.000	0.000
10	SUSHANTO DEY	1168450	4.645	0.000	1168450	4.645	0.000	0.000
	T O T A L	16237601	64.550	0.000	16336339	64.943	0.000	0.393

(iii) Change in Promoters' Shareholding :

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	EASEL ADVERTISING PVT LTD				
	a) At the Beginning of the Year	3239500	12.878		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			3239500	12.878
2	JYOTSNA DEY				
	a) At the Beginning of the Year	500300	1.989		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			500300	1.989
3	KALPANA MITRA				
	a) At the Beginning of the Year	4750	0.019		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4750	0.019
4	PANCHAVATI TIE-UP PVT LTD				
	a) At the Beginning of the Year	5024666	19.975		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5024666	19.975
5	SATYA BRATA DEY				
	a) At the Beginning of the Year	4400451	17.493		
	b) Changes during the year				
	Date Reason				
	02/11/2018 Transfer	13100	0.052	4413551	17.545
	30/11/2018 Transfer	50853	0.202	4464404	17.748
	07/12/2018 Transfer	26750	0.106	4491154	17.854
	c) At the End of the Year			4491154	17.854

6	SHEKAR DEY				
	a) At the Beginning of the Year	507740	2.018		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			507740	2.018
7	SHIPRA DEY				
	a) At the Beginning of the Year	4890	0.019		
	b) Changes during the year				
	Date Reason				
	02/11/2018 Transfer	8035	0.032	12925	0.051
	c) At the End of the Year			12925	0.051
8	SHOELINE TRADING PRIVATE LIMITED				
	a) At the Beginning of the Year	493654	1.962		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			493654	1.962
9	SUMANTA DEY				
	a) At the Beginning of the Year	893200	3.551		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			893200	3.551
10	SUSHANTO DEY				
	a) At the Beginning of the Year	1168450	4.645		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1168450	4.645
	T O T A L	16237601	64.550	16336339	64.943

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):

Sl. No.	For each of the top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	ARUN KUMAR PODDAR				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	30/03/2019 Transfer	203670	0.810	203670	0.810
	c) At the End of the Year			203670	0.810
2	BLACKCHERRY MARKETING PVT. LTD.				
	a) At the Beginning of the Year	230000	0.914		
	b) Changes during the year				
	Date Reason				
	01/01/2019 Transfer	-50000	0.199	180000	0.716
	15/03/2019 Transfer	-100000	0.398	80000	0.318
	30/03/2019 Transfer	-80000	0.318	0	0.000
	c) At the End of the Year			0	0.000
3	BMA WEALTH CREATORS LTD				
	a) At the Beginning of the Year	205	0.001		
	b) Changes during the year				
	Date Reason				
	06/04/2018 Transfer	9	0.000	214	0.001
	13/04/2018 Transfer	-10	0.000	204	0.001

	20/04/2018	Transfer	93	0.000	297	0.001
	27/04/2018	Transfer	-149	0.001	148	0.001
	11/05/2018	Transfer	-62	0.000	86	0.000
	18/05/2018	Transfer	-10	0.000	76	0.000
	25/05/2018	Transfer	71	0.000	147	0.001
	01/06/2018	Transfer	105	0.000	252	0.001
	08/06/2018	Transfer	178	0.001	430	0.002
	30/06/2018	Transfer	105	0.000	535	0.002
	06/07/2018	Transfer	-535	0.002	0	0.000
	13/07/2018	Transfer	537	0.002	537	0.002
	20/07/2018	Transfer	3	0.000	540	0.002
	27/07/2018	Transfer	-54	0.000	486	0.002
	03/08/2018	Transfer	-479	0.002	7	0.000
	10/08/2018	Transfer	9	0.000	16	0.000
	17/08/2018	Transfer	8648	0.034	8664	0.034
	24/08/2018	Transfer	-8657	0.034	7	0.000
	31/08/2018	Transfer	5	0.000	12	0.000
	14/09/2018	Transfer	289	0.001	301	0.001
	21/09/2018	Transfer	50	0.000	351	0.001
	29/09/2018	Transfer	-183	0.001	168	0.001
	05/10/2018	Transfer	439	0.002	607	0.002
	12/10/2018	Transfer	54315	0.216	54922	0.218
	19/10/2018	Transfer	-54205	0.215	717	0.003
	26/10/2018	Transfer	570719	2.269	571436	2.272
	30/11/2018	Transfer	571436	2.272	571436	2.272
	14/12/2018	Transfer	-6	0.000	571430	2.272
	21/12/2018	Transfer	-2	0.000	571428	2.272
	28/12/2018	Transfer	2	0.000	571430	2.272
	04/01/2019	Transfer	2	0.000	571432	2.272
	18/01/2019	Transfer	-2	0.000	571430	2.272
	25/01/2019	Transfer	-563902	2.242	7528	0.030
	08/02/2019	Transfer	563950	2.242	571478	2.272
	15/03/2019	Transfer	-100	0.000	571378	2.271
	22/03/2019	Transfer	-10	0.000	571368	2.271
	c) At the End of the Year				571368	2.271
4	BSR FINANCE & CONSTRUCTIONS LIMITED					
	a) At the Beginning of the Year		100739	0.400		
	b) Changes during the year					
	Date Reason					
	27/04/2018	Transfer	4900	0.019	105639	0.420
	18/05/2018	Transfer	895	0.004	106534	0.424
	25/05/2018	Transfer	18000	0.072	124534	0.495
	08/06/2018	Transfer	3980	0.016	128514	0.511
	19/10/2018	Transfer	-27775	0.110	100739	0.400
	26/10/2018	Transfer	681	0.003	101420	0.403
	30/11/2018	Transfer	10000	0.040	111420	0.443
	21/12/2018	Transfer	89200	0.355	200620	0.798
	11/01/2019	Transfer	4756	0.019	205376	0.816
	18/01/2019	Transfer	5000	0.020	210376	0.836

	25/01/2019	Transfer	4775	0.019	215151	0.855
	08/02/2019	Transfer	6040	0.024	221191	0.879
	15/02/2019	Transfer	11830	0.047	233021	0.926
	c) At the End of the Year				233021	0.926
5	DHARMIK TRADECOM PRIVATE LIMITED					
	a) At the Beginning of the Year		283426	1.127		
	b) Changes during the year					
	Date	Reason				
	30/03/2019	Transfer	-137170	0.545	146256	0.581
	c) At the End of the Year				146256	0.581
6	HABROK INDIA MASTER LP					
	a) At the Beginning of the Year		0	0.000		
	b) Changes during the year					
	Date	Reason				
	20/07/2018	Transfer	89000	0.354	89000	0.354
	27/07/2018	Transfer	94729	0.377	183729	0.730
	03/08/2018	Transfer	80586	0.320	264315	1.051
	10/08/2018	Transfer	21178	0.084	285493	1.135
	17/08/2018	Transfer	34494	0.137	319987	1.272
	24/08/2018	Transfer	22193	0.088	342180	1.360
	31/08/2018	Transfer	22543	0.090	364723	1.450
	14/09/2018	Transfer	20000	0.080	384723	1.529
	21/09/2018	Transfer	20000	0.080	404723	1.609
	05/10/2018	Transfer	25105	0.100	429828	1.709
	12/10/2018	Transfer	4895	0.019	434723	1.728
	09/11/2018	Transfer	32779	0.130	467502	1.858
	23/11/2018	Transfer	10000	0.040	477502	1.898
	07/12/2018	Transfer	920	0.004	478422	1.902
	14/12/2018	Transfer	17207	0.068	495629	1.970
	21/12/2018	Transfer	20847	0.083	516476	2.053
	28/12/2018	Transfer	34676	0.138	551152	2.191
	04/01/2019	Transfer	73848	0.294	625000	2.485
	11/01/2019	Transfer	6463	0.026	631463	2.510
	08/02/2019	Transfer	3104	0.012	634567	2.523
	15/02/2019	Transfer	606	0.002	635173	2.525
	22/02/2019	Transfer	50262	0.200	685435	2.725
	01/03/2019	Transfer	13204	0.052	698639	2.777
	08/03/2019	Transfer	17309	0.069	715948	2.846
	c) At the End of the Year				715948	2.846
7	HILTON MERCHANDISE LIMITED					
	a) At the Beginning of the Year		0	0.000		
	b) Changes during the year					
	Date	Reason				
	01/01/2019	Transfer	275900	1.097	275900	1.097
	c) At the End of the Year				275900	1.097

8	IMAGE DEALERS PVT.LTD.				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	15/03/2019 Transfer	200000	0.795	200000	0.795
	c) At the End of the Year			200000	0.795
9	INTELLECT STOCK BROKING LIMITED				
	a) At the Beginning of the Year	206209	0.820		
	b) Changes during the year				
	Date Reason				
	06/04/2018 Transfer	-22105	0.088	184104	0.732
	13/04/2018 Transfer	-4917	0.020	179187	0.712
	18/05/2018 Transfer	-2132	0.008	177055	0.704
	25/05/2018 Transfer	1250	0.005	178305	0.709
	22/06/2018 Transfer	-5024	0.020	173281	0.689
	30/06/2018 Transfer	-50000	0.199	123281	0.490
	13/07/2018 Transfer	800	0.003	122481	0.487
	20/07/2018 Transfer	-287	0.001	122194	0.486
	17/08/2018 Transfer	-50000	0.199	72194	0.287
	14/09/2018 Transfer	-50000	0.199	22194	0.088
	29/09/2018 Transfer	-10944	0.044	11250	0.045
	26/10/2018 Transfer	55030	0.219	66280	0.263
	04/01/2019 Transfer	-25000	0.099	41280	0.164
	08/02/2019 Transfer	-22515	0.090	18765	0.075
	15/02/2019 Transfer	-3226	0.013	15539	0.062
	01/03/2019 Transfer	-3483	0.014	12056	0.048
	22/03/2019 Transfer	3006	0.012	15062	0.060
	29/03/2019 Transfer	-5062	0.020	10000	0.040
	c) At the End of the Year			10000	0.040
10	INTERLINK SAVING AND FINANCE PRIVATE LIMITED				
	a) At the Beginning of the Year	230000	0.914		
	b) Changes during the year				
	Date Reason				
	04/01/2019 Transfer	-30000	0.119	200000	0.795
	c) At the End of the Year			200000	0.795
11	MULTIPLUS RESOURCES LIMITED				
	a) At the Beginning of the Year	88906	0.353		
	b) Changes during the year				
	Date Reason				
	19/10/2018 Transfer	4472	0.018	93378	0.371
	26/10/2018 Transfer	29353	0.117	122731	0.488
	30/11/2018 Transfer	114384	0.455	237115	0.943
	28/12/2018 Transfer	-1000	0.004	236115	0.939
	11/01/2019 Transfer	5997	0.024	242112	0.962
	18/01/2019 Transfer	7000	0.028	249112	0.990
	25/01/2019 Transfer	6499	0.026	255611	1.016
	15/02/2019 Transfer	18370	0.073	273981	1.089
	22/02/2019 Transfer	4000	0.016	277981	1.105
	01/03/2019 Transfer	3200	0.013	281181	1.118

	08/03/2019	Transfer	12891	0.051	294072	1.169
	15/03/2019	Transfer	3	0.000	294075	1.169
	c) At the End of the Year				294075	1.169
12	NEWWAVE COMMO SALE LIMITED					
	a) At the Beginning of the Year		0	0.000		
	b) Changes during the year					
	Date	Reason				
	29/03/2019	Transfer	416099	1.654	416099	1.654
	c) At the End of the Year				416099	1.654
13	PANCHTANTRA TARDELINK PRIVATE LIMITED					
	a) At the Beginning of the Year		292608	1.163		
	b) Changes during the year					
	Date	Reason				
	25/05/2018	Transfer	-18000	0.072	274608	1.092
	30/11/2018	Transfer	-179127	0.712	95481	0.380
	07/12/2018	Transfer	-2005	0.008	93476	0.372
	14/12/2018	Transfer	-7742	0.031	85734	0.341
	21/12/2018	Transfer	-5344	0.021	80390	0.320
	28/12/2018	Transfer	-14326	0.057	66064	0.263
	04/01/2019	Transfer	-4380	0.017	61684	0.245
	11/01/2019	Transfer	-15030	0.060	46654	0.185
	18/01/2019	Transfer	-21196	0.084	25458	0.101
	25/01/2019	Transfer	-774	0.003	24684	0.098
	08/02/2019	Transfer	-3947	0.016	20737	0.082
	15/02/2019	Transfer	-9000	0.036	11737	0.047
	22/02/2019	Transfer	-5669	0.023	6068	0.024
	08/03/2019	Transfer	-4068	0.016	2000	0.008
	15/03/2019	Transfer	-398	0.002	1602	0.006
	c) At the End of the Year				1602	0.006
14	SHIVKRIPA MARKETING PVT. LTD.					
	a) At the Beginning of the Year		234976	0.934		
	b) Changes during the year					
	Date	Reason				
	01/01/2019	Transfer	-234976	0.934	0	0.000
	c) At the End of the Year				0	0.000
15	SHIVRATRI TECHNOLOGIES PVT. LIMITED					
	a) At the Beginning of the Year		219588	0.873		
	b) Changes during the year					
	Date	Reason				
	26/10/2018	Transfer	-219588	0.873	0	0.000
	c) At the End of the Year				0	0.000
16	SHRESTH BUILDERS PRIVATE LIMITED					
	a) At the Beginning of the Year		112691	0.448		
	b) Changes during the year					
	Date	Reason				
	26/10/2018	Transfer	83039	0.330	195730	0.778
	30/11/2018	Transfer	35000	0.139	230730	0.917
	18/01/2019	Transfer	18897	0.075	249627	0.992
	25/01/2019	Transfer	14103	0.056	263730	1.048

