

WORLDWIDE LEATHER EXPORTS LTD.

CIN: L70109WB1990PLC049313

FACTORY : 38TH MILESTONE, N.H. 8, BEHRAMPUR ROAD, GURGAON - 122 001 INDIA
TEL. : 91-2215447-50 FAX : +91-124-2215405 E-Mail : commercial@wleltd.com Web : www.wleltd.com

01.10.2015

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

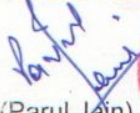
Subject: Submission of proceedings of Annual General Meeting as per Clause 31(d).

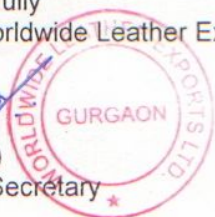
Dear Sir

In light of the compliance of Clause 31 (d), we hereby provide a copy of minutes for 25th Annual General Meeting held on 3rd September, 2015, Thursday, at 'Kala Kunj' (Basement Kalamandir), 48 Shakespeare Sarani, Kolkata – 700017 to the Bombay Stock Exchange.

This is for your information and record.

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


(Parul Jain)
Company Secretary
A38689



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**MINUTES OF THE 25th ANNUAL GENERAL MEETING OF WORLDWIDE LEATHER EXPORTS LIMITED
HELD ON THURSDAY, 3RD SEPTEMBER, 2015 COMMENCED AT 11:00 A.M. AND CONCLUDED AT 1:00
P.M. AT 'KALA KUNJ' (BASEMENT KALAMANDIR), 48 SHAKESPEARE SARANI, KOLKATA – 700 017.**

PRESENT

| | |
|---|----------|
| 1. LALIT KUMAR CHHAWCHHARIA | Chairman |
| 2. A BANERJEE | Member |
| 3. ABHIJIT PANDA | Member |
| 4. ABHIRUP NANDY | Member |
| 5. AKSHYA KUMAR PARIDA | Member |
| 6. ALI HASAN SIDDIQUE | Member |
| 7. ALOK KUMAR PAL | Member |
| 8. ALPANA GHOSH | Member |
| 9. AMARENDRA NATH RAY | Member |
| 10. AMARNATH MONDAL | Member |
| 11. AMIT GUPTA | Member |
| 12. AMIT KUMAR BANERJEE | Member |
| 13. AMIYA KUMAR BANERJEE | Member |
| 14. ANINDYA SUNDER ROY | Member |
| 15. APARNA SARKAR | Member |
| 16. ARGHYA DAS | Member |
| 17. ARINDAM RAY | Member |
| 18. ARITRADIP BAKSHI | Member |
| 19. ARUP MITRA | Member |
| 20. ASHISH LUNDIA (PROXY FOR ANUP GOENKA) | |
| 21. ASHISH LUNDIA (PROXY FOR ASHISH CHOUDHARY) | |
| 22. ASHISH LUNDIA (PROXY FOR ASWANI LUNDIA) | |
| 23. ASHISH LUNDIA (PROXY FOR BIJAY KUMAR AGARWAL) | |
| 24. ASHISH LUNDIA (PROXY FOR GAYATRI DEVI GOENKA) | |
| 25. ASHISH LUNDIA (PROXY FOR LATA GOENKA) | |
| 26. ASHISH LUNDIA (PROXY FOR NAVEEN KUMAR GOENKA) | |
| 27. ASHISH LUNDIA (PROXY FOR PRADEEP GOENKA) | |
| 28. ASHISH LUNDIA (PROXY FOR RUPA GOENKA) | |
| 29. ASHISH LUNDIA (PROXY FOR SHAILJA CHOUDHARY) | |
| 30. ASHISH LUNDIA (PROXY FOR SUNITA LUNDIA) | |
| 31. ASHISH LUNDIA (PROXY FOR SURUCHI LUNDIA) | |
| 32. ASHISH LUNDIA (PROXY FOR SUSHILA GOENKA) | |
| 33. ASHISH LUNDIA | Member |
| 34. ASHISH LUNDIA (PROXY FOR RAJESH KUMAR) | |
| 35. ASHIT KUMAR PATHAK | Member |
| 36. ASHOK KUMAR DEY | Member |
| 37. ASISH MAJUMDAR | Member |
| 38. ASIT BARAN GHOSH | Member |
| 39. BANDANA PAL | Member |
| 40. BARUN AGARWAL | Member |
| 41. BHAGIRATH SARKAR | Member |
| 42. BHARATI MONDAL | Member |
| 43. BHARATI SARAF | Member |
| 44. BIJAN KUMAR MANDAL | Member |
| 45. BIKRAMJIT TALUKDER | Member |
| 46. BIMAL BHAR | Member |
| 47. BIMAL KRISHNA SARKAR | Member |
| 48. BIPOB KUMAR GHOSH | Member |



