

**WORLDWIDE LEATHER EXPORTS LTD.**

**Reg. Office:** 602, Rohit House, 3 Tolstoy Marg, Connaught Place, New Delhi-110001.

**Email Id:** legalteam.worldwide@gmail.com **Ph. No.:** +91-11-49446667/49446668

**CIN:** L70109DL1990PLC338798 **Website:** [www.wwal.in](http://www.wwal.in)

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**NOTICE OF POSTAL BALLOT  
(Pursuant To Section 110 of the Companies Act, 2013)**

Dear Member,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and pursuant to other applicable laws and regulations, the resolution proposed herein below is proposed to be passed as a special resolution by way of postal ballot / e-voting. The explanatory statement pursuant to provisions of section 102 of the Act pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form (the “**Form**”) for your consideration. The Postal Ballot Notice and Form is also available on the website of the Company at [www.wwal.in](http://www.wwal.in)

The Board of Directors of the Company (the “**Board**”) has appointed Mr. Vijay B. Patel, Proprietor of V. B. Patel & Co., Company Secretaries, Ahmedabad as the Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner and Central Depository Services (India) Limited (“**CDSL**”) as agency in respect of e-voting for the Postal Ballot.

You are requested to carefully read the instructions printed on the Form and record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 05:00 p.m. (IST) on Wednesday, March 6, 2019.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report on or before Friday, March 8, 2019 to the Chairman or in his absence to the person authorized by him in writing. The Chairman of the Company will announce the result of the postal ballot on or before Friday, March 8, 2019 at the registered office of the Company.

The aforesaid result along with the Scrutinizer's report would be displayed for at least three days at the registered office of the Company, intimated to the Stock Exchanges where the equity shares of the Company are listed and will also be placed on the Company's website, i.e., [www.wwal.in](http://www.wwal.in)

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**SPECIAL BUSINESS**

**ITEM NO. 1: RATIFICATION OF REVISED DISCLOSURE MADE IN ITEM NO. 1 OF POSTAL BALLOT NOTICE DATED NOVEMBER 13, 2018 REGARDING ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PUBLIC SHAREHOLDERS**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in furtherance to the special resolution passed by the shareholders of Worldwide Leather Exports Limited through postal ballot notice dated November 13, 2018, the consent of the members of the Company be and is hereby accorded to the Company to offer, issue, and allot, in one or more tranches, up to 3,16,000 Equity Shares of Rs.10/- each on preferential allotment/private placement basis at a price of Rs. 23.75 (including premium of Rs. 13.75) per Equity Share for cash, aggregating up to Rs. 75,05,000/- (Rupees Seventy Five Lakh Five Thousand Only) in accordance with the SEBI ICDR Regulations to the following allottees on such terms and conditions as the Board, in its absolute discretion, thinks fit:

Sr. No.	Name of Allottees	Category and Identify of Proposed Allottees	No. of Equity Shares proposed to be allotted	Pre-Preferential shareholding of proposed allottees as on the date of this postal ballot notice		Post Preferential allotment	
				No. of Shares	%	No. of Shares	%
1	Mr. Yogesh Kumar Gupta	Individual - Public	1,58,000	9,100	0.31	1,67,100	5.08
2	Mr. Abhishek Gupta	Individual - Public	79,000	-	-	79,000	2.40
3	Ms. Mridula Gupta	Individual - Public	79,000	1,000	0.03	80,000	2.43
	<b>Total</b>		<b>3,16,000</b>	<b>10,100</b>	<b>0.34</b>	<b>3,26,100</b>	<b>9.92</b>

“**RESOLVED FURTHER THAT** the names of the above allottees and disclosures concerning their pre and post preferential shareholding be and are hereby ratified and approved to enable the Company and Board of Directors to take requisite further action for seeking listing approval from the stock exchange.”

