SREELEATHERS LIMITED

Regd. Office : 6, TOTTEE LANE, KOLKATA-700 016
Phone : 2286-1571, Fax : (033) 2217-6468, Email : sreeleathers@sreeleathers.com
Website : www.sreeleathers.com, CIN : L67190WB1991PLC050656

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the members of the Company will be held on Thursday, 25th September,2014 at 10.30 A.M. at Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700016 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, Statement of the Profit and Loss Account and the Cash Flow statement for the year ended 31st March, 2014 along with the Directors' Report and Report on Corporate Governance & Auditors' Report.
2. To consider and declare dividend of Rs. 0.25/- (Paise Twenty Five only) per share (2.5%) on fully paid 2,51,55,012 Equity Shares of Rs. 10/- each.
3. To appoint a director in place of Shri Sumanta Dey (DIN: 00647680) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a director in place of Shri Sushanto Dey (DIN: 00647894) who retires by rotation and being eligible offers himself for reappointment.
5. To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Sixth Annual General Meeting and to fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modification, the following resolution:

   "Resolved that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s K. Rungta & Co, Chartered Accountants (ICAI Membership No. 73418), of 1, Crooked Lane, Room No – 102, 1st Floor, Kolkata – 700004 be and are hereby reappointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the Twenty Sixth Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be agreed upon between the Auditors and the Board of Directors."

Special Business:

Appointment of Mr. Tanmoy Shome as an Independent Director of the Company:

6. To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under (including statutory modifications or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act 2013 as amended from time to time, Mr. Tanmoy Shome (DIN: 01286496), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to 24th September, 2019, not liable to retire by rotation."

Re-Appointment of Mr. Satya Brata Dey as the Managing Director of the Company:

7. To consider and if thought fit to pass the following Resolution with or without modification if any, as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to the reappointment of Shri Satyabrata Dey (DIN: 00569965) as Managing Director (a Key Managerial Personnel) of the Company for a period of 5 years w.e.f. 30.09.2014 (who completes his term of five years on 29.09.2014).

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

Salary: At the rate of Rs. 2,00,000/- (Rupees Two Lacs) per month from 30.09.2014.

Allowance and Other Benefits: As per the rules of the Company.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Satyabrata Dey, Managing Director 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 authorised 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 Shri Satya Brata 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 there under (including any statutory modification(s) or reenactment thereof, for the time being in force).

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.

Appointment of Mr. Sumanta Biswas as an Independent Director of the Company:

8. To consider and if thought fit to pass the following Resolution with or without modification if any, as an Ordinary Resolution:

RESOLVED THAT pursuant to the provision of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with schedule IV to the Act as amended from time to time, Shri Sumanta Biswas (DIN – 02243349)has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment as an independent director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office upto 5 (five) consecutive years upto 24th September 2019.

Appointment of Mrs. Sadhana Adhikari as an Independent Director of the Company:

9. To consider and if thought fit to pass the following Resolution with or without modification if any, as an Ordinary Resolution:

RESOLVED THAT pursuant to the provision of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder read with schedule IV to the act as amended from time to time, Smt. Sadhana Adhikary (DIN : 02974882) has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment as an independent director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office upto 5 (five) consecutive years upto 24th September 2019.

BY ORDER OF THE BOARD

Place : Kolkata
Date : 08th August 2014

(Bijoy Kumar Roy)
Company Secretary

Notes:

i) **A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**

ii) **The instrument appointing proxy should however be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members indenting to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

iii) The register of Members and the Share Transfer Books of the company will remain closed from 20th September, 2014 to 25th September, 2014 (both days inclusive).

iv) The relevant Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the items of Special Business is annexed hereto.

v) The dividend, as recommended by the Board, if declared at the 23rd Annual General Meeting, will be paid after Thursday, 25th September, 2014 to those members whose names stand registered on the Company's Register of Members:

a) as beneficial owners as at the end of business on Friday, 19th September, 2014 as per the list to be furnished by National Securities Depository Ltd.(NSDL) and Central Depository Services (India) Ltd.(CDSL) in respect of shares held in dematerialized form.

b) as members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company on or before, Friday, 19th September, 2014.

vi) The Registrar and Transfer activity of shares held in physical and demat form continue to be carried out by our Registrars, M/s Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700 001, West Bengal.

vii) Shareholders / Proxies are requested to bring their copies of the annual report to the meeting, as copies of the Annual Report will not be distributed at the Meeting.

viii) Shareholders / Proxies should bring their attendance slip duly filled in for the Meeting.

ix) 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 immediately to the Company or M/s Niche Technologies Pvt Ltd.

x) 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) Ltd and get their equity share certificate dematerialized. The ISIN No. of the Company is INE099F01013.

xi) Members desiring any information on the Accounts are requested to write to the Company at least 10 days prior to the date of the meeting to enable the Management to keep the information ready.

xii) Pursuant to the clause No.49 of the Listing Agreement, profile of the Directors proposed for appointment/ re-appointment being given in a statement containing details of the concerned directors is attached hereto.

