Sreeleathers Limited
Registered Office: 6, Tottee Lane, Kolkata-700 016,
Email: sreeleathers@sreeleathers.com
Website: www.sreeleathers.com
CIN: L67190WB1991PLC050656
Phone No.:2286-1571

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the members of Sreeleathers Limited ("The Company") will be held on Monday, 28th September 2026 at 11.30 a.m. Indian Standard Time ("IST"), through Video Conferencing /Other Audio Visual Means ("VC/OAVM") facility to transact the following businesses: -

Ordinary Businesses:

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year Ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.

Item No. 2: To appoint a Director in place of Ms. Rochita Dey (DIN:02947831) who retires by rotation.

To appoint a Director in place of Ms. Rochita Dey (DIN:02947831) who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 3: To confirm payment of interim dividend and declare final dividend for the financial year 2025-26 and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

Resolved that a first interim dividend @ 10% (Re.1/- per equity share of Rs.10/- each) on the paid-up equity share capital of the Company be and is hereby confirmed; and the final dividend @ 10% (Re.1/- per equity share of Rs.10/- each) as recommended by the Board of Directors be and is hereby declared out of profits of the Company for the financial year 2025-26.

Special Business:

Item No. 4: To appoint Mr. Soham Dey (DIN: 11860996) as Whole-time Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 188, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Mr. Soham Dey (DIN: 11860996), who was appointed as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 and who shall cease to hold office as an Additional Director on the date of this Annual General Meeting, as a Whole-time Director

of the Company for a period of five (5) years with effect from the date of this Annual General Meeting, liable to retire by rotation.

(Mr. Satyabrata Dey, Managing Director, Mrs. Shipra Dey, Ms. Rochita Dey and Mr. Soham Dey, Directors of the company are concerned or interested in this resolution)

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable to Mr. Soham Dey for the aforesaid appointment on the following terms and conditions: -

Salary: at the rate of Re.1/- (Rupee One only) per annum.

Allowances and other benefits: As per the rules of the Company, subject to the provisions of the Companies Act, 2013 and applicable laws.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Soham Dey, shall be the minimum remuneration payable to him in terms of the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Soham Dey in the light of further progress of the company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force).

Resolved Further that pursuant to the provisions of section 188 of the Companies Act, 2013 ("The Act"), Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments, or re-enactment thereof for the time being in force), and subject to such approval as may be required, approval of members of the Company be and is hereby accorded for holding of office or place of profit by Mr. Soham Dey, who is the relative of Mr. Satyabrata Dey, Managing Director, Mrs. Shipra Dey, Director and Ms. Rochita Dey, Director of the Company.

(Mr. Satyabrata Dey, Managing Director, Mrs. Shipra Dey, Ms. Rochita Dey and Mr. Soham Dey, Directors of the Company are concerned or interested in this resolution)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question, or doubt that may arise in relation thereto within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

Key Details at a glance:

Particulars	**Details**
Time and Date of AGM	Monday, September 28, 2026 at 11.30 a.m.
Mode of Meeting	Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**")
Final Dividend Recommended for the Financial Year 2025-26	Re.1/- (Rupee one only) @10% per equity share of face value of Rs.10/- (Rupees ten only)
Record Date for payment of final dividend	Monday, September 21, 2026
Final dividend payout date, if approved by the Members	Within 30 days from date of Annual general Meeting.
Cut-off date for e-Voting	Monday, September 21, 2026
E-voting start Date and Time	Friday, September 25, 2026 at 09:00 a.m. (IST)
E-voting end Date and Time	Sunday, September 27, 2026 at 05:00 p.m. (IST)
E-voting Sequence Number (EVSN)	260818045
Registrar and Share Transfer Agent contact details	M/s. Niche Technologies Pvt. Ltd. 3A, Auckland Place,7th Floor. Room No.7A & 7B Kolkata – 700017. E-mail: nichetechpl@nichetechpl.com Phone No. 033 2280-6616

Registered Office:
6, Tottee Lane
Kolkata- 700016

By order of the Board of Directors
For Sreeleathers Limited
Sd/-
(Bijoy Kumar Roy)
Company Secretary
Membership No. ACS 5702

Place: Kolkata
Date: 14.08.2026

IMPORTANT NOTES:

(Forming part of the Notice convening the said 35th Annual General Meeting)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), and rules framed thereunder in respect of special business under item no.4 of the accompanying notice is annexed hereto.