	15/02/2019	Transfer	9100	0.036	272830	1.085
	c) At the End of the Year				272830	1.085
17	SIDHSILVER INFOTECH PRIVATE LIMITED					
	a) At the Beginning of the Year		225503	0.896		
	b) Changes during the year					
	Date	Reason				
	26/10/2018	Transfer	-225503	0.896	0	0.000
	c) At the End of the Year				0	0.000
18	SUBHRASHI PROPERTIES PRIVATE LIMITED					
	a) At the Beginning of the Year		269147	1.070		
	b) Changes during the year					
	Date	Reason				
	14/09/2018	Transfer	44157	0.176	224990	0.894
	12/10/2018	Transfer	-54305	0.216	170685	0.679
	19/10/2018	Transfer	-45257	0.180	125428	0.499
	26/10/2018	Transfer	-125428	0.499	0	0.000
	c) At the End of the Year				0	0.000
19	T H FINANCIAL SERVICES PRIVATE LIMITED					
	a) At the Beginning of the Year		242000	0.962		
	b) Changes during the year					
	Date	Reason				
	01/01/2019	Transfer	-30000	0.119	212000	0.843
	15/03/2019	Transfer	-200000	0.795	12000	0.048
	c) At the End of the Year				12000	0.048
	T O T A L		2735998	10.877	3552769	14.124

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	SATYA BRATA DEY					
	a) At the Beginning of the Year	4400451	17.493			
	b) Changes during the year					
	Date	Reason				
	02/11/2018	Transfer	13100	0.052	4413551	17.545
	30/11/2018	Transfer	50853	0.202	4464404	17.748
	07/12/2018	Transfer	26750	0.106	4491154	17.854
	c) At the End of the Year				4491154	17.854
2	SUMANTA DEY					
	a) At the Beginning of the Year	893200	3.551			
	b) Changes during the year	[NO CHANGES DURING THE YEAR]				
	c) At the End of the Year				893200	3.551
3	SUSHANTO DEY					
	a) At the Beginning of the Year	1168450	4.645			
	b) Changes during the year	[NO CHANGES DURING THE YEAR]				
	c) At the End of the Year				1168450	4.645
	T O T A L		6462101	25.689	6552804	26.050

V. INDEBTEDNESS :

Indebtedness of the Company including interest outstanding / accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	10,000,000.00	-	10,000,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1,005,672.00	-	1,005,672.00
Total (i+ii+iii)	0.00	11,005,672.00	-	11,005,672.00
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	0.00	0.00	-	0.00
Net Change	0.00	0.00	-	0.00
Indebtedness at the end of the financial year				
i) Principal Amount	0.0	10,000,000.00	-	10,000,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1,897,131.00	-	1,897,131.00
Total (i+ii+iii)	0.00	11,897,131.00	-	11,897,131.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and / or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		SATYA BRATA DEY MANAGING DIRECTOR	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	9,600,000	9,600,000
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - Others, specify...		
5.	Others - Meeting Fees		
	Total (A)	9,600,000	9,600,000
	Ceiling as per the Act	(10% of net profits of the company calculated U/S 198 of Companies Act, 2013	36754558

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		K. D. Sarkar	Anil Chandra Bera	
1.	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	15,000.00	15,000.00	30,000.00
	Total (1)			
2.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify			
	Total (2)			
	Total (B)=(1+2)	15,000.00	15,000.00	30,000.00
	Total Managerial Remuneration			
	Overall Ceiling as per the Act	(1% of net profits of the Company calculated U/S 198 of companies Act, 2013		3,675,455.00

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary BIJOY KUMAR ROY	CFO SUJAY BHATTACHARYA	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	328,846	356,538	685,384
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit - Others, specify...			
5	Others, please specify			
	Total	328,846	356,538	685,384

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT AND ETHICS

As provided under Regulation 26(3) of the SEBI (LODR) Regulations, 2015, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2019.

For Sreeleathers Limited

Kolkata
May 29, 2019

K.D Sarkar
Director
(DIN:08200786)

Sadhana Adhikary
Director
(DIN:02974882)

CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER ON CORPORATE GOVERNANCE

The Board of Directors

M/s. Sreeleathers Limited

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer, of Sreeleathers Limited, (the company), to the best of our knowledge and belief certify that : based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by SREELEATHERS LIMITED "The Company" and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, certified that:

- a) We have reviewed the financial statements and the cash flow statement of Sreeleathers Limited for the financial year 2018-2019 and that to the best of our knowledge and belief, we state that these statements:
 - I. Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading:
 - II. Present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- d) We have also indicated to the Auditors and the Audit Committee.
 - (i) Significant changes in Internal Controls with respect to financial reporting during the year.
 - (ii) Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
 - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Satyabrata Dey
Managing Director
(DIN : 00569965)

Sujay Bhattacharjee
Chief Financial Officer

INDEPENDENT AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Sreeleathers Limited

This certificate is issued in accordance with the terms of our engagement letter dated 10 April 2019.

We have examined the compliance of conditions of Corporate Governance by Sreeleathers Limited ('The Company') for the year ended 31st March 2019 stipulated in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI (LODR) Regulations, 2015.

Management's Responsibility

The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and related Services Engagements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with all the mandatory conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For Chanani & Associates
Chartered Accountants
Firm Regn. No.325425E

Madhaw Chanani
Partner
Membership No: 060624

Kolkata
May 29, 2019

CORPORATE GOVERNANCE

(In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with Schedule V to the said Regulations)

1. PHILOSOPHY

Sreeleathers (“The Company”) governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The company’s Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter–Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company’s governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control; and
- Proper business conduct by the Board, Senior Management and Employees.

The Company continues to focus its resources, strengths and strategies to achieve the vision of becoming a leader in leather and non leather footwear and accessories while upholding the core values of Quality, Trust, Leadership and Excellence.

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of the Listing Regulations is given below:

2. BOARD OF DIRECTORS

The Board is broad-based and consists of eminent individuals from Industrial, Managerial, Technical, Financial and Marketing background. The Company is managed by the Board of Directors in co-ordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

a) Composition, Category of Directors and their other directorship as on March 31, 2019:

Name of Director	DIN	Category	No. of other Directorships	Committees	
				Position Memberships	Chairman
Shri Satyabrata Dey	00569965	Managing Director	1	-	-
Shri Kalidas Sarkar	08200786	Independent Director	-	-	-
Smt. Sadhana Adhikary	02974882	Independent Director	-	-	-
Shri Anil Chandra Bera	02002208	Independent Director	-	-	-
Ms. Rochita Dey	02947831	Additional Director	-	-	-

Notes :

1. The above numbers exclude Directorship in Private, Foreign Companies and Companies which are granted License U/s 8 of the Companies Act, 2013.
2. Chairmanship / Membership of Committee only include Audit Committee and Share Holders Grievance Committee in Indian Public Companies other than Sreeleathers Limited.
3. Sri Satyabrata Dey and Ms. Rochita Dey are related to each other.

b) Number of Board Meetings

During the year ended March 31, 2019, 8 (eight) Board Meetings were held on May 30, August 14 , August 22, October 5, November 14, December 26, 2018 & February 14, 2019 and March 30, 2019. The interval between two Meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the Listing Regulations.

c) Directors' attendance record

Name of Director	No. of Board Meetings attended	Attendance at last AGM
Shri Satyabrata Dey	8	Yes
Shri Kalidas Sarkar	6	Yes
Shri Sumanta Dey	3	No
Shri Tanmoy Shome	2	No
Smt. Sadhana Adhikary	8	Yes
Shri Anil Chandra Bera	6	Yes
Ms. Rochita Dey	3	NA

- ◆ Mr. Sumanta Dey was not a director w.e.f 29th September,2018.
- ◆ Mr. Tanmoy Some resigned from the company w.e.f 22nd August 2018
- ◆ Mr. Kalidas Sarkar appointed as Independent Director w.e.f 22nd August,2018.
- ◆ Mr. Anil Chandra Bera appointed as Independent Director w.e.f 22nd August,2018.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

3. COMMITTEES OF THE BOARD**a) AUDIT COMMITTEE**

The Board of Directors of the Company has constituted an Audit Committee of the Board which conforms to the criteria in terms of the requirements of Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Audit Committee of the Company meets every quarter, inter-alia, to review the financial results for the previous quarter before the same are approved at Board Meetings pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Audit Committee may also meet from time to time, if required.

i) Composition of the Audit Committee

The Audit Committee comprises of three Non-Executive Independent Directors viz:

- a) Mr. Kalidas Sarkar.
- b) Mr. Anil Chandra Bera
- c) Mrs. Sadhana Adhikary

ii) Terms of Reference

The brief terms of reference of the Audit Committee include: –

- a) Review of the Company's financial reporting process and financial statements.
- b) Review of accounting and financial policies and practices.
- c) Review of Internal control systems.
- d) Discussion with Statutory Auditors on any significant findings and follow-up thereon.
- e) Reviewing the Company's financial and risk management policies.

iii) Meetings and attendance during the year:

The Committee has met four (4) times during the financial year ended 31st March 2019 i.e. on 29th May 2018, 14th August 2018, 14th November 2018 and 14th February 2019.

There was a proper quorum of members in all the convened meetings. The maximum gap between two meetings was not more than 120 days.

Name of the Member	Meeting attendance
Mr. Kalidas Sarkar (Chairman)	3
Mr. Tanmoy Shome	1
Mr. Sumanta Dey	1
Mr. Anil Chandra Bera	3
Mrs. Sadhana Adhikary	4

- ◆ Mr. Sumanta Dey was not a director w.e.f 29th September,2018.
- ◆ Mr. Tanmoy Some resigned from the company w.e.f 22nd August 2018
- ◆ Mr. Kalidas Sarkar appointed as Independent Director w.e.f 22nd August,2018.
- ◆ Mr. Anil Chandra Bera appointed as Independent Director w.e.f 22nd August,2018

The Statutory Auditor of the Company is the special invitee to the Meeting of the Audit Committee.

b) NOMINATION & REMUNERATION COMMITTEE AND POLICY

The broad terms of reference of the Nomination & Remuneration Committee is to fix remuneration payable to the Whole time Directors in line with the Companies Act, 2013 and refer the same to the Board.

The composition of Nomination and Remuneration Committee is in accordance with provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Nomination & Remuneration Committee comprises of three Directors.

Name of The Member	Designation	Position In the Committee
Kalidas Sarkar	Non Executive& Independent	Chairman
Sadhana Adhikary	Non Executive& Independent	Member
Anil Chandra Bera	Non Executive& Independent	Member

The committee met 2 times during the financial year ended March 31, 2019. The attendance record of the members at the meeting were as follows:

Name of The Member	Designation	No. of Meetings Attended
Kalidas Sarkar	Chairman	1
Sadhana Adhikary	Member	2
Tanmoy Shome	Chairman	1
Sumanata Dey	Member	1
Anil Chandra Bera	Member	1

- ◆ Mr. Sumanta Dey was not a director w.e.f 29th September,2018.
- ◆ Mr. Tanmoy Some resigned from the company w.e.f 22nd August 2018
- ◆ Mr. Kalidas Sarkar appointed as Independent Director w.e.f 22nd August,2018.
- ◆ Mr. Anil Chandra Bera appointed as Independent Director w.e.f 22nd August,2018

The details of remuneration for the year ended March 31, 2019 to the Executive Directors are as follows:

Name	Designation	Remuneration
Satyabrata Dey	Managing Director	96.00 Lacs

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Appointment and Remuneration (A&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

CRITERIA OF SELECTION OF NON EXECUTIVE DIRECTORS

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the A&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The A&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The A&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

APPOINTMENT AND TENURE OF THE DIRECTORS

The Directors of the Company are appointed by the Members at the General Meetings. Generally, the Managing Director and Whole-time Directors (Executive Directors) are appointed for a period of five years. Other than Managing Director and Independent Directors, not less than two-thirds of the total number of Directors is liable to retire by rotation, out of which one-third shall retire at every AGM and if eligible, may seek approval from the Members for their re-appointment.

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Independent Directors of the Company were appointed for a period of five years by the Members of the Company at the General Meetings.

In compliance with Regulation 36(3) of the Listing Regulations read with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the required information about the Directors proposed to be appointed / re-appointed has been annexed to the Notice convening the 28th AGM.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In order to encourage active participation from the Independent Directors and also to enable them to understand the business environment of the Company, a Familiarization Programme for the Independent Directors has been adopted and implemented. Once appointed, the Independent Directors undergo Familiarization Programme of the Company. Necessary information and supportive documents in respect of the footwear industry, the regulatory environment under which the Company operates and Annual Reports

of past financial years are provided to the Independent Directors. The Independent Directors visit the Corporate Office of the Company and hold one-on-one discussions with key Functional Heads of the Company to understand various functions which are critical to the business performance of the Company. The Independent Directors are also provided with financial results, internal audit findings, risk inventories and other specific documents as sought for from time to time. The Independent Directors are also made aware of all Policies and Code of Conduct and Business Ethics adopted by the Board. During the year under review, the Company conducted Familiarization Programmes for the Independent Directors of the Company.

CEO & Managing Director - Criteria for selection / appointment

For the purpose of selection of the MD, the A&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the A&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO & Managing Director comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retirement benefits.

Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the A&R Committee shall ensure the relation-ship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the A&R Committee for its review and approval.

c) STAKEHOLDER RELATIONSHIP COMMITTEE

In compliance with the requirement of sec 178 of the companies act, 2013, rules framed there under and SEBI (LODR) Regulations, 2015. The Shareholders relationship committee also acts as ShareTransfer Committee.

The committee's role and responsibilities are to expeditiously process transfers, transpositions, transmissions, sub-divisions and consolidations of securities complying with SEBI Regulations and Listing requirements and redressal of Investors' grievances.

