

# 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.wleltd.com

## 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 appended 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.wleltd.com](http://www.wleltd.com).

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 Saturday, 22<sup>nd</sup> December, 2018.

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 Monday, 24<sup>th</sup> December, 2018 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 Monday, 24<sup>th</sup> December, 2018 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.wleltd.com](http://www.wleltd.com).

## SPECIAL BUSINESS

### ITEM NO. 1: 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** pursuant to the provisions of sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable (the **“Act”**), the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), the provisions of the Memorandum of Association and Articles of Association of the Company and such other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), stock exchange and/or any other statutory / regulatory authority as may be applicable to the preferential issue of Equity Shares (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of SEBI, RBI, stock exchange, ROC, or such other bodies or authorities as may be required by law and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions, 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 upto Rs. 75,05,000/- (Rupees Seventy Five Lakh Five Thousand Only) in accordance with the SEBI ICDR Regulations to the following persons on such terms and conditions as the Board, in its absolute discretion, thinks fit:

Sr. No.	Name of the Proposed Allottee(s)	Category of Allottee(s)	No. of Shares proposed to be subscribed
1	Mr. Yogesh Kumar Gupta	Public	1,58,000
2	Mr. Abhishek Gupta	Public	79,000
3	Ms. Mridula Gupta	Public	79,000

**“RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the proposed allottees by way of a preferential issue shall, inter-alia, be subject to the following:

- The Equity Shares shall be issued and allotted by the Company to the proposed allottees in dematerialised form within period of 15 (fifteen) days from the date of passing of this resolution; provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- The Equity Shares to be offered, issued and allotted shall rank pari-passu in all respects with the existing Equity Shares of the Company including the payment of dividend, if any;
- The **“Relevant Date”** for the offer, issue and allotment of the Equity Shares by way of a preferential issue, as per the SEBI ICDR Regulations, for determination of minimum price for the issue of said Equity Shares is 23<sup>rd</sup> November, 2018 being the date 30 days prior to the last date for receipt of postal ballot forms by the Scrutinizer. However, 23<sup>rd</sup> November, 2018 being a holiday, the day preceding the holiday, i.e., 22<sup>nd</sup> November, 2018 is considered as the Relevant Date.
- The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations;
- The Equity Shares so offered, issued and allotted will be listed on Stock Exchange(s) where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals; and
- The full consideration for subscription to the Equity Shares shall be received along with the application and shall be received from the respective bank accounts of the proposed allottees.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide other terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any terms and conditions of the issue of Equity Shares as it may, in its absolute discretion, deem fit and expedient.”

**“RESOLVED FURTHER THAT** the draft of the Private Placement Offer Letter as approved by the Board of Directors, be and is hereby approved and the Board of Directors of the Company be and is hereby authorized to issue the same to the proposed allottees for inviting subscription to the proposed issue of Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby 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.”

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

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

**Date: 13.11.2018  
Place: New Delhi**

**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, 16<sup>th</sup> November, 2018. The Postal Ballot Notice and Form is also available on the website of the Company at [www.wleltd.com](http://www.wleltd.com).
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, 16<sup>th</sup> November, 2018. 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, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, Nr. Dada Harsukh Dass 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. Saturday, 22<sup>nd</sup> December, 2018, 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 Friday, 23<sup>rd</sup> November, 2018 and ends on Saturday, 22<sup>nd</sup> December, 2018. 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 16<sup>th</sup> November, 2018, 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	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"> <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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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.

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

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

**Date: 13.11.2018  
Place: New Delhi**

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**ACT**”), sets out material facts relating to the business mentioned in the accompanying Notice dated November 13, 2018.

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 provision 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.

In terms of provisions of section 42 read with section 62(1)(c) of the Companies Act, 2013 and rules made there under and the SEBI ICDR Regulations, the issue and allotment of Equity Shares to certain identified investors requires prior approval of the members of the Company by way of a special resolution. Accordingly, the proposed resolution is being circulated for your consideration and approval.

Information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI ICDR Regulations in addition to the disclosures required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out below:

### **1. Particulars of the Issue:**

The Company proposes to issue up to 3,16,000 Equity Shares of face value Rs. 10 each at a price of Rs. 23.75 per Equity Share for cash aggregating up to Rs. 75,05,000/- (Rupees Seventy Five Lakh Five Thousand Only).

### **2. Object(s) of the Issue:**

The objects of the Issue are to meet the working capital requirements and general corporate purposes of the Company.

### **3. Intention of promoters, directors or key managerial personnel of the issuer to subscribe to the offer and contribution made by promoters and directors as a part of offer or separately in furtherance of objects of the offer:**

None of the Promoters/Directors/Key Management Personnel intend to subscribe to this offer and has not made any contribution in furtherance of the objects stated above.

### **4. The price at which the allotment is proposed:**

The Equity Shares are proposed to be issued at a price of Rs. 23.75 per Equity Share.