“**RESOLVED FURTHER THAT** all terms and conditions of the preferential allotment as approved by the shareholders of the Company vide special resolution through postal ballot notice dated November 13, 2018 shall remain the same.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, incidental or expedient for the issue of Equity Shares of the Company on preferential basis including delegation of all or any of the power conferred by this resolution to any of its committee or any director(s) or officer(s) of the Company and to resolve and settle all the question and doubts that may arise while implementing the issue and allotment of Equity Shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Date:** January 28, 2019

**Place:** New Delhi

**By The Order of Board  
Worldwide Leather Exports Limited**

**Sd/  
Abhishek Jain  
Joint Managing Director  
DIN: 02801441**

## NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Special Business, is appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on cut-off date, i.e., Friday, January 25, 2019. The Postal Ballot Notice and Form is also available on the website of the Company at [www.wwal.in](http://www.wwal.in).
3. The Company has appointed Mr. Vijay B. Patel, Proprietor of V. B. Patel & Co., Company Secretaries, Ahmedabad, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
4. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e- voting facility as an option to all the Members of the Company. The Company has availed services of CDSL for the purpose of providing e-voting facility.
5. The Cut-off date for reckoning the voting rights of the members of the Company is Friday, January 25, 2019. Members holding equity shares as on Cut-off date may cast their vote through Postal Ballot or through e-voting and a person who is not a member as on the Cut-off date shall treat this notice for information purpose only.
6. If a member has voted through e-voting facility, he/she is not required to send the physical postal Ballot Form. However, in case Members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.
7. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail can seek duplicate Postal Ballot Form from Beetal Financial and Computer Services (P) Ltd., Registrar & Share Transfer Agent, Unit: Worldwide Leather Exports Limited, at Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Nr. Dada Harsukh Das Mandir, New Delhi, Delhi-110062, fill in the details and send the same to the Scrutinizer.
8. The last date of receipt of Postal Ballot Form, i.e. Wednesday, March 6, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **9. The instructions for shareholders voting electronically are as under:**

(I) The voting period begins from Tuesday, February 5, 2019 and ends Wednesday, March 6, 2019. 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., Friday, January 25, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</li> </ul>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Worldwide Leather Exports Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) 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](http://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](mailto: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](mailto: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.

(xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xx) Mr. Vijay B. Patel, Proprietor of V. B. Patel & Co., Company Secretaries (Membership No 7871, CP 8853), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xxi) The scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the e- voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

**Date: January 28, 2019**

**Place: New Delhi**

**By Order of Board of Directors  
Worldwide Leather Exports Limited**

**Abhishek Jain  
Joint Managing Director  
DIN: 02801441**

## **EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF COMPANIES ACT, 2013**

The Board of Directors of the Company has, at its meeting held on November 13, 2018, approved a proposal to raise fund up to Rs. 75,05,000/- through issue of equity shares of Rs. 10 each (“**Equity Shares**”) on preferential basis to identified investors to meet the working capital requirements and general corporate purposes of the Company in compliance with provisions of sections 42 and 62 of the Companies Act, 2013 and the provisions of the Chapter V of the Securities Exchange and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and other applicable rules, regulations and guidelines issued there under.

The members of the Company had approved the proposal of raising of the funds up to Rs. 75,05,000/- through issue of Equity Shares on preferential basis to identified investors by passing a special resolution through postal ballot notice dated November 13, 2018, the result of which was declared on Monday, December 24, 2018.

Subsequently, the Company has made an application to BSE limited for seeking its in-principal approval for listing of Equity Shares to be allotted Preferential Basis. Pursuant to the said in-principle listing application, BSE Limited has advised the Company to disclose the correct pre and post preferential shareholding of the proposed allottees and to get the same ratified by the shareholders of the Company so as to be in compliance with requirement of Regulation 163 of the SEBI ICDR Regulations.