The Composition and attendance of the Stakeholder Relationship Committee is given below:

Name of the Member	No. of Meeting Held	No. of Meeting Attended
Anil Chandra Bera, Chairman	3	2
Sumanta Dey, Chairman	3	1
Tanmoy Shome, Member	3	1
Kalidas Sarkar, Member	3	2
Sadhana Adhikary, Member	3	3

- ◆ Mr. Sumanta Dey was not a director w.e.f 29th September,2018.
- ◆ Mr. Tanmoy Some resigned from the company w.e.f 22nd August 2018
- ◆ Mr. Kalidas Sarkar appointed as Independent Director w.e.f 22nd August,2018.
- ◆ Mr. Anil Chandra Bera appointed as Independent Director w.e.f 22nd August,2018

During the year 2018-2019, no complaint was received from shareholders and investors as shown below:

Part A

Number of Complaints received directly	- Nil
Number of Complaints forwarded by Stock Exchanges	- Nil
Total Number of complaints/ comments as on 31.03.2019	- Nil
Number of Complaints Resolved	- Nil
Number of pending as on 31.03.2019	- Nil

Part B

Name of Complainant	- Nil
Date of Complaint	- Nil
Status (Resolved/pending)	- Nil

The Company Secretary of the Company acted as Secretary to the Committee.

d) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As required under section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, the company has formed a CSR committee consisting of the following members:

Name of The Member	Designation
Anil Chandra Bera	Chairman
Sadhana Adhikary	Member
Kalidas Sarkar	Member

The committee met 3 times during the financial year ended March 31, 2019. The attendance record of the members at the meeting were as follows:

Name of The Member	Designation	No. of Meetings Attended
Anil Chandra Bera	Chairman	3
Sadhana Adhikary	Member	3
Kalidas Sarkar	Member	3

Based on the recommendation of the CSR committee the board has adopted a corporate social responsibility policy (CSR Policy) to undertake CSR projects as stipulated in Schedule VII to the Company's Act, 2013 and as amended from time to time. The CSR policy of the company has been uploaded on the website of the company at www.sreeleathers.com and is available there.

e) PERFORMANCE EVALUATION COMMITTEE

The company has formed a performance evaluation committee consisting of the following members:

Name of The Member	Designation
Kalidas Sarkar	Chairman
Sadhana Adhikary	Member
Anil Chandra Bera	Member

The committee met 3 times during the financial year ended March 31, 2019. The attendance record of the members at the meeting were as follows :

Name of The Member	Designation	No. of Meetings Attended
Kalidas Sarkar	Chairman	3
Sadhana Adhikary	Member	3
Anil Chandra Bera	Member	3

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Managing Director and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met on February 18, 2019 and March 31, 2019 inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Managing Director of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

4. SHAREHOLDERS

a. (i) Means of Communication

The Quarterly Un-Audited Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper viz. "Sukhabar for 1st quarter, Sambad Nazar for 2nd and 3rd quarter and Duranta Barta for 4th quarter" and one English news paper viz. "The Politically Business Daily for 1st quarter and Echo of India for 2nd, 3rd and 4th quarter respectively". Also they are uploaded on the company's website www.sreeleathers.com. The results are published in accordance with the guidelines of the Stock Exchanges.

- (ii) In line with the existing provisions of the SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015, the complaints and grievances of the investors can be mailed at sreeleathers@sreeleathers.com.
- (iii) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited and NSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NEAPS portal.
- (iv) A separate dedicated section under "Investors Relation", on the Company's website gives information on shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public.

(v) Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the byelaws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

(vi) Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details in order to purchase and sale Securities.

b. Share Transfers Agents

M/s. Niche Technologies Pvt. Ltd., 3A, Aucland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700 007

c. Share Transfer System

All physical share transfers are effected within 15 days of lodgment, subject to the documents being in order. The Board has delegated the authority for approval of transfer, transmission etc. to a committee comprising of two Non Executive Directors and one executive director. A summary of transfer/transmission of shares so approved by the committee is placed before the Board.

d. General Body Meetings

Details of last three Annual General Meetings are as under.

Financial Year	Date	Time	Venue	Details of Special Resolutions Passed
2017-18	29-09-2018	10.30 am	Jamuna Banquets, 31/2B, Marquis Street Kolkata – 700 016	Appointment of Sri Anil Chandra Bera as Independent Director
2016-17	15-09-2017	10.30 am	Jamuna Banquets, 31/2B, Marquis Street Kolkata – 700 016	-
2015-16	30-09-2016	10.30 am	Jamuna Banquets, 31/2B, Marquis Street Kolkata – 700 016	-

No Extraordinary General Meeting (EGM) was held by the Company during the financial year ended March 31, 2019.

e. Postal Ballot

For the year ended March 31, 2019 there has been no ordinary or special resolution passed by the Company's Shareholders through postal ballot.

5. Additional shareholders information**a) Annual General Meeting**

Date : September 24, 2019, Venue : Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700 016, Time : 10.30 A.M.

b) Financial Calendar

Financial Year : April 01 to March 31 for the financial year 2019-2020 , the tentative dates for declaration of Quarterly unaudited results will be by August 14, 2019, November 15, 2019, February 14, 2020 and May 29, 2020.

c) Book Closure

The register of members and share transfer books of the company shall remain closed from September 18, 2019 to September 24th , 2019 (both days inclusive).

d) Listing in stock exchanges and stock codes

The names of stock exchanges at which the equity shares are listed and respective stock codes are as under:

Name of the stock Exchanges	Stock Code No.
The Bombay Stock Exchange	535601
The National Stock Exchange	SREEL EQ
The Jaipur Stock Exchange	1048
The Calcutta Stock Exchange	013328

The ISN number allotted to the company for demat of shares are as under.

NSDL: INE099F01013

CDSL: INE099F01013

e) **Stock data**

Month	BSE					NSE				
	High (₹)	Low (₹)	Volume (Nos.)	SENSEX		High (₹)	Low (₹)	Volume (Nos.)	NIFTY	
				High	Low				High	Low
April 18	302.75	227.15	126114	35213.3	32972.56	303.45	227	854176	10759	10111.3
May 18	299	250	60748	35993.53	34302.89	298.85	247	553423	10929.2	10417.8
June 18	273.5	220	20056	35877.41	34784.68	274.8	220	268528	10893.25	10550.9
July 18	293.4	217.15	30641	37644.59	35106.57	294	220	469965	113665	10604.65
Aug 18	285.95	225.6	8223	38989.65	37128.99	291	245.95	213746	11760.2	11234.95
Sept 18	270	190	26697	38934.35	35985.63	260	187	302068	11751.8	10850.3
Oct 18	198	160	62117	36616.64	33291.58	207.8	156.35	549978	11035.65	10004.55
Nov 18	213.45	165.05	119212	36389.22	34303.38	211.5	165.15	407807	10922.45	10341.9
Dec 18	261.95	169.2	79791	36554.99	34426.29	262.2	168.3	636680	10985.15	10333.85
Jan 19	253.45	192.10	17282	36701.03	35375.51	254	192.7	303883	10987.45	10583.65
Feb 19	239.9	193.15	20571	37172.18	35287.16	224.7	192	208069	11118.1	10585.65
Mar 19	237	201.1	12687	38748.54	35926.94	239.7	210.1	151468	11630.35	10817

Note: During the financial year ended March 31, 2019, there was no trading in the equity shares of the Company at CSE.

f) **Distribution of shareholding as on March 31, 2019**

Size of Holdings	No. of Share Holders	Percentage %	No. of Shares	Percentage %
Up to 500	5282	92.09	360531	1.43
501 to 1000	157	2.74	126175	0.50
1001 to 5000	143	2.49	313763	1.25
5001 to 10000	41	0.71	346977	1.38
10001 to 50000	64	1.12	1531587	6.09
50001 to 100000	22	0.38	1493991	5.94
100001 to above	27	0.47	20981988	83.41
Total	5736	100.00	2,51,55,012	100.00

g) **Share Holding Pattern:**

Sr. No.	Category	No. of Shares	% of Share Holding
1.	Promoters (Individual/Body Corporate)	16336339	64.943
2.	Foreign Portfolio Investors	715948	2.846
3.	Financial Institution/Banks	1192	0.005
4.	Private Corporate Bodies	3369664	13.396

Sr. No.	Category	No. of Shares	% of Share Holding
5.	Resident Individuals	3999454	15.898
6.	NRIs / FIIs	33236	0.132
7.	IEPF Authority	19850	0.079
8.	Others –Clearing Members	679329	2.701
	Total	25155012	100.00

h) **Reconciliation of share capital audit report**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed, the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

i) **Shares held in physical and dematerialized form**

As on March 31, 2019, 23191764 shares (92.20%) were held in dematerialized form and the rest in physical form.

j) **Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity**

NIL

k) **Address for correspondence**

Registered office :

6, Tottee Lane, Kolkata - 700 016, Phone : (033) 2286-1571

E-Mail : sreeleathers@sreeleathers.com, Website:www.sreeleathers.com

Contact Person : Mr. Bijoy Kumar Roy (Company Secretary & Compliance Officer)

Share Transfer Agent :

Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700 017

l) **Shares held in electronic form**

Shareholders holding shares in the electronic form may give instruction regarding bank details, which they wish to incorporate on their dividend warrants to their depository participants. As per the regulations of NSDL and CDSL the company is required to print the bank details on the dividend warrants, as furnished by these depositories to the Company.

Dematerialization of Shares and Liquidity

Since the equity shares of the Company are compulsorily traded in dematerialized mode, the members are advised to hold their shares in dematerialized mode with any Depository Participants (DPs) registered with NSDL and CDSL. Requests for dematerialization of shares should be sent directly by the DPs concerned to the RTA, M/s. Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No 7A & 7B, Kolkata – 700017. Any delay on the part of the DPs to send the Demat Request Forms (DRF) and relevant Share Certificates beyond 15 days from the date of generation of the Demat Request Number (DRN) by the DPs will be rejected / cancelled. This is being done to ensure that no demat requests remain pending with the RTA beyond a period of 21 days. Members/ Investors should, therefore, ensure that their DPs do not delay in sending the DRF and relevant

Share Certificates to the RTA immediately after generating the DRN. The International Securities Identification Number (ISIN) assigned to the Equity Shares of the Company under the Depository System is INE099F01013 and the Shares of the Company are frequently traded at the BSE and NSE.

6. Disclosures

- a. Related Party Transaction : During the year the company has framed a policy on related party transaction setting out the manner of dealing with transactions between the company and related parties based on the provision of the Act and listing agreement requirements. The policy is also available on the website of the company www.sreeleathers.com. During the year, materially significant transactions with related parties, as per the policy adopted by the company, wherein the normal course of business, priced on an arm's length basis and did not have potential conflict with the interest of the company at large. All transaction with related parties entered into by the company are on arm's length basis and were approved by Audit Committee. The disclosure on related party transactions forms integral part of the notes to financial statement of the company and included in the annual report of the company 2018-2019.
- b. The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years except in respect of matters under regulation 34 of SEBI (Listing Obligation & Disclosure requirement) for submission of Annual accounts of Financial Year 2017-2018 within 21 days of approval of AGM, which was submitted after two days from due date and fine imposed by the stock exchange was duly paid.
- c. The company has adopted a Whistle Blower Policy and constituted a Vigil Mechanism Committee under the Chairmanship of the Chairman of the Audit Committee. There has been no incidence reported to the Vigil Mechanism Committee or the Chairman of the Audit Committee during the period under review.
- d. Quarterly Reports on compliance of Corporate Governance in the prescribed format have been submitted to the stock exchanges where the shares of the company are listed within the stipulated time. The company has generally complied with all mandatory requirements to the extent applicable to the company.
- e. Financial Statements of the company have been prepared in accordance with the Accounting Standards issued by The Institute of Chartered Accountants of India, so as to represent a true and fair view of the state of affairs of the company.
- f. No funds raised by the company through preferential allotment or qualified institutions placement.
- g. The Management confirms that the financial statements have been prepared to comply in all material respects with the accounting standards notified under the Companies Act, 2013.

The internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures have been followed.

The financial statements have been audited by M/S Chanani & Associates, Chartered Accountants, the statutory auditors of the company and have been discussed with the audit committee, before the same are approved and taken on record by the Board of Directors.

7. No Non- Compliance during last three years

There has been no instance of non-compliances by the Company on any matter related to capital markets during the last three years except as per below:

Two days delay of submission of Annual Report as per Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) and fine imposed Rs.4000 was duly paid.

Apart from that no other penalty / stricture have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on such matters.

Discretionary Corporate Governance Requirements

In terms of Regulation 27(1) of the Listing Regulations read with Schedule II to the said Regulations, the disclosure on account of the extent to which the discretionary requirements as specified in Part E of Schedule II are given below:

- a) In view of publication of the Financial Results of the Company in newspapers having wide circulation and disseminating the same on the website of the Company as well as on the website of the Stock Exchanges, the Company does not consider it prudent to circulate the half-yearly results separately to the Shareholders;
- b) The Company's Financial Statements have been accompanied with unmodified audit opinion - both on quarterly and yearly basis and also both on standalone and consolidated basis;
- c) In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2019.

(A) INDUSTRY STRUCTURE AND DEVELOPMENT

The global footwear industry has been experiencing a rapid expansion and witnessing a significant growth, primarily due to increased demand for trendy yet comfortable footwear among all age groups and innovative footwear products worldwide. Due to advancements in manufacturing processes, technology innovation and integration, trendy and comfortable shoes are being continuously developed at reasonable prices in order to keep pace with the growing demand for these products in emerging countries in the world. Rapid urbanization, demographic changes including ever increasing middle class population with their disposable income, changing lifestyles, health awareness etc. are now leading to men and women wear varieties of footwear in their daily lives.

The Global Footwear Market, by geography, is divided into four regions: North America, Europe, Asia Pacific and rest of the world. In terms of volume, Asia Pacific is the largest contributor to the market, accounting for a market share of approx. 38% and has been growing at a steady pace since past few years and is expected to continue the growth path at the same pace in the years to come. Presently, in terms of revenue, Global Footwear Market is valued at approx. USD 240 Billion and is expected to exceed USD 280 Billion by 2023, growing at 2.5% CAGR in terms of volume.

The footwear industry in India employs over 1.1 million workers, making it one of the top employment generating industry in the country. The footwear production in India is over 22 billion pairs annually, which is approximately 9.6% of the total global annual footwear output. India is the second largest global producer of footwear after China and also the world's third-largest footwear consumer after China and the USA. Almost 90% of the footwear manufactured in India is sold in the domestic market. Today, India is already among the world's top 10 footwear exporters, and its share is growing. The organised footwear market in India is still dominated by men's footwear.

The per capita consumption of footwear in India is set to grow rapidly from its existing level of 1.7 pairs per annum. The global average per capita consumption of footwear is 3 pairs per annum, whereas the same for developed countries in the world is more than 5 pairs per annum. The footwear industry is an important driver in the economic growth of India and is a significant segment of the leather industry. The Indian footwear market is divided into organized and unorganized segment, where the latter occupies about 65% of the overall market. In the recent past, the organized footwear sector has witnessed a faster growth and is expected to grow at 15% over the next few years.

