
WORLDWIDE LEATHER EXPORTS LTD**Reg. Office:**

5-F Everest, 46/C,
Chowringee Road,
Kolkata- 700071

E Mail ID: legalteam.worldwide@gmail.com

CIN: L70109WB1990PLC049313

Corp. Office:

602, Rohit House
3 Tolstoy Marg,
Connaught Place New Delhi-110001.

Ph. No.: 011-43588777 & 43595702

Website: www.wleltd.com

Notice 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 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, that the resolutions appended are proposed to be passed by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Umesh Ved, Practicing Company Secretary, Ahmedabad as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, 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. on Tuesday, 16th January, 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 Thursday, 18th January, 2018 to the Chairman/Director. The Chairman of the Company would announce the result of the postal ballot on or before Thursday, 18th January, 2018 at the registered office of the Company.

The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, along with the Scrutinizer's report on the Company's website. i.e. www.wleltd.com

ITEM NO. 1 To shift the Registered Office from Kolkata in the State of West Bengal to New Delhi in the State of NCT of Delhi and consequential amendment in Clause II of the Memorandum of Association :

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

“RESOLVED THAT subject to the provisions of Section 12(5), 13(4), 110 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and Companies (Management and Administration) Rules, 2014 and any other provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, the Registered Office of the Company be shifted from Kolkata in the State of West Bengal to New Delhi in the State of NCT of Delhi and consequently the Clause II of the Memorandum of Association of the Company be altered by substituting the words in the “State of West Bengal”, by the words in the “State of NCT of Delhi”, within the Jurisdiction of Registrar of Companies, New Delhi and the new clause (II) shall be read as under:

II: “The Registered Office of the Company will be situated in the State of NCT of Delhi”

“RESOLVED FURTHER THAT upon confirmation of the Regional Director, Eastern Region the Registered Office of the Company be shifted from 5F, Everest, 46/C, Chowringee Road, Kolkata, West Bengal – 700071 and be situated at “602, Rohit House, 3 Tolstoy Marg, Connaught Place, New Delhi-110001” in the state of NCT of Delhi.”

ITEM NO. 2 Alteration in Main Object Clause of the Company:

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

“RESOLVED THAT Pursuant to Section 13 and 110 of the Companies Act, 2013, and all other applicable provisions, if any, and subject to the confirmation of the Registrar of companies the Main Object Clause of the Memorandum of Association of the Company be and is hereby amended as follows :

1. The following be inserted as Clause No. 1

To carry on the business as manufactures, re-rollers, importers, exporters, buyer, sellers, representatives, factors, agents, consignees, dealers and distributors or otherwise deal in ferrous, non ferrous metals, ores, , alloy, steels, ores, ferro alloys, amalgams pig iron, wrought iron, steel aluminum foils, powders, wires, cables, sheets, grills, copper and copper alloys, alloy steel, sponge iron, by whatever method, mode, technique, and process including cold rolled process, converts, rolled steel makers, miners, smelters, engineers, iron and steel foundries all kinds of steels, stainless steel, scraps, hardware castings, bimetal product, prestressed pillars, billets including manufacturing, processing and fabricating of pipes, utensils, wires, nails,

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wire ropes, screws, expanded metal hinges, plates, hoops, angles and to manufacture any other engineering products, Metallurgical prospectors, explorers, contractors, agents and to establish workshops for the manufacture of any equipment required for any of the industries which the company can undertake and to deal in such equipment.

2. The existing Clause No. 1, 2, 3 & 4 be Renumbered as 2, 3, 4 & 5.

RESOLVED FURTHER THAT the Board or the Committee or any one of the Directors of the Company shall be entitled to exercise all such powers and authorities to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/ or expedient for implementing and giving effect to the aforesaid resolution.”

ITEM NO.3 Adoption of New Set of Articles of Association as Per the Provisions of the Companies Act 2013.

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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

Place: Kolkata
Date: 08.12.2017

BY ORDER OF THE BOARD OF DIRECTORS
WORLDWIDE LEATHER EXPORTS LTD

PARAG JAIN
MANAGING DIRECTOR
DIN: 02803856

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Special Business, are 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 Friday 08th December, 2017.

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3. The Company has appointed Mr. Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot 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 entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
5. 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.
6. 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 Dass Mandir, New Delhi, Delhi-110062 fill in the details and send the same to the Scrutinizer.

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins from Monday, 18th December, 2017 and ends on Tuesday, 16th January, 2018. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday 08th December, 2017, 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.
 - (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 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:

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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
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">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).

(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.

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- (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 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Mr. Umesh Ved, Company Secretary of M/s. Umesh Ved & Associates, (Membership No 4411, CP 2924), Ahmedabad 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 three working days 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.

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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM No. 1:

Presently, the Registered Office of the Company is situated in the State of West Bengal. However, since the Directors of the Company are situated in Delhi and keeping in view the administrative convenience, cost effectiveness, growth potential and the opportunities existing there, it is proposed to shift the registered office of the Company to the State of NCT of Delhi.