Accordingly, the shareholders of the Company should note, read and ratify the following disclosure in substitution of disclosure made in point no. 9 of the explanatory statement annexed to postal ballot notice dated November 13, 2018:

### **The Identity of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Sr. No.	Name of Allottees	Category and Identify of Proposed Allottees	No. of Equity Shares proposed to be allotted	Pre-Preferential shareholding of proposed allottees as on the date of this postal ballot notice		Post Preferential allotment	
				No. of Shares	%	No. of Shares	%
1	Mr. Yogesh Kumar Gupta	Individual - Public	1,58,000	9,100	0.31	1,67,100	5.08
2	Mr. Abhishek Gupta	Individual - Public	79,000	-	-	79,000	2.40
3	Ms. Mridula Gupta	Individual - Public	79,000	1,000	0.03	80,000	2.43
	<b>Total</b>		<b>3,16,000</b>	<b>10,100</b>	<b>0.34</b>	<b>3,26,100</b>	<b>9.92</b>

All the disclosures made in the explanatory statement annexed to postal ballot notice dated November 13, 2018, save and except to the extent modified herein, shall remain the same.

The resolution proposed herein is to ratify the disclosure made in the postal ballot notice dated November 13, 2018 so as to comply with the requirements of Regulation 163 of the SEBI ICDR Regulations and accordingly, the Board recommends the proposed resolution be passed as a special resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

**Date: January 28, 2019**

**Place: New Delhi**

**By The Order of Board  
Worldwide Leather Exports Limited**

**Sd/-  
Abhishek Jain  
Joint Managing Director  
DIN: 02801441**

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**POSTAL BALLOT FORM**

Serial No.

1. Name & registered Address of Sole/first named shareholder:
2. Name(s) of joint shareholder(s) if any:
3. Registered folio No. or DPID No.& Client ID No.:
4. No. of Equity shares held:

I/ We hereby exercise my/ our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice dated 28<sup>th</sup> January, 2019 of Worldwide Leather Exports Limited (the “**Notice**”) by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing tick (√) mark in the appropriate column below:

S. No.	Item No.	No. of Shares held by me	I assent to the resolution (FAVOUR)	I dissent from the resolution (AGAINST)
1	<b>Special Resolution:</b> Ratification of the revised disclosure made in item no. 1 of postal ballot notice dated November 13, 2018 regarding issue of equity shares on preferential basis to public shareholders			

**Date:**

**Place:**

**Signature of the Shareholder**

<b>E VOTING PARTICULARS</b>	
Name of the Company	*Default PAN or Sequence No.
<b>Worldwide Leather Exports Limited</b>	<b>Use Your PAN</b>

\*Only members who have not updated their PAN with the company/ depository participant shall use default PAN in PAN Field.

**Note:** Please read carefully the instructions before exercising the vote, relevant information are given in the Notice and in the Ballot Form, including last date of receipt of Postal Ballot form, period for e-voting etc.

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### **Instructions**

1. A member desiring to exercise vote by postal ballot may complete and sign this Postal Ballot Form and send it to the Scrutinizer, **Mr. Vijay B. Patel**, Practicing Company Secretary (**Membership No.: FCS-7871, CP No. 8853**) at **325, Avani Icon, Haridarshan Cross Roads, Nava Naroda, Ahmedabad- 382330, Gujarat** in the attached self-addressed prepaid postage Business Reply Envelope. Envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.
3. Incomplete or Unsigned Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 5:00 p.m. (IST) on Wednesday, March 6, 2019. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
5. Voting rights shall be reckoned on the number of shares registered in the name of the member(s) as on Friday, January 25, 2019.
6. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolutions/appropriate authorization with the specimen signature(s) of the authorized signatory(ies), duly attested. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form. A member may sign the Form through an attorney appointed specially for this purpose, in which case, an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. The Scrutinizer shall forward his report on the Postal Ballot to the Chairman on or before Friday, March 8, 2019 and the results will be declare by the Chairman on or before Friday, March 8, 2019 at the registered office of the Company.
8. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.