

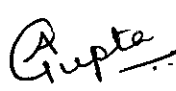



**FORM B**

**(Clause 31(a) of Listing Agreement)**

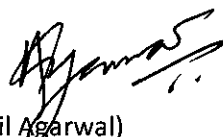
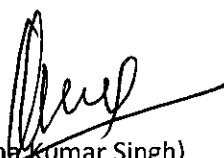

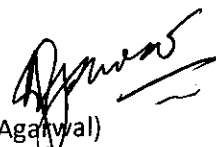
**Format of covering letter of the annual audit report to be filed with the Stock Exchange**

1	Name of the company	Worldwide Leather Exports Limited (Standalone)
2	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3	Type of Audit observation	Qualified
4	Frequency of observation	Repetitive
	Draw Attention to relevant notes in the annual financial statements and management response to the qualification in the directors report	Observations: As stated in Auditors Report (standalone), regarding disclosing particulars in respect of AS-15 (Employee benefits)  Refer Note no. 27 (10) (Page No. 27) in notes to the accounts (Standalone)  Management Response Point 6 in Directors Report (Heading- Statutory Auditors and Report) (Page 5).
	Additional Comment from the Board/ Audit Committee Chair	As per disclosure made in Directors Report.
5	To be signed by- • Managing Director	 (Anil Agarwal)
	•CFO	 (Krishna Kumar Singh)
	• Auditor of the company	For B. Chhawchharia & Co. Chartered Accountants  (Abhishek Gupta) Firm Reg No. 305123E Membership No. 529082
	• Audit Committee Chairman	 (Anil Agarwal)

**FORM B**

**(Clause 31(a) of Listing Agreement)**

**Format of covering letter of the annual audit report to be filed with the Stock Exchange**

1	Name of the company	Worldwide Leather Exports Limited (Consolidated)
2	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015.
3	Type of Audit observation	Qualified
4	Frequency of observation	Repetitive
	Draw Attention to relevant notes in the annual financial statements and management response to the qualification in the directors report	Observations: As stated in Auditors Report (consolidated), regarding disclosing particulars in respect of AS-15 (Employee benefits)  Refer Note no. 27 (12) (Page No. 40) in notes to the accounts (Consolidated)  Management Response Point 6 in Directors Report (Heading- Statutory Auditors and Report) (Page 5).
	Additional Comment from the Board/ Audit Committee Chair	As per disclosure made in Directors Report.
5	To be signed by- • Managing Director	 (Anil Agarwal)
	• CFO	 (Krishna Kumar Singh)
	• Auditor of the company	For B. Chhawchharia & Co. Chartered Accountants  (Abhishek Gupta) Firm Reg No. 305123E Membership No. 529082
	• Audit Committee Chairman	 (Anil Agarwal)

## WORLDWIDE LEATHER EXPORTS LIMITED

Key Managerial Personnel	Anil Agarwal Lalit Chhawchharia Renu Agarwal Krishna Kumar Singh Parul Jain Deepak Mehrotra Rajeev Agarwal	<i>Managing Director</i> <i>Director (Advisor Corporate Affairs)</i> <i>Director (Advisor Administration)</i> <i>Chief Financial Officer</i> <i>Company Secretary &amp; Compliance Officer</i> <i>Independent Director</i> <i>Independent Director</i>
Auditors	B.Chhawchharia & Co.	
Internal Auditor	R K Agarwal & Associates	
Bankers	Vijaya Bank	
Registered Office	5-F, Everest, 46/C, Chowringhee Road, Kolkata – 700 071	
Factory & Head Office	38 <sup>th</sup> Milestone, N.H. 8, Behrampur Road, Gurgaon – 122 001 Haryana	
Secretarial Services	Punit Handa & Associates Akarshika Goel & Associates	
Registrars & Share Transfer Agents	Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3 <sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi – 110 062	
Investor Service Department	38 <sup>th</sup> Milestone, N.H. 8, Behrampur Road, Gurgaon – 122 001 (HR) Tel # - (0124) - 2215447-50	
E-mail	isd@wleltd.com	
Website	www.wleltd.com	
Listing at Stock Exchanges	The Calcutta Stock Exchange Association Ltd. 7 Lyons Range, Kolkata 700 001 & The Bombay Stock Exchange Phiroze Jeejeebhoy Towers, Mumbai 400 001	

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### CONTENTS

Notice .....	02
E-voting .....	03
Directors' Report .....	05
MGT-9 (Extract of Annual Return).....	08
Secretarial Audit Report.....	12
Auditors' Report.....	15
Balance Sheet .....	18
Profit and Loss Account .....	19
Cash Flow Statement .....	20
Schedules .....	21
Auditors' Report on Consolidated Financial Statement.....	28
Consolidated Financial Statements .....	31
Form AOC-1 (Financial Statement of Subsidiary).....	41
Proxy Form .....	42

## NOTICE

Notice is hereby given that 25<sup>th</sup> Annual General Meeting of members of M/s Worldwide Leather Exports Limited will be held on Thursday, the 3<sup>rd</sup> day of September, 2015 at 11.00 A.M. at 'Kala Kunj' (Basement Kalamandir), 48 Shakespeare Sarani, Kolkata – 700 017 to transact the following businesses.

### Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit and Loss Account for the year ended on that date and the report of the Auditors and Directors thereon.
2. To appoint a director in place of Mr. Lalit K. Chhawchharia (DIN: 00339155) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
3. To ratify the appointment of Statutory Auditors already appointed for a period of 3 years up to 2017 in the last year. In this connection, to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary resolution.  
“RESOLVED that Messrs B. Chhawchharia & Co., Chartered Accountants, be and are, hereby, ratified as the Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration already decided by the Board.”

### Special Business

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

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

The Independent Directors proposed to be appointed fulfil the conditions specified in the Act & rules made there under and both the directors are independent of the management. They were appointed by the board in compliance with the Companies Act, 2013 on 21.03.2015.

The terms and conditions of appointment of Independent director shall be open for inspection at the registered office of the company & shall also be available on Company's website.

### NOTES

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not to be a member of the Company. Proxy form duly filled up and executed must be received at the Registered Office of the Company not less than 48 hours before the time fixed for meeting.**
2. The Register of members and the share transfer book shall remain closed on 2<sup>nd</sup> and 3<sup>rd</sup> of September, 2015.
3. Member seeking any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
4. Any change of address may please be notified to the Registrar and Share Transfer Agent M/s Beetal Financial & Computer Services (P) Ltd., Beetal House, 3<sup>rd</sup> Floor, 99 Madangir Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi- 110 062.
5. Members are requested to bring their copies of Annual Report at the meeting as additional copies will not be circulated in the meeting.
6. Members attending the meeting are requested to bring their Attendance Slips duly filled and deliver the same at the entrance of the meeting.
7. All the relevant documents mentioned in the aforesaid business are available at for inspection at the Registered Office of the Company during normal office hours.

By order of the Board  
Anil Agarwal  
(Managing Director)

Date: 17<sup>th</sup> July, 2015  
Gurgaon  
Registered Office:  
5-F Everest,  
46/C, Chowringhee Road,  
Kolkata-700 071

## VOTING THROUGH ELECTRONIC MEANS 2014-15

We are pleased to inform you that Worldwide Leather Exports Limited (or “the company”) is offering e-voting as related to its members in respect of the business to be transacted at the 25<sup>th</sup> Annual General Meeting scheduled to be held on 3<sup>rd</sup> Sep at 11.00 A.M at Kalakunj 48 Shakespeare Sarani, Kolkata-700017.

The company has engaged the services of Beetal Financials & Computer Services Private Limited (“Beetal”) as the Authorised Agency to provide e-voting facilities.

The e-voting facility will be available during following voting period:

Commencement of E-voting	From 10.00 A.M. (IST) on 30 <sup>th</sup> Aug, 2015
End of E-voting	Upto 5.00 P.M. (IST) on 2 <sup>nd</sup> Sept, 2015

### Shareholder Instructions For E-Voting

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 30<sup>th</sup> Aug, 2015 from 10.00 A.M. and ends on 2<sup>nd</sup> Sept, 2015 to 5.00 P.M. 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. 27<sup>th</sup> Aug, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address sticker on this booklet.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR DOB	<p>Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <WORLDWIDE LEATHER EXPORTS LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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 Corporates.
  - 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 27<sup>th</sup> Aug, 2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) 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)

## DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting their 25<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the financial year ended March 31<sup>st</sup>, 2015.

### 1. Financial summary or highlights/Performance of the Company

Particulars	Year ended on 31/03/2015	Year ended on 31/03/2014
Total Revenue from operation	64684770	75631791
Total Expenditure	62639468	81654366
Profit/(loss) from Ordinary activities before tax	2045302	(221630)
Less: Tax Expenses	677200	(667102)
<b>Net Profit/(loss) from Ordinary activities after tax</b>	1368102	(1829384)
Add: balance brought forward	1643547	3472931
Balance carried forward to Balance Sheet	3011649	1643547

### 2. State of Company's affair

The company is now mainly engaged in the business of merchant exporting of footwear. With this change of business strategy, the company has earned a profit of Rs. 2045302/- before tax after providing for depreciation of Rs 1514652/- as compared to last year's loss of Rs. 2496486/-. **No Material changes has been occurred** subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report, also there is **no change in the nature of the business** of the company during the year. The **CSR** provisions were not applicable on the company during the year under review. **No deposits** were accepted or remain unpaid, nor did any default occur during the year.

### 3. Reserves and Dividends

No amount is transferred to the general reserve of the company during the year. Also, Board of Director's do not recommended any dividend for the financial year 2014-15.

### 4. Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The Company has a well placed proper and adequate internal control system commensurate with the size and nature of its business. The Board has appointed Internal Auditors to more strengthen the internal control system. Internal Auditors directly reports to the Audit Committee or Board of Directors of the Company. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

### 5. Directors and KMP's

**Mr. Deepak Mehrotra and Mr. Rajeev Agarwal has been appointed as independent director on 21<sup>st</sup> March, 2015. Also, Ms. Parul Jain has been appointed as Company secretary and Mr. Krishna Singh as Chief Financial Officer.** Mrs. Renu Agarwal was re-appointed as director in the last AGM held on 29.09.2014 when retired by rotation.

The Board has met 5 times during the year 30.05.2014, 14.08.2014, 14.11.2014, 31.01.2015 and 21.03.2015 of which meetings proper notices has been given. In accordance with the new Companies Act, the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee & Vigil Mechanism was duly formulated. Mr. Anil Agarwal (Managing Director) was appointed Chairman of Audit committee along with Mr. Rajeev Agarwal (Independent Director) and Mr. Deepak Mehrotra (Independent Director) of the Company. Further Ms. Renu Agarwal, Mr. Lalit K. Chhawchharia, Mr. Deepak Mehrotra and Mr. Rajeev Agarwal were appointed as members of Nomination and Remuneration Committee.