Statement regarding the Directors proposed for appointment/re-appointment

Name & Designation of Appointee	Age	Qualification/ Experience	Date of Appointment	Directorships in other Public Companies
1	2	3	4	5
Mr. Satya Brata Dey (DIN:00569965)	64 Years	Bachelor of Commerce (Hons.)	02.12.1999	1. Sreeleathers Overseas Ltd. 2. Balaji Indofin Ltd.
Mr. Sumanta Dey (DIN: 00647680)	36 Years	Bachelor of Commerce (Hons.)	15.04.1999	
Mr. Sushanto Dey (DIN: 00647894)	36 Years	Bachelor of Business Administration	15.04.1999	
Mr. Tanmoy Shome (DIN: 01286496)	46 Years	Bachelor of Science and Master of Arts (Bengali)	-	
Mr. Sumanta Biswas (DIN: 02243349)	38 Years	LLB.	30.01.2010	
Smt. Sadhana Adhikary (DIN: 02974882)	42 Years	Master of Arts (Bengali)	30.01.2010	

xiii) 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.

xiv) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Niche Technologies Pvt. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.

xv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter it was clarified vide Circular no. MRD/ DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of PAN Card to the Company/ Registrars and Share Transfer Agent for registration of such transfer of shares. Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / Registrars and Share Transfer Agents, Niche Technologies Pvt. Ltd.

xvi) Members, who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2009 or any subsequent financial year(s) are urged to claim such amount from the Share Transfer Agents.

xvii) **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the Annual General Meeting, and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

Similarly, members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case members cast their vote exercising both the options, i.e. physically and e-voting then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under. Members are requested to follow the instructions below to cast their vote through e-voting:

The instructions for shareholders voting electronically are as under:

a. The voting period begins on 19.09.2014 at 10:00am and ends on 21.09.2014 at 06:00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 08.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

c. Click on "Shareholders" tab.

d. Now, select the "SREELEATHERS LIMITED" from the drop down menu and click on "SUBMIT"

e. 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, excluding the special characters.

f. Next enter the Image Verification as displayed and Click on Login.

g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms / M/s etc. Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. ● Please Enter the DOB or Bank Account Number in order to Login. ● If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 08/08/2014.

i. After entering these details appropriately, click on "SUBMIT" tab.

j. 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.

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

l. Click on the EVSN of SREELEATHERS LIMITED.

m. 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.

n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

o. 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.

p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

s. Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

xviii) 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 (record date) of 8th August,2014.

xix) The Notice of Annual General Meeting will be sent to the Members, whose name appear in the Register of Members/Depositories as at closing hours of business, on Friday, the 8th August,2014.

xx) The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 8th August, 2014. The facility of e-voting would be provided once for every folio/client I.D., irrespective of the number of joint holders.

xxi) Mr. Pawan Kumar Agarwal, (Practicing Chartered Accountants) (Membership No – FCA 064093) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in presence of at-least two witnesses not in employment and make a scrutinizer's report on the voting pattern in accordance with the procedure set out in Companies (Management & Administration) Rules, 2014.

xxii) The results shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer's report shall be placed on the website of CDSL and website of Sreeleathers Ltd. within two days of passing of resolution at the AGM of the Company and will be communicated to the stock exchanges.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("The Act")

The following statement sets out all material facts relating to the special business mentioned in the accompanying notice:-

Item No.6

Mr. Tanmoy Shome is a Science Graduate and also holds a Master's Degree in Arts. He has a rich and varied experience in Sales & Marketing and the company expects to be benefited from his association.

Mr. Shome has given a declaration to the board that he meets the criteria of independence as provided under section 149 (6) of the Act. In the opinion of the board he fulfills the condition specified in the Act and the Rules framed there under for appointment as Independent director of the Company and is independent of the Management.

In compliance with the provision of section 149 read with schedule IV of the Act the appointment of Mr. Shome as Independent Directors is now being placed before the members for their approval.

A draft letter of terms & conditions of appointment proposed to be issued to Mr. Tanmoy Shome is kept open for inspection by the members of the company during the normal business hours of the Company except on Saturday, Sunday and public holidays.

Except Mr. Shome, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 6.

Item No. 7

Mr. Satyabrata Dey was appointed as Managing Director of the Company at the Annual General Meeting of the Company held on 30th of September, 2009 for a term of five years. His term expires on 29th of September, 2014 and is eligible for reappointment for another term of five years w.e.f. 30th September, 2014.