Your Company shall continue to make investment on renovating existing stores hence creating a delightful shopping experience for the customers by improving store layouts and creating an emphasis on key products within the retail stores. Your Company plans to focus on building the Bata Brand and attract more footfalls in the retail stores through breathtaking windows, in-stores activities and amplify various new launches of products and collections

(B) OPPORTUNITIES, THREATS AND CONCERNS

The Company is aware of the changes in the external business environment. The ever growing competition both from domestic and foreign players in the industry will continue to remain aggressive. The Indian footwear market is witnessing a steady popularity among teenagers and youths. They are using online platforms, inter alia, for purchase of footwear which is slowly occupying a significant share of total sales volume. The brick and mortar Retail Industry shall witness intensifying competition from the e-commerce offerings. Your company shall continue to adopt innovative strategies and take all necessary steps to maintain its leadership position in the organized footwear market.

A surge in adoption of e-commerce among the customers has been bolstering prospects for online sales of footwear in India and your Company is leading this revolution through our customized online shopping website.

A steady rise in number of working women and their growing fashion consciousness shall continue to drive higher demand of footwear in the future.

(C) OUTLOOK

With changing lifestyle and increasing affluence, domestic demand for footwear is projected to grow at a faster rate than the country has ever seen. India has a good potential for the footwear industry in view of its young population, rapid change in lifestyle, increase in disposable income of middle-class people and continuous growth in number of working women. Customers' preference for branded products will provide a better opportunity to the players in organized footwear markets in India. Your Company is taking appropriate steps to tap these opportunities in order to improve its market share and retain its leadership position in the organized footwear segment.

Despite a challenging retail environment and increase in competitive intensity, Sreeleathers continues to deliver steady improvement in its performance. Sreeleathers is taking appropriate steps to leverage its position to achieve good growth in terms of volumes and profitability.

India has a good potential for the footwear industry in view of rapid change in lifestyle, increase in disposable income of middle-class people.

Desire for Status

With increased desire of individuals to improve their standard of living, the leather industry is getting exposed to new category of client (individuals) in a big way with large share of business coming from this segment.

(D) CORPORATE VALUES

Hardly a few brands in the world can claim the position that Sreeleathers has won for itself in the hearts of millions of consumers, with its corporate values of Excellence, Quality and Trust.

- **Excellence**

At Sreeleathers, we believe in achieving excellence in all we do. Be it crafting world-class quality products, implementing best industry practices or delivering delightful service experience, the quest for excellence is integral to Sreeleathers.

- **Quality**

An iconic brand that has been at the helm of innovation, Sreeleathers has always been recognized for its high quality product offerings. The testimony to Sreeleathers success is its loyal consumer base spanning domestic markets.

- **Trust**

Having stayed relevant for over decades, the trust bestowed on Sreeleathers by our consumers has enabled Sreeleathers to become an iconic brand. Being one of India's most trusted and apparel brands, we believe that conducting business in a fair, transparent and ethical manner is pivotal in building strong relationships.

- **Legacy**

Having enjoyed the patronage of millions of consumers, Sreeleathers as a brand has been consistently delivering world class quality products and services to its consumers since the past decades. A brand that has earned the trust and respect of its consumers, employees, business partners and all relevant stakeholders throughout its journey is a manifestation of the organizational values of Excellence, Quality & Trust. Having created world-class pioneering innovations, Sreeleathers has not just stayed relevant but has consistently commanded a leadership position. Over the decades, Sreeleathers has spread its wings from a single-product focus into a multi product business comprising Footwear, Accessories (Belt, Wallet & Bags), etc.

(E) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has engaged the services of an independent Chartered Accountant to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transactions are appropriately authorised, recorded and reported. Exercises for safeguarding assets and protection against unauthorized use are undertaken from time to time. All these measures are continuously reviewed by the management and as and when necessary improvements are effected.

(F) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial performance during the year under reference has been impressive in terms of sales. There has been a decent increase in the turnover and the volume of profits. The management is committed to further improve the performance both operationally and financially.

(G) CORPORATE SOCIAL RESPONSIBILITY

The management of your company is of the opinion that the company's contribution to the society should be the top priority of the company. Hence, the company has made contributions towards Tridhara Sammilani, Vivekananda Yoga Anusandhana Samsthana, Saraswati Shishu Mandir Rangunia, Sai Baba Sevashram & Yoga Resserch, Puvachal Janakalyan Samithi, Shyamali Bhalotia Memorial Trust and Sumangal. Also, the Corporate Social Responsibility committee formed by the Board is continuously looking forward for projects in which your company can make a contribution.

(H) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

As on March 31, 2019 the company had 30 permanent employees at its showroom, godown and administrative office.

The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them. The company takes initiative for training the employees at regular interval. The company enjoyed excellent relationship with workers and staff during the last year.

INDEPENDENT AUDITORS' REPORT

To The Members of Sreeleathers Limited

Report on the Audit of the Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Sreeleathers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS as amended specified under Section 133 of the Act, of the state of affairs of the Company as at 31 March 2019, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Completeness, existence and accuracy of Revenue Recognition	
Key Audit Matters	How the matter was addressed in our audit
<p>The Company's major part of revenue relates to retail and wholesale sales which comprises of high volumes of small transactions recorded in the books through journals.</p> <p>Revenue from the sale of goods is recognized, when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when control over the same is transferred to the customer, which is mainly upon delivery.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> Obtaining an understanding of and assessing the design, implementation and operating effectiveness of management's key internal controls relating to the recognition of revenue, including those related to the reconciliation of sales records to cash / credit card / online receipts, preparation, posting and approval of manual journal entries relating to revenue recognition. Testing the accuracy of retail revenue recorded during the year by examining that the sale of goods transactions are in agreement with the cash / credit card / online receipts and deposit of cash amounts recorded in daily cash reports with bank remittances, on sample basis.

Completeness, existence and accuracy of Revenue Recognition	
Key Audit Matters	How the matter was addressed in our audit
<p>The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance.</p> <p>Since revenue comprises of high volumes of individually small transactions, the process of summarizing and recording sales revenue is critical with regard to the completeness, existence and accuracy of retail sales revenue.</p>	<p>c) Testing whether the sales have been recorded in the correct period by selecting samples of reconciliation between sales transactions and cash / credit card / online and agreeing those reconciliations through supporting documentation.</p> <p>d) Obtaining reconciliation of retail sales as per books of account with the sales as per Indirect tax records and inquire about reasons for differences, if any.</p> <p>e) Performing an analysis of the manual journal entries passed during the year.</p>

Information Other than the Financial Statements and Auditor's Report Thereon

The company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the, standalone financial statements and our auditor's report thereon.

Our opinion on financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity, and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in

accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone IndAS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure I", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, based on our audit, to the extent applicable, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Cash Flow Statement and statement of changes in Equity dealt with by this report are in agreement with the books of account;
- d. in our opinion, the aforesaid standalone Ind AS financial Statement comply with the Indian Accounting Standards referred to in section 133 of the Companies Act, 2013.
- e. on the basis of written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of sub section (2) of section 164 of the Companies Act, 2013.
- f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, we give our separate reports in "Annexure II".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act
- h. with respect to the other matters included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to best of our information and according to the explanation given to us:
 - 1) The company has disclosed the impact of pending litigation, if any, on its financial position in its Standalone IndAS financial statement.
 - 2) The company did not have any long term contract including derivative contracts for which there were any material foreseeable losses
 - 3) There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the company.
 - 4) The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31st March 2019.

For Chanani & Associates
Chartered Accountants
Firm's Regn. No. : 325425E

Madhaw Chanani
Partner
Membership No. : 060624

Kolkata
May 29, 2019

ANNEXURE I TO AUDITOR'S REPORT Companies (Audit Report) Order, 2016

Statement referred to our report of even date to the Members of Sreeleathers Limited on the Ind AS financial statements for the year ended 31st March, 2019, we report that:

- i. (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed by the management of the company, on such verification.
(c) The title deeds of immovable properties recorded in the books of accounts of the company are held in the name of the company.
- ii. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii. The company has not granted loans, secured or unsecured to the companies, LLPs, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. In view of this para 3(iii) of the order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. In our opinion and according to information and explanation given to us, the company has not accepted deposits under the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- vi. The Central Government has not prescribed for the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the company.
- vii. (a) The company, as per information given, is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, duty of Customs, GST, cess and any other statutory dues applicable to it with appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, GST, Duty of Customs, Cess and other material statutory dues, to the extent applicable, were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues of income tax, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- viii. As per the information and explanation given and according to records provided to us, the company has not defaulted in repayment of dues to the financial institutions or bank or debenture holders.
- ix. In our opinion and according to the information and explanations given to us, the Company has not taken any term loans during the year. The Company has not raised moneys by way of public offer (including debt instruments). Accordingly, para 3(ix) of the order is not applicable.
- x. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi. The company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

- xiii. The Company has entered into transactions with related parties in compliance with the provisions of sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standard.
- xiv. The Company has not made any preferential allotment or private placement of shares fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Chanani & Associates
Chartered Accountants
Firm's Regn. No. : 325425E

Kolkata
May 29, 2019

Madhaw Chanani
Partner
Membership No. : 060624

ANNEXURE II TO INDEPENDENT AUDITORS' REPORT

Statement referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the Members of **Sreeleathers Limited** on the standalone Ind AS financial statements for the year ended March 31, 2019.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Sreeleathers Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal Control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal Financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and Completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls,. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Chanani & Associates
Chartered Accountants
Firm's Regn. No. : 325425E

Kolkata
May 29, 2019

Madhaw Chanani
Partner
Membership No. : 060624

Balance Sheet as at 31st March 2019

PARTICULARS	Notes	As at 31st March 2019	As at 31st March 2018
		₹	₹
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	1,497,896,555.84	1,557,007,315.84
(b) Intangible Assets	2	12,190,682.26	12,190,682.26
(c) Financial Assets			
(i) Investments	3	1,297,020,341.89	769,942,090.00
(ii) Other Financial Assets	4	2,780,533.29	2,754,299.00
(d) Other non-current assets	5	91,145.04	99,350.16
Total Non-Current Assets		2,809,979,258.32	2,341,993,737.26
(2) Current assets			
(a) Inventories	6	143,602,017.00	105,903,181.31
(b) Financial Assets			
(i) Trade and other receivables	7	2,535,154.44	4,355,613.30
(ii) Cash and cash equivalents	8A	2,600,574.66	1,494,810.43
(iii) Other Bank Balances	8B	67,617,497.98	260,568,329.56
(iv) Other Current Financial Assets	9	2,429,010.78	35,491,653.07
(c) Income Tax Assets(Net)	10	137,335,478.40	123,164,502.80
(d) Other current assets	11	8,370.00	8,820.00
Total Current Assets		356,128,103.26	530,986,910.47
TOTAL ASSETS		3,166,107,361.58	2,872,980,647.73
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	14	251,550,120.00	251,550,120.00
(b) Other Equity	15	2,642,403,182.95	2,299,032,180.96
Total Equity		2,893,953,302.95	2,550,582,300.96
(2) Liabilities			
Non-current liabilities			
Financial Liability			
(i) Other Non-current Financial Liabilities	16	12,306,380.70	12,306,380.70
(ii) Deferred Tax Liability (Net)	12	25,405,078.65	(11,223,412.94)
Total Non Current Liabilities		37,711,459.35	1,082,967.76
Current liabilities			
(a) Financial Liabilities			
(i) Trade Paybles			
Total outstanding dues of Micro and Small Enterprises	17	20,002,443.18	-
Total outstanding dues of Creditors other than Micro and Small Enterprises	17	50,351,458.50	42,196,831.91
(ii) Borrowings (Unsecured)	18	11,897,131.00	11,005,672.00
(iv) Other Financial Liabilities	19	13,526,333.07	148,864,385.55
(b) Provisions	20	136,180,197.51	114,733,823.81
(c) Other current liabilities	21	2,485,036.02	4,514,665.74
Total Current Liabilities		234,442,599.28	321,315,379.01
Total Equity and liabilities		3,166,107,361.58	2,872,980,647.73
Significant accounting policies	1		
See accompanying notes to financial statements			

As per our report of even date attached

For Chanani & Associates
Chartered Accountants
Firm's Regn. No. : 325425E

For and on behalf of the Board of Directors

(CA Madhaw Chanani)
Membership No. : 060624
Partner
Kolkata, 29th May, 2019

SADHANA ADHIKARY (Director) (DIN : 02974882)	K. D. SARKAR (Director) (DIN : 08200786)	SUJAY BHATTACHERJEE (Chief Financial Officer)	B. K. ROY (Company Secretary)
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Statement of Profit and Loss for the year ended 31st March 2019

PARTICULARS	Notes	Year ended	Year ended
		31st March 2019	31st March 2018
		₹	₹
I Revenue From Operations	22	1,676,588,576.88	1,409,626,951.02
II Other Income	23	4,370,157.28	19,282,529.92
III Total Income (I+II)		1,680,958,734.16	1,428,909,480.94
IV Expenses :			
Purchase of Stock in Trade	25	1,233,691,384.39	1,010,708,549.88
Changes in Inventories of Finished Goods, Stock-in-Process and Stock in Trade	26	(37,698,835.69)	(10,607,435.96)
Employee Benefit Expenses	27	35,520,814.76	29,119,041.53
Finance costs	28	1,261,649.22	1,481,820.64
Depreciation and amortisation expense	2	11,781,837.67	12,619,522.31
Other expenses	29	68,856,296.17	60,120,525.69
Total expenses (IV)		1,313,413,146.52	1,103,442,024.09
V Profit(loss) before exceptional items and tax (III-IV)		367,545,587.64	325,467,456.85
VI Exceptional Items	24	74,501,113.00	-
VII Profit(loss) before tax (V-VI)		442,046,700.64	325,467,456.85
VIII Tax expense:			
Current tax	30	133,377,967.51	113,039,257.81
Deferred tax	30	(2,225,683.59)	(1,935,855.69)
Tax expense for earlier years	30	84,261.19	646,106.69
IX Profit (Loss) for the period		310,810,155.53	213,717,948.04
X Other comprehensive income			
A. Items that will not be reclassified to profit or loss			
Investment in Equity Instruments through other comprehensive income		71,413,612.44	44,484,480.35
Income Tax relating to above item		(10,272,002.80)	-
B. Items that will be reclassified to profit or loss		-	-
XI Total Other Comprehensive Income		61,141,609.64	44,484,480.35
XII Total Comprehensive Income for the period (IX+XI)		371,951,765.17	258,202,428.39
XII Earnings per equity share (for continuing operation):			
(1) Basic	31	12.36	8.50
(2) Diluted	31	12.36	8.50
Significant Accounting Policies	1		
See accompanying notes to financial statements			

As per our report of even date attached

For Chanani & Associates
Chartered Accountants
Firm's Regn. No. : 325425E

For and on behalf of the Board of Directors

(CA Madhaw Chanani)
Membership No. : 060624
Partner
Kolkata, 29th May, 2019

SADHANA ADHIKARY
(Director)
(DIN : 02974882)

K. D. SARKAR
(Director)
(DIN : 08200786)

SUJAY BHATTACHERJEE
(Chief Financial Officer)

B. K. ROY
(Company Secretary)

Statement of Change in Equity for the year ended 31st March 2019

(a) Equity Share capital (Rs.)