### 6. Statutory Auditors and Report

B. Chhawchharia & Co. (FRN-305123E) Chartered Accountant continue to be the statutory auditors of the company having been appointed for 3 years upto 2017 in the last AGM.

With reference to the qualification made in the Auditor Report in relation to not disclosing particulars as required in pursuance to Accounting Standard-15 "Employee Benefit", the members are informed that the same was not possible since it is not received from LIC in respect to the Employee Gratuity Fund.

## **7. Secretarial Audit Report**

A Secretarial Audit Report given by M/s Akarshika Goel & Co. (C.P. No 12770) a company secretary in practice is annexed herewith. With reference to the qualifications made under Secretarial Audit Report the members are informed:-

- (a) In respect to the members who are promoters containing more than 900 members, the company has already initiated action to transfer the same to public holdings.
- (b) Regarding e-voting the same has been complied with.
- (c) Since, there is absolutely 'NIL' volume of trading of the Company's share on CSE and the company shares are actively traded in BSE, the company has decided to delist its shares from CSE.

## **8. Share Capital**

No equity shares, Sweat equity, Stock Options was made during the year. No money was advance by the Company to purchase the Company's Share.

## **9. Details of Subsidiary and its performance and financial position**

The company has a subsidiary company i.e. Blackberry Properties Advisory Private Limited. Its registered office is at 5-F, Everest 46/C, Chowringee Road, Kolkata-700071. The Blackberry Property Advisory Private Limited does not have any business operation. However it gets a rent from a premise which is rented out. The company has earned a net profit of Rs.264268 /- as compared to last year's loss of Rs. 43620.00/-

## **10. Particulars of loans, guarantees or investments under section 186**

The company has deployed funds in interest bearing ICD's during the year to M/s WIG Brothers Cons. Private Limited. The loan has been approved by the board and interest is being received regularly.

## **11. Particulars of contracts or arrangements with related parties**

The company does not have any contract or arrangements with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013. Therefore, Form AOC-2 prescribed therein may be considered as NIL.

## **12. Conservation Of Energy & Technology Absorption**

The company constantly endeavors to conserve energy. All steps in pursuance thereof have already been taken in the previous years. Ever since the nature of the business was changed from manufacturing exporters to merchant exporter expenditure on technology up-gradation, product development etc has also been curtailed as not required for the nature of business.

## **13. Foreign exchange earnings and Outgo**

The Foreign Exchange earned in terms of actual inflows is Rs. 525.85 lacs and the Foreign Exchange outgo is Rs. 6.37 lacs during the year.

## **14. Extract of the annual return**

The extract of annual return in Form No MGT – 9 has attached with the Board's report.

## **15. Managerial Remuneration**

- i. Total remuneration to the MD has remained unchanged at Rs. 1680000/- during the year.
- ii. There were only 10 employees on permanent roll of the company as on March 31, 2015.
- iii. The total remuneration paid to KMP's appointed on 21.03.2015 was based on the terms of the service contract which had been paid for availing their services.
- iv. The percentile increase in the salaries of the other employees is 13% whereas percentile increase in the salaries of the managerial personnel is nil.

## **16. Variations in the market capitalization**

Market Capitalization as on 31-03-2015= 2,68,21,809/- (2970300\*9.03)

Market Capitalization as on 31-03-2014= 1,21,48,527/- (2970300\*4.09)

Price Earnings Ratio (Price/EPS): As on 31-03-2015- 0.46 ; As on 31-03-2014- (0.62)



### **17. Directors' Responsibility Statement**

As per Section 134 of the Companies Act, 2013, your Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **18. E-Mail ID's of Shareholders**

Pursuant to the "Green Initiative in Corporate Governance", the Ministry of Corporate Affairs, Government of India, through its Circular Nos. 17/2011 & 18/2011 dated 21 April 2011 & 29 April 2011 respectively, has allowed companies to send official documents to their shareholders electronically. Please update your e-mail address (i) to the Depository Participant, where the shares are held in electronic form and (ii) to the Company / Share Transfer Agent, where shares are held in the physical form.

The shareholders are requested to make a note that from next year the Company shall follow the Green Initiative and send the Annual Report and the AGM notice and other communications only by electronic media.

### **19. Acknowledgements**

Your Directors take this opportunity to thank Regulatory and Government Authorities the Company's shareholders, investors, customers, bankers, and other stakeholders for their continued support to the company. Your Directors express their deep sense of appreciation towards all the employees and staff of the company.

**For and on behalf of the Board of Directors  
Worldwide Leather Exports Limited**

**Date: 17<sup>th</sup> July 2015**

**Place: Gurgaon**

**Managing Director**

**Anil Agarwal**

<b>FORM NO. MGT 9</b>
<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on financial year ended on 31.03.2015</b>
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.</b>

**I REGISTRATION & OTHER DETAILS**

i	CIN	L701091990PLC049313
ii	Registration Date	26.06.1990
iii	Name of the Company	WORLDWIDE LEATHER EXPORTS LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares Indian Non-Government Company
v	Address of the Registered off & contact details	5F, EVEREST, 46/C, CHOWRINGEE ROAD, KOLKATA, WEST BENGAL-700071
vi	Whether listed company	Listed
vii	Name Address contact details of the Registrar & Transfer Agent, If any.	<b>BEETAL FINANCIAL AND COMPUTER SERVICES PRIVATE LIMITED</b> Beetal House, 3 <sup>rd</sup> Floor, 99, Medangir, Behind LSC New Delhi-110062, Ph: - 011-26387281/82/83; Fax: 011-26387284, E-mail: beetalrta@gmail.com

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated.

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Merchant Exporter in footwear	46413	100

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

S No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY	% OF SHARES HELD
1	Blackberry Property Advisory Private Limited	U52390WB2009PTC134392	Subsidiary	100

IV **SHAREHOLDING PATTERN**  
(i) (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
<b>A. Promoters &amp; Promoter Group</b>									
(1) Indian									
a) Individual/HUF	1079515	226755	1306270	43.98	1079341	226755	1306096	43.97	0.01
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	NA
c) Bodies Corporates	533583	6800	540383	18.19	546729	6800	553529	18.64	0.45
d) Bank/FI	0	0	0	0	0	0	0	0	NA
e) Any other	50	11925	11975	0.40	50	11925	11975	0.40	No Change
<b>SUB TOTAL:(A) (1)</b>	<b>1613148</b>	<b>245480</b>	<b>1858628</b>	<b>62.57</b>	<b>1626120</b>	<b>245480</b>	<b>1871600</b>	<b>63.01</b>	<b>0.44</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0	0	0	0	0	NA
b) Other Individuals	0	0	0	0	0	0	0	0	NA
c) Bodies Corp.	0	0	0	0	0	0	0	0	NA
d) Banks/FI	0	0	0	0	0	0	0	0	NA
e) Any other...	0	0	0	0	0	0	0	0	NA
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>NA</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1613148</b>	<b>245480</b>	<b>1858628</b>	<b>62.57</b>	<b>1626120</b>	<b>245480</b>	<b>1871600</b>	<b>63.01</b>	<b>0.44</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	NA
b) Banks/FI	0	0	0	0	0	0	0	0	NA
c) Central govt.	0	0	0	0	0	0	0	0	NA
d) State Govt.	0	0	0	0	0	0	0	0	NA
e) Venture Capital Fund	0	0	0	0	0	0	0	0	NA
f) Insurance Companies	0	0	0	0	0	0	0	0	NA
g) FIIS	0	0	0	0	0	0	0	0	NA
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	NA
i) Others (specify)	0	0	0	0	0	0	0	0	NA
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>NA</b>
<b>(2) Non Institutions</b>									
a) Bodies corporates									
i) Indian	49448	2500	51948	1.75	56262	2500	58762	1.98	0.23
ii) Overseas	0	0	0	0	0	0	0	0	NA
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 Lakhs	510667	323067	833734	28.07	511276	321017	832293	28.02	0.05
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lakhs	136356	0	136356	4.59	119108	0	119108	4.01	0.58
c) Others (NRI, Clearing Agent & HUF)	34134	55500	89634	3.02	34287	54250	88537	2.98	0.04
<b>SUB TOTAL (B)(2):</b>	<b>730608</b>	<b>381064</b>	<b>1111672</b>	<b>37.43</b>	<b>720933</b>	<b>377767</b>	<b>1098700</b>	<b>36.99</b>	<b>0.44</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>730608</b>	<b>381064</b>	<b>1111672</b>	<b>37.43</b>	<b>720933</b>	<b>377767</b>	<b>1098700</b>	<b>36.99</b>	<b>0.44</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	NA
<b>Grand Total (A+B+C)</b>	<b>2343753</b>	<b>626547</b>	<b>2970300</b>	<b>100</b>	<b>2347053</b>	<b>625247</b>	<b>2970300</b>	<b>100</b>	<b>-</b>

**(ii) SHARE HOLDING OF PROMOTERS & PROMOTER GROUP**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total	% of Shares Pledged	No. of Shares	% of total	% of Shares Pledged	
1	Anil Agarwal	326311	10.99	0	326311	10.99	0	0
2	Renu Agarwal	460975	15.52	0	460975	15.52	0	0
3	Rajat Agarwal	139500	4.7	0	139500	4.7	0	0
4	Rakhi Chopra	137250	4.62	0	137250	4.62	0	0
5	Nilgiri Mercantile Private Limited	533583	17.96	0	546729	18.41	0	0.45

**(iii) CHANGE IN CORE PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)**

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares	No of shares	% of total shares
	At the beginning of the year	1597619	53.79	0	0
	Increase in Promoters Share holding during the year	13146	0.45	0	0
	At the end of the year	1610765	54.24	0	0

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year	166399	5.602		
	Date wise decrease in Top-10 Share holding during the year	9991	0.336		
	At the end of the year (or on the date of separation, if separated during the year)	156408	5.266		

Shareholding of Top-10 Shareholders does not includes Promoter and Promoter group Shareholding

(v) **Shareholding of Directors & KMP**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No of shares	% of total shares
	For Each of the Directors & KMP				
	At the beginning of the year	787291	26.5		
	Date wise increase/decrease	-		-	-
	At the end of the year	787291	26.5		

V **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
NIL				

VI **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. **Remuneration to Managing Director, Whole time director and/or Manager:**

S.No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	Gross salary	1200000	-
	Value of perquisites u/s 17(2) of the Income tax Act, 1961	480000	Rs.1680000/- PA
	<b>Total (A)</b>	Rs. 1680000/- PA	Rs. 1680000/- PA