Mr. Satyabrata Dey is a commerce graduate. He has wide experience in the footwear and leather industry.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dey as a Managing Director. Accordingly the Board recommends the resolution in relation to the appointment of Mr. Dey as a Managing Director for the approval by the shareholders of the company.

Except Mr. Dey, being an appointee and Mr. Sumanta Dey and Mr. Sushanto Dey, Directors of the Company, being the relatives of Mr. Satyabrata Dey, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 7.

Item No. 8

Mr. Sumanta Biswas is an existing Independent Directors of the Company pursuant to the provision of Clause 49 of the Listing Agreement entered with the stock exchanges..

The Nomination committee has formed an opinion that he is a person of integrity and possesses relevant expertise and experience for being appointed as an Independent Director of the Company and recommended his appointment. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made there under and that he is independent of the Management. He has also filed a declaration under Section 149 (7) of the Act stating that he can function as Independent Director within the meaning of Section 149 (6) of the Act.

In view of the above position, approval of Members is sought, through Ordinary Resolutions, to formally reappoint him as an Independent Director as per Section 149 (10) of the Act for a period of five years. Brief particulars of Mr. Sumanta Biswas have been mentioned herein above. The Company and the Independent Director shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

Formal letter of appointment proposed to be issued to Mr. Sumanta Biswas is kept open for inspection by the members of the company during the normal business hours of the Company except on Saturday, Sunday and public holidays.

After his appointment as Independent Director, he shall not be liable to retire by rotation and shall hold office for the aforesaid fixed term.

Except Mr. Sumanta Biswas, being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 8.

Item No. 9

Mrs. Sadhana Adhikary is an existing Independent Director of the Company pursuant to the provision of Clause 49 of the Listing Agreement entered with the stock exchanges.

The Nomination Committee has formed an opinion that she is a person of integrity and possesses relevant expertise and experience for being appointed as an Independent Directors of the Company and recommended her appointment. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules made there under and that she is independent of the Management. She has also filed a declaration under Section 149 (7) of the Act stating that she can function as Independent Director within the meaning of Section 149 (6) of the Act.

In view of the above position, approval of Members is sought, through Ordinary Resolutions, to formally appoint her as an Independent Director as per Section 149 (10) of the Act for a period of five years. Brief particulars of Mrs. Sadhana Adhikary have been mentioned herein above. The Company and the Independent Director shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

Formal letters of reappointment proposed to be issued to Mrs. Sadhana Adhikary is kept open for inspection by the members of the company during the normal business hours of the Company except on Saturday, Sunday and public holidays.

After her appointment as Independent Directors, she shall not be liable to retire by rotation and shall hold office for the aforesaid fixed term.

Except Mrs. Sadhana Adhikary, being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 9.

BY ORDER OF THE BOARD

Place : Kolkata
Date : 08th August 2014

(Bijoy Kumar Roy)
Company Secretary

SREELEATHERS LIMITED

Regd. Office : 6, TOTTEE LANE, KOLKATA-700 016
Phone : 2286-1571, Fax : (033) 2217-6468, Email : sreeleathers@sreeleathers.com
Website : www.sreeleathers.com, CIN : L67190WB1991PLC050656

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013
read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TWENTY THIRD ANNUAL GENERAL MEETING (Thursday, September 25, 2014)

Name of Member(s) : _____

Email ID : _____

Folio No. /DP ID-Client ID No. | | | | | | | | | | | | | | | | | | | |

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____
   Address : _____
   Email ID : _____
   Signature : _____, or failing him/her

2. Name : _____
   Address : _____
   Email ID : _____
   Signature : _____, or failing him/her

3. Name : _____
   Address : _____
   Email ID : _____
   Signature : _____, or failing him/her

As my/our proxy to addend and vote (on a poll) for me/us and on my/our behalf at the Twenty Third Annual General Meeting of the Company, to be held on Thursday September 25, 2014 at 10.30A.M.at Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700016 and any adjourned thereof in respect of such resolutions as are indicated below:

Sreeleathers Limited

Resolution No.	Description of Resolutions	For	Against
	Ordinary Business		
1	Adoption the financial statements of the Company for the year ended 31st March, 2014 together with the reports of the Directors' and Auditors' thereon.		
2	Declare dividend of Rs. 0.25/- (Paise Twenty Five only) per share (2.5%) on fully paid 2,51,55,012 Equity Shares of Rs. 10/- each.		
3	Reappointment of Shri Sumanta Dey (DIN: 00647680) who retires by rotation.		
4	Reappointment of Shri Sushanto Dey (DIN: 00647894) who retires by rotation.		
5	To appoint M/s K. Rungta & Co., Chartered Accountants (ICAI Membership No. 73418), as Statutory Auditors of the Company and fix their remuneration.		
	Special Business		
6	Appointment of Shri Tanmoy Shome (DIN: 01286496) as a Independent Director of the Company upto September 24, 2019.		
7	Reappointment of Shri Satyabrata Dey (DIN: 00569965) as the Managing Director of the Company upto September 29, 2019.		
8	Appointment of Shri Sumanta Biswas (DIN: 02243349) as an Independent Director of the Company upto September 24, 2019.		
9	Appointment of Smt. Sadhana Adhikari (DIN: 02974882) as an Independent Director of the Company upto September 24, 2019.		