	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
For the year ended 31st March, 2018	251,550,120	-	251,550,120
For the year ended 31st March, 2019	251,550,120	-	251,550,120

(b) Other Equity (Rs.)

	Reserves and Surplus		Items of Other Comprehensive Income		Total
	Securities Premium	Retained Earnings	Equity Instruments through Other Comprehensive Income	Re-measurement of defined benefit plan	
Balance as at 1st April, 2017	1,407,742,545	545,246,525	87,840,683	-	2,040,829,753
Profit for the year	-	213,717,948		-	213,717,948
Other Comprehensive Income (net of tax)	-		44,484,480	-	44,484,480
Total Comprehensive Income for the year	-	213,717,948	44,484,480	-	258,202,428
Balance as at 31st March, 2018	1,407,742,545	758,964,473	132,325,163	-	2,299,032,181
Balance as at 1st April, 2018	1,407,742,545	758,964,473	132,325,163	-	2,299,032,181
Profit for the year	-	310,810,156		-	310,810,156
Add: Other Comprehensive Income (net of tax)	-		61,141,610	-	61,141,610
Add: Adjustment of Last year TDS		1,409			1,409
Add: Realised profit on sale of Investment		20,835,361			20,835,361
Less: Adjustment of Deferred Tax on last year OCI			28,582,172		28,582,172
Less: Realised profit on sale of Investment			20,835,361		20,835,361
Total Comprehensive Income for the year	-	331,646,926	11,724,077	-	343,371,002
Balance as at 31st March, 2019	1,407,742,545	1,090,611,399	144,049,240	-	2,642,403,183

See accompanying notes to financial statements

- Security Premium Account** : This Reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.
- Retained Earnings** : This Reserve represents the cumulative profits of the Company and effects of measurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.
- Other Comprehensive Income** : Other Comprehensive Income is created in compliance with Ind AS notified under the Companies (Indian Accounting Standard) Rules, 2015, as amended.

As per our report of even date attached

For Chanani & Associates
Chartered Accountants
Firm's Regn. No. : 325425E

For and on behalf of the Board of Directors

(CA Madhaw Chanani)
Membership No. : 060624
Partner
Kolkata, 29th May, 2019

SADHANA ADHIKARY (Director) (DIN : 02974882)	K. D. SARKAR (Director) (DIN : 08200786)	SUJAY BHATTACHERJEE (Chief Financial Officer)	B. K. ROY (Company Secretary)
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CASH FLOW STATEMENT

Sl. Particulars	Year Ended 31st March 2019		Year Ended 31st March 2018	
	₹	₹	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit (Loss) Before Tax		442,046,700.64		325,467,456.85
Adjustment For :				
Depreciation	11,781,837.67		12,619,522.31	
Finance Cost	1,261,649.22		1,481,820.64	
Interest Income	(2,553,480.53)		(2,332,203.68)	
Rent Received	(4,097.00)		(4,547.00)	
Profit on sale of Investment	-		(16,048,044.32)	
Profit on sale of Property	(74,501,113.00)		-	
Earlier Year Tax	(84,261.19)	(64,099,464.83)	(646,106.69)	(4,929,558.74)
Operating Profit before Working Capital Changes		377,947,235.81		320,537,898.11
<u>Adjustment To:</u>				
Stock in Trade	(37,698,835.69)		(10,607,436.47)	
Trade Receivables	1,820,458.86		2,969,451.00	
Other current Financial Assets	33,062,642.29			
Other non current Financial Assets	(26,234.29)			
Short Term Loans & Advances			(82,576,733.16)	
Other non Current Assets	8,205.12		748,745.83	
Other Current Assets	450.00		391,872.75	
Income Tax Assets Net	(14,170,975.60)			
Borrowing	891,459.00			
Trade Payables	28,157,069.77		(4,831,606.47)	
Other Financial Liabilities	(135,338,052.48)			
Provisions	21,446,373.70		40,935,038.50	
Other Current and non current liabilities	-		123,432,652.68	
Other current Liabilities	(2,029,629.72)	(103,877,069.04)		70,461,984.66
Cash Generate from Operation		274,070,166.77		390,999,882.77
Tax Paid including interest thereon		(133,377,967.51)	(113,039,257.81)	(113,039,257.81)
Net Cash Generated from/ (Used in) Operating Activities		140,692,199.26		277,960,624.96
B CASH FLOW FROM INVESTING ACTIVITIES				
Rent Received	4,097.00		4,547.00	
Interest Income	2,553,480.53		2,332,203.68	
Purchase/Sale of Fixed Asset(Net)	126,591,620.42		(827,311.38)	
Investment In Mutual Fund(Net)	(455,664,639.42)		(70,433,042.26)	
Loss on sale of WIP	(4,761,585.00)			
Other long term liabilities	-		(3,000,000.00)	
Decrease In Fixed Deposits	9,790,909.00		30,489,339.00	
Net Cash Generated From/ (Used In) Investing Activities		(321,486,117.47)		(41,434,263.96)

CASH FLOW STATEMENT (Contd.)

Sl. Particulars	Year Ended 31st March 2019		Year Ended 31st March 2018	
	₹	₹	₹	₹
C CASH FLOW FROM FINANCING ACTIVITIES				
Adjustment of Last year TDS	1,409.20		-	
Finance Cost	(1,261,649.22)		(1,481,820.64)	
Net Cash Generaed From/ (Used In) Financing Activities		(1,260,240.02)		(1,481,820.64)
Net Increase/(Decrease) in cash and cash Equivalent	(A + B + C)	(182,054,158.23)	(A + B + C)	235,044,540.36
Cash and Cash Equivalents (Opening Balance)		239,825,909.40		4,781,369.04
Cash and Cash Equivalents (Closing Balance)		57,771,751.17		239,825,909.40
<u>Cash and Cash Equivalents Comprises of:</u>				
Cash & Cheque in Hand		2,600,574.04		1,494,809.69
Balance with Schedule banks		55,171,177.13		238,331,099.71

See accompanying notes to financial statements

- NOTES :**
- The above Cash Flow Statement has been prepared under the " Indirect Method " as set out in the Indian Accounting Standard (IND AS) 7 on Statement of Cash Flows.
 - Figure in brackets represent cash outflow from respective activities.
 - Cash & cash Equivalents do not include any amount which is not available to the Company for its use.
 - As breakup of Cash & cash equivalents is also available in Note No.8, reconciliaton of items of Cash & cash equivalents as per Cash Flow Statement with the equivalent items reported in the Balance Sheet is not required and hence not provided.

As per our report of even date attached

For Chanani & Associates
Chartered Accountants
Firm's Regn. No. : 325425E

For and on behalf of the Board of Directors

(CA Madhaw Chanani)
Membership No. : 060624
Partner
Kolkata, 29th May, 2019

SADHANA ADHIKARY (Director) (DIN : 02974882)	K. D. SARKAR (Director) (DIN : 08200786)	SUJAY BHATTACHERJEE (Chief Financial Officer)	B. K. ROY (Company Secretary)
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NOTES TO FINANCIAL STATEMENTS**NOTE I : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES****a. Company Overview****a. Basis of preparation**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b. Use of estimate

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

c. Classification of assets and liabilities as current and noncurrent

All Assets and Liabilities have been classified as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realisation in cash and cash equivalent, the Company has determined its operating cycle as twelve months for the purpose of Current and Non-Current classification of assets and liabilities.

d. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and revenue can be reliably measured

- i. In respect of Sales : When the significant risks and rewards of ownership of goods have been passed on to the buyer, which generally coincides with delivery/shipment of goods to customers.
- ii. In respect of Interest Income : On time proportion basis taking into account the amount outstanding and the rate applicable.
- iii. In respect of Service Income : When the services are performed as per contract.
- iv. In respect of Dividend Income : When right to receive payment is established.
- v. In respect of Insurance Claims : On Settlement of Claims

Under Ind AS 18, Revenue from product sales is recognized exclusive of Taxes and net of returns, Sales Discount etc. Sales Returns are accounted for when goods are returned.

e. Exceptional Items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. These are material items of income or expense that have to be shown separately due to the significance of their nature or amount.

f. Goodwill

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is initially measured at cost, being the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed, measured in accordance with Ind AS 103, 'Business Combinations'.

Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

g. Property, plant and Equipment's

Capital Work in Progress, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such Cost includes the cost of replacing part of the plant and equipment and borrowing

NOTES TO FINANCIAL STATEMENTS

NOTE I : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

costs for long term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred. No decommissioning liabilities are expected to be incurred on the assets of plant and equipment. Depreciation is calculated on a straight line basis over the estimated useful lives of the assets.

An item of Property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any Gain or Loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and carrying amount of the asset) is included in the income statement when the asset is derecognized.

Useful life considered for calculation of depreciation for various assets class are as follows:

Sr No	Particulars	Useful Life (in years)
1	Building	60
2	Airconditioner/Refrigerator/Security system	15
3	Office equipment/mobile phone/water cooler	5
4	Furniture Fixture/Electrical Instalation	10
5	Television/Motor Vehicle	10
6	Computer	3
7	Elevator/camera/fire alarm sestem	15

h. Inventories

Inventories are valued as under:

- a. Raw Materials : At Cost or Net Realisable Value whichever is lower
- b. Finished Products : At Cost or Net Realisable Value whichever is lower
- c. Stores, Spares and Components : At Cost
- d. Stock in process : At Raw material Cost plus estimated cost of conversion up to the stage of completion or Net Realisable Value whichever is lower.

Cost includes all direct cost and applicable manufacturing and administrative overheads. Inventories are valued on FIFO basis. Variation, if any, between books and physical stocks detected on physical verification, obsolete & slow moving stocks are adjusted in accounts as found appropriate.

i. Financial instruments

1. Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

2. Subsequent measurement

a. Non-derivative financial instruments

i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount

NOTES TO FINANCIAL STATEMENTS

NOTE I : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

v) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

b. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Financial assets or financial liabilities, at fair value through profit or loss

This category has derivative financial assets or liabilities which are not designated as hedges. Although the company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss. When incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

3. De-recognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IndAS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Impairment of Assets**a. Financial assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

b. Non-financial assets**Property, plant and equipment**

Property, plant and equipment are evaluated for recoverability whenever events or changes in

NOTES TO FINANCIAL STATEMENTS

NOTE I : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

c. Income Taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to share premium.

d. Provisions, Contingent Liabilities and Contingent Assets

The Company makes a provision when there is present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent Assets are disclosed when an inflow of economic benefit is probable and/or certain.

e. Investments

Long term investments being Investment in Listed Equity Shares are stated at fair value through other comprehensive income.

f. Foreign Exchange Transactions

i. Initial Recognition

Foreign Exchange transactions are recorded normally at the exchange rates prevailing on the date of the transactions.

NOTES TO FINANCIAL STATEMENTS

NOTE I : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

ii. Conversion Foreign

Currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction and non-monetary items which are carried at the fair value or other similar denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

iii. Exchange differences

Exchange differences arising on settlement of transactions or on reporting monetary items of the Company at the rate different from those at which they were initially recorded during the year, or reported in previous financial statement, are recognised as income or expenses in the year in which they arise except in case where they relate to acquisition of fixed assets.

g. Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

j. Earnings per equity share

The basic earnings per share ("EPS") are computed by dividing the net profit after tax for the Year by the weighted average number of equity shares outstanding during the Year. For the purpose of calculating diluted earnings per share, net profit after tax for the Year and the weighted average number of shares outstanding during the Year are adjusted with the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the Year, unless they have been issued at a later date.

k. Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

l. Employee benefits

a. Short Term Employment Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

b. Post-Employment Benefits:

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees.

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceed the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

m. Recent accounting Pronouncement

Amendment to Ind AS 19 – plan amendment, curtailment or settlement :

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlement.

NOTES TO FINANCIAL STATEMENTS

NOTE I : STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Contd.)

Amendment to Ind AS 12 – Income taxes :

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Ind AS 116 Leases :

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

IND AS 109 Financial Instruments :

The amendment enables entities to measure certain financial assets with prepayment features that may yield a negative compensation on prepayment.

IND AS 23 Borrowing Cost :

This amendment clarifies the borrowings cost to be considered for capitalisation. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is evaluating the requirements of the amendments and the impact on the financial statements. The effect on adoption of Ind AS is expected to be insignificant.