In terms of Section 152 of the Companies Act, 2013, Ms. Rochita Dey, whole-time Director, retires by rotation at the AGM and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended her re-appointment.

Details of Directors seeking appointment/re-appointment in AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI LODR regulations are annexed to this Notice of AGM.

A. General instructions for accessing and participating in the 35th AGM through VC/OAVM Facility and voting through electronic means including remote e-voting

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

   In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 35th AGM of the Company will be held through VC/OAVM on Monday, September 28, 2026 at 11.30 a.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 6, Tottee Lane, Kolkata-700 016.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e- voting as well as the e-voting system on

the date of the AGM will be provided by CDSL.

3. The Members can join the 35th AGM of the Company in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 35th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 35th AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the 35th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to MCA Circulars through VC/OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.

6. In line with the MCA Circulars and the SEBI Circulars, the Notice of AGM along with Annual Report for the Financial Year, 2025-26 is being sent only through electronic mode to those whose email addresses are registered with the company/depositories. Members may note that the Notice and Annual Report have been uploaded on the website of the Company at www.sreeleathers.com. The Notice as well as the Annual Report 2025-26 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange at www.nseindia.com The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com

7. Members seeking any information with regard to accounts are requested to send their queries mentioning their names and folio numbers/demat account numbers at least seven days in advance to the Company at investors@sreeleathers.com to enable the management to send clarifications in their respective emails after the AGM.

B. Guidelines for Members:

i. The Register of Members and the Share Transfer Books of the company will remain closed from 22nd September, 2026 to 28th September, 2026 (both days inclusive).

ii. Relevant documents referred to in the accompanying Notice are open for inspection only through electronic mode on all working days before the date of Annual General Meeting.

iii. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section170 of the Act and the Register of Contracts or

arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection only through electronic mode.

iv. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to the depository participants with whom they are maintaining their Demat Accounts. Members holding shares in physical forms are requested to advise any change in their address or bank mandates along with self-attested copy of address proof i.e Aadhar Card/Electricity Bill/ Telephone Bill/ Driving Licence/Passport/Bank Passbook immediately to the Company or M/s Niche Technologies Pvt. Ltd, share transfer agent at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B ,Kolkata - 700017 E-mail:nichetechpl@nichetechpl.com Phone No: 033 2280 6616.

v. Members may avail the facility of dematerialization by opening Demat account with depository participant of either National Security Depository Ltd. or Central Depository Services (India) Limited and get their equity share certificate dematerialized. The ISIN No. of the Company is INE099F01013.

vi. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote.

vii. Members who have not registered /updated their e-mail addresses with Niche Technologies Pvt. Ltd., if shares are held in physical mode OR with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.

viii. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company. Members holding shares in electronic mode are advised to contact their respective DPs for availing the nomination facility.

Non-Resident Indian members are requested to inform Niche Technologies Private Limited/respective DPs, immediately of:

a. Change in their residential status on return to India for permanent settlement.

b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.

ix. The voting rights of shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut- off date of 21st September, 2026. A person who is not a member as on cut - off date should treat this notice for information purpose only.

x. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2026. The facility of e-voting would be provided once for every folio/client ID., irrespective of the number of joint holders

xi. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on 21st August, 2026, in the Register of Members or in the Register of Beneficial Owners maintained by the depositories.

xii. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2026 and not casting their vote electronically, may only cast their vote at the Annual General Meeting through e-voting facility provided specifically for the AGM as per procedure outlined in this notice.

xiii. Investors who become members of the Company subsequent to the dispatch of the Notice and hold the shares as on the voting eligibility cut-off date i.e.21st September, 2026 are requested to send the written / email communication to the Company at investors@sreeleathers.com by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e-voting. The Management/ RTA will do their best to accommodate and execute such requests so that the Shareholder can participate in the e-voting which commences on Friday, September 25, 2026 at 09:00 a.m. (IST) and ends on Sunday, 27th September, 2026 at 05:00 p.m.

xiv. Mr. Pawan Kumar Agarwal, (Practicing Chartered Accountant) (Membership No. FCA 064093) E-Mail : pvnassociates08@gmail.com has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting/polling at the AGM in a fair and transparent manner. The Scrutinizer will submit his consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting on the day of AGM or the next day of the AGM after it is concluded or within such time as specified under the Companies Act, 2013 after also taking into account the E- votes cast on the resolutions by the members who participate in the AGM through VC and/or OAVM mode.

xv. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company www.sreeleathers.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz. NSE Ltd. and BSE Ltd.

C. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

i. The voting period begins on 25th September, 2026 at 09.00 a.m. and ends on 27th September, 2026 at 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 21st September, 2026 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. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed

that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders holding securities in Demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual

	meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no. : 022-4886-7000 and 022-2499-7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on “Shareholders” module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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.

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant Sreeleathers Limited on which you choose to vote.

x. 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.

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

xii. 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.

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

xiv. You can also take a printout of the votes cast by clicking on “Click here to print” option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;investors@sreeleathers.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

D. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views or ask questions during the AGM may register themselves at investors@sreeleathers.com mentioning their name, demat account number/folio number, email id, mobile number The Speaker Registration will be open from Friday, September 04, 2026 to Saturday, September 12, 2026. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Selection of speakers will be based on first-come, first-served basis. The shareholders who do not wish to speak during AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@sreeleathers.com. These queries will be replied to by the Company suitably by email after AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Due to limitations of transmissions and coordination during AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. 7 days in advance prior to meeting mentioning their name, demat account number/folio number, email Id, mobile number at investors@sreeleathers.com
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if

the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

DIVIDEND RELATED INFORMATION

The dividend approved by the members at the AGM will be paid only through electronic mode, within 30 (Thirty) days of the AGM, to the members whose names appear on the Company's Register of members as on the Record Date, and in respect of the shares held in dematerialised mode, to the members whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

The Company has fixed Monday, September 21, 2026 as the "Record Date" for the purpose of determining the members eligible to receive dividend for the financial year 2025-26

Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details.

As per the Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026 issued by SEBI, payment of dividend to members holding shares in physical mode shall only be made electronically. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen

Signature, etc., for their corresponding physical folios with the Company / Niche Technologies Private Ltd. In this regard the Company/RTA had sent letters, to its members for furnishing the required details.

Please refer to SEBI FAQs by accessing the link:
https://www.sebi.gov.in/sebi_data/faqfiles/jan2026/1767611333081.pdf (FAQ No. 47 & 48)

The TDS / withholding tax rate would vary depending on the residential status of the member and documents submitted by the member with the Company / RTA / Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company / RTA on or before Saturday, September 12, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate, as applicable. For the prescribed TDS rates for various categories, please refer to the Income-Tax Act, 2025.

Tax Deductible at Source (TDS) / Withholding tax

Pursuant to the requirement of the Income-Tax Act, 2025, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members.

A. Resident members:

A.1 Tax Deductible at Source for Resident members

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1	Valid PAN updated in the Company's Register of Members	10%	No document required. In case of individual Member, if dividend does not exceed ₹ 10,000, no TDS / withholding tax will be deducted. Also, please refer note (5) below
2	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 397(2) of the Income Tax Act, 2025, regardless of dividend amount, if PAN of the member other than individual is not registered with the Company / Niche Technologies Pvt. Ltd. / Depository Participant. In case of individual member, if PAN is not registered with the Company / Niche Technologies Pvt. Ltd. / Depository Participant & cumulative dividend payment to an individual member is more than ₹ 10,000, TDS / Withholding tax will be deducted at 20% under Section 397(2) of the Income-Tax Act, 2025.