Signed this _____ day of _____, 2014.

Signature of Shareholder: _____

Affix Revenue Stamp

Signature of First Proxy holder Signature of Second Proxy holder Signature of First Proxy holder

SREELEATHERS LIMITED

Regd. Office : 6, TOTTEE LANE, KOLKATA-700 016
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Website : www.sreeleathers.com, CIN : L67190WB1991PLC050656

ATTENDANCE SLIP
23rd ANNUAL GENERAL MEETING
Thursday, September 25th, 2014

Registered Folio / DP ID and Client ID _____

Name and Address of the
Sole/First Shareholder _____

Joint Holder 1 _____

Joint Holder 2 _____

I/We hereby record my/our presence at the Twenty Third ANNUAL GENERAL MEETING of the Company at Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700016 on Thursday, September 25th, 2014 at 10.30 A.M.

Member's Folio/DP ID-Client ID No. _____

Member's/ Proxy's Name in Block Letters _____

Member's/Proxy's Signature _____

NOTES:

1. Please Complete the Folio/DP ID-Client ID No. and name of the Member/Proxy, Sign this Attendance Slip and hand over, duly signed, at the entrance of the Meeting Hall.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Reports for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140809008	Please refer to Note No. XVII in the Notice.	

Sreeleathers LIMITED

23rd ANNUAL REPORT
2013-2014

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri Satya Brata Dey	Managing Director
Sri Sumanta Dey	Director
Sri Sushanto Dey	Director
Sri Sujay Bhattacherjee	Independent Director
Sri Sumanta Biswas	Independent Director
Smt. Sadhana Adhikary	Independent Director

REGISTERED OFFICE

6, Tottee Lane, Kolkata – 700 016 (West Bengal)
Phone : (+91 33) 2286-1510 / 11, Fax : (+91 33) 2217-6468
E-mail : sreeleathers@sreeleathers.com
Website : www.sreeleathers.com
CIN : L67190WB1991PLC050656

STATUTORY AUDITORS

M/s K.Rungta & Co
Chartered Accountants
1, Crooked Lane
Room No. 102, 1st Floor
Kolkata – 700 069

STOCK EXCHANGES (LISTED)

1. Calcutta Stock Exchange Limited
   7, Lyons Range
   Kolkata – 700 001
2. Jaipur Stock Exchange Limited
   Stock Exchange Building
   J.L.N Marg, Malviya Nagar
   Jaipur – 302 017
3. BSE Limited
   PJ Towers, 1st Floor
   Dalal Street, Fort
   Mumbai-400 001
4. National Stock Exchange Limited
   Exchange Plaza, Plot No. C/1, G – Block
   Bandra Kurla Complex, Bandra East
   Mumbai - 400 051

REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Private Limited
D-511, Bagree Market
71, B.R.B. Basu Road
Kolkata – 700 001

BANKERS

Oriental Bank of Commerce	– Chowringhee Branch
HDFC Bank Limited	– Chowringhee Branch
Bank of India	– Lindsay Street Branch
State Bank of India	– Strand Road Branch

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DIRECTORS' REPORT

(Including Management Discussion & Analysis Report)

To
The Members
Sreeleathers Limited

The Directors are pleased to present herewith the 23rd Annual Report of the Company together with Audited Accounts for the financial year ended 31st March, 2014.

1. FINANCIAL RESULT

(₹ In Lacs)

	Financial Year 2013-2014	Financial Year 2012-2013
Receipt from Operations	5699.30	5345.82
Profit Before Depreciation and Taxes	**1139.47**	**1153.26**
Less: Depreciation	89.90	88.11
Profit Before Tax	1049.57	1065.15
Less : Provision for:		
(a) Income tax	356.33	342.01
(b) Deferred tax	(14.83)	(14.31)
Profit after tax	**708.07**	**737.45**
Add: Brought forward from last year	1514.07	849.71
Profit Available for Appropriation	2222.14	1587.16
Proposed Dividend on Equity Shares	62.89	62.89
Provision for Tax on Proposed Equity Div.	10.69	10.20
Balance Carried Forward to Balance sheet	2148.56	1514.07

2. DIVIDEND

The Directors recommend Dividend @ 2.5% per equity Share for the year ended 31st March, 2014, on 2,51,55,012 nos. Equity Share of ₹ 10/- each. The Dividend pay-out including Corporate Dividend Tax of ₹ 10.69 Lacs will be ₹ 73.58 Lacs as compared to Dividend pay-out including Corporate Dividend Tax of ₹ 10.20 Lacs were ₹ 73.09 Lacs in the immediate preceding previous year.