NOTES TO FINANCIAL STATEMENTS

NOTE 2 : PROPERTY, PLANT & EQUIPMENT

(in ₹)

Description	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	As at 01.04.2018	Additions	Deductions	As at 31.03.2019	As at 01.04.2018	Excess Depn For the Year	Deductions	As at 31.03.2019	As at 31.03.2019	As at 31.03.2018
Land	1,186,205,653.00	-	8,580,653	1,177,625,000.00	-	-	-	-	1,177,625,000.00	1,186,205,653.00
Building	398,814,937.00	-	32,043,166.00	366,771,771.00	54,796,569.09	5,988,242.89	1,776,842.00	59,007,969.98	307,763,801.02	344,018,368.16
Refrigerator	57,500.00	-	-	57,500.00	13,721.86	3,639.75	-	17,361.61	40,138.39	43,778.14
Office Equipment	65,490.00	-	-	65,490.00	22,048.44	12,443.10	-	34,491.54	30,998.46	43,441.88
Electrical Installation	4,986,789.21	261,725.00	3,974,263.00	1,274,251.21	1,840,644.25	272,828.08	1,325,063.00	788,409.32	485,841.89	3,146,146.06
Air Conditioner	2,518,168.54	-	-	2,518,168.54	1,164,213.83	172,053.84	-	1,336,267.66	1,181,900.88	1,353,954.52
Furnitur & Fixture	40,756,199.64	-	2,663,866.00	38,092,333.64	26,432,860.50	4,316,819.05	888,162.00	29,861,517.55	8,230,816.09	14,323,338.72
Television	170,000.00	-	-	170,000.00	94,327.17	17,985.25	-	112,312.42	57,687.58	75,672.43
Computer	3,222,344.37	650,041.58	-	3,872,385.95	2,166,684.79	567,339.35	-	2,734,024.14	1,138,361.81	1,055,659.51
Motor Vehicle	1,090,635.66	-	-	1,090,635.66	914,899.77	58,437.20	-	973,336.96	117,298.70	175,735.51
Goodwill	12,190,682.26	-	-	12,190,682.26	-	-	-	-	12,190,682.26	12,190,682.26
Elevator	5,148,637.00	-	4,038,637.00	1,110,000.00	1,337,050.44	178,471.13	897,212.00	618,309.57	491,690.43	3,811,586.97
Fire Alarm System	3,324,293.00	-	2,349,293.00	975,000.00	951,062.29	120,462.73	521,911.00	549,614.01	425,385.99	2,373,230.39
Mobile Phone	421,980.33	-	-	421,980.33	239,199.55	52,492.09	-	291,691.63	130,288.70	182,780.88
Camera	77,144.00	-	-	77,144.00	17,312.98	4,923.10	-	22,236.08	54,907.92	59,831.29
CCTV Camera	78,104.00	-	-	78,104.00	28,753.01	5,640.40	-	34,393.41	43,710.59	49,351.24
Security System	148,877.00	-	-	148,877.00	61,453.86	10,059.72	-	71,513.58	77,363.42	87,423.14
Water Cooler	27,280.00	-	-	27,280.00	25,916.00	0.00	-	25,916.00	1,364.00	1,364.00
TOTAL	1,659,304,715.01	911,766.58	53,649,878.00	1,606,566,603.59	90,106,717.82	0.00	11,781,837.67	96,479,365.49	1,510,087,238.10	1,569,197,998.10
Previous Year	1,658,477,405.13	827,311.38	-	1,659,304,716.51	77,487,195.87	-	12,619,522.31	90,106,718.18	1,569,197,998.10	1,580,990,209.03

Note : During the year, unused building was sold (Refer Note No. 33).

NOTES TO FINANCIAL STATEMENTS

NOTE 3 : INVESTMENTS

Particulars	As at 31st March 2019		As at 31st March 2018	
	Unit	Amount	Unit	Amount
Non-current investments				
A. Investment in Equity Shares - Unquoted:				
Shoeline Trading Pvt Ltd. (F.V. Rs 10)	90,000.00	1,571,104.000	90,000.00	1,571,011.40
Total		1,571,104.000		1,571,011.400
B. Investment in Mutual Fund				
Sundram Medium Term Bond Fund (Units Of Rs.10 each)	188,383.0460	9,708,470.98	188,383.0460	9,197,915.25
Sundram Select Debt Short- Term Plan (Units of Rs. 10 each)		-	1,489,905.4980	44,376,090.31
ICICI Income Plan Regular Growth (Units of Rs. 10 each)		-	260,908.5270	14,363,431.86
ICICI Pru - Banking and PSU Debt Fund - Growth (Units of Rs. 10 each)	181,937.7320	3,861,591.97	183,378.5670	3,635,443.41
ICICI Pru - Regular Saving Fund (Units of Rs. 10 each)	10,789,894.8260	214,379,025.35	10,789,894.8260	207,631,059.98
ICICI Pru - Balance Advantage Fund- Growth (Units of Rs. 10 each)	444,975.2670	15,725,425.94	444,975.2670	14,733,131.09
ICICI Pru. Medium Term Bond Fund-Growth (Units of Rs. 10 each)	1,512,024.4380	43,015,583.24	1,512,024.4380	40,890,281.69
ICICI Prudential Medium Term Bond Fund -Direct Plan Growth (Units of Rs.10 each)	1,099,263.2720	32,969,653.69	417,653.3730	11,815,455.69
ICICI Pru. Bond Fund- Direct Plan Growth (Units of Rs. 10 each)	703,254.6630	18,580,621.13	703,254.6630	17,412,585.46
ICICI Pru - Dynamic Bond Fund - Direct Plan - Growth (unit of Rs.17.46 each)	-	-	1,431,451.8900	29,387,277.87
ICICI Pru. Corporate Bond Fund Direct Plan-Growth (Units of Rs. 10 each)	1,072,662.1330	21,095,724.37	-	-
ICICI Pru. Short Term Fund Direct Plan -Growth (Units of Rs. 10 each)	260,631.1440	10,515,085.32	-	-
ICICI Pru. Floating Interest Fund Direct Plan-Growth (Units of Rs. 100 each)	70,328.6810	20,463,747.30	-	-
ICICI Pru.All Seasons Bond Fund-Direct Plan Growth (Units of Rs.10 each)	544,463.6220	12,998,252.28	544,463.6220	12,107,618.69
ICICI Pru - Credit Risk Fund-Direct Plan-Growth (units of Rs. 10 each)	15,189,276.6870	319,444,159.08	4,962,115.6010	96,633,727.85
Reliance Credit Risk Fund Growth Plan Growth Option (Units of Rs. 10 each)	464,800.8050	11,981,728.11	464,800.8050	11,251,758.45
Reliance Prime Debt Fund- Direct Plan Growth Plan Growth Option (Units of Rs 10 each)	1,895,674.9920	76,044,812.74	1,117,939.0040	41,589,790.41
Reliance Strategic Debt Fund -Direct Growth Plan (Units of Rs. 10 each)	6,549,341.1470	100,564,478.38	6,549,341.1470	94,831,185.14
Reliance Credit Risk Fund Direct Growth Plan Growth Option (Units of Rs.10 each)	5,836,317.7360	158,722,162.62	4,678,794.2190	118,514,325.45
Reliance Ultra Short Duration Fund Direct Growth Plan (units of Rs.1000 each)	6,906.2920	21,106,932.95		-
Reliance Floating Rate Fund- Direct Growth Plan (Units of Rs.10 each)	338,530.9110	10,195,298.47		-
Birla Sunlife Corporate Bond Fund-Growth Direct Plan (Units of Rs.10 each)	146,801.2740	10,593,972.66		-
Birla Sunlife Credit Risk Fund-Gr. Direct (Units of Rs. 13.75)	2,000,204.9720	28,413,911.73		-
Birla Sunlife Medium Term Plan-Growth-Direct plan (Units of Rs.10 each)	844,591.0380	20,049,070.98		-
Birla Sunlife Short Term opportunities Fund-Growth Direct (Units of Rs.10 each)	2,342,617.8550	75,112,996.12		-
HDFC Corporate Bond Fund-Direct Plan-Growth Option (Units of Rs.10 each)	1,013,540.9070	21,219,188.37		-
HDFC Short Term Debt Fund- Direct Plan-Growth Option (Units of Rs.10 each)	1,857,218.3550	38,687,344.11		-
Total		1,295,449,237.89		768,371,078.60
Total (A+B)		1,297,020,341.89		769,942,090.00

Fair Value Measurement

Financial Instruments by Category and hierarchy

The Company uses following hierarchy for determining and disclosing the fair value of financial instruments by Valuation technique

Level 1 : Quoted (Unadjusted) Prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have significant effect on the recorded fair value are observable either directly or indirectly.

Level 3 : Techniques which use inputs have a significant effect on the recorded fair value that are not based on observable market data.

NOTES TO FINANCIAL STATEMENTS

NOTE 3 : INVESTMENTS (Contd.)

(in ₹)

	Fair Value Through Profit and Loss		Fair Value Through Other Comprehensive Income			Carried at Amortised cost			Total	
	Non Current	Current	Total	Level 1	Level 2	Level 3	Level 1	Level 2		Level 3
Financial Assets and Liabilities as at 31st March, 2019										
Financial Assets										
Investments										
Unquoted Equity Instruments	1,571,104.00	-	1,571,104.00	-	1,571,104.00	-	-	-	-	1,571,104.00
Investment in Mutual Fund	1,295,449,237.89	-	1,295,449,237.89	-	-	-	-	-	-	1,295,449,237.89
	1,297,020,341.89	-	1,297,020,341.89	1,571,104.00	-	-	-	-	-	1,297,020,341.89
Other Financial Assets										
Security Deposits	2,780,533.29	-	2,780,533.29	-	-	-	-	-	-	2,780,533.29
Trade Receivables	-	2,535,154.44	2,535,154.44	-	-	-	-	-	-	2,535,154.44
Cash & Cash Equivalent	-	2,600,574.66	2,600,574.66	-	-	-	-	-	-	2,600,574.66
Other Bank Balance	-	67,617,497.98	67,617,497.98	-	-	-	-	-	-	67,617,497.98
Other Financial Assets	-	2,429,010.78	2,429,010.78	-	-	-	-	-	-	2,429,010.78
	2,780,533.29	75,182,237.86	77,962,771.15	-	-	-	-	-	-	77,962,771.15
Financial Liabilities										
Other Financial Liabilities										
Security Deposit from agents	12,150,000.00	-	12,150,000.00	-	-	-	-	-	-	12,150,000.00
Security Deposits (Construction)	20,183.00	-	20,183.00	-	-	-	-	-	-	20,183.00
Refundable Retainership Money	79,308.00	-	79,308.00	-	-	-	-	-	-	79,308.00
Uncleared Cheques of CRB Capital Market	56,889.70	-	56,889.70	-	-	-	-	-	-	56,889.70
Deferred Tax Liability(Net)	25,405,078.65	-	25,405,078.65	-	-	-	-	-	-	25,405,078.65
Trade Payable	-	70,353,901.68	70,353,901.68	-	-	-	-	-	-	70,353,901.68
Borrowing	-	11,897,131.00	11,897,131.00	-	-	-	-	-	-	11,897,131.00
Other Financial Liabilities	-	13,526,333.07	13,526,333.07	-	-	-	-	-	-	13,526,333.07
	37,711,459.35	95,777,365.75	133,488,825.10	-	-	-	-	-	-	133,488,825.10

NOTES TO FINANCIAL STATEMENTS

NOTE 3 : INVESTMENTS (Contd.)

(in ₹)

	Non Current		Current	Total	Fair Value Through Profit and Loss			Fair Value Through Other Comprehensive Income			Carried at Amortised cost			Total	Total Amount
					Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Level 1	Level 2		
Financial Assets and Liabilities as at 31st March 2018															
Financial Assets															
Investments															
Unquoted Equity Instruments	1,571,011.40	-	-	1,571,011.40	-	-	-	-	-	-	-	-	-	-	1,571,011.40
Investment in Mutual Fund	768,371,078.60	-	-	768,371,078.60	-	-	-	-	-	-	-	-	-	-	768,371,078.60
	769,942,090.00	-	-	769,942,090.00	-	-	-	-	-	-	-	-	-	-	769,942,090.00
Other Financial Assets															
Security Deposits	2,754,299.00	-	-	2,754,299.00	-	-	-	-	-	-	-	-	-	-	2,754,299.00
Trade Receivables	-	4,355,613.30	-	4,355,613.30	-	-	-	-	-	-	-	-	-	-	4,355,613.30
Cash & Cash Equivalent	-	1,494,810.43	-	1,494,810.43	-	-	-	-	-	-	-	-	-	-	1,494,810.43
Other Bank balance	-	260,568,329.56	-	260,568,329.56	-	-	-	-	-	-	-	-	-	-	260,568,329.56
Other Financial Assets	-	35,491,653.07	-	35,491,653.07	-	-	-	-	-	-	-	-	-	-	35,491,653.07
	2,754,299.00	301,910,406.36	-	304,664,705.36	-	-	-	-	-	-	-	-	-	-	304,664,705.36
Financial Liabilities															
Other Financial Liabilities															
Security Deposit from agents	12,150,000.00	-	-	12,150,000.00	-	-	-	-	-	-	-	-	-	-	12,150,000.00
Security Deposits (Construction)	20,183.00	-	-	20,183.00	-	-	-	-	-	-	-	-	-	-	20,183.00
Refundable Relationship Money	79,308.00	-	-	79,308.00	-	-	-	-	-	-	-	-	-	-	79,308.00
Uncleared Cheques of CRB Capital Market	56,889.70	-	-	56,889.70	-	-	-	-	-	-	-	-	-	-	56,889.70
Deferred Tax Liability(Net)	(11,223,412.94)	-	-	(11,223,412.94)	-	-	-	-	-	-	-	-	-	-	(11,223,412.94)
Trade Payable	-	42,196,831.91	-	42,196,831.91	-	-	-	-	-	-	-	-	-	-	42,196,831.91
Borrowing	-	11,005,672.00	-	11,005,672.00	-	-	-	-	-	-	-	-	-	-	11,005,672.00
Other Financial Liabilities	-	148,864,385.00	-	148,864,385.00	-	-	-	-	-	-	-	-	-	-	148,864,385.00
	1,082,967.76	202,066,888.91	-	203,149,856.67	-	-	-	-	-	-	-	-	-	-	203,149,856.67

NOTES TO FINANCIAL STATEMENTS

NOTE 3 : INVESTMENTS (Contd.)

(A) Financial risk management objectives and policies

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

B) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

- (i) **Interest rate risk** is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company have some fixed rate unsecured borrowings, the exposure to risk of changes in market interest rates is minimal. The Company has not used any interest rate derivatives.
- (ii) **Foreign currency risk** is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company does not have any foreign exchange transactions or any derivative instruments for trading or speculative purposes. So foreign currency risk is zero.
- (iii) **Other price risk** is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in mutual funds, bonds, equity instruments etc. The Company is exposed to price risk arising mainly from investments in mutual funds recognised at FVTOCI. As at 31st March, 2019, the carrying value of mutual funds recognised at FVTOCI amounts to Rs. 129.54 crores (Previous year Rs 76.84).