B. **Remuneration to other directors:**

S.No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Deepak Mehrotra	Rajeev Agarwal	
	(a) Fee for attending board committee meetings	3000	3000	6000
2	Other Non Executive Directors	Renu Agarwal	Lalit Kumar Chhawchharia	
	(a) Fee for attending board committee meetings	5000	3000	8000
	<b>Total Managerial Remuneration</b>			<b>14000</b>
	<b>Overall Ceiling as per the Act.</b>	<b>Rs. 1 Lac per Meeting</b>		

C. **REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Particulars of Remuneration	Key Managerial Personnel			Total
	CEO	CS	CFO	
Gross Salary				
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	7806/-	2448/-	10254/-
<b>Total</b>	-	<b>7806/</b>	<b>2448/-</b>	<b>10254/-</b>

VII **PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
NIL					

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To  
The Members,  
M/s. Worldwide Leather Export Limited.  
5F, Everest, 46/C, Chowringee Road,  
Kolkata, West Bengal-700071

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s. Worldwide Leather Exports Ltd.** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended **31<sup>st</sup> March, 2015**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment, External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - ii. The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - iii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-

- i. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- v. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock purchase Scheme) Guidelines, 1999;
- (vi) The Employees Provident Fund & Miscellaneous Provisions Act, 1952;
- (vii) The Employees State Insurance Act, 1948;
- (viii) The Employer's Liability Act, 1938;
- (ix) Indian Contract Act, 1872
- (x) Income Tax Act, 1961 and Indirect Tax Laws
- (xi) Payment of Bonus Act, 1965
- (xii) Payment of Gratuity Act, 1972

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India: *Not Applicable*;
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE);

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable, except that the following as we found inappropriate:

- a) We have examined the list of members of the company and we found that in the list of members under section "Members who are promoters" contain more than 900 promoters, however they are not the promoters of the Company and the company needs to make rectification regarding the same.
- b) The Company has to provide E- voting Facility as per Clause 35B of the Listing Agreement, however the company failed to comply with the provision and make necessary arrangements with the RTA in the year 2014. In this regard, the management confirmed that the Company will comply with all the provisions of the Companies Act, 2013 and Listing Agreement with respect to E-Voting Facility in the year 2015.
- c) As per the information on the Calcutta Stock Exchange ("CSE") portal, the status of the Company is shown as **Non- Compliant and Suspended** for any trading of the shares. As per the information provided by the management, the Company has not paid the listing fees from the financial year 2013-14 onwards. In this regard, the management has given clarification that the Company's shares are also listed on Bombay Stock Exchange ("BSE") and the trading of shares is being done on BSE and there is an absolutely 'NIL' volume of trading of the Company's shares on CSE, therefore, the Company has decided to delist its shares from CSE.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Akarshika Goel And Associates**  
**Company Secretaries**

**Place:** New Delhi  
**Date:** 30<sup>th</sup> May, 2015

**Akarshika Goel**  
**ACS No.:** 29525  
**C.P No.:** 12770

This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

**Annexure A**

To  
The Members  
M/s. Worldwide Leather Export Limited  
Regd Office: 5F, Everest, 46/C, Chowringee Road,  
Kolkata, West Bengal-700071

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Akarshika Goel And Associates**  
**Company Secretaries**

**Place:** New Delhi  
**Date:** 30<sup>th</sup> May, 2015

**Akarshika Goel**  
**ACS No.:** 29525  
**C.P No.:** 12770



## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of Worldwide Leather Exports Limited**

#### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of WORLDWIDE LEATHER EXPORTS LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and summary of the significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and there as on ableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Basis of Qualified Opinion**

*The Company is not disclosing particulars as required in pursuance to Accounting Standard – 15 "Employee Benefit" (Note 27(9)).*

#### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of matter described in the Basis of Qualified Opinion paragraph*, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

## **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order.

### **As required by Section 143 (3) of the Act, we report that:**

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches visited by us;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company does not have any pending litigations which would impact its financial position;
  - ii. the Company does not have any material foreseeable losses on long term contracts including derivative contracts which would impact its financial position;
  - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**For B.Chhawchharia & Co.**  
Chartered Accountants

Place: New Delhi  
Date: 30<sup>th</sup> May, 2015

Abhishek Gupta  
Partner  
Firm Registration No: 305123E  
Membership No: 529082

### ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 6 of our Report of even date for the year ended 31<sup>st</sup> March, 2015

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that

**(i)(a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets are being updated by the Company.

(b) According to the information and explanations given to us, all the assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

**(ii)(a)** According to the information and explanations given to us, the management has conducted physical verification of inventory at reasonable intervals during the year. However, there is no inventory at the close of the year under review.

(b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory and there are no material discrepancies between physical inventory and book records were noticed on physical verification.

**(iii)** The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

**(iv)** In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.

**(v)** In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).

**(vi)** As per information and explanations given to us, maintenance of Cost records as prescribed under section 148(1) of the Companies Act, 2013 is not applicable to the Company.

**(vii)** (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, and no such statutory dues were outstanding as at the last day of the financial year under review for a period of more than six months from the date they became payable *except for Fringe Benefit Tax Payable Rs.39,110/- for A.Y. 2007 – 2008 and Rs. 15,279/- for A.Y. 2008 – 2009.*

(b) According to the information and explanations given to us, no dues of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess, as applicable, which have not been deposited on account of any dispute.

(c) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with relevant provisions of the Act.

**(viii)** The Company does not have accumulated losses. The Company has not incurred any cash losses during the financial year covered by our audit but has incurred cash loss in the immediately preceding financial year.

**(ix)** In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution, bank or debenture holder.

**(x)** As per the information and explanations provided to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.

**(xi)** The Company has not taken any Term Loan during the year under review.

**(xii)** According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the period covered by our audit.

**For B.Chhawchharia & Co.**  
Chartered Accountants

Place: New Delhi  
Date: 30<sup>th</sup> May, 2015

Abhishek Gupta  
Partner  
Firm Registration No: 305123E  
Membership No: 529082

**WORLDWIDE LEATHER EXPORTS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars	Notes	AS AT 31.03.2015		AS AT 31.03.2014
<b><u>EQUITY AND LIABILITIES</u></b>				
<b><u>Shareholders' Funds</u></b>				
Share Capital	1	2,97,03,000		2,97,03,000
Reserves & Surplus	2	4,17,07,945	7,14,10,945	4,10,58,480
				7,07,61,480
<b><u>Non-current Liabilities</u></b>				
Deferred tax liabilities (Net)	3	(9,12,000)		(7,74,000)
Other Long Term Liabilities	4	5,00,000		5,00,000
Long-Term Provisions	5	12,29,973	8,17,973	11,86,780
				9,12,780
<b><u>Current Liabilities</u></b>				
Short-term borrowings	6	-		35,48,754
Trade Payables	7	41,65,892		43,96,312
Other Current Liabilities	8	4,04,981	45,70,873	6,47,012
				85,92,078
			<u>7,67,99,791</u>	<u>8,02,66,338</u>
<b><u>ASSETS</u></b>				
<b><u>Non-current Assets</u></b>				
Fixed Assets :	9			
Tangible Assets		78,17,617		1,07,26,740
Non-Current Investments	10	11,17,000		11,17,000
Long Term Loans & Advances	11	2,99,73,547	3,89,08,165	2,56,48,528
				3,74,92,269
<b><u>Current Assets</u></b>				
Trade Receivables	12	25,70,051		64,81,550
Cash & Cash Equivalents	13	1,61,29,402		2,25,24,838
Short-Term Loans & Advances	14	1,91,05,036		1,35,93,407
Other Current Assets	15	87,137	3,78,91,626	1,74,274
				4,27,74,069
			<u>7,67,99,791</u>	<u>8,02,66,338</u>
SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO THE ACCOUNTS	27			

The Notes referred above form an integral part of the accounts.

In terms of our report of even date attached herewith

For B. CHHAWCHHARIA & CO.

Chartered Accountants

Anil Agarwal  
Chairman & Managing Director

Renu Agarwal  
Director

Abhishek Gupta  
Partner

Firm Registration No: 305123E

Membership No: 529082

Place: New Delhi

Date: 30th May, 2015

Parul Jain  
Company Secretary

Krishan Kumar Singh  
CFO

**WORLDWIDE LEATHER EXPORTS LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Notes	2014-2015	2013-2014
<b>Income</b>			
Revenue from Operations	16	6,16,15,658	7,56,31,791
Other Income	17	30,69,112	58,00,945
		6,46,84,770	8,14,32,736
<b>Expenses</b>			
Purchases	18	5,17,60,799	2,46,05,820
Cost of material consumed	19	-	2,33,92,021
Changes in Inventories	20	-	32,84,206
Fabrication, Processing & other Charges		-	37,17,218
Power & Fuel		-	11,44,127
Employee Benefits Expense	21	36,33,007	1,08,21,924
Selling & Distribution expenses	22	28,71,799	36,41,561
Finance Costs	23	7,542	47,039
Depreciation & Amortization expenses		15,14,652	20,28,334
Other expenses	24	28,51,669	89,72,116
		6,26,39,468	8,16,54,366
<b>Profit/(Loss) before Extraordinary items and tax</b>		<b>20,45,302</b>	<b>(2,21,630)</b>
Extraordinary items	25	-	22,74,856
<b>Profit/(Loss) before Tax</b>		<b>20,45,302</b>	<b>(24,96,486)</b>
Tax Expense	26		
Current Tax		4,93,200	1,56,898
Deferred Tax		1,84,000	(8,24,000)
<b>Profit/(Loss) for the year</b>		<b>13,68,102</b>	<b>(18,29,384)</b>
<b>EARNING PER SHARE :</b>			
(on Nominal Value of Shares of ` 10/- each)			
Basic and Diluted		<b>0.46</b>	<b>(0.62)</b>

The Notes referred above form an integral part of the accounts.  
In terms of our report of even date attached herewith

For **B. CHHAWCHHARIA & CO.**  
Chartered Accountants

Abhishek Gupta  
Partner  
Firm Registration No: 305123E  
Membership No: 529082  
Place: New Delhi  
Date: 30th May, 2015