3. OUTLOOK

India is standing at the threshold of a retail revolution and witnessing fast changing retail scenario, with footwear market set to experience phenomenal growth in the coming years. The entry of numerous international players has also resulted in providing a significant boost to the Indian footwear market and the demand for Indian footwear will continue to grow in future as well.

4. FINANCIAL REVIEW

Looking into the market scenario during the year under review, the performance of your company has been satisfactory and gained the profit of ₹ 708.07 Lacs in spite of the recessionary trend and downturn in global economies. The gross increase of receipts from operations has recorded an increase of ₹ 353.49 Lacs in the current year and your directors are taking reasonable steps to increase profits from the coming years.

We are sure that your company is of the view that the performance of the company would further improve in the coming financial years.

5. HUMAN RESOURCES

Manpower management is an integral part of the process of the management of a business. At Sreeleathers Ltd., Human Resource Manager interprets the progressive needs of the organization and direct individual potential towards a common goal. The Company took initiatives to organize sales and retail trainings at very frequent intervals.

6. INDUSTRY STRUCTURE AND DEVELOPMENT

India is the world's second largest footwear producing country, second to China and the third largest market. Even though the per capita footwear consumption in India has gone up from 1.4 pairs per year in 2004 to 2.5 pairs per year in 2013 & it is still much below the average per capita footwear consumption of 5, in developed countries. Indian footwear market is considered to possess a significant potential with overall market anticipated to grow at a CAGR of around 14% during 2012-2014. At present, Men's contribute around 60% of footwear market against Women's share of 30%. Domestic footwear industry is expected to touch a size of ₹ 38,500 crore by 2015 on the back of growing fashion consciousness driven by increasing income levels, a study has said. About 70 per cent of the labour-intensive footwear industry in India is in the unorganized sector employing about 15 lakhs people while the organised sector accounts for remaining 30 per cent and employs over 5 lakhs people.

7. OPPORTUNITIES AND THREATS

The Indian Economy has shown a lot of resilience to overcome the challenges and is voiced to improve its performance in the coming years. Riding on this wave, the Indian Footwear Industry is gearing up to leverage its strengths towards maximizing its volume growth. Increase in organized retailing, rapid urbanization, increase in disposable income among the middle-class people and more importantly as a Country of the most young population in the World, Indian Footwear Industry is poised to play a major role in the Indian organized Retail Industry's success in the future Training & development of the employees shall be the key focus area in addition to the replenishment of footwear offerings as per market demand. Like other retail business, footwear retailing through on-line shall grow manifold in the coming years. Footwear retailers in India have gained a sudden upsurge with the rise of e-commerce and the growing on-line shopping. Companies have to increase their presence on the e-commerce sites to attract and cater to the growing needs of the younger generation.

Apart from competition and ever-increasing demand from the customers, the Indian Footwear Industry will face challenges from within as well rising input costs, scarcity of skilled labour, combating with retail inflation, are some of the areas of concern for the Footwear Industry in India.

Your Company has been adopting appropriate strategies, e.g., contemporary styling, quality control and strengthening its human resources, etc. to achieve its objectives.

8. PUBLIC DEPOSITS

The Company has not accepted any public deposit within the meaning of provisions of Section 58A and 58AA of the Companies Act, 1956 and there is no outstanding deposit due for re-payment.

9. DIRECTORS

Mr. Sushanto Dey and Mr. Sumanta Dey who retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of Section 217 (2AA) of the Companies Act, 1956 the Directors confirm that:

(i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) Appropriate accounting policies have been selected and the directors have 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 2013-2014 and of the profit and loss of the Company for the period;

(iii) Proper and sufficient care has been taken 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;

(iv) The annual accounts have been prepared on a going concern basis.

11. AUDITORS & AUDITOR'S REPORT

K. RUNGTA & CO., Chartered Accountants, retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment as Statutory Auditor of the Company. They have furnished the necessary certificate of their eligibility under section 224 (1) (B) of the Companies Act, 1956. The notes to accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

12. REPORT OF CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with the stock exchange, a separate section on Corporate Governance is enclosed herewith which forms part of the Annual Report. A Certificate from the Auditors of the Company on Compliance with the conditions of Corporate Governance as stipulated under the Clause 49 of the Listing Agreement is annexed to this Report.