			All the members are requested to update, on or before September 12, 2026, their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / Niche Technologies Pvt. Ltd. (if shares are held in physical mode). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (5) below.
3	Availability of lower/nil tax deduction certificate issued by Income-Tax Department u/s 395(1) of the Income-Tax Act, 2025	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before September 12, 2026.
4	Benefits under Income Tax Rule 203	Rates based on applicability of the Income-Tax Act, 2025 to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

A.2 No Tax Deductible at Source on dividend payment to resident members if the members submit following documents as mentioned in column no. (4) of the below table with the Company / Niche Technologies Pvt. Ltd. / Depository Participant on or before September 12, 2026.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1	Submission of form 121 with valid & operative PAN.	NIL	Declaration in Form No. 121 fulfilling certain conditions.
2	Member to whom section 393(1) [Table: Sl. No. 7] of the Income-Tax Act, 2025 does not apply as per	NIL	Valid documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the Income-Tax Act, 2025.

	section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc.		
3	Member covered u/s 393(5) of the Income-Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Valid documentary evidence for coverage u/s 393(5) of the Income-Tax Act, 2025.
4	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 400(1) of the Income-Tax Act, 2025.
5	• Recognised provident funds • Approved superannuation fund • Approved gratuity fund	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6	National Pension Scheme	NIL	No TDS as per section 393(9) of the Income-Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7	Any resident member exempted from TDS deduction as per the provisions of the Income-Tax Act, 2025 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS

B. Non-Resident members:

The table below shows the withholding tax on dividend payment to non-resident members. Members are requested to submit the document(s) as mentioned in column no. (4) of the below table on or before September 12, 2026, to the Company / Niche Technologies Pvt. Ltd. to avail the beneficial rates, wherever applicable.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1	Foreign Institutional Investors (FIIs) / Foreign	20% (plus applicable	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty

	Portfolio Investors (FPIs) / Other Non Resident members	surcharge and cess) or tax treaty rate, whichever is beneficial	following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received. 2. PAN or declaration as per Rule 217 of the Income-Tax Rules, 2026 in a specified format. 3. E-filed Form 41 4. Self-declaration for non-existence of permanent establishment/ fixed base in India. (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company).
2	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 395(1) of the Income-Tax Act, 2025 obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India. In case above documents are not made available, then Withholding tax will be at 35% (plus applicable surcharge and cess).
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4	Any non-resident member exempted from WHT deduction as per the provisions of the Income-Tax Act, 2025 or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.

5	Benefits under Income Tax Rule 203	Rates based on the applicability of the Income-Tax Act, 2025 / DTAA (whichever is beneficial) to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders. The documents as mentioned against Sr. No 1 to 4 in column (4) will be required in addition to the above declaration

Notes:

1. The Company will issue soft copy of the TDS certificate to its members through e-mail post filing of TDS return as per statutory timelines specified under the Income-Tax Act, 2025. Members will be able to download Form 168 from the Income Tax Department's website https://www.incometax.gov.in

2. The aforesaid documents such as Form 121, documents under section 393(5), 400(1), FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, Rule 203 declaration, etc. can be sent to the email addresses investors@sreeleathers.com and nichetechpl@nichetechpl.com on or before September 12, 2026 to enable the Company/RTA to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after September 12, 2026 shall not be considered.

3. Application of TDS / withholding tax rate is subject to necessary verification by the Company/RTA as per details available in register of members as on the Record Date, and other documents available with the Company / Niche Technologies Pvt. Ltd. provided by the member by the specified date.

4. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.

5. **No TDS will be deducted in case of resident individual members whose dividend does not exceed Rs.10,000. However, where the PAN is not updated in Company / Niche Technologies Pvt. Ltd. / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual member is more than Rs. 10,000, the Company will deduct TDS / Withholding tax u/s 393(1) [Table: Sl. No. 7] with reference to Section 397(2) of the Income-Tax Act, 2025. All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / Niche Technologies Pvt. Ltd. (if shares are held in physical mode) against all their folio holdings on or before September 12, 2026.**

6. In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the member, such member will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

7. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

Details of Directors seeking Appointment/ Re-appointment at the forthcoming AGM:

A statement giving the details of the Directors seeking appointment/ reappointment under Item No.2 and Item No. 4 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, are as under:

Particulars	**Item No. 2**	**Item No. 4**
Name of Director	Ms. Rochita Dey (DIN- 02947831)	Mr. Soham Dey (DIN- 11860996)
Date of Birth	24.09.1991	27.11.1999
Date of appointment	26.12.2018	14.08.2026
Qualification	MBA(Finance) from Syracuse University, USA	Mechanical Engineering from Boston University and MBA from Kellogg School of Management.
Expertise in specific functional area	Footwear & Accessories	Footwear & Accessories
Directorship held in other listed entities as on 31st March, 2026	NIL	NIL
Chairman/Member of Committees of the Board of the listed entities on which he/she is a Director as on 31st March, 2026	NIL	NIL
No. of Meetings of the Board attended during the year	4	Nil
Shareholding in the Company as on 31st	Equity shares 5,33,844 nos.	Equity shares 6,40,613 nos.