Anil Agarwal  
Chairman & Managing Director

Parul Jain  
Company Secretary

Renu Agarwal  
Director

Krishan Kumar Singh  
CFO

**WORLDWIDE LEATHER EXPORTS LIMITED**  
**Cash Flow Statement for the year ended 31st March, 2015**

	31.03.2015	31.03.2014
<b>A Cash flow from operating activities</b>		
Net profit/(loss) before taxation	20,45,302	(24,96,486)
Adjusted for		
Depreciation	15,14,652	20,28,334
Provision for Gratuity	79,973	86,780
Interest income	(21,25,623)	(25,27,342)
Dividend income	(150)	(2,850)
Interest expense	7,542	47,039
Loss on sale of Fixed Assets	2,64,828	19,44,649
Operating profit before working capital change	<u>17,86,524</u>	<u>(9,19,876)</u>
Adjusted for		
Trade and Other receivables	(62,02,307)	9,50,235
Inventories	-	73,59,737
Trade payables and advance from customers	(5,09,231)	(26,96,740)
Other Current Assets	87,137	87,137
Cash generated from operations	<u>(48,37,877)</u>	<u>47,80,493</u>
Direct Taxes (paid)/ refunded (net)	<u>(2,16,034)</u>	<u>(3,27,577)</u>
Net cash from operating activities	<u>(50,53,911)</u>	<u>44,52,916</u>
<b>B Cash flows from investing activities</b>		
Purchase of fixed assets	-	(33,31,209)
Proceeds from disposal of fixed assets	89,000	12,00,400
Dividend income	150	2,850
Interest received (Net)	21,25,623	25,27,342
Net cash from investing activities	<u>22,14,773</u>	<u>3,99,383</u>
<b>C Cash flows from financing activities</b>		
Increase/(Repayment) of borrowings		9,89,050
Increase/(Decrease) in Export Credit Facilities (Net)	-	(29,65,936)
Interest paid	(7,542)	(47,039)
Net cash from financing activities	<u>(35,56,296)</u>	<u>(20,23,925)</u>
Net increase/(decrease) in cash or cash equivalents	(63,95,435)	28,28,374
Cash and cash equivalents at beginning of year	2,25,24,838	1,96,96,464
Cash and cash equivalents at end of year	1,61,29,402	

**NOTE**

Cash and cash equivalents represent cash and bank balances only

In terms of our report of even date attached herewith

For B.CHHAWCHHARIA & CO.  
Chartered Accountants

Abhishek Gupta  
Partner  
Firm Registration No: 305123E  
Membership No: 529082  
Place: New Delhi  
Date: 30th May, 2015

Anil Agarwal  
Chairman & Managing Director

Renu Agarwal  
Director

Parul Jain  
Company Secretary

Krishan Kumar Singh  
CFO

NOTES TO THE ACCOUNTS	AS AT 31.03.2015	AS AT 31.03.2014
<b>1 SHARE CAPITAL</b>		?
Authorised :		
8000000 Equity shares of ` 10/- each	8,00,00,000	8,00,00,000
	<u>8,00,00,000</u>	<u>8,00,00,000</u>
Issued, Subscribed and Paid up :		
29,70,300 Equity shares of Rs.10 each fully paid up	2,97,03,000	2,97,03,000
	<u>2,97,03,000</u>	<u>2,97,03,000</u>
<b>a) Details of shareholders holding more than 5% of the Equity Shares in the company</b>		
	As at 31.03.2015	As at 31.03.2014
Name of Shareholder	Nos.      % holding	Nos.      % holding
Anil Agarwal	3,26,311      10.99	3,26,561      10.99
Renu Agarwal	4,60,975      15.52	4,61,225      15.53
Nilgiri Mercantiles Private Limited	5,46,729      18.41	5,33,583      17.96
<b>b) Terms/ rights attached to equity shares</b>		
The company has only one class of equity shares having a par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in indian rupees. The dividend proposed by the Board of Directors is subject to the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company the holders of equity shares will be entitled to receive remaining assets of company , after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
<b>2 RESERVES &amp; SURPLUS</b>	AS AT 31.03.2015	AS AT 31.03.2014
	?	?
Capital Reserve	500	500
Capital Grants and subsidies	3,83,433	3,83,433
Securities Premium Account	90,31,000	90,31,000
General Reserve		
Balance as per last financial statements	3,00,00,000	3,00,00,000
Less: Depreciation adjustment as per Companies Act (Net of Deferred Tax ` 322000/- thereon)	7,18,637	-
	<u>2,92,81,363</u>	<u>3,00,00,000</u>
Surplus in the statement of Profit and Loss		
Balance as per last financial statements	16,43,547	34,72,931
Profit/(Loss) for the year	13,68,102	(18,29,384)
Net Surplus in the statement of Profit and Loss	<u>30,11,649</u>	<u>16,43,547</u>
	<u>4,17,07,945</u>	<u>4,10,58,480</u>
<b>3 DEFERRED TAX LIABILITIES (NET)</b>		
Deferred Tax Liabilities On :		
Fiscal allowances on fixed assets	(5,15,000)	(1,51,000)
Deferred Tax Assets On :		
Employees' remuneration and retirement benefits	3,97,000	3,87,000
Fiscal allowance of Unabsorbed losses	-	2,36,000
	<u>3,97,000</u>	<u>6,23,000</u>
	<u>(9,12,000)</u>	<u>(7,74,000)</u>
<b>4 OTHER LONG TERM LIABILITES</b>		
Security Deposits	5,00,000	5,00,000
	<u>5,00,000</u>	<u>5,00,000</u>
<b>5 LONG TERM PROVISIONS</b>		
For Gratuity	12,29,973	11,86,780
	<u>12,29,973</u>	<u>11,86,780</u>
<b>6 SHORT TERM BORROWINGS</b>		
From Vijaya Bank - Secured		
ii) Overdraft Facilities	-	35,48,754
Secured by pledge of certain fixed deposit receipts	-	-
	<u>-</u>	<u>35,48,754</u>

* Small Scale Industrial Undertakings	-	-
* Others	41,65,892	43,96,312
	<u>41,65,892</u>	<u>43,96,312</u>

\* Refer note 3 on Note 27

#### 8 OTHER CURRENT LIABILITIES

Advance from customers	-	32,856
Other liabilities	4,04,981	6,14,156
	<u>4,04,981</u>	<u>6,47,012</u>

#### 9 FIXED ASSETS

	GROSS BLOCK			DEPRECIATION / AMORTISATION						NET BLOCK	
	As at 1-Apr-14	Additions	Deductions	As at 31-Mar-15	Upto 31-Mar-14	Adjusted with General Reserve	For the year	Adjustment	Upto 31-Mar-15	As at 31-Mar-15	As at 31-Mar-14
<b>TANGIBLE ASSETS</b>											
Plant & Machinery	1,97,05,023	-	(6,48,239)	1,90,56,784	1,38,06,818	5,96,151	7,90,579	(3,51,822)	1,48,41,726	42,15,058	58,98,205
Electric Installation	13,61,645	-	-	13,61,645	10,16,044	1,32,665	46,340	-	11,95,049	1,66,596	3,45,601
Air Conditioner	2,78,997	-	-	2,78,997	1,15,181	38,248	63,809	-	2,17,238	61,759	1,63,816
Furniture & Fixtures	2,05,716	-	-	2,05,716	96,927	15,379	28,346	-	1,40,652	65,064	1,08,789
Office Equipment	1,97,108	-	-	1,97,108	59,217	92,796	12,036	-	1,64,049	33,059	1,37,891
Vehicles	52,22,300	-	(2,25,755)	49,96,545	12,51,381	93,279	5,73,542	(1,68,344)	17,49,858	32,46,687	39,70,919
Computer	5,88,020	-	-	5,88,020	4,86,501	72,119	-	-	5,58,620	29,400	1,01,519
Total	2,75,58,809	-	(8,73,994)	2,66,84,815	1,68,32,069	10,40,637	15,14,652	(5,20,166)	1,88,67,192	78,17,623	-
Previous Year	3,25,34,282	33,31,209	(83,06,682)	2,75,58,809	1,99,65,368	-	20,28,334	(51,61,633)	1,68,32,069	-	1,07,26,740



NOTES TO THE ACCOUNTS

	Paid up Value	No. of shares	AS AT 31.03.2015	No. of shares	AS AT 31.03.2014
<b>10 NON - CURRENT INVESTMENTS</b>					
Trade					
In Fully paid up Equity Shares					
<u>Subsidiary Company (Unquoted)</u>					
Blackberry Properties Advisory Pvt Ltd	10	1,10,000	11,00,000	1,10,000	11,00,000
			<u>11,00,000</u>		<u>11,00,000</u>
Non Trade					
In Fully paid up Equity Shares					
<u>Quoted</u>					
Digital Multi Forms Ltd.	10	200	2,000	200	2,000
Filament India Ltd.	10	200	4,000	200	4,000
Mukrerian Papers Ltd.	10	150	6,000	150	6,000
Super Syncotex (India) Ltd.	10	200	5,000	200	5,000
			<u>17,000</u>		<u>17,000</u>
			<u>11,17,000</u>		<u>11,17,000</u>
Aggregate amount of quoted Investments			17,000		17,000
Aggregate amount of Unquoted Investments			11,00,000		11,00,000
Market Value of Quoted Investment			1,202		1,202
<b>11 LONG TERM LOANS &amp; ADVANCES</b>					
(Unsecured, considered good)					
Advance against Properties			2,82,75,449		2,38,03,450
Security Deposits			16,98,098		18,45,078
			<u>2,99,73,547</u>		<u>2,56,48,528</u>
<b>12 TRADE RECEIVABLES</b>					
(Unsecured, considered good)					
Considered Good					
Due for more than six months			29,075		-
Others			25,40,976		64,81,550
			<u>25,70,051</u>		<u>64,81,550</u>
<b>13 CASH AND CASH EQUIVALENTS</b>					
Cash-in-hand			8,02,632		8,37,433
With Scheduled Banks :					
In Current Account			9,04,112		57,19,582
In Fixed Deposit Account *			1,44,22,658		1,59,67,823
			<u>1,61,29,402</u>		<u>2,25,24,838</u>
* Amount maturing after 12 months from the close of year			58,05,399		63,08,403
* Pledged with Bank & others			68,57,460		66,66,354
<b>14 SHORT TERM LOANS AND ADVANCES</b>					
(Unsecured, considered good unless otherwise stated)					
Loans			94,05,000		43,42,164
Due from Subsidiary Company (*)			62,50,105		62,50,105
Advances recoverable in cash or in kind or for value to be received			6,47,998		5,78,283
Balance with Government Authorities			-		15
Export Incentives Receivable			26,79,794		20,23,535
Taxation Advance and Refundable(Net of Provision)			1,22,139		3,99,305
			<u>1,91,05,036</u>		<u>1,35,93,407</u>
(*) Due from a Private Company in which a Director is a Director			62,50,105		62,50,105
<b>15 OTHER CURRENT ASSETS</b>					
Miscellaneous Expenditure					
(to the extent not written off)			87,137		1,74,274