13. CASH FLOW ANALYSIS

The Cash Flow Statement for the year under review in terms of Clause 32 of the Listing Agreement is annexed.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO

Conservation of Energy

The scope for conservation of energy is limited in the type of industry in which your company is engaged. However, the Company continues to accord high priority to conservation of energy by opting for more power effective replacements of equipments and electrical installation. No specific investment proposals are envisaged.

Form 'A' of Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not applicable as our industry is not included in the Schedule to the said Rules.

Technology Absorption

The Company doesn't have any in-house R & D Facilities. The Company has not imported any technology during the year under review.

Foreign Exchange Earnings and Outgo

No Foreign Exchange earnings and outgo for the Company.

15. PARTICULARS OF EMPLOYEES

As required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, the company has no employees who were in receipt of the remuneration of ₹ 60,00,000/- or more per annum during the year ended 31st March, 2014 or ₹ 5,00,000/- or more per month during any part of the said year.

16. ACKNOWLEDGEMENT

The Directors accept and convey their sincere appreciation to all employees of the Company for their continued dedication and commitment to achieving the results of the Company. The Directors also acknowledge and are grateful to the Bankers, Government Authorities, Shareholders, Vendors and other Stakeholders for their continued support, confidence and cooperation in the performance of the Company.

For and on behalf of the Board of Directors

(Sujay Bhattacherjee)
Director
(DIN : 01759843)

Place : Kolkata
Date : 30th May, 2014

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

Corporate Governance provides corporate with a framework to pursue the objectives of the organisation effectively. Being a value driven organization, the Company's corporate governance practices and disclosures have been duly complied with the statutory and regulatory requirements of the Companies Act, 1956, Securities framed there, and under the provisions of the listing agreement and all other applicable laws. The Company's corporate governance policies and practices are in accordance with the provisions of Clause 49 of the Listing Agreement and have generally complied with all the mandatory requirements as applicable to the Company.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability of information to the members of the Board and Board Committees to enable them discharge their fiduciary duties;
- Timely disclosure of material, operational and financial information to the stakeholders; and
- Proper business conduct by the Board, Senior Management and Employees.

2. GOVERNANCE STRUCTURE

Corporate Governance structure of Sreeleathers Limited is as under:

i) The Board of Directors –

The members of Sreeleathers Limited Board are free to bring up any matter for discussion at the Board Meetings and the functioning is democratic. The Board plays a key role in framing policies for ensuring and enhancing good governance. Besides its primary role of setting corporate performance, the Board directs and guides the activities of the Management towards achieving those Corporate goals, seeks accountability with a view to achieve sustained and consistent growth aimed at adding value for its stakeholders.

ii) The Committee of Directors –

The Board has constituted the following Committees viz. Audit Committee, Remuneration and Nomination Committee and Shareholders Committee. Each of the Committee has been mandated to operate within a given framework.

3. BOARD OF DIRECTORS

i) Composition of the Board

The Company has an optimum combination of Executive and Non – Executive Independent Directors. The Board of Directors has 6(six) directors. It consists of 1(one) Managing Director, 3(three) Non Executive Independent Directors and 2(two) Non Executive Directors. The Non Executive Independent Directors account for 50% of the Board's strength as per the minimum requirement of the Listing Agreement. Independent Directors constitute half of the total strength of the Board. The Non Executive Directors are all eminent professionals with experience in overall management, finance and law and have a wide range of skills and experience.

As will be seen from the following table, none of the Directors hold directorship in more than 15 public limited companies, nor is any of them a member of more than 10 Committees of the prescribed nature or holds Chairmanship of more than 5 such Committees across all public limited companies in which they are Directors. The Board does not have any Nominee Director representing any Institution.

Name of Director	Category	No. of other Directorships	Committees	
			Position Memberships	Chairman
Mr. Satya Brata Dey	Managing Director	2	-	-
Mr. Sumanta Dey	Non Executive & Non Independent	-	-	-
Mr. Sushanto Dey	Non Executive & Non Independent	-	-	-
Mr. Sujay Bhattacherjee	Non Executive Independent	-	-	-
Mr. Sumanta Biswas	Non Executive Independent	-	-	-
Mrs.Sadhana Adhikary	Non Executive Independent	-	-	-

Note:

The above numbers exclude directorships in private, foreign companies and companies which are granted license under Section 25 of the Companies Act, 1956.

Chairmanship/Membership of committee only includes Audit Committee and Shareholders Grievances Committee in Indian Public Companies other than Sreeleathers Limited.

ii) Details of the Board Meetings and Attendance Record of the Directors

During the year ended 31st March, 2014, Eight (8) Board Meetings were held on the following dates:

06th May 2013, 15th May 2013, 30th May 2013, 13th August 2013, 2nd September 2013, 3rd October 2013, 14th November 2013, 14th February 2014.