The Company is mainly exposed to change in market rates of its investments in equity investments recognised at FVTOCI. A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below:

If the equity prices had been higher/lower by 5% from the market prices existing as at 31st March, 2019, Other Comprehensive Income for the year ended 31st March, 2019 would increase/decrease by 647.72 Lakhs (2017-18 '384.19 lakhs) with a corresponding increase/decrease in Total Equity of the Company as at 31st March, 2019. 5% represents management's assessment of reasonably possible change in equity prices as the company has basically invested in Debt oriented Mutual Funds

C) Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, derivative financial instruments, other balances with banks, loans and other receivables. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

NOTES TO FINANCIAL STATEMENTS

NOTE 3 : INVESTMENTS (Contd.)

(D) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company is exposed to liquidity risk as there is huge amount of trade and other payables. The company measures risk by forecasting cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

Maturity patterns of borrowings	0-1 Years	Between 1 to 5 Year	Over 5 Year	Total
Short term borrowings	-	-	-	-
Maturity patterns of other Financial Liabilities As at 31st March 2019	0-3 months	3-6 months	6 months to 12 months	Beyond 12 months
Trade Payable	-	-	-	-
Other Financial liability (Current and Non Current)	-	-	-	-
Maturity patterns of other Financial Liabilities As at 31st March 2018	0-3 months	3-6 months	6 months to 12 months	Beyond 12 months
Trade Payable	-	-	-	-
Other Financial liability (Current and Non Current)	-	-	-	-

2. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity share-holders of the Company. The Company's objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and other stake holders.

Particulars	As at 31st March 2019 ₹	As at 31st March 2018 ₹
NOTE 4 : OTHER NON CURRENT FINANCIAL ASSETS		
Security Deposit	2,780,533.29	2,754,299.00
NOTE 5 : OTHER NON CURRENT ASSETS		
Deferred Revenue Expenditure	91,145.04	99,350.16
Total	91,145.04	99,350.16
NOTE 6 : INVENTORIES		
Stock In Trade	142,766,517.00	105,126,131.31
Goods In Transit	835,500.00	777,050.00
Total	143,602,017.00	105,903,181.31
NOTE 7 : TRADE RECEIVABLES		
Sundry Debtors (Unsecured considered good)		
- For more than 6 Months	2,053,915.30	2,684,110.30
- Other	481,239.14	1,671,503.00
Total	2,535,154.44	4,355,613.30
NOTE 8 : CASH AND BANK BALANCES		
A. Cash and Cash Equivalents		
Cash in Hand	2,600,574.66	1,494,810.43
Total	2,600,574.66	1,494,810.43

NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31st March 2019 ₹	As at 31st March 2018 ₹
NOTE 8 : CASH AND BANK BALANCES (Contd.)		
B. Other Bank Balances		
a) In Current Accounts	55,049,377.38	238,110,669.96
b) In deposit Account (less than 3 months maturity)	3,126,310.85	12,917,219.85
c) In deposit Account (Earmarked for Central Excise)	9,320,010.00	9,320,010.00
d) Balance in unpaid Dividend Account	121,799.75	220,429.75
Total	67,617,497.98	260,568,329.56
NOTE 9 : OTHER CURRENT FINANCIAL ASSETS		
Current Loans & Advances		
FDR with Bank for Bank guarantee	151,314.75	151,314.75
Advance for Capital Expenditure	-	31,666,670.11
Advance for CESC	-	484,867.80
Advance to Suppliers	88,981.00	619,601.00
Other Advance	905,015.00	1,046,481.72
Interest Receivable from FD	117,893.95	144,076.25
Interest Receivable from others	21,921.08	224,756.44
Security deposits	955,271.00	965,271.00
Deposit(Assets)	188,614.00	188,614.00
Total	2,429,010.78	35,491,653.07
NOTE 10 : INCOME TAX ASSETS (NET)		
Income Tax Refundable	10,042,393.00	431,283.00
Tax Deducted at Source	1,793,085.40	233,219.80
Income Tax Advance	125,500,000.00	122,500,000.00
Total	137,335,478.40	123,164,502.80
NOTE 11 : OTHER CURRENT ASSETS		
Miscellaneous Receivable	8,370.00	8,820.00
Total	8,370.00	8,820.00
NOTE 12 : NON-CURRENT DEFERRED TAX ASSETS (NET)		
A. Income tax expense in the statement of profit and loss comprises:		
Current Tax		
Current Tax on Taxable income for the year	133,377,967.51	113,039,257.81
Adjustment in respect of previous year	84,261.19	646,106.69
Deferred tax - In respect of current year	(2,225,683.59)	(1,935,855.69)
Income tax expenses recognised in the Statement of Profit and Loss	131,236,545.11	111,749,508.81
Income tax expenses recognised in OCI		
Deferred Tax - Deferred tax Expenses/(Benefit) on net fair value gain on investment in equity instrument through OCI	10,272,002.80	-
Total deferred Income Tax Expenses/(Benefit)	10,272,002.80	-
Total Income tax expense	141,508,547.91	111,749,508.81

NOTES TO FINANCIAL STATEMENTS

Particulars	As at	As at
	31st March 2019	31st March 2018
	₹	₹
NOTE 12 : NON-CURRENT DEFERRED TAX ASSETS (NET) (Contd.)		
B. The tax effects of significant temporary differences that resulted in deferred income tax assets and liabilities are as follows:		
Deffered Tax Liability- Opening Balance	(11,223,412.94)	(9,287,557.25)
Timing Difference - Depreciation Difference	(2,225,683.59)	(1,935,855.69)
Deferred tax Expenses/(Benefit) on net fair value gain on investment in equity instrument through OCI current year	10,272,002.80	-
Deferred tax Expenses/(Benefit) on net fair value gain on investment in equity instrument through OCI Previous year	28,582,172.38	-
Deffered Tax Liability (Net) - Closing Balance	25,405,078.65	(11,223,412.94)

NOTE 13 : RECONCILIATION OF EFFECTIVE TAX RATE

Profit Before Tax	442,046,700.64	325,467,456.85
Tax using Domestic tax Rate	29.12	34.61
Tax effect on non deductible expenses	0.38	0.32
Short Term Capital Gain Mutual Fund	0.35	-
Long Term Capital Gain Mutual Fund	0.36	-
Tax effect on Fixed Assets Sold	(0.46)	-
Profit on Sale of Mutual Fund		(0.73)
Tax effect on CSR Expenses	(0.09)	(0.06)
Total	29.66	34.14
Adjustment in respect of previous year income tax	0.02	0.20
Effective Tax rate	29.68	34.34

NOTE 14 : EQUITY

EQUITY SHARE CAPITAL

Authorized

26000000 Equity Shares of Rs. 10 each	260,000,000.00	260,000,000.00
Total	260,000,000.00	260,000,000.00

Issued, Subscribed and Paid-Up

25155012 equity shares of Rs.10/- each fully paid	251,550,120.00	251,550,120.00
Total	251,550,120.00	251,550,120.00

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	Amount	No. of Shares	Amount
Reconciliation of shares outstanding at the beginning and at the end of the year				
Fully paid equity shares				
At the beginning of the year	25155012	251,550,120.00	25155012	251,550,120.00
Issued during the year	-	-	-	-
At the end of the year	25155012	251,550,120.00	25155012	251,550,120.00

Terms / right attached to equity shares:

The company has one class of equity shares having a per value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company in proportion to their shareholding after distribution of all preferential amounts.

NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	% held	No. of Shares	% held
NOTE 14 : EQUITY (Contd.)				
The details of shareholder holding more than 5% shares as at March 31, 2019 and March 31, 2018 are set out below :				
Easel Advertising Private Limited	3,239,500	12.88	3,239,500	12.88
Panchavati Tie-up Private Limited	5,024,666	19.98	5,024,666	19.97
Satya Brata Dey	4,491,154	17.85	4,400,451	17.49
NOTE 15 : OTHER EQUITY				
Securities Premium				
			₹	₹
			1,407,742,545.00	1,407,742,545.00
			1,407,742,545.00	1,407,742,545.00
Surplus in Profit & Loss Statement				
Balance at the beginning of the year			891,289,635.96	633,087,207.57
Profit/ (loss) for the year			371,951,765.17	258,202,428.39
Adjustment of Deferred Tax on last year OCI			(28,582,172.38)	-
Adjustment of Last year TDS			1,409.20	-
Profit available for appropriation			1,234,660,637.95	891,289,635.96
Total			1,234,660,637.95	891,289,635.96
Total			2,642,403,182.95	2,299,032,180.96
NOTE 16 : OTHER NON -CURRENT LIABILITIES				
Security Deposit from agents			12,150,000.00	12,150,000.00
Security Deposits (Construction)			20,183.00	20,183.00
Refundable Retainership Money			79,308.00	79,308.00
Uncleared Cheques of CRB Capital Market			56,889.70	56,889.70
Total			12,306,380.70	12,306,380.70
NOTE 17 : TRADE PAYABLES				
Total outstanding dues of Micro and Small Enterprises			20,002,443.18	-
Amount due to related parties (Note -33)			1,874,094.23	-
Total outstanding dues of Creditors other than Micro and Small Enterprises			48,477,364.27	42,196,831.91
Total			70,353,901.68	42,196,831.91
NOTE 18 : BORROWINGS				
Unsecured Loans			11,897,131.000	11,005,672.00
Total			11,897,131.00	11,005,672.00
unsecured loan interest @ 9% p.a payable on demand				
NOTE 19 : OTHER FINANCIAL LIABILITIES				
Sundry Creditors for Expenses			2,628,858.890	2,899,385.13
Interest Payble on Security Deposits				171,000.00
Outstanding Expenses			1,755,285.000	-
Advance from Seller			72,526.000	72,526.00
Short Term Advance			-	140,000,000.00
Advance From Customer(Sundry Debtors)			9,069,663.180	5,721,474.42
Total			13,526,333.070	148,864,385.55

NOTES TO FINANCIAL STATEMENTS

Particulars	As at	As at
	31st March 2019	31st March 2018
	₹	₹
NOTE 20 : PROVISIONS		
E.S.I Payable	19,922.00	20,731.00
Providend Fund Payable	61,037.00	63,512.00
Professional Tax Payable	3,290.00	3,400.00
Provision For Income Tax(A.Y 19-20)	133,377,967.51	113,039,257.81
Provision For Gratuity	2,717,981.00	1,606,923.00
Total	136,180,197.51	114,733,823.81
NOTE 21 : OTHER CURRENT LIABILITIES		
Vat current A/c	(4,409.34)	(20,063.47)
T.D.S. Payable (A.Y 2019-20)	480,368.46	493,012.80
Sales Tax TDS	-	1,822.00
CST Payble	-	(1,004.09)
Entry Tax Payble	-	(302.00)
Service Tax Payble	-	8.00
CGST Payble A/C	1,784,277.15	2,420,531.75
Int. on Security Deposit Payable	96,750.00	-
Unclaimed Dividend (FY 2010-11)	-	98,630.00
Uncliamed Dividend (FY 2011-12)	49,372.00	49,372.00
Unpaid Dividend (FY 2012-13)	78,677.75	78,677.75
Other outstanding Expensesoutstanding	-	843,981.00
Auditor Remuneration	-	550,000.00
Total	2,485,036.020	4,514,665.740
Particulars	Year ended	Year ended
	31st March 2019	31st March 2018
	₹	₹
NOTE 22 : REVENUE FROM OPERATIONS		
Sale Of Goods	1,676,588,576.88	1,409,626,951.02
NOTE 23 : OTHER INCOME		
Interest Income:		
Interest on Fixed Deposits	2,336,932.00	2,139,585.00
Interest on security deposits	216,548.53	192,618.68
Total	2,553,480.53	2,332,203.68
Other non Operating Income		
Rent Received	4,097.00	4,547.00
Repairing Income	140,754.25	-
Others	1,671,825.50	897,734.92
Total	1,816,676.75	902,281.92
Other gain or losses:		
Profit on sale of Investment	-	16,048,044.32
Total	4,370,157.28	19,282,529.92
NOTE 24.: EXCEPTIONAL ITEMS		
Profit on sale of Property (Situated at Rashbehari Avenue Kolkata (WB) which was not in use)	74,501,113.00	-
Total	74,501,113.00	-

NOTES TO FINANCIAL STATEMENTS

Particulars	Year ended	Year ended
	31st March 2019	31st March 2018
	₹	₹
NOTE 25 : PURCHASE ACCOUNTS		
Purchase	1,233,691,384.39	1,010,508,686.88
Reverse Credit on stock transfer	-	199,863.00
Total	1,233,691,384.39	1,010,708,549.88
NOTE 26 : CHANGES IN INVENTORIES OF STOCK IN TRADE & TRANSIT		
Stock in trade at the beginning of the year	105,903,181.31	95,295,745.35
Stock in trade at the closing of the year	143,602,017.00	105,903,181.31
Total	(37,698,835.69)	(10,607,435.96)
NOTE 27 : EMPLOYEE BENEFIT EXPENSES		
Salary & Wages	6,198,573.00	7,136,200.00
ESI Expenses	196,266.00	219,390.00
Provident Fund	392,353.00	412,928.00
Exgratia to Staff	517,000.00	794,100.00
Provision For Gratuity	1,111,058.00	-
Staff Welfare	1,428,449.63	7,679,909.61
Security Staff Charges	2,951,776.41	3,276,513.92
Employees Expenses	13,125,338.72	-
Directors Remuneration	9,600,000.00	9,600,000.00
Total	35,520,814.76	29,119,041.53
NOTE 28 : FINANCE COSTS		
Bank Charges	177,438.22	242,434.68
Interest On TDS	2,926.00	3,509.00
Interest On GST	1,075.00	-
Interest on Sales Tax	7,200.00	-
Interest on Security Deposit	82,500.00	82,500.00
Other Interest on Borrowings	990,510.00	1,153,376.96
Total	1,261,649.22	1,481,820.64
NOTE 29 : OTHER EXPENSES		
Advertisement	25,735,565.86	19,718,304.95
AGM Expenses	241,712.36	217,424.10
Annual Maintenance Charges	280,288.50	192,765.49
Audit Fees	982,500.00	984,000.00
Buyback Offer Expenses	-	2,137,680.00
Bank Charges On Credit Card	730,552.39	713,236.07
Car Running Expenses	96,069.77	19,760.00
Carry Bag	3,387,528.07	5,904,769.00
Computer Maintenance	298,651.00	3,500.00
Courier Charges	114,870.00	104,830.00
Custodial Fees	84,298.00	211,045.00
Consultancy Charges	412,000.00	432,270.00
CSR Expenditure	2,700,000.00	2,290,170.00
Depository Charges	11,000.00	-
Donation	385,980.00	79,000.00

