

WORLDWIDE LEATHER EXPORTS LIMITED

REGD OFF: 5-F EVEREST, 46/C, CHOWRINGEE ROAD, KOLKATA-700071
CORP OFF: 38TH MILESTONE, N.H.-8, BEHRAMPUR ROAD, GURGAON-122001
PH: 91-2215447-50, EMAIL:isd@wleltd.com, CIN: L70109WB1990PLC049313

NOTICE OF TWENTYFIFTH ANNUAL GENERAL MEETING E-VOTING INFORMATION AND BOOK CLOSURE INTIMATION

Notice is hereby given that the Twenty Fifth Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Thursday, 3rd September, 2015 at 11.00 A.M. at Kala Kunj (Basement Kalamandir), 48 Shakespeare Sarani, Kolkata-700017 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date and the report of the Auditors and Directors thereon.
2. To appoint a director in place of Mr. Lalit K. Chhawchharia (DIN: 00339155) 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 last year. In this connection, to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary resolution.
"RESOLVED that Messrs B. Chhawchharia & Co., Chartered Accountants, be and are, hereby, ratified as the Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration already decided by the Board."

Special Business

4. **Ratification of Appointment of Mr. Rajeev Agarwal & Mr. Deepak Mehrotra as Independent Director**
To consider and if thought fit, to pass with or without modifications (s), the following resolution as ordinary resolution
"RESOLVED THAT as per Sec 149 & Sch IV of Companies Act 2013, the appointment of Mr. Rajeev Agarwal (DIN: 00840856) & Mr. Deepak Mehrotra (DIN: 06482415) be and is hereby ratified by the consent of the members for a period of consecutive 5 years upto 2019 as per terms and conditions decided by the Board.

Explanatory Statement As Per Sec 102 of Companies Act, 2013.

The Independent Directors proposed to be appointed fulfil the conditions specified in the Act & rules made there under and both the directors are independent of the management. They were appointed by the board in compliance with the Companies Act, 2013 on 21.03.2015. The terms and conditions of appointment of Independent director shall be open for inspection at the registered office of the company & shall also be available on Company's website.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing Proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

The Company has on 11th August, 2015 completed the dispatch of the physical copies of the Annual Report containing Notice of Twenty Fifth AGM, audited accounts for the year ended 31st March 2015 and the Reports of the Auditors and Directors to the members who have not registered their e-mail address and the same will be send to the Members whose e-mail ID's are registered with the Company / Depository Participants through the electronic means.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to its Members enabling them to cast their vote electronically for all the resolutions as set in the AGM Notice dated 17th July, 2015. The Company has availed the e-voting services as provided by Central Depository Services Limited (CDSL). The Board of Directors of the Company has appointed Ms. Neha Maheshwari - Proprietress of M/s. Neha Maheshwari & Co., Practicing Company Secretaries, Kolkata, as Scrutinizer for conducting the e-voting process in a fair and transparent manner. **The e-voting period commences on Sunday, 30th August, 2015 (10.00A.M) and ends on Wednesday, 2nd September, 2015, (5.00 P.M).** The e-voting module shall be disabled by CDSL, for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be as per the number of equity shares held by the members as on the cutoff date which is 27th August, 2015. The Notice has been sent to all the Members who are not having email addresses physically, whose names appeared in the Register of Member / Record of Depositories as on 31st July, 2015.

The Members are requested to read the instructions pertaining to e-voting as printed in the AGM Notice carefully. Any query / concern /grievances connected with voting by electronic means, if any, may be addressed to the Company by writing to the Company Secretary- Worldwide Leather Exports Ltd., at the Corporate Office of the Company at 38th Milestone, N.H. 8, Behrampur Road, Khandsa village, Gurgaon-122001, Tel. : 91-2215447-50, email- isd@wleltd.com.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Clause 16 of the Listing Agreement with Stock Exchange(s), the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 2nd September, 2015 to Thursday, 3rd September, 2015 (both days inclusive) for the said AGM.

for Worldwide Leather Exports Limited

Place : Gurgaon
Dated : 11/08/2015


Parul Jain
Company Secretary*