The details of attendance of Directors at the Board meetings during the financial year 2013-14 and at the last Annual General Meeting (AGM) held on September 30, 2013 are given below.

Director	Held during tenure	Attended	Attended last AGM
Mr. Satya Brata Dey	8	8	Present
Mr. Sumanta Dey	8	8	Leave Sought
Mr. Sushanto Dey	8	8	Leave Sought
Mr. Sujay Bhattacherjee	8	8	Present
Mr. Sumanta Biswas	8	8	Present
Mrs. Sadhana Adhikary	8	8	Present

iii) Information given to the Board

The Company provides the following information to the Board and Board Committees:

- Business strategies and direction to the Company.
- Corporate annual plan and operating framework.
- Corporate resource allocation.
- Quarterly business performance reports.
- Quarterly and annual financial reporting/announcements.
- Board Remuneration policy.
- Declaration/recommendation of dividend.
- Convening Annual General Meeting of shareholders.
- Annual review of accounts and ensuring adoption of the same by shareholders.
- Significant developments in the human resources.
- Risk evaluation and control.
- Compliance with relevant legislations and regulations.

4. GOVERNANCE CODES

Code of Business Conduct & Ethics

The Company has adopted code of Business Conduct & Ethics ("the code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The code requires the Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner.

Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupied in other Companies including Chairmanship and notified changes during the year. Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The member of the Board restricts themselves from any discussions and voting in transactions that they have concern or interest.

Insider Trading Code

The Company has adopted a Code of Conduct for Prevention of Insider Trading ("The Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 with effect from October 1, 2002.

The Securities and Exchange Board of India (SEBI) has over the years introduced various amendments to the Insider Trading Regulations of 1992 which ordain new action steps by corporate and other market intermediaries for the purpose of prevention of insider trading. The code is amended from time to time reflecting the changes brought in by SEBI in the Insider Trading Regulations. The code is applicable to all directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the company. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulations.

5. COMMITTEE OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and need a closer review. The Board and function under their respective Charters. The Board Committees play an important role in overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board.

AUDIT COMMITTEE

As a measure of good Corporate Governance and to provide assistance to the Board of Directors, to meet the requirements of Section 292A of the Companies Act, 1956, Clause 49 of the Listing Agreement and in fulfilling the Boards overall responsibilities, an Audit Committee is continuously functioning since its formation. The Audit Committee inter-alia has all the powers and played its role in terms of the Clause 49 of the Listing Agreement.

i) Composition of the Audit Committee

The Audit Committee comprises of three Non-Executive Independent Directors, viz:

a) Mr. Sujay Bhattacherjee,
b) Mr. Sumanta Dey,
c) Mrs. Sadhana Adhikari.

ii) Terms of Reference

The brief terms of reference of the Audit Committee include: –

a) Review of the Company's financial reporting process and financial statements.
b) Review of accounting and financial policies and practices.
c) Review of Internal control systems.
d) Discussion with Statutory Auditors on any significant findings and follow-up thereon.
e) Reviewing the Company's financial and risk management policies.

iii) Meetings and attendance during the year

The Committee has met four (4) times during the financial year ended 31st March 2014 i.e. on 13th May 2013, 12th August 2013, 13th November 2013 and 13th February 2014.

There was a proper quorum of members in all the convened meetings.

Name of the Member	Meeting attendance
Mr. Sujay Bhattacherjee (Chairman)	4
Mr. Sumanta Dey	4
Mrs. Sadhana Adhikary	4

The Statutory Auditor of the Company is the special invitee to the Meeting of the Audit Committee.

REMUNERATION COMMITTEE

i) Composition of the Remuneration Committee

The Remuneration Committee of the Company comprises of the following three (3) members.

Sr. No.	Name	Designation	Position in the Committee
1.	Sujay Bhattacherjee	Non Executive & Independent	Chairman
2.	Sushanto Dey	Non Executive & Non Independent	Member
3.	Sumanta Dey	Non Executive & Non Independent	Member

ii) Terms of Reference

The terms of reference of the Remuneration Committee are as under:

a) To determine the remuneration packages of Executive Directors, relatives of Directors appointed U/S 314 of the Companies Act, 1956 including salary, pension, allowances, perquisites, payment of commission, pension rights.

b) To recommend sitting fees of the Board of Directors.

iii) Meetings and attendance during the year

The Remuneration Committee meetings were held on

1. 16.07.2013
2. 09.01.2014

Mr. Sujay Bhattacherjee, Mr. Sumanta Dey & Mr. Sushanto Dey were present in all the meetings.

iv) Remuneration of Executive & Non Executive Directors

Remuneration of Executive Directors

The total Remuneration including commission payable to Managing Director/Executive Director for the financial year 2013-2014 is as follows:

(In ₹)

Director	Salary	Perquisites	Commission	Total
Satya Brata Dey	12,00,000	-	-	12,00,000

SHAREHOLDERS' / INVESTORS' COMMITTEE:

i) Composition of the Committee

The Share Transfer-cum-Investors Grievances Committee comprises of three Directors, viz:

a) Mr. Sushanto Dey (Chairman)
b) Mr. Sumanta Dey
c) Mr. Sujay Bhattacherjee

The committee, in addition to considering share transfer matters, oversees redressal of shareholders and investors complaints/grievances and recommends measures to improve the level of investor's services.