Accordingly, your Board of Directors have proposed the shifting of the Registered office of the Company from the State of West Bengal to the State of NCT of Delhi subject to such approvals as may be required.

In accordance with the provisions of Section 13(4) of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 for shifting of the Registered Office from one state to another, alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders by way of Special Resolution and subject to the confirmation of the Regional Director/Central Government. Therefore it has become necessary to seek your consent by way of special resolution to give effect to such change.

None of the Director(s) is deemed to be interested or concerned in the proposed resolution except to the extent of their shareholding.

The Board recommends the aforesaid Special Resolution for your approval.

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ITEM No. 2:

As you are aware, the Company was originally incorporated on 26th June, 1990 with the Main Object as mentioned in the Memorandum of Association of the Company which reflects that the Company is carrying on the business of merchant exports of premium leather footwear.

The new management after concluding recent takeover process decided to alter the Object clause of the Memorandum by way of addition of Manufacturing of aluminum foils, powders, wires, cables sheets and grills.

Further, to move further and achieve the better mark in the society, the Board has proposed to renumber the clause No. 1, 2, 3 &4 after the following as clause No. 1.

1. To carry on the business as manufactures, re-rollers, importers, exporters, buyer, sellers, representatives, factors, agents, consignees, dealers and distributors or otherwise deal in ferrous, non ferrous metals, ores, , alloy, steels, ores, ferro alloys, amalgams pig iron, wrought iron, steel aluminum foils, powders, wires, cables, sheets, grills, copper and copper alloys, alloy steel, sponge iron, by whatever method, mode, technique, and process including cold rolled process, converts, rolled steel makers, miners, smelters, engineers, iron and steel foundries all kinds of steels, stainless steel, scraps, hardware castings, bimetal product, prestressed pillars, billets including manufacturing, processing and fabricating of pipes, utensils, wires, nails, wire ropes, screws, expanded metal hinges, plates, hoops, angles and to manufacture any other engineering products, Metallurgical prospectors, explorers, contractors, agents and to establish workshops for the manufacture of any equipment required for any of the industries which the company can undertake and to deal in such equipment.

In order to enable the company to do so, it is required to alter the Object clause of the Memorandum of Association of the Company so as to include the said business

The alteration of Memorandum of Association requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 of the Act and accordingly the approval of the Shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on 08th December, 2017 has accorded its approval for alteration of Memorandum of Association. Your Directors recommend the same for approval of the Shareholders to be passed as Special Resolution(s).

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution(s) except to their shareholdings.

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ITEM No. 3:

As you are aware that with the applicability of the provisions of the Companies Act, 2013 and the rules there under, it is desirable to alter the provisions of the Articles of Association of the Company so as to include the provisions of the new Act.

Adoption of new set of Articles of Association requires approval of the members through Special Resolution. Hence Board of Director of your Company has placed the above resolutions for your kind consideration and approval.

Altered set of Articles of Association of the Company as initialed by the Chairman of the Board for the purpose of identification is available for inspection at the registered office of the Company during business hours on any working day.

None of the Director is interested or concerned in the above resolution except to the extent of the share holding in the Company.

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

Place : Kolkata
Date : 08.12.2017

BY ORDER OF THE BOARD OF DIRECTORS
WORLDWIDE LEATHER EXPORTS LTD

PARAG JAIN
MANAGING DIRECTOR
DIN: 02803856

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POSTAL BALLOT FORM Serial No.

1. Name & registered address of :
the sole / first named share holder
2. Name(s) of the Joint :
Shareholder(s), if any
3. Registered folio Number or :
DPID No. & Client ID No.
4. Number of equity shares held :
5. I / we hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the notice dated 08th December, 2017, Friday of Worldwide Leather Exports Ltd (the "Notice") by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (✓) at the appropriate column below.

Description of Resolution	No. of shares held	I/we assent to the resolution	I/we dissent to the resolution
Special Resolution - To shift the Registered Office from Kolkata in the State of West Bengal to New Delhi in the State of NCT of Delhi and consequential amendment in Clause II of the Memorandum of Association			
Special Resolution - To Alteration in Main Object Clause of the Company			
Special Resolution - Adoption of New Set of Articles of Association in place of the existing Articles of Association as per the provisions of the Companies Act, 2013			

Date:

Place:

Signature of Shareholder

E-VOTING PARTICULARS	
EVSN (Electronic Voting Sequence Number)	*Default PAN or Sequence No.
171212011	Use Your PAN

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note: Please read carefully the instructions before exercising the vote. Relevant instructions are given in the Notice and in this Ballot form, including last date of receipt of postal ballot form, period for evoting etc.

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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. Umesh Ved, Practicing Company Secretary (Membership No.: FCS-4411, CP No. 2924) at 304, Shoppers Plaza-V, Government Servants Co-operative Housing Society, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad-380009** 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 company not later than the close of working hours on Tuesday 16th January, 2018, 5:00 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
5. 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.
6. The scrutinizer shall forward his report on the Postal Ballot to the Chairman on or before 18th January, 2018 and the results will be declared by the Chairman on/ or before 18th January, 2018 at the registered office of the company.
7. 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.