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| 49. BISWA NATH SAHA | Member |
| 50. BISWANATH DEY | Member |
| 51. DEBASIS BHATTACHARYYA | Member |
| 52. DEBASIS DEY | Member |
| 53. DEBASISH RIT | Member |
| 54. DEBRAJ CHATTERJEE | Member |
| 55. DEBU GHOSH | Member |
| 56. DILIP KUMAR DAS | Member |
| 57. DIPANKAR MISRA (PROXY FOR SWATI MISRA) | |
| 58. GOPAL GUPTA | Member |
| 59. GOUTAM BASAK | Member |
| 60. GOUTAM DAS | Member |
| 61. GOUTAM NANDY | Member |
| 62. GURUDUTT GATTANI | Member |
| 63. HARIHAR BANERJEE | Member |
| 64. HIRALAL SADHUKHAN | Member |
| 65. INDRA KUMAR CHOWD HURY | Member |
| 66. JAYANTI SARKAR | Member |
| 67. JHARNA DAS | Member |
| 68. KAJAL BHATTACHARJEE | Member |
| 69. KALYANI GUPTA | Member |
| 70. KANAK KUMAR DUTTA | Member |
| 71. KAUSHIK GUPTA | Member |
| 72. KAUSHIK GUPTA | Member |
| 73. KAUSHIK RAY | Member |
| 74. KESHAB CHANDRA BASAK | Member |
| 75. LILA MONDAL (PROXY FOR SANTI KUMAR MONDAL) | |
| 76. MADHU SUDAN DEY | Member |
| 77. MEGHNATH BANERJEE (PROXY FOR TARANATH BANERJEE) | |
| 78. MEGHNATH BANERJEE | Member |
| 79. MINA BANERJEE | Member |
| 80. MINU BANERJEE | Member |
| 81. MOHAMMAD ASIF | Member |
| 82. MUKTI ROY | Member |
| 83. NARENDRA KUMAR GOEL | Member |
| 84. NASIRUDDIN PURKAIT | Member |
| 85. NUPUR BHOWMICK | Member |
| 86. PARTHA DAS | Member |
| 87. PEALI DAS | Member |
| 88. PRABHAT KUMAR CHOUDHARY | Member |
| 89. PRABHAT KUMAR DATTA | Member |
| 90. PRADIP KUMAR DAS | Member |
| 91. PRAKASH MAL BOTHRA | Member |
| 92. PRAKASH MAL BOTHRA | Member |
| 93. PRANATI PAL | Member |
| 94. PRASANTA GHOSH | Member |
| 95. PRODIP GHOSH | Member |
| 96. PRODYOT KUMAR BASU | Member |
| 97. PUSPAL CHANDRA | Member |
| 98. RAJESH KUMAR SHAW | Member |
| 99. RAM KRISHNA KUMHAR | Member |
| 100. RAMESH AGARWAL (PROXY FOR ANIL AGARWAL) | |
| 101. RAMESH AGARWAL (PROXY FOR NILGIRI MERCANTILES PRIVATE LIMITED) | |
| 102. RATNA BANERJEE | Member |