NOTES TO THE ACCOUNTS

	<u>2014-2015</u>	<u>2013-2014</u>
<b>16 REVENUE FROM OPERATIONS</b>		
Sales - Leather Footwear		
<u>Manufacturing</u>		
- Domestic	-	38,57,618
- Export	-	4,05,98,556
	-	4,44,56,174
Less: Excise Duty	-	7,43,763
	-	4,37,12,411
<u>Trading</u>		
- Export	5,30,42,013	2,54,69,658
<u>Other Operating Revenue</u>		
Export Incentive	79,98,131	76,91,575
Difference in Exchange	5,75,514	(12,41,853)
	<u>6,16,15,658</u>	<u>7,56,31,791</u>
<b>17 OTHER INCOME</b>		
Interest *		
- From Fixed Deposit	14,40,623	15,50,493
- From others	6,85,000	9,76,849
Income from Real Estate Entitlements	-	15,91,200
Hire Charges	9,00,000	3,75,000
Liabilities Written Back	27,339	3,57,743
Dividend	150	2,850
Claims recovered	-	8,27,383
Miscellaneous Receipts	16,000	1,19,427
	<u>30,69,112</u>	<u>58,00,945</u>
* Includes Tax at Source	2,13,035	2,59,447
<b>18 Purchases</b>		
Leather Footwear	5,17,60,799	2,46,05,820
	<u>5,17,60,799</u>	<u>2,46,05,820</u>
<b>19 COST OF MATERIAL CONSUMED</b>		
<u>Indigenous</u>		
Raw material	-	2,12,69,294
Packing material	-	17,37,146
Stores and spare parts	-	3,85,581
	-	2,33,92,021
<u>Details of Raw Material Consumed</u>		
Leather & Leather Lining	-	98,48,893
Soles	-	65,94,340
Insoles	-	6,15,711
Others	-	42,10,350
	-	2,12,69,294
<b>20 CHANGES IN INVENTORIES</b>		
Opening Stock :		
Finished goods	-	12,00,734
Semi-finished goods	-	20,83,472
	-	32,84,206
Less : Closing stock:		
Finished goods	-	-
Semi-finished goods	-	-
	-	-
	-	32,84,206
<b>21 EMPLOYEE BENEFITS EXPENSES</b>		
Salary and Allowances	32,00,298	91,28,211
Contribution to Provident Fund and other Funds	68,555	3,81,006
Contribution to Employees State Insurance	34,918	2,21,191
Staff Welfare expenses	3,29,236	10,91,516
	<u>36,33,007</u>	<u>1,08,21,924</u>

**NOTES TO THE ACCOUNTS**

	<u>2014-2015</u>	<u>2013-2014</u>
<b>22 SELLING AND DISTRIBUTION EXPENSES</b>		
Freight and Other Charges	15,29,452	12,81,696
Commission	12,78,013	17,67,643
Miscellaneous Selling and Distribution Expenses	64,334	5,92,222
	<u>28,71,799</u>	<u>36,41,561</u>
<b>23 FINANCE COSTS</b>		
Interest :		
On Others	7,542	47,039
	<u>7,542</u>	<u>47,039</u>
<b>24 OTHER EXPENSES</b>		
Insurance	1,19,910	1,67,186
Rent	-	7,31,200
Rates & Taxes	4,400	4,400
Repairs & Maintenance :		
To Building	2,11,114	3,18,502
To Plant & Machinery	-	56,322
To Others	79,413	4,03,659
Travelling & Conveyance	2,87,599	8,26,032
Auditors' Remuneration :		
For Statutory Audit	1,01,124	1,01,124
For Tax Audit	33,708	33,708
For Other services	58,990	58,429
Miscellaneous Expenses	9,57,850	23,84,095
Directors Sitting Fee	12,000	7,000
Loss on sale of fixed assets	2,64,828	19,44,649
Legal & Professional Charges	2,29,840	2,92,018
Bank Charges	2,04,511	1,98,030
Fixed assets written off	-	-
Miscellaneous Expenditure written off	87,137	87,137
Claim paid	-	8,63,345
Items relating to previous year	-	-
Irrecoverable balances written off	1,99,245	4,95,280
	<u>28,51,669</u>	<u>89,72,116</u>
<b>25 EXTRAORDINARY ITEMS</b>		
Retrenchment Compensation	-	22,74,856
	<u>-</u>	<u>22,74,856</u>
<b>26 TAX EXPENSE</b>		
<u>Current Tax</u>		
Current Tax	4,93,200	23,000
Income Tax Adjustments	-	1,33,898
	<u>4,93,200</u>	<u>1,56,898</u>
Deferred Tax	1,84,000	(8,24,000)
	<u>6,77,200</u>	<u>(6,67,102)</u>

## 27 SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO THE ACCOUNTS

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### SYSTEM OF ACCOUNTING :

The Financial Statements are prepared under historical cost convention and on accrual basis in accordance with the generally accepted Accounting Principles in India, the Accounting Standards prescribed in the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of Companies Act, 2013.

All assets and liabilities have been classified as current and non current, wherever applicable, as per the normal operating cycle of the Company as set out in Schedule III to the Companies Act, 2013.

#### FIXED ASSETS :

Fixed assets are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.

#### DEPRECIATION :

- a) Depreciation on tangible fixed assets is accounted on straight line method based on useful life of assets as prescribed in Schedule II of the Companies Act, 2013.
- b) Intangible assets are amortised over the period of useful life of the assets as estimated by the management.

#### INVESTMENTS :

Long term investments are carried at acquisition cost and investments intended to be held for less than one year are classified as current investments and are carried at lower of cost and market value. Long Term investments which will suffer permanent diminution in their value will be reduced to their current value.

#### INVENTORIES :

Traded Goods are valued at Lower of Cost and Net Realizable Value.

#### FOREIGN CURRENCY TRANSACTIONS :

- a) Transactions in foreign currency are recorded at the exchange rate prevailing at the time of transaction. All trade debtors and creditors related to foreign currency transaction outstanding at the year end are translated at exchange rates prevailing at the year end. The resultant translation differences are recognised in the Profit & Loss Account.
- b) In respect of Forward Exchange Contracts, the difference between the forward rate and the exchange rate on date of transaction has been recognised as income or expense as the case may be over the life of contract.

#### SALES AND OTHER INCOME

- a) Sales includes Excise Duty (except on exports) but does not include VAT/Sales Tax and is recognised at the point of despatch to the buyer.
- b) Other Income is accounted for on accrual basis to the extent the amount is considered recoverable.

#### TAXES ON INCOME

- a) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- b) Deferred tax is recognised, subject to consideration of prudence, in respect of deferred tax assets/liabilities on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

#### OTHERS :

- a)
- b) Liability towards gratuity is funded with Life Insurance Corporation of India and administered through a separate trust set up by the Company. The Company's contribution towards the Fund is charged to Profit & Loss Account. Provision of gratuity for employees not covered by the scheme is made as per the estimation of the management.
- c) Impairment Loss in the value of assets, as specified in Accounting Standard - 28, is recognised whenever carrying value of such assets exceeds the market value or value in use, whichever is higher.

#### MISCELLANEOUS EXPENDITURE

Miscellaneous Expenditure U/s. 35DD of the Income Tax Act, 1961, is written off over a period of five years.

2. Capital commitments remaining to be executed and not provided for amounts to ` 316.94 lacs ( ` 353.77 lacs); advance their against amounts to ` 282.75.03 lacs ( ` 238.03 lacs).
3.
  - a) There are no dues to any entity which is covered under small scale industrial undertaking.
  - b) There are no suppliers which fall under under the Micro, Small and Medium Enterprises Development Act, 2006, hence the information required under the said act is not given.
4. The disclosures pursuant to Section 186(4) of the Companies Act, 2013 in respect of the loans given by the Company is detailed below:
  - a) Loan of ` 40.00 Lacs given to Bharat Roll Industry Pvt. Ltd. for Working Capital purposes.
  - b) Loan of ` 50.00 Lacs given to WIG Brothers Const. Pvt. Ltd. Pvt. Ltd. for Working Capital purposes.

**NOTES TO THE ACCOUNTS**

5. Pursuant to the Companies Act, 2013 ("the Act") becoming effective from 1st April, 2014, the Company has recomputed the depreciation based on the useful life of the assets as prescribed in Schedule II of the Act. The depreciation and amortization expense charged for the year ended 31st March, 2015 would have been higher by ` 64,108/- had the Company continued with the previously prescribed depreciation rates as per Schedule XIV of the Companies Act, 1956. Further, in accordance with the transitional provisions of Schedule II, the Company has adjusted an amount of ` 718,637 (Net off deferred tax ` 322000/- thereon) in the opening balance of retained earnings for those assets where the remaining useful life is Nil as on 1st April, 2014.

	<u>2014-2015</u>	<u>2013-2014</u>
	-	-
6. Earning in Foreign Exchange:		
FOB Value of Exports	5,25,84,665	6,60,68,214
Expenditure in Foreign Currency		
Travelling	-	3,53,970
Commission on exports	6,15,098	6,94,327
Bank Charges	21,989	84,634
7. Related parties and transactions with them as specified in Accounting Standard 18 on "Related Parties Disclosure" issued by ICAI has been identified and given below.		
a) Enterprises where control exists		Blackberry Property Advisory Private Limited (Subsidiary Company)
b) Associates and Joint Ventures		-
c) Individual Owning an interest in the voting power of the company and their relatives		-
d) Key Management Personnel and their Relatives		Anil Agrwal (Chairman and Managing Director) Renu Agarwal (Director) Lalit Kumar Chhawchharia (Director) Krishan Kumar Singh (CFO) Parul Jain (Company Secretary)
e)		Nilgiri Mercantile Pvt. Ltd.

(c) or (d) is able to exercise significant influence

Nature of Transaction	Subsidiary Company		Key Management Personnel & Relatives	
	2014-2015	2013-2014	2014-2015	2013-2014
Expenses				
Rent	-	5,25,000	-	-
Remuneration	-	-	16,92,540	16,80,000
Sitting Fees	-	-	12,000	7,000
Year End Receivables				
Advances	62,50,105	62,50,105	-	-

8. The Earning Per Share (EPS) has been calculated as specified in Accounting Standard - 20, issued by Institute of Chartered Accountants of India and other disclosures in this regard are:

	<u>2014-2015</u>	<u>2013-2014</u>
(a) Profit/(Loss) after taxation	13,68,102	(18,29,384)
(b) Weighted Average No. of Equity Shares outstanding	2970300	2970300
(c) Earning per share (Face value ` 10/- per share) (a)/(b) (Basic and diluted)	0.46	(0.62)

9. On the basis of physical verification of assets, as specified in Accounting Standard - 28, and cash generation capacity of those assets, in the management perception there is no impairment of such assets as appearing in the balance sheet as on 31.03.2015
10. Particulars required to be disclosed in pursuance of Accounting Standard - 15 (revised 2005) on "Employee Benefits" as issued by the Institute of Chartered Accountants of India is not determined and hence, not disclosed.
11. Previous year figures have been rearranged/regrouped wherever considered necessary.