### **5. Basis of arriving at the Issue Price:**

The Equity Shares of the Company are not frequently traded within the meaning of Regulation 164 of the SEBI ICDR Regulations and accordingly, The Issue price has been decided by the Board in accordance with Regulation 165 of the SEBI ICDR Regulations on the basis of valuation report dated November 13, 2018 issued by M/s N.C. Vaishnav & Co., Chartered Accountants (“**Valuer**”). The Valuer has estimated fair value of equity shares of the Company as Rs. 23.72 per Equity Share and accordingly, considering the valuation report of the Valuer, The board of directors of the Company has decided to issue the Equity Shares at a price of Rs. 23.75 per Equity Share.

### **6. Relevant date:**

The relevant date for the purpose of the proposed issue in terms of Regulation 161 of the SEBI ICDR Regulations is 23rd November, 2018, i.e., the date thirty days prior to the last date for receipt of postal ballot forms by the Scrutinizer. However, 23rd November, 2018 being a holiday, the day preceding the holiday, i.e., 22nd November, 2018 shall be considered as the Relevant Date.

### **7. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the persons other than the promoters and promoter group, directors and Key Managerial Personnel of the Company.

**8. The proposed time within which the allotment shall be completed:**

The Allotment shall be completed within 15 days from the date of passing of the special resolution by the members. However, in case of any statutory or regulatory approval from any authority for issue and allotment of Equity Shares is pending, the allotment shall be completed within 15 days of receipt of such statutory or regulatory approval.

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

Sr. No.	Name of the Proposed Allottee(s)	Status of Investor	No. of Shares proposed to be subscribed	% of post preferential issue equity share capital of the Company
1	Mr. Yogesh Kumar Gupta	Individual	1,58,000	4.81%
2	Mr. Abhishek Gupta	Individual	79,000	2.40%
3	Ms. Mridula Gupta	Individual	79,000	2.40%

**10. The change in control, if any, in the Company that would occur consequent to the preferential offer:**

No change in the control of the Company would occur consequent to the proposed preferential offer.

**11. Pre issue and post issue shareholding pattern of the Company is as under:**

The shareholding pattern before and after the Issue would be as under:

Sr. No.	Particulars	Pre Issue		Post Issue*	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
<b>A</b>	<b>Promoters' holding:</b>				
1	<b>Indian</b>				
	Individual	5,92,286	19.94	5,92,286	18.02
	Bodies Corporate	9,95,115	33.50	9,95,115	30.28
	Sub Total	15,87,401	53.44	15,87,401	48.30
2	Foreign Promoters	0	0	0	0
	<b>Sub Total (A)</b>	<b>15,87,401</b>	<b>53.44</b>	<b>15,87,401</b>	<b>48.30</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1	Institutional investors	0	0	0	0
2	Non-Institutional investors				
	Private body corporates	58,761	1.98	58,761	1.79
	Directors and relatives	0	0	0	0
	Indian public	12,40,617	41.77	15,56,617	47.37
	Other (including NRI)	83,521	2.81	83,521	2.54
	<b>Sub Total (B)</b>	<b>13,82,899</b>	<b>46.56</b>	<b>16,98,899</b>	<b>51.70</b>
	<b>Grand Total</b>	<b>29,70,300</b>	<b>100.00</b>	<b>32,86,300</b>	<b>100.00</b>

\*assuming full subscription by the proposed allottees.

**12. the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

No preferential allotment has been made during last year.

**13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable as the allotment is proposed to be made for cash.

**14. Undertaking of re-computation of the Issue Price:**

Since the Equity Shares of the Company are listed for more than 26 weeks preceding the relevant date, the provisions concerning the re-computation of the Issue Price is not applicable to the Company.

**15. Lock-in:**

The Equity Shares issued under the proposed preferential issue shall be locked-in for a period of one year from the date of receipt of trading approval from the stock exchange.

Further, the pre-issue Equity Shares, if any held by the proposed allottees shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

**16. Disclosure as per Schedule VI of the SEBI ICDR Regulations:**

Neither the Company nor any of its promoters or directors is a wilful defaulter and accordingly, the disclosure as specified under Schedule VI of SEBI ICDR Regulations is not applicable to the Company.

**17. Auditors' Certificate:**

A copy of auditors' certificate certifying that the proposed issue is being made in accordance with the provisions of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on any business day during working hours till the last date of receipt of postal ballot forms by the Scrutinizer.

The fund received from the proposed preferential issue will be applied for the objects as stated hereinbefore and thus, the proposed issue is in the interest of the Company. Accordingly, the Board recommends the proposed motion be passed as a special resolution.

The copy of valuation report and other documents as referred in this resolution will be available for inspection at registered office of the Company during business hours on any working day till the last date of receipt of postal ballot forms by the Scrutinizer.

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(s), in accordance with the instructions set out herein.

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

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

**Date: 13.11.2018  
Place: New Delhi**

# 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.wleltd.com

## 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 13<sup>th</sup> November, 2018 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> To consider and approve the Issue of Equity Shares on preferential allotment basis to public shareholders.			

Place :

Date :

(Signature of the Shareholder)

## E VOTING PARTICULARS

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.

# 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.wleltd.com

## 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 Saturday, 22<sup>nd</sup> December, 2018. 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, 16<sup>th</sup> November, 2018.
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 24<sup>th</sup> December, 2018 and the results will be declared by the Chairman on or before 24<sup>th</sup> December, 2018 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.