

SREELEATHERS LIMITED

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

To:

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| Department of Corporate Services, Bombay Stock Exchange Limited, P.J.Towers, 1 st Floor, Dalal Street, Mumbai-400001, Scrip Code: 535601 | The National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051, Symbol: SREEL | Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata-700001, Scrip Code: 13328 |
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Date: 30.5.2024

Dear Sir / Madam,

Sub: Regulation 24A of SEBI (LODR) Regulations, 2015 – Secretarial Compliance Report for the year ended 31st March, 2024.

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, we enclose herewith a copy of Secretarial Compliance Report for the year ended 31st March, 2024.

Thanking you,

Yours truly,

For Sreeleathers Limited,

BIJOY KUMAR ROY
Digitally signed by BIJOY KUMAR ROY
Date: 2024.05.30 14:37:28 +05'30'

Company Secretary

Encl: a/s

ANNUAL COMPLIANCE REPORT

Regulation 24A SEBI (LODR), 2015

Secretarial compliance report of Sreeleathers Limited for the Financial year ended 31st March 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Sreeleathers Limited** (hereinafter referred as the listed entity having a Registered Office at **6, Totee Lane , P.S Taltalla Kolkata – 700 016**. Secretarial Review 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 listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter

I/We Shipra Agarwal , Practicing Company Secretary have examined:

1. all the documents and records made available to us and explanation provided by **Sreeleathers Limited (CIN : L67190WB1991PLC050656)**
2. the filings/ submissions made by the listed entity to the stock exchanges,
3. website of the listed entity,
4. any other document/ filing, as may be relevant, which has been relied upon to make this certification,for the year ended **March 2024** in respect of compliance with the provisions of :
 - a). the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



- b) the **Securities Contracts (Regulation) Act, 1956** ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
5. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:-
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- Not applicable during the review period .
 - Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable during the review period .
 - Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable during the review period
 - Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable during the review period
 - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; Not applicable during the review period
 - Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
 - Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circulars/ guidelines issued thereunder; and
 - Other regulations as applicable

I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

| Sr. No. | Particulars | Compliance status (Yes/ No/ NA) | Observations/ Remarks by PCS* |
|---------|--|---------------------------------|-------------------------------|
| 1. | <u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | Yes | NIL |
| 2. | <u>Adoption and timely updation of the Policies:</u> | | |



| | | | |
|----|---|-----|--|
| | <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI | Yes | NIL |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | NIL |
| 4. | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | NIL |
| 5. | <u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries | N.A | The listed entity does not have any subsidiary company during the period under review, therefore 5(a) & (b) are not applicable |
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | YES | |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI | YES | |



| | Regulations | | |
|-----|---|-----------------------|---|
| 8. | <p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p> | <p>YES</p> <p>N.A</p> | <p>Since all related party transactions were entered after obtaining prior approval of the audit committee point 8(b) is not applicable</p> |
| 9. | <p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | <p>YES</p> | <p>NIL</p> |
| 10. | <p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p> | <p>YES</p> | <p>NIL</p> |
| 11. | <p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder</p> | <p>YES</p> | <p>There was no action taken against the Company by SEBI or any other regulatory authority.</p> |
| 12. | <p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p> | <p>YES</p> | <p>NO additional non-compliance observed for any SEBI regulation/guidance note etc.</p> |

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

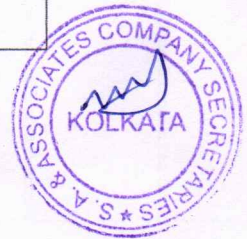
| Sr. No. | Particulars | Compliance Status (Yes/No/N.A) | Observations/ Remarks by PCS |
|---|---|--------------------------------|---|
| Compliances with the following conditions while appointing/re-appointing an auditor. | | | |
| 1 | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter:</p> <p>Or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii.. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | Not applicable | The auditors of the listed entity have not resigned during the review period. |



| Other conditions relating to resignation statutory auditor | | | |
|--|---|-----------------------|-------------------------------------|
| 2 | <p>i. Reporting of concerns by Auditor with Not applicable respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and Immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the</p> | <p>Not applicable</p> | <p>There is no such reporting .</p> |



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| | <p>auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | Not applicable | |
| 3 | <p>The listed entity its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A In SEBI Circular GIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p> | Not applicable | <p>The auditors of the listed entity have not resigned during the review period.</p> |



- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

| Sr. no | Compliance Requirement (Regulations/ circulars /guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| | Advisory/ Clarification /Fine/ Show Cause Notice/ Warning, etc. | | | | | | | | | |

NOT APPLICABLE

- The listed entity has taken the following actions to comply with the observations made in previous reports:



| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practising Company Secretary | Management Response | Remarks | |
|---------|---|-------------------------|------------|-----------------------|----------------|----------------------|-------------|--|---------------------|---------|--|
| | Advisory / Clarification / Fine/Show Cause Notice/ Warning, etc. | | | NOT APPLICABLE | | | | | | | |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity,

Place: Kolkata
Date: 24.05.2024

UDIN : F004917F000440396

Peer Review Certificate No : 3481/2023

FOR S.A & ASSOCIATES
Company Secretaries



(Shipra Agarwal)
Proprietor
CP No. 3173