Signature to Notes 1 to 27

In terms of our report of even date attached herewith  
For B. CHHAWCHHARIA & CO.  
Chartered Accountants

Anil Agarwal  
Chairman & Managing Director

Renu Agarwal  
Director

Abhishek Gupta

## INDEPENDENT AUDITOR'S REPORT

### **To the Members of M/s WORLDWIDE LEATHER EXPORTS LIMITED**

#### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of M/s WORLDWIDE LEATHER EXPORTS LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprises the consolidated Balance Sheet as at 31<sup>st</sup> March, 2015, the consolidated Statement of Profit and Loss, consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

#### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### **Basis of Qualified Opinion**

*The Company is not disclosing particulars as required in pursuance to Accounting Standard – 15 "Employee Benefit" (Note 27(9)).*

#### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of matter described in the Basis of Qualified Opinion paragraph*, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the

Group, as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143(3) of the Act, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
  - c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) in our opinion, the aforesaid consolidated financial Statement comply with the Accounting Standards notified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) on the basis of written representations received from the directors of the Holding Company as on March 31, 2015, and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Group Companies is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013;
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - a. The consolidated financial statements, does not have any pending litigations which would impact its financial position;
    - b. The group did not have any material foreseeable losses or long-term contracts including derivative contracts.
    - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.

**For B.Chhawchharia & Co.**  
Chartered Accountants

Place: New Delhi  
Date: 30<sup>th</sup> May, 2015

Abhishek Gupta  
Partner  
Firm Registration No: 305123E  
Membership No: 529082

### ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 6 of our Report of even date for the year ended 31<sup>st</sup> March, 2015

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets are being updated by the Company.
- (b) According to the information and explanations given to us, all the assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

- (ii) (a) According to the information and explanations given to us, the management has conducted physical verification of inventory at reasonable intervals during the year. However, there is no inventory at the close of the year under review.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory and there are no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).
- (vi) As per information and explanations given to us, maintenance of Cost records as prescribed under section 148(1) of the Companies Act, 2013 is not applicable to the Company.
- (vii) (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, and no such statutory dues were outstanding as at the last day of the financial year under review for a period of more than six months from the date they became payable *except for Fringe Benefit Tax Payable Rs.39,110/- for A.Y. 2007 – 2008 and Rs. 15,279/- for A.Y. 2008 – 2009.*
- (b) According to the information and explanations given to us, no dues of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess, as applicable, which have not been deposited on account of any dispute.
- (c) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with relevant provisions of the Act.
- (viii) The Company does not have accumulated losses. The Company has not incurred any cash losses during the financial year covered by our audit but has incurred cash loss in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution, bank or debenture holder.
- (x) As per the information and explanations provided to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xi) The Company has not taken any Term Loan during the year under review.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the period covered by our audit.

Place: New Delhi  
Date: 30<sup>th</sup> May, 2015

**For B.Chhawchharia & Co.**  
Chartered Accountants  
Abhishek Gupta  
Partner  
Firm Registration No: 305123E  
Membership No: 529082



**WORLDWIDE LEATHER EXPORTS LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars	Notes	AS AT		AS AT
		31.03.2015		31.03.2014
<b><u>EQUITY AND LIABILITIES</u></b>				
<b><u>Shareholders' Funds</u></b>				
Share Capital	1	2,97,03,000	2,97,03,000	
Reserves & Surplus	2	4,25,93,247	7,22,96,247	4,16,79,514
				7,13,82,514
<b><u>Non-current Liabilities</u></b>				
Deferred tax liabilities (Net)	3	(9,12,000)	(7,74,000)	
Other Long Term Liabilities	4	7,50,000	7,50,000	
Long-Term Provisions	5	12,29,973	10,67,973	11,86,780
<b><u>Current Liabilities</u></b>				
Short-term borrowings	6	-	35,48,754	
Trade Payables	7	41,65,892	43,96,312	
Other Current Liabilities	8	4,84,335	46,50,227	6,60,495
			7,80,14,447	8,11,50,855
<b><u>ASSETS</u></b>				
<b><u>Non-current Assets</u></b>				
Fixed Assets :	9			
Tangible Assets		78,17,617	1,07,26,740	
Intangible Assets		4,400	4,400	
		78,22,017	1,07,31,140	
Non-Current Investments	10	73,75,188	73,75,188	
Long Term Loans & Advances	11	2,99,73,547	4,51,70,753	2,56,48,528
				4,37,54,856
<b><u>Current Assets</u></b>				
Trade Receivables	12	30,45,050	68,19,050	
Cash & Cash Equivalents	13	1,67,63,000	2,30,08,636	
Short-Term Loans & Advances	14	1,29,48,507	73,94,039	
Other Current Assets	15	87,137	3,28,43,694	1,74,274
			7,80,14,447	8,11,50,855

SIGNIFICANT ACCOUNTING POLICIES AND 27

OTHER NOTES TO THE ACCOUNTS

The Notes referred above form an integral part of the accounts.

In terms of our report of even date attached herewith

For B. CHHAWCHHARIA & CO.

Chartered Accountants

Anil Agarwal  
Chairman & Managing Director

Renu Agarwal  
Director

Abhishek Gupta  
Partner

Firm Registration No: 305123E

Membership No: 529082

Place: New Delhi

Date: 30th May, 2015

Parul Jain  
Company Secretary

Krishan Kumar Singh  
CFO

**WORLDWIDE LEATHER EXPORTS LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Notes	2014-2015	2013-2014
<b><u>Income</u></b>			
Revenue from Operations	16	6,16,15,658	7,56,31,791
Other Income	17	40,01,959	61,84,500
		6,56,17,617	8,18,16,291
<b><u>Expenses</u></b>			
Purchases	18	5,17,60,799	2,46,05,820
Cost of material consumed	19	-	2,33,92,021
Changes in Inventories	20	-	32,84,206
Fabrication, Processing & other Charges		-	37,17,218
Power & Fuel		-	11,44,127
Employee Benefits Expense	21	41,06,757	1,11,26,924
Selling & Distribution expenses	22	28,71,799	36,41,561
Finance Costs	23	7,542	47,039
Depreciation & Amortization expenses		15,14,652	20,28,334
Other expenses	24	29,84,101	90,53,291
		6,32,45,650	8,20,40,541
<b>Profit/(Loss) before Extraordinary items and tax</b>		<b>23,71,967</b>	<b>(2,24,250)</b>
Extraordinary items	25	-	22,74,856
<b>Profit/(Loss) before Tax</b>		<b>23,71,967</b>	<b>(24,99,106)</b>
Tax Expense	26		
Current Tax		5,55,597	1,97,898
Deferred Tax		1,84,000	(8,24,000)
<b>Profit/(Loss) for the year</b>		<b>16,32,370</b>	<b>(18,73,004)</b>

**EARNING PER SHARE :**

(on Nominal Value of Shares of ` 10/- each)

Basic and Diluted	0.55	(0.63)
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The Notes referred above form an integral part of the accounts.

In terms of our report of even date attached herewith

For **B. CHHAWCHHARIA & CO.**

Chartered Accountants

Abhishek Gupta Partner Firm Registration No: 305123E Membership No: 529082 Place: New Delhi Date: 30th May, 2015	Anil Agarwal Chairman & Managing Director   Parul Jain Company Secretary	Renu Agarwal Director   Krishan Kumar Singh CFO
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**WORLDWIDE LEATHER EXPORTS LIMITED**  
**Consolidated Cash Flow Statement for the year ended 31st March, 2015**

	31.03.2015	31.03.2014
<b>A Cash flow from operating activities</b>		
Net profit/(loss) before taxation	23,71,967	(24,99,106)
Adjusted for		
Depreciation	15,14,652	20,28,334
Provision for Gratuity	79,973	86,780
Interest income	(21,58,470)	(25,35,897)
Dividend income	(150)	(2,850)
Interest expense	7,542	47,039
Loss on sale of Fixed Assets	2,64,828	19,44,649
Fixed Assets written off	-	6,084
Operating profit before working capital change	20,80,342	(9,24,967)
Adjusted for		
Trade and Other receivables	(63,38,434)	6,12,735
Inventories	-	73,59,737
Trade payables and advance from customers	(4,43,360)	(19,93,280)
Other Current Assets	87,137	85,320
Cash generated from operations	(46,14,315)	51,39,545
Direct Taxes (paid)/ refunded (net)	(3,22,644)	(4,11,777)
Net cash from operating activities	(49,36,959)	47,27,768
<b>B Cash flows from investing activities</b>		
Purchase of fixed assets	-	(33,31,209)
Proceeds from disposal of fixed assets	89,000	12,00,400
Dividend income	150	2,850
Interest received (Net)	21,58,470	25,35,897
Net cash from investing activities	22,47,620	4,07,938
<b>C Cash flows from financing activities</b>		
Increase/(Repayment) of borrowings	(35,48,754)	9,89,050
Increase/(Decrease) in Export Credit Facilities (Net)	-	(29,65,936)
Interest paid	(7,542)	(47,039)
Net cash from financing activities	(35,56,296)	(20,23,925)
Net increase/(decrease) in cash or cash equivalents	(62,45,636)	31,11,781
Cash and cash equivalents at beginning of year	2,30,08,636	1,98,96,855
Cash and cash equivalents at end of year	1,67,63,000	2,30,08,636

**NOTE**

Cash and cash equivalents represent cash and bank balances only  
In terms of our report of even date attached herewith

For B.CHHAWCHHARIA & CO.  
Chartered Accountants

Abhishek Gupta  
Partner  
Firm Registration No: 305123E  
Membership No: 529082  
Place: New Delhi  
Date: 30th May, 2015