March, 2026		
Inter se relationship between Directors & Other Key Managerial personnel of the Company.	Daughter of Mr. Satyabrata Dey, Managing Director, Mrs. Shipra Dey, Director and Sister of Mr. Soham Dey, Director	Son of Mr. Satyabrata Dey, Managing Director, Mrs. Shipra Dey, Director and Brother of Ms. Rochita Dey, Director.
List of Directorship of other Companies	1. Shoeline Trading Pvt. Ltd. 2. Sumanta Susanta Exports Pvt. Ltd. 3. Upward Commodities Pvt. Ltd. 4. Tug Indofin Pvt. Ltd. 5. Tug Overseas Pvt. Ltd. 6. D S Leathers Products Centre Pvt. Ltd. 7. Elite Theaters and Investments Co. Pvt. Ltd. 8. Pancham Distributors Pvt. Ltd. 9. Pacific Tradelink Pvt. Ltd. 10. Panchavati Tie-up Pvt. Ltd. 11. House of SL Pvt. Ltd.	Nil

Explanatory Statement relating to the business mentioned in Item No. 4, of the accompanying Notice of the Annual General Meeting (AGM) is given below:

Mr. Soham Dey was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 14th August, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), and holds office up to the date of this Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended the appointment of Mr. Soham Dey as the Whole-time Director of the Company for a period of five (5) years with effect from the date of this Annual General Meeting. He shall be liable to retire by rotation. The Board has recommended for approval of the Members for appointment of Mr. Soham Dey as a whole-time Director of the Company.

A Token Remuneration of Re. 1/- (Rupee one only) per annum will be payable to Mr. Soham Dey, as recommended by the Nomination and Remuneration Committee and agreed to by Mr. Soham Dey.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Soham Dey for the office of Director of the Company.

Mr. Soham Dey graduated with a degree in Mechanical Engineering from Boston University and holds a Master of Business Administration (MBA) from the Kellogg School of Management. He is young and dynamic with strong academic credentials and business acumen. The Board is of the opinion that his appointment as a Whole-time Director will be beneficial to the Company and will contribute significantly to its future growth and development.

Mr. Soham Dey belongs to the Promoter Group of the Company and is a related party within the meaning of Section 2(76) of the Companies Act, 2013.

Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, approval of members is sought as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as well as pursuant to section 102 of the Act is as under: -

a) Name of the related party: Mr. Soham Dey

b) Name of the Directors or Key Managerial Personnel who is related: Mr. Satyabrata Dey , Mrs. Shipra Dey and Ms. Rochita Dey.

c) Nature of relationship: Mr. Satyabrata Dey is father of Mr. Soham Dey , Mrs. Shipra Dey is mother of Mr. Soham Dey and Ms. Rochita Dey is sister of Mr. Soham Dey.

d) Nature, material terms, monetary value and particulars of the contract or arrangement: It is proposed to appoint Mr. Soham Dey as a whole-time Director of the Company at an annual salary of Re.1/- (Rupee one only). Allowances and other benefits as per the rules of the Company.

e) It is proposed to appoint Mr. Soham Dey as a whole-time Director of the Company.

f) Any other information relevant or important for the members to take decision on the proposed resolution: please refer to his qualification and experience as mentioned aforesaid under this item of business.

Except the above, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the proposed special resolution.

The Board recommends the resolution set forth in Item No. 4 for approval of the Members.

Registered Office:
6, Tottee Lane
Kolkata- 700016

Place: Kolkata
Date: 14.08.2026

By order of the Board of Directors
For Sreeleathers Limited
Sd/-
(Bijoy Kumar Roy)
Company Secretary
Membership No. ACS 5702