Mr. Bijoy Kr. Roy, Company Secretary has been designated as the Compliance Officer of the Company as per the requirement of the Listing Agreement.

ii) Meetings and attendance during the year

The Committee has met four (4) times during the financial year ended 31st March 2014 on 28th June 2013, 26th September 2013, 24th December 2013 & 24th March, 2014.

There are no outstanding complaints received from shareholders during the year. The Company has no transfers pending at the close of the financial year.

6. GENERAL BODY MEETINGS

Details of the location of the last three AGMs

The last three Annual General Meetings of the Company were held as under:

YEAR	LOCATION	DATE	TIME
2010-2011	6, Tottee Lane, Kolkata - 700016	30.09.2011	11.30 AM
2011-2012	6, Tottee Lane, Kolkata - 700016	29.09. 2012	11.30 AM
2012-2013	6/1, Sudder Street, Kolkata - 700016	30.09. 2013	09.00 AM

Extra – Ordinary General Meeting/Postal Ballot

There were no Extra-Ordinary General Meetings/Postal Ballot conducted during the Financial Year 2013-14.

Notes on Directors seeking appointment / re-appointment as required under clause 49 IV (G) of the Listing Agreement entered into with stock exchanges:

Mr. Sumanta Dey & Mr. Sushanto Dey, who will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

7. DISCLOSURES

The Board of Directors of the Company do hereby state and confirm that:

i) No materially significant related party transactions were entered into by the company with its Promoters or Directors, which could be deemed to be potentially conflicting with the interests of the company.

ii) There was no reported case of non-compliance by the Company and/or levy of any penalties, imposition of strictures on the Company by the Stock Exchange or SEBI or any other statutory or other authority on any matter related to capital markets during the year under report.

iii) In the preparation of financial statements, the Company has followed the Accounting Standard issued by the Institute of Chartered Accountants of India to the extent applicable.

A qualified practicing Chartered Accountant carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued/ paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

The company has an Issued Share Capital of 251,55,012 no. of equity shares on 31.03.2014 and all the shares are listed in Calcutta Stock Exchange , Jaipur Stock Exchange, Bombay Stock Exchange & National Stock Exchange.

The Board in its report have confirmed that the financial accounts for the period ended 31st March 2014 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

8. MEANS OF COMMUNICATION

Quarterly Results:

Financial Result	Un-Audited / Audited	News Papers
First Quarter	Un-Audited	The Echo of India & Arthik Lipi
Second Quarter	Un-Audited	The Echo of India & Arthik Lipi
Third Quarter	Un-Audited	The Echo of India & Arthik Lipi
Fourth Quarter/ Full year	Audited	The Echo of India & Arthik Lipi

Website:

The Company's website www.sreeleathers.com contains a separate dedicated section 'Investors' where shareholders information is available. Quarterly results, Annual Report, Code of Conduct, Presentation to Investors and Shareholding Pattern are also available on the website.

9. GENERAL SHAREHOLDER INFORMATION

i) Annual General Meeting

Day, Date and Time : Thursday, 25th September, 2014 at 10.30 a.m.

Venue : Jamuna Banquets, 31/2B, Marquis Street, Kolkata - 700 016

ii) Financial Calendar (tentative)

Financial Results

Quarter ending 30th June, 2014	2nd week of August, 2014
Quarter ending 30th Sept., 2014	2nd week of November, 2014
Quarter ending 31st Dec., 2014	2nd week of February, 2015
Quarter ending 31st March, 2015	2nd week of May, 2015

iii) Book Closure Date 20-09-2014 to 25-09-2014 (Both the days inclusive)

iv) Registered Office 6, Tottee Lane, Kolkata – 700 016

v) Listing Details

1) The Calcutta Stock Exchange,(CSE)
2) The Jaipur Stock Exchange (JSE)
3) The Bombay Stock Exchange (BSE)
4) The National Stock Exchange (NSE)

Note: The Annual listing fees as prescribed have been paid to all Stock Exchanges where shares are listed up to 31st March, 2014.

vi) Stock Code

1. Calcutta Stock Exchange Limited - 013328
2. Jaipur Stock