Anil Agarwal  
Chairman & Managing Director

Renu Agarwal  
Director

Parul Jain  
Company Secretary

Krishan Kumar Singh  
CFO

## NOTES TO THE ACCOUNTS

	AS AT 31.03.2015		AS AT 31.03.2014	
	?		?	
<b>1 SHARE CAPITAL</b>				
Authorised :				
8000000 Equity shares of ` 10/- each	8,00,00,000		8,00,00,000	
	<u>8,00,00,000</u>		<u>8,00,00,000</u>	
Issued, Subscribed and Paid up :				
29,70,300 Equity shares of Rs.10 each fully paid up	2,97,03,000		2,97,03,000	
	<u>2,97,03,000</u>		<u>2,97,03,000</u>	
<b>a) Details of shareholders holding more than 5% of the Equity Shares in the company</b>				
	As at 31.03.2015		As at 31.03.2014	
Name of Shareholder	Nos.	% holding	Nos.	% holding
Anil Agarwal	3,26,311	10.99	3,26,561	10.99
Renu Agarwal	4,60,975	15.52	4,61,225	15.53
Nilgiri Mercantiles Private Limited	5,46,729	18.41	5,33,583	17.96
<b>b) Terms/ rights attached to equity shares</b>				
The company has only one class of equity shares having a par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in indian rupees. The dividend proposed by the Board of Directors is subject to the shareholders in the ensuing Annual General Meeting. In the event of liquidation				
of the company , the holders of equity shares will be entitled to receive remaining assets of company , after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
<b>2 RESERVES &amp; SURPLUS</b>				
	AS AT 31.03.2015		AS AT 31.03.2014	
	?		?	
Capital Reserve		500		500
Capital Grants and subsidies		3,83,433		3,83,433
Securities Premium Account		90,31,000		90,31,000
General Reserve				
Balance as per last financial statements		3,00,00,000		3,00,00,000
Less: Depreciation adjustment as per Companies Act (Net of Deferred Tax ` 322000/- thereon)		7,18,637		-
		<u>2,92,81,363</u>		<u>3,00,00,000</u>
Surplus in the statement of Profit and Loss				
Balance as per last financial statements		22,64,581		41,37,585
Profit/(Loss) for the year		16,32,370		(18,73,004)
Net Surplus in the statement of Profit and Loss		<u>38,96,951</u>		<u>22,64,581</u>
		<u>4,25,93,247</u>		<u>4,16,79,514</u>
<b>3 DEFERRED TAX LIABILITIES (NET)</b>				
Deferred Tax Liabilities On :				
Fiscal allowances on fixed assets		(5,15,000)		(1,51,000)
Deferred Tax Assets On :				
Employees' remuneration and retirement benefits		3,97,000		3,87,000
Fiscal allowance of Unabsorbed losses		-		2,36,000
		<u>3,97,000</u>		<u>6,23,000</u>
		<u>(9,12,000)</u>		<u>(7,74,000)</u>
<b>4 OTHER LONG TERM LIABILITIES</b>				
Security Deposits		7,50,000		7,50,000
		<u>7,50,000</u>		<u>7,50,000</u>
<b>5 LONG TERM PROVISIONS</b>				
For Gratuity		12,29,973		11,86,780
		<u>12,29,973</u>		<u>11,86,780</u>
<b>6 SHORT TERM BORROWINGS</b>				
From Vijaya Bank - Secured				
ii) Overdraft Facilities		-		35,48,754
Secured by pledge of certain fixed deposit receipts				
		<u>-</u>		<u>35,48,754</u>
<b>7 TRADE PAYABLES</b>				
Sundry Creditors				
* Small Scale Industrial Undertakings		-		-
* Others		41,65,892		43,96,312
		<u>41,65,892</u>		<u>43,96,312</u>

## NOTES TO THE ACCOUNTS

## 9 FIXED ASSETS

	GROSS BLOCK				DEPRECIATION / AMORTISATION					NET B
	As at 1-Apr-14	Additions	Deductions	As at 31-Mar-15	Upto 31-Mar-14	Adjusted with General Reserve	For the year	Adjustment	Upto 31-Mar-15	As at 31-Mar-15
<b>TANGIBLE ASSETS</b>										
Plant & Machinery	1,97,05,023	-	(6,48,239)	1,90,56,784	1,38,06,818	5,96,151	7,90,579	(3,51,822)	1,48,41,726	42,15,058
Electric Installation	13,61,645	-	-	13,61,645	10,16,044	1,32,665	46,340	-	11,95,049	1,66,596
Air Conditioner	2,78,997	-	-	2,78,997	1,15,181	38,248	63,809	-	2,17,238	61,759
Furniture & Fixtures	2,05,716	-	-	2,05,716	96,927	15,379	28,346	-	1,40,652	65,064
Office Equipment	1,97,108	-	-	1,97,108	59,217	92,796	12,036	-	1,64,049	33,059
Vehicles	52,22,300	-	(2,25,755)	49,96,545	12,51,381	93,279	5,73,542	(1,68,344)	17,49,858	32,46,687
Computer	5,88,020	-	-	5,88,020	4,86,501	72,119	-	-	5,58,620	29,400
<b>Total</b>	<b>2,75,58,809</b>	<b>-</b>	<b>(8,73,994)</b>	<b>2,66,84,815</b>	<b>1,68,32,069</b>	<b>10,40,637</b>	<b>15,14,652</b>	<b>(5,20,166)</b>	<b>1,88,67,192</b>	<b>78,17,623</b>
<b>INTANGIBLE ASSETS</b>										
Goodwill (On Consolidation)	4,400	-	-	4,400	-	-	-	-	4,400	4,400
	4,400	-	-	4,400	-	-	-	-	4,400	4,400
<b>Total</b>	<b>2,75,63,209</b>	<b>-</b>	<b>(8,73,994)</b>	<b>2,66,89,215</b>	<b>1,68,32,069</b>	<b>10,40,637</b>	<b>15,14,652</b>	<b>(5,20,166)</b>	<b>1,88,71,592</b>	<b>78,22,023</b>
<b>Previous Year</b>	<b>3,25,34,282</b>	<b>33,31,209</b>	<b>(83,06,682)</b>	<b>2,75,58,809</b>	<b>1,99,65,368</b>	<b>-</b>	<b>20,28,334</b>	<b>(51,61,633)</b>	<b>1,68,32,069</b>	<b>-</b>

NOTES TO THE ACCOUNTS

	Paid up Value	No. of shares	AS AT 31.03.2015	No. of shares	AS AT 31.03.2014
<b>10 NON - CURRENT INVESTMENTS</b>					
Others					
<u>In immovable properties</u>					
Land at Gurgaon			16,05,414		16,05,414
Building at guraon			57,52,774		57,52,774
			<u>73,58,188</u>		<u>73,58,188</u>
Non Trade					
In Fully paid up Equity Shares					
<u>Quoted</u>					
Digital Multi Forms Ltd.	10	200	2,000	200	2,000
Filament India Ltd.	10	200	4,000	200	4,000
Mukrerian Papers Ltd.	10	150	6,000	150	6,000
Super Syncotex (India) Ltd.	10	200	5,000	200	5,000
			<u>17,000</u>		<u>17,000</u>
			<u>73,75,188</u>		<u>73,75,188</u>
Aggregate amount of quoted Investments			17,000		17,000
Aggregate amount of Unquoted Investments			73,58,188		73,58,188
Market Value of Quoted Investment			1,202		1,202
<b>11 LONG TERM LOANS &amp; ADVANCES</b>					
(Unsecured, considered good)					
Advance against Properties			2,82,75,449		2,38,03,450
Security Deposits			16,98,098		18,45,078
			<u>2,99,73,547</u>		<u>2,56,48,528</u>
<b>12 TRADE RECEIVABLES</b>					
(Unsecured, considered good)					
Considered Good					
Due for more than six months			29,075		-
Others			30,15,975		68,19,050
			<u>30,45,050</u>		<u>68,19,050</u>
<b>13 CASH AND CASH EQUIVALENTS</b>					
Cash-in-hand			8,61,231		8,96,178
With Scheduled Banks :					
In Current Account			10,30,547		60,37,897
In Fixed Deposit Account *			1,48,71,222		1,60,74,561
			<u>1,67,63,000</u>		<u>2,30,08,636</u>
* Amount maturing after 12 months from the close of year			58,05,399		63,08,403
* Pledged with Bank & others			68,57,460		66,66,354
<b>14 SHORT TERM LOANS AND ADVANCES</b>					
(Unsecured, considered good unless otherwise stated)					
Loans			94,05,000		43,42,164
Advances recoverable in cash or in kind or for value to be received			6,48,441		5,80,100
Balance with Government Authorities			-		15
Export Incentives Receivable			26,79,794		20,23,535
Taxation Advance and Refundable(Net of Provision)			2,15,272		4,48,225
			<u>1,29,48,507</u>		<u>73,94,039</u>
<b>15 OTHER CURRENT ASSETS</b>					
Miscellaneous Expenditure (to the extent not written off)			87,137		1,74,274

<b>NOTES TO THE ACCOUNTS</b>		<b>2014-2015</b>	<b>2013-2014</b>
<b>16</b>	<b>REVENUE FROM OPERATIONS</b>		
	Sales - Leather Footwear		
	<b>Manufacturing</b>		
	- Domestic	-	38,57,618
	- Export	-	4,05,98,556
		-	4,44,56,174
	Less: Excise Duty	-	7,43,763
		-	4,37,12,411
	<b>Trading</b>		
	- Export	5,30,42,013	2,54,69,658
	<b>Other Operating Revenue</b>		
	Export Incentive	79,98,131	76,91,575
	Difference in Exchange	5,75,514	(12,41,853)
		6,16,15,658	7,56,31,791
<b>17</b>	<b>OTHER INCOME</b>		
	Interest *		
	- From Fixed Deposit	14,71,513	15,59,048
	- From others	6,86,957	9,76,849
	Rent	9,00,000	3,75,000
	Income from Real Estate Entitlements	-	15,91,200
	Hire Charges	9,00,000	3,75,000
	Liabilities Written Back	27,339	3,57,743
	Dividend	150	2,850
	Claims recovered	-	8,27,383
	Miscellaneous Receipts	16,000	1,19,427
		40,01,959	61,84,500
	* Includes Tax at Source	2,13,035	2,59,447
<b>18</b>	<b>Purchases</b>		
	Leather Footwear	5,17,60,799	2,46,05,820
		5,17,60,799	2,46,05,820
<b>19</b>	<b>COST OF MATERIAL CONSUMED</b>		
	<b>Indigenous</b>		
	Raw material	-	2,12,69,294
	Packing material	-	17,37,146
	Stores and spare parts	-	3,85,581
		-	2,33,92,021
	<b>Details of Raw Material Consumed</b>		
	Leather & Leather Lining	-	98,48,893
	Soles	-	65,94,340
	Insoles	-	6,15,711
	Others	-	42,10,350
		-	2,12,69,294
<b>20</b>	<b>CHANGES IN INVENTORIES</b>		
	Opening Stock :		
	Finished goods	-	12,00,734
	Semi-finished goods	-	20,83,472
		-	32,84,206
	Less : Closing stock:		
	Finished goods	-	-
	Semi-finished goods	-	-
		-	-
		-	32,84,206