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| 103. RICHA BHUWALKA (PROXY FOR RENU AGARWAL) | |
| 104. RITA BANERJEE | Member |
| 105. SADHANA MAGUMDER | Member |
| 106. SAMARESH KUMAR BHATTACHARYA | Member |
| 107. SAMIR KUMAR PYNE | Member |
| 108. SANKAR KUMAR CHAKRABORTY | Member |
| 109. SANTI KUMAR MONDAL | Member |
| 110. SARBANANDA GATTANI | Member |
| 111. SHAKUNTALA DEVI RATHI | Member |
| 112. SHIMA BHATTACHARYYA | Member |
| 113. SHYAM LAL RATHI | Member |
| 114. SHYAM LAL RATHI | Member |
| 115. SHYAM SUNDAR BHATTACHARYYA | Member |
| 116. SHYAMALESH CHATTERJEE | Member |
| 117. SMRITIKANA BANERJEE | Member |
| 118. SNEHASISH BHOWMICK | Member |
| 119. SOMNATH BANERJEE | Member |
| 120. SOUMEN GHOSH | Member |
| 121. SOUMITRA CHATTERJEE | Member |
| 122. SUBHASH KAR | Member |
| 123. SUDESHNA CHATTERJEE | Member |
| 124. SUDIPTA ADDY | Member |
| 125. SUJAN MODAK | Member |
| 126. SULOCHANA AGARWAL | Member |
| 127. SUMIT PAUL | Member |
| 128. SUNIL KUMAR PAUL | Member |
| 129. SUNITI BISWAS | Member |
| 130. SUPRAKASH TALUKDAR | Member |
| 131. SUPRATIK BANERJEE | Member |
| 132. SUSANTA BHOWMICK | Member |
| 133. SUSANTA KUMAR BANDYOPADHYAY | Member |
| 134. SUSHIL KUMAR KHOSLA | Member |
| 135. SUSMITA MONDAL | Member |
| 136. SWAPAN CHAKRABORTY | Member |
| 137. SWAPNA SEN | Member |
| 138. SYAMAL MAITRA | Member |
| 139. TANUSRI SENGUPTA | Member |
| 140. TAPAN LAL YADAV | Member |
| 141. TAPAS KUMAR DUTTA | Member |
| 142. TAPASH KUMAR BANERJEE | Member |
| 143. TAPASHI RAY | Member |
| 144. TAPASI AGARWALLA | Member |
| 145. UPENDRA RAJAK | Member |
| PARUL JAIN | Company Secretary |

1. CHAIRMAN OF MEETING

In accordance with provisions of Article of Associations, Mr. Lalit Kumar Chhawchharia was elected Chairman of the meeting by Directors present.



2. RECORDS AVAILABLE FOR INSPECTION

The following documents and Registers were placed on the Table before the Meeting:

- a. Directors' Report for the financial year ended March 31, 2015.
- b. Auditors' Report for the financial year ended March 31, 2015.
- c. Audited Accounts for the financial year ended March 31, 2015.
- d. Registers of Director's, Directors Shareholding & Members .

3. WELCOME

At 11:00 A.M., the Chairman Mr. Lalit Kumar Chhawchharia, commence the Meeting by welcoming the members to 25th Annual General Meeting.

4. ASCERTAINMENT OF QUORUM

In aggregate 145 members were present in the Meeting, 125 members Present in Person, 19 present in proxy and 1 member was representative of M/s Nilgiri Mercantiles Private Limited through proxy. The Chairman announced that the requisite quorum being present, the meeting was called to order.

5. The Chairman introduced dias to shareholders.

6. The Chairman thereafter read out his speech. The Chairman then took up the items mentioned in Notice.

7. VOTING BY POLL

The Chairman, then asked the members to cast their votes on agenda items given in the notice of annual general meeting 2015, and put their respective Ballot Papers in the Ballot Boxes placed at the venue .The Members did accordingly. Ms. Neha Maheshwari, was appointed as Scrutinizer for conducting voting through poll vide Resolution No. 12 on board meeting held on 17th July, 2015. Thereafter, the Scrutinizer locked and sealed the polling boxes in the presence of the members and proxies.

8. DECLARATION OF RESULTS THROUGH POLL

Item No. 1 :-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

Voted in favour of the resolution

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 93 | 1337513 | 99.999% |



i. Voted **against** the resolution

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 3 | 16 | 0.001% |

ii. **Invalid** votes

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

Item No. 2 :-

Ordinary Resolution to appoint a Director in place of Mr. Lalit Kumar Chhawchharia (Din: 00339155), who retires by rotation at the Annual General Meeting and being eligible has offered himself for reappointment.

Voted in **favour** of the resolution

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 92 | 1337503 | 99.998% |

i. Voted **against** the resolution

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 3 | 26 | 0.002% |

ii. **Invalid** votes

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

Item No. 3 :-

Ordinary Resolution to ratify appoint M/s. B. Chhawchharia & Co., Chartered Accountants, as Auditors.

i. **Voted in favour of the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 93 | 1337513 | 99.999% |

ii. **Voted against the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 2 | 16 | 0.001% |

iii. **Invalid votes**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

Item No. 4 :-

Ordinary Resolution to ratify appoint of Mr. Rajeev Agarwal(DIN: 00840856) & Mr. Deepak Mehrotra(06482415) as Independent Directors.