NOTES TO FINANCIAL STATEMENTS

Particulars	Year ended	Year ended
	31st March 2019	31st March 2018
	₹	₹
NOTE 29 : OTHER EXPENSES (Contd.)		
Entry Tax Paid	-	374,534.00
Electricity Charges	4,656,237.80	4,391,096.00
Freight	10,506,068.08	6,072,770.92
General Expenditure	4,933,388.58	4,392,766.61
Insurance Charges	2,368.00	6,290.00
Input Tax Disallowance	-	86,871.00
Ineligible GST Input	160,263.83	226,877.88
Legal Charges	892,080.00	659,720.00
Listing Fees	570,000.00	480,000.00
Listing Compliance Fees	60,000.00	80,000.00
Printing & Stationery	579,929.51	276,500.26
Professional Tax Late Fee	202.00	-
Prior Period Expenses	83,135.66	-
Penalty	9,000.00	-
Professional Fees	2,616,500.00	1,654,000.00
Professional Tax	7,500.00	7,500.00
ROC filing fees	23,900.00	7,200.00
Rates & Taxes	679,346.00	781,078.00
Repairs & Maintenance	3,255,664.17	2,790,648.28
Rent	3,975,705.14	4,094,730.12
Round Off	10,702.83	7,246.01
Sales Tax Assessment Dues	9,774.00	-
Service Tax	-	176,639.00
Telephone & Internet Expenses	262,475.49	242,244.00
Travelling & Conveyance	85,385.00	39,530.00
Taxes and Duties on Expenses	-	211,449.00
VAT Demand	-	1,710.00
VAT Refundable Written off	15,654.13	-
Vat on Non Trading Goods	-	50,370.00
Total	68,856,296.17	60,120,525.69
NOTE 30 : INCOME TAXES		
Income tax expense in the statement of profit and loss comprises:		
Current taxes	133,377,967.51	113,039,257.81
Deferred taxes	(2,225,683.59)	(1,935,855.69)
Tax for Earlier Years	84,261.19	646,106.69
Income tax expense	131,236,545.11	111,749,508.81

NOTES TO FINANCIAL STATEMENTS

Particulars	As at	As at
	31st March 2019	31st March 2018
	₹	₹
NOTE 31 : RECONCILIATION OF BASIC AND DILUTED SHARES USED IN COMPUTING EARNING PER SHARE AS PER IND AS 33		
The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:		
a) Profit for the year(In Rs)	310,810,155.53	213,717,948.04
weighted average number of equity shares and common equivalent shares outstanding	25,155,012.00	25,155,012.00
b) Earning per share(Basic and Diluted)	12.36	8.50
Face value per share	10.00	10.00
NOTE 32 : CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)		
Appeals filed in respect of disputed demands, where the department is in appeal		
Central Excise Tax	9,320,010.00	9,320,010.00
Total	9,320,010.00	9,320,010.00

NOTE 33 : DISCLOSURES OF TRANSACTION WITH RELATED PARTY AS REQUIRED IND AS 24

Nature of Relationship

Parties where common control exists:

- M/s Sreeleathers
- Sumanta Susanta Overseas (P) Ltd
- Sumanta Susanta Export (P) Ltd
- Upkar Vinimay (P) Ltd
- Duel Leather Dzines (P) Ltd
- Tug Overseas (P) Ltd

Key Managerial Personnel:

- Satya Brata Dey

Director :

- Rochita Dey (appointed as an Additional Director on 26.12.2018)

Note : Related party relationship is as identified by the company and relied upon by the auditors.

Nature of Transactions	As at	As at
	31st March 2019	31st March 2018
	₹	₹
Purchase of Goods		
M/S Sreeleathers	28,716,391.00	48,270,083.55
Sumanta Susanta Overseas (P) Ltd	7,174,095.00	7,272,315.70
Sumanta Susanta Export (P) Ltd	-	538,928.00
Tug Overseas (P) Ltd.	-	-
Total	35,890,486.00	56,081,327.25
Sale of Goods		
M/S Sreeleathers	94,809,021.00	59,833,647.00
Upkar Vinimay (P) Ltd	2,585,783.00	4,482,034.00
Sumanta Susanta Export (P) Ltd	832,308.00	-
Total	97,394,804.00	64,315,681.00
Remuneration		
Satya Brata Dey	9,600,000.00	9,600,000.00
	9,600,000.00	9,600,000.00

NOTES TO FINANCIAL STATEMENTS

Nature of Transactions	As at 31st March 2019 ₹	As at 31st March 2018 ₹
NOTE 33 : DISCLOSURES OF TRANSACTION WITH RELATED PARTY AS REQUIRED IND AS 24		
Sale of Property		
Rochita Dey	155,000,000.00	-
Reimbursement of expenses on Behalf of Rochita Dey	5,551,149.86	-
Balance as on 31.03.2019		
Trade Receivables		
M/S Sreeleathers	-	1,459,604.00
Total	-	1,459,604.00
Balance as on 31.03.2019		
Trade Payble		
Sumanta Susanta Export (P) Ltd	-	109,811.00
Sumanta Susanta Overseas (P) Ltd	1,874,094.23	7,927,931.45
M/S Sreeleathers	-	828,972.55
Total	1,874,094.23	8,866,715.00

NOTE 34 : SEGMENT REPORTING

The Company operates in a single segment, hence segment reporting as required under Accounting Standard 17 issued by the Institute of Chartered Accountants of India, is not applicable.

NOTE 35 : AUDIT FEES

(a) Audit Fees	559,760.00	531,775.00
(b) Fees for tax matters	194,790.00	185,055.00
(c) Fees for Company Law Matters	80,065.00	76,050.00
(d) For Tax Audit Fees	85,385.00	81,120.00
Total	920,000.00	874,000.00

NOTE 36 : EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITIES

Details of expenditure on corporate Social Responsibility Activities as per section 135 of companies Act, 2013 read with schedule III are as below:

Gross amount required to be spent by the company during the year	4,702,000.00	3,362,000.00
(i) Construction /Acquisition of asset	-	-
(ii) For purpose other than (i) above	2,700,000.00	2,290,170.00
	2,700,000.00	2,290,000.00

NOTE 37 : THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT(MSMED) ACT,2006

Based on the information available, there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosure as required by section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, are given below:

a) Principal amount remaining unpaid to suppliers at the end of the year	20,002,443.18	-
b) Interest due thereon remaining unpaid to suppliers at the end of the year	-	-
c) The amount of interest paid along with the amounts of the payment made to suppliers beyond the appointed day	-	-
d) The amount of interest due and payable	-	-
e) The amount of interest accrued and remaining unpaid at the end of accounting year	-	-

NOTES TO FINANCIAL STATEMENTS

NOTE 38.:

Balances of trade receivables, trade payables and loans & advances are subject to confirmation and consequential adjustments, if any.

NOTE 39.:

In the opinion of the board, current assets, loans and advances have value in the ordinary course of business at least equal to the amount at which they are stated.

NOTE 40 :

The figures of the previous years have been regrouped / rearranged wherever necessary. The Figures of the previous years are given in brackets. The company has compiled the above accounts based on the revised/Modified schedule III applicable for the accounting period 2018-2019. The disclosure requirements are made in the notes to accounts or by way of additional statements. The other disclosures as required by the Companies Act are made in the notes to accounts.

As per our report of even date attached

For Chanani & Associates
Chartered Accountants
Firm's Regn. No. : 325425E

(CA Madhaw Chanani)
Membership No. : 060624
Partner
Kolkata, 29th May, 2019

For and on behalf of the Board of Directors

SADHANA ADHIKARY (Director) (DIN : 02974882)	K. D. SARKAR (Director) (DIN : 08200786)	SUJAY BHATTACHERJEE (Chief Financial Officer)	B. K. ROY (Company Secretary)
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If undelivered, return to :
Sreeleathers Limited
6, Tottee Lane
Kolkata - 700 016
Phone : (033) 2286-1571
E.mail : sreeleathers@sreeleathers.com
Website : www.sreeleathers.com

SREELEATHERS LIMITED

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

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

Website : www.sreeleathers.com, CIN : L67190WB1991PLC050656

NOTICE

NOTICE is hereby given that the 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

- 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, 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 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 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 and voted on an earlier voting of any company, then your existing password is to be used.
 - g. If you are a first time user follow the steps given below:

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

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu 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.

- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 18002005533.
- t. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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 with a copy marked to 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 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 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.

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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 :

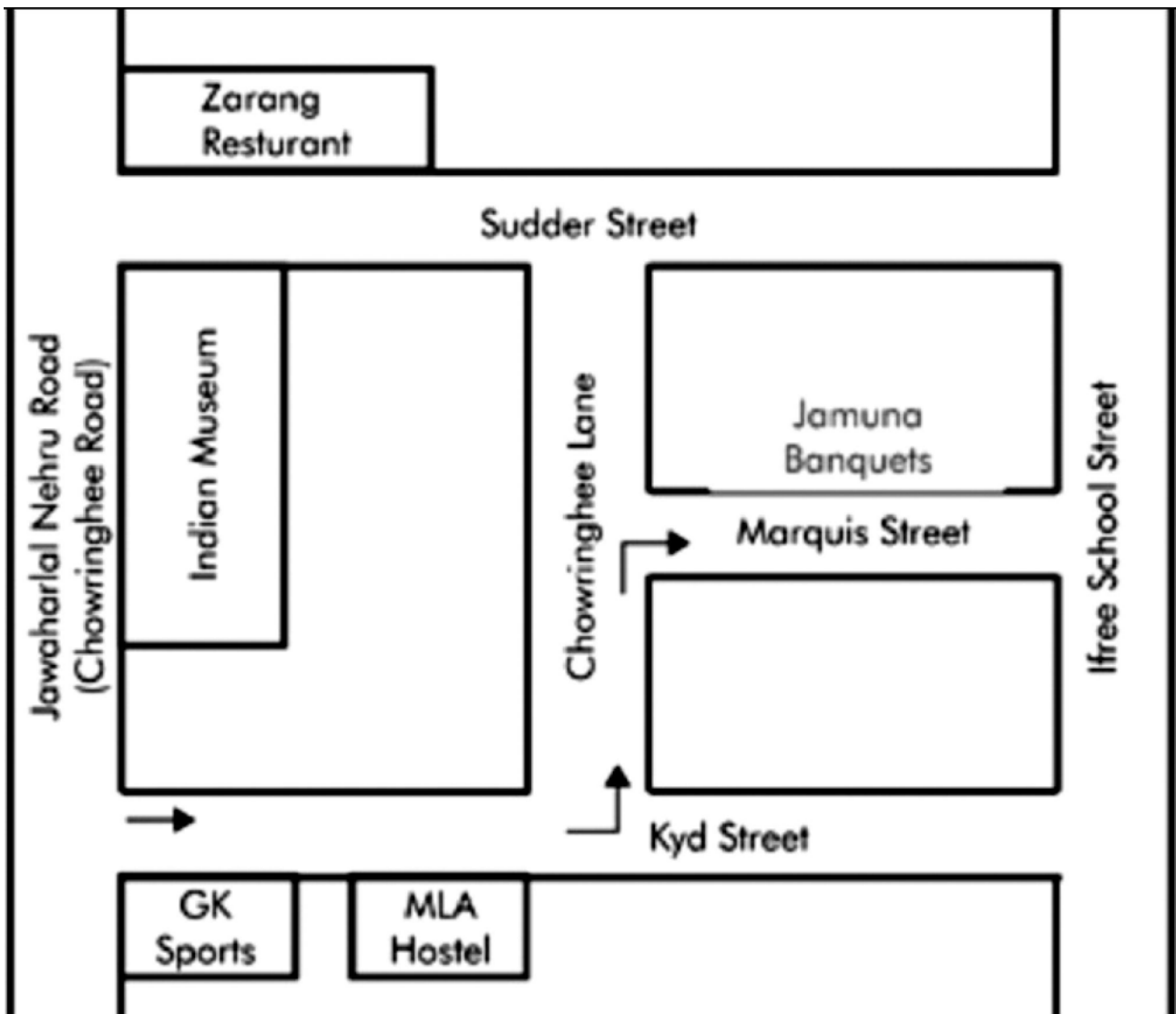
Except the above, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the proposed special resolution.

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

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

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

Website : www.sreeleathers.com, CIN : L67190WB1991PLC050656

PROXY FORM

(FORM NO. MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013
read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TWENTY EIGHTH ANNUAL GENERAL MEETING (Tuesday, September 24, 2019)

Name of Member(s) : _____

Email ID : _____

Folio No. /DP ID-Client ID No.

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I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____

Address : _____

Email ID : _____

Signature : _____, or failing him/her

2. Name : _____

Address : _____

Email ID : _____

Signature : _____, or failing him/her

3. Name : _____

Address : _____

Email ID : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Eighth Annual General Meeting of the Company, to be held on Tuesday, September 24, 2019 at 10.30 A.M. at Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700 016 and any adjourned thereof in respect of such resolutions as are indicated below:

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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

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.

SREELEATHERS LIMITED

6, TOTTEE LANE, KOLKATA-700 016

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

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

CIN: L67190WB1991PLC050656

ANNEXURE TO THE NOTICE FOR THE 28th ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 24th September 2019

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

Dear Shareholder,

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

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday ,24th September, 2019 at 10:30 a.m. at Jamuna Banquets, 31/2B, Marquis Street, Kolkata – 700016 and at any adjournment thereof.

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

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
190817027		

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

Remote e-Voting Start On	Remote e-Voting End On
21 st September, 2019 at 10:00 A.M. (IST)	23 rd September, 2019 at 5:00 P.M. (IST)

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

By Order of the Board
For Sreeleathers Limited

Bijoy Kumar Roy
Company Secretary

Place: Kolkata

Date: 09.08.2019

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