NOTES TO THE ACCOUNTS		2014-2015	2013-2014
21	<b>EMPLOYEE BENEFITS EXPENSES</b>		
	Salary and Allowances	36,74,048	94,33,211
	Contribution to Provident Fund and other Funds	68,555	3,81,006
	Contribution to Employees State Insurance	34,918	2,21,191
	Staff Welfare expenses	3,29,236	10,91,516
		<u>41,06,757</u>	<u>1,11,26,924</u>
22	<b>SELLING AND DISTRIBUTION EXPENSES</b>		
	Freight and Other Charges	15,29,452	12,81,696
	Commission	12,78,013	17,67,643
	Miscellaneous Selling and Distribution Expenses	64,334	5,92,222
		<u>28,71,799</u>	<u>36,41,561</u>
23	<b>FINANCE COSTS</b>		
	Interest :		
	On Others	7,542	47,039
		<u>7,542</u>	<u>47,039</u>
24	<b>OTHER EXPENSES</b>		
	Insurance	1,19,910	1,67,186
	Rent	-	2,06,200
	Establishment Expenses	14,608	
	Rates & Taxes	8,800	8,800
	Repairs & Maintenance :		
	To Building	2,69,304	8,56,117
	To Plant & Machinery	-	56,322
	To Others	73,503	4,03,659
	Travelling & Conveyance	2,89,599	8,26,032
	Auditors' Remuneration :		
	For Statutory Audit	1,17,978	1,14,607
	For Tax Audit	33,708	33,708
	For Other services	74,722	72,194
	Miscellaneous Expenses	9,63,760	29,04,971
	Directors Sitting Fee	12,000	7,000
	Loss on sale of fixed assets	2,64,828	19,44,649
	Legal & Professional Charges	2,29,840	-
	Bank Charges	2,04,511	-
	Fixed assets written off	-	-
	Miscellaneous Expenditure written off	1,07,785	93,221
	Claim paid	-	8,63,345
	Items relating to previous year	-	-
	Irrecoverable balances written off	1,99,245	4,95,280
		<u>29,84,101</u>	<u>90,53,291</u>
25	<b>EXTRAORDINARY ITEMS</b>		
	Retrenchment Compensation	-	22,74,856
		<u>-</u>	<u>22,74,856</u>
26	<b>TAX EXPENSE</b>		
	<u>Current Tax</u>		
	Current Tax	5,55,700	64,000
	Income Tax Adjustments	(103)	1,33,898
		<u>5,55,597</u>	<u>1,97,898</u>
	Deferred Tax	1,84,000	(8,24,000)
		<u>7,39,597</u>	<u>(6,26,102)</u>



## 27 SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO THE ACCOUNTS

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### SYSTEM OF ACCOUNTING :

The Financial Statements are prepared under historical cost convention and on accrual basis in accordance with the generally accepted Accounting Principles in India, the Accounting Standards prescribed in the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of Companies Act, 2013.

All assets and liabilities have been classified as current and non current, wherever applicable, as per the normal operating cycle of the Company as set out in Schedule III to the Companies Act, 2013.

#### FIXED ASSETS :

Fixed assets are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.

#### DEPRECIATION :

- a) Depreciation on tangible fixed assets is accounted on straight line method based on useful life of assets as prescribed in Schedule II of the Companies Act, 2013.
- b) Intangible assets are amortised over the period of useful life of the assets as estimated by the management.

#### INVESTMENTS :

Long term investments are carried at acquisition cost and investments intended to be held for less than one year are classified as current investments and are carried at lower of cost and market value. Long Term investments which will suffer permanent diminution in their value will be reduced to their current value.

#### INVENTORIES :

Traded Goods are valued at Lower of Cost and Net Realizable Value.

#### FOREIGN CURRENCY TRANSACTIONS :

- a) Transactions in foreign currency are recorded at the exchange rate prevailing at the time of transaction. All trade debtors and creditors related to foreign currency transaction outstanding at the year end are translated at exchange rates prevailing at the year end. The resultant translation differences are recognised in the Profit & Loss Account.
- b) In respect of Forward Exchange Contracts, the difference between the forward rate and the exchange rate on date of transaction has been recognised as income or expense as the case may be over the life of contract.

#### SALES AND OTHER INCOME

- a) Sales includes Excise Duty (except on exports) but does not include VAT/Sales Tax and is recognised at the point of despatch to the buyer.
- b) Other Income is accounted for on accrual basis to the extent the amount is considered recoverable.

#### TAXES ON INCOME

- a) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- b) Deferred tax is recognised, subject to consideration of prudence, in respect of deferred tax assets/liabilities on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

#### OTHERS :

- a) Premium on import entitlements is accounted for on sale thereof.
- b) Liability towards gratuity is funded with Life Insurance Corporation of India and administered through a separate trust set up by the Company. The Company's contribution towards the Fund is charged to Profit & Loss Account. Provision of gratuity for employees not covered by the scheme is made as per the estimation of the management.
- c) Impairment Loss in the value of assets, as specified in Accounting Standard - 28, is recognised whenever carrying value of such assets exceeds the market value or value in use, whichever is higher.

#### MISCELLANEOUS EXPENDITURE

Miscellaneous Expenditure U/s. 35DD of the Income Tax Act, 1961, is written off over a period of five years.

2. Capital commitments remaining to be executed and not provided for amounts to ` 316.94 lacs ( ` 353.77 lacs); advance there against amounts to ` 282.75.03 lacs ( ` 238.03 lacs).
3. a) There are no dues to any entity which is covered under small scale industrial undertaking.  
b) There are no suppliers which fall under the Micro, Small and Medium Enterprises Development Act, 2006, hence the information required under the said act is not given.

**NOTES TO THE ACCOUNTS**

4. The disclosures pursuant to Section 186(4) of the Companies Act, 2013 in respect of the loans given by the Company is detailed below:  
a) Loan of Rs.40.00 Lacs given to Bharat Roll Industry Pvt. Ltd. for Working Capital purposes  
b) Loan of Rs.50.00 Lacs given to WIG Brothers Const. Pvt. Ltd. Pvt. Ltd. for Working Capital purposes
5. Pursuant to the Companies Act, 2013 ("the Act") becoming effective from 1st April, 2014, the Company has recomputed the depreciation based on the useful life of the assets as prescribed in Schedule II of the Act. The depreciation and amortization expense charged for the year ended 31st March, 2015 would have been higher by ` 64,108/- had the Company continued with the previously prescribed depreciation rates as per Schedule XIV of the Companies Act, 1956. Further, in accordance with the transitional provisions of Schedule II, the Company has adjusted an amount of ` 718,637 (Net off deferred tax ` 322,000/- thereon) in the opening balance of retained earnings for those assets where the remaining useful life is Nil as on 1st April, 2014.

	2014-2015	2013-2014
6. Earning in Foreign Exchange:		
FOB Value of Exports	5,25,84,665	6,60,68,214
Expenditure in Foreign Currency		
Travelling	-	3,53,970
Commission on exports	6,15,098	6,94,327

- a) Enterprises where control exists Blackberry Property Advisory Private Limited  
(Subsidiary Company)
- b) Associates and Joint Ventures -
- c) Individual Owning an interest in the voting power of the company and their relatives -
- d) Key Management Personnel and their Relatives Anil Agrwal (Chairman and Managing Director)  
Renu Agarwal (Director)  
Lalit Kumar Chhawchharia (Director)  
Krishan Kumar Singh (CFO)  
Parul Jain (Company Secretary)
- e) Enterprises over which any person referred to in (c) or (d) is able to exercise significant influence Nilgiri Mercantile Pvt. Ltd.

Nature of Transaction	Subsidiary Company		Key Management Personnel & Relatives	
	2014-2015	2013-2014	2014-2015	2013-2014
Expenses				
Rent	-	5,25,000	-	-
Remuneration	-	-	16,92,540	16,80,000
Sitting Fees	-	-	12,000	7,000
Year End Receivables				

8. The Earning Per Share (EPS) has been calculated as specified in Accounting Standard - 20', issued by Institute of Chartered Accountants of India and other disclosures in this regard are:

	<u>2014-2015</u>	<u>2013-2014</u>
(a) Profit/(Loss) after taxation	16,32,370	(18,73,004)
(b) Weighted Average No. of Equity Shares outstanding	2970300	2970300
(c) Earning per share (Face value ` 10/- per share) (a)/(b) (Basic and diluted)	0.55	(0.63)

9. On the basis of physical verification of assets, as specified in Accounting Standard - 28, and cash generation capacity of those assets, in the management perception there is no impairment of such assets as appearing in the balance sheet as on 31.03.2015

10. a) The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS 21) - "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India.

b) The subsidiary (which along with Worldwide Leather Exports Ltd., the parent, constitute the Group) considered in the preparation of these consolidated financial statements is:

Name	Country of	Percentage of voting power	Percentage of voting power as
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**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part “A”: Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the subsidiary	Blackberry Property Advisory Pvt. Ltd.
2	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	-
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4	Share capital	Rs. 1100000/-
5	Reserves & surplus	Rs. 880902/-
6	Total assets	Rs. 8560362/-
7	Total Liabilities	Rs. 6579460/-
8	Investments	Rs. 7358188/-
9	Turnover	Rs. 900000/-
10	Profit before taxation	Rs. 326665/-
11	Provision for taxation	Rs. 62397/-
12	Profit after taxation	Rs. 264268/-
13	Proposed Dividend	-
14	% of shareholding	100

**Notes:** The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations.
2. Names of subsidiaries which have been liquidated or sold during the year.

**WORLDWIDE LEATHER EXPORT LIMITED**

Registered office: 5-F, Everest, 46/C Chowringhee Road, Kolkata-700 071

**ATTENDANCE SLIP**

Name and Address of the Member(s)

.....  
.....  
.....

Folio No./Client ID No. ....

No. of Shares

I hereby record my presence at the 25th Annual General Meeting held at 'Kala Kunj', (Basement Kalamandir), 48 Shakespeare Sarani, Kolkata-700 017 at 11:00 A.M. on 3<sup>rd</sup> day the September, 2015.

Signature of the Shareholders/Proxy\*

\*Strike out which ever is not applicable.

-----Tear Here-----

**WORLDWIDE LEATHER EXPORT LIMITED**

Registered office: 5-F, Everest, 46/C Chowringhee Road, Kolkata-700 071

**PROXY FORM**

I/We.....of

.....being a  
member(s) of the above company hereby appoint

Mr./Mrs./Miss.....of

.....or failing him/her/Mr./Mrs./ Miss.....

of.....as my/our proxy and to vote for me /us on my /our behalf at the 25<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, the 3<sup>rd</sup> September, 2015 at 'Kala Kunj', (Basement Kalamandir), 48 Shakespeare Sarani, Kolkata-700 017.

Signed this ..... day of ..... 2015

Signature

Folio No./Client ID No. ....

Please affix  
One Rupee  
Revenue  
Stamp

DP ID No. ....

No. Of Equity Shares

.....

Signature of the first holder/sole holder

Note:

- 1 Any member entitled to attend and vote at the meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a member.
- 2 Proxies, in order to be effective must be received by the Company not less than 48 Hours before the time of the meeting at its registered office: 5-F, Everest, 46/C Chowringhee Road, Kolkata-700 071.

(Please complete the attendance slip and hand it over at the entrance Hall. Only members or their proxies are entitled to be present at the meeting.)