i. **Voted in favour of the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 91 | 1337485 | 99.997% |

ii. **Voted against the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 3 | 44 | 0.003% |

iii. **Invalid votes**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

9. DECLARATION OF RESULTS THROUGH E-VOTING

the details containing *inter alia*, list of Equity Shareholders, who voted “for” and “against” each of the resolution that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e <https://www.evotingindia.com> and based on such reports generated, the result of the e-voting is as under:-

Item No. 1 :-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the report of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

(i) **Voted in favour of the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 2 | 2 | 7.41% |

(ii) **Voted against the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 1 | 25 | 92.59% |

(iii) **Invalid votes**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

Item No. 2 :-

Ordinary Resolution to appoint a Director in place of Mr. Lalit Kumar Chhawchharia (Din: 00339155), who retires by rotation at the Annual General Meeting and being eligible has offered himself for reappointment.

(i) **Voted in favour of the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 3 | 27 | 100% |

(ii) **Voted against the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 0 | 0 | - |

(iii) **Invalid votes**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

Item No. 3 :-

Ordinary Resolution to ratify appoint M/s. B. Chhawchharia & Co., Chartered Accountants, as Auditors.

(i) **Voted in favour of the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 3 | 27 | 100% |

(ii) **Voted against the resolution**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 0 | 0 | - |

(iii) **Invalid votes**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

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Item No. 4 :-

Ordinary Resolution to ratify appoint of Mr. Rajeev Agarwal(DIN: 00840856) & Mr. Deepak Mehrotra(06482415) as Independent Directors.

(i) Voted in favour of the resolution

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 2 | 2 | 7.41% |

(ii) Voted against the resolution

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 1 | 25 | 92.59% |

(iii) Invalid votes

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

10. COMBINED SCRUTINIZER REPORT

| Item no. of Notice | Votes in Favour of the resolution | | | Votes Against the resolution | | | Invalid Votes |
|--|-----------------------------------|----------|---|------------------------------|----------|---|---------------|
| | Nos. | | % of total number of valid votes cast (Favour and Against) | Nos. | | % of total number of valid votes cast (Favour and Against) | |
| | Non-Promoter | Promoter | | Non-Promoter | Promoter | | |
| Item no. 1 of the notice (As an Ordinary Resolution) | 3500 | 1334015 | 99.999% | 16 | 0 | 0.001% | 0 |
| Item no. 2 of the notice (As an Ordinary | 3515 | 1334015 | 99.998% | 26 | 0 | 0.002% | 0 |



| | | | | | | | |
|--|------|---------|---------|----|---|--------|---|
| Resolution) | | | | | | | |
| Item no. 3 of the notice (As an Ordinary Resolution) | 3525 | 1334015 | 99.999% | 16 | 0 | 0.001% | 0 |
| Item no. 4 of the notice (As an Ordinary Resolution) | 3472 | 1334015 | 99.997% | 44 | 0 | 0.003% | 0 |

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.

Proposed by: Mr. Saraf, Member

Seconded by: Mr. Mehta, Member.

The ordinary resolution set at item no. 1 of the notice pertaining to the adoption of annual accounts along with annexure, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT the Audited Balance Sheet & Profit & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2015 along with the Auditor’s Report and the Directors’ Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

The Chairman then invited the questions. The shareholders raised certain questions, which were suitably replied by the Chairman. The above Ordinary Resolution was thereafter put to **vote by poll**.

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.

Proposed by: Mr. Saraf, Member

Seconded by: Mr. Mehta, Member.

The ordinary resolution set at item no. 2 of the notice pertaining to the re-appointment of Mr. Lalit K. Chhawchharia proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT Mrs. Lalit Kumar Chhawchharia, Director who retires by rotation being eligible for re-appointment be and is hereby re-appointed as Director of the Company.”



3. To ratify the appointment of Statutory Auditors already appointed for a period of 3 years up to 2017 in the last year.

Proposed by: Mr. Banerjee, Member

Seconded by: Mr. Saraf, Member.

The ordinary resolution set at item no. 3 of the notice pertaining to the ratification of Auditor proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“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.

Proposed by: Mr. Saraf, Member

Seconded by: Mr. Banerjee, Member.

The ordinary resolution set at item no. 4 of the notice pertaining to the ratification of appointment of Independent Directors proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.


“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.

VOTE OF THANKS

The meeting concludes at 1:00 P.M. with the vote of thanks to the chair from the floor.

Date: 01.01.2015

Place: Kolkata



Lalit K. Chhawchharia
Chairman