

WORLDWIDE LEATHER EXPORTS LTD.

CIN : L70109WB1990PLC049313

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August 29, 2016

The Corporate Relationship Manager
Department of Corporate Affairs
Bombay Stock Exchange Limited
Phirozee Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai-400001

Subject: Intimation for Annual General Meeting, E voting Information and Book Closure

Dear Sir

Please find attached Notice of Twenty Sixth Annual General Meeting going to held on 23rd September, 2016 on 3.00 P.M. at Kala Kunj (Basement Kalamandir), 48 Shakespeare Sarani, Kolkata-700017


This is to intimate you that the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 21st September, 2016 to Friday, 23rd September, 2016 (both days inclusive) for the said AGM.

Pursuant to Regulations 44 of the SEBI (Listing Obligation and Disclosure Requirement) regulations, 2015, the Company is providing e-voting facility to its Members enabling them to cast their vote electronically.

Please see the Notice attached herewith.

This is for your information and record.

Thanking You
Yours faithfully
For M/s **Worldwide Leather Exports Limited**


(Deepali Jain)
Company Secretary
M.No-A42654



NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Friday, 23rd September, 2016 at 3:00 P.M. at Kala Kunj (Basement Kalamandir), 48 Shakespeare Sarani, Kolkata-700017 to transact the following businesses:

Ordinary Business

1. To consider and adopt:
 - a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2016 and Report of the Auditors thereon..
2. To appoint a director in place of Mrs. Renu Agarwal (DIN: 03644571) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
3. To ratify the appointment of Statutory Auditors already appointed for a period of 3 years up to 2017 in the year 2014. In this connection, to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, appointment of M/s B.Chhawchharia & Co., Chartered Accountants, (FRN-305123E) be and hereby ratified to continue as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration already decided by the Board.”

Special Business

4. **Reappointment of Mr. Anil Agarwal (DIN:00049627) as Chairman & Managing Director of the Company.**

To consider and if thought fit, to pass with or without modifications (s), the following resolution as Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Anil Agarwal (DIN: 00049627), as Chairman and Managing Director of the Company for a period of five years commencing from 1st October, 2016 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Anil Agarwal, Chairman and Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the 26th Annual General Meeting (“AGM” or the “Meeting”) is annexed.
2. Brief profiles and other information of Directors proposed to be appointed/ re-appointed are annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.**
4. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2016 to 23rd September, 2016. (both days inclusive)
5. Member seeking any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
6. Any change of address may please be notified to the Registrar and Share Transfer Agent M/s Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99 Madangir Behind Local Shopping Centre, New Dada Harsukh Dass Mandir, New Delhi-110062
7. Members are requested to bring their copies of Annual Report at the meeting as additional copies will not be circulated in the meeting.
8. Members attending the meeting are requested to bring their Attendance Slips duly filled and deliver the same at the entrance of the meeting

9. All the relevant documents mentioned in the aforesaid business are available at for inspection at the Registered Office of the company during normal office hours.

By Order of the Board
For Worldwide Leathet Exports Limited

Place :Gurgaon

Dated : 9th August, 2016

Deepali Jain
Company Secretary

VOTING THROUGH ELECTRONIC MEANS 2015-16

I. In compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the Company is providing the shareholders facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).

II. That the facility for voting, through Ballot Paper shall also be made available at the Meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.

III. That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again.

The company has engaged the services of Beetal Financials & Computer Services Private Limited (“Beetal”) as the Authorised Agency to provide e-voting facilities.

The e-voting facility will be available during following voting period:

Commencement of E-voting	From 10.00 A.M. (IST) on 19 th Sep, 2016
End of E-voting	Upto 5.00 P.M. (IST) on 22 nd Sept, 2016

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19th Sep, 2016 from 10.00 A.M. and ends on 22nd Sept, 2016 to 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th Sep, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. Sequence number is printed on address sticker on this booklet. • 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.
Dividend Bank Details OR DOB	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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 wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <WORLDWIDE LEATHER EXPORTS LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 16th Sep, 2016 may follow the same instructions as mentioned above for e-Voting.
- (ii) 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

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ITEM NO-4

Mr. Anil Agarwal was appointed as Chairman & Managing Director of the Company for a period of five years with effect from October 1, 2011. Your Board of Directors at its meeting held on August 9, 2016 has re-appointed Mr. Anil Agarwal as Chairman & Managing Director of the Company for a further period of five years w.e.f. October 1, 2016 on the same terms and conditions as approved in 2011 as reproduced below and the same recommended by the Nomination & Remuneration Committee subject to the approval of members in the General Meeting.

The appointment of Mr. Anil Agarwal as Managing Director is made as per section 196, 197, 198 and 203 read with schedule V and other applicable provisions if any of the Companies Act, 2013.

The approval of shareholders is hereby solicited for the re-appointment of Mr. Anil Agarwal as Chairman & Managing Director at remuneration given below:

- (i) SALARY: Rs. 100000 p.m
- (ii) ANNUAL PERFORMANCE INCENTIVE:
As may be decided by the Board subject to a ceiling of 100 % of salary
- (iii) HOUSING
 - (a) The expenditure by the company on hiring unfurnished accommodation will be subject to ceiling of 50% of the salary.
 - (b) Free unfurnished accommodation in case the company owns the accommodation
 - (c) In cases the company provides no accommodations, House Rent Allowance subject to the ceiling laid down in (a) above.

The expenditure incurred by the company on gas, electricity, water and furnishings will be valued as per Income Tax, Rules, 1962

- (iv) MEDICAL REIMBURSEMENT: Medical Insurance for self and family. In addition, expenses actually incurred for self and family
- (v) LEAVE TRAVEL CONCESSION: For self and family in a year for any destination in India or abroad.
- (vi) CLUB FEES: Fees of club subject to a maximum of two clubs may be allowed. The Company will not pay admission and life membership fees.
- (vii) PERSONAL ACCOUNT INSURANCE: Premium not to exceed Rs.1000/- per month
- (viii) PROVIDENT FUND: Contribution to Provident Fund subject to a ceiling of 10 % of salary.
- (ix) SUPERANNUATION FUND: Contribution to Provident Fund as per rules of the Company subject to condition that such contribution together with Provident Fund shall not exceed 25% of salary laid down in the Income Tax Rules, 1962
- (x) GRATUITY: Payable as per rules of the Company but not exceeding half month salary for each completed year

- of service.
- (xi) CAR: Facility of Car with Driver
 - (xii) TELEPHONE: Telephone at residence
 - (xiii) LEAVE: One month leave for eleven month of service. Leave accumulated but not availed will not be encashed. Personal long distance calls on Telephone and use of car for private purpose shall be billed by the company to the Chairman & Managing Director
 - (xiv) MINIMUM REMUNERATION: The remuneration aforesaid shall be paid as minimum remuneration in absence or inadequacy of profit for such year.

Except Mr. Anil Agarwal, Mrs.RenuAgarwal and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015

ITEM NO-4

Mr. Anil Agarwal

Mr. Anil Agarwal, aged 67 years, is a Commerce graduate. He has an in-depth knowledge and strong understanding of manufacturing and trading of leather footwear over 20 year. He has versatile experience & tremendous exposure in the concerned field. He is the founder of the company. He holds 3, 26,311 equity shares of the Company.

He is a member of Audit Committee of Board of Directors of Worldwide Leather Exports Limited

During the Financial Year ended March 31, 2016, Mr. Anil Agarwal has attended the meetings of Board of Directors held on May 30, 2015, July 17, 2015, October 29, 2015, January 21, 2016 and March 21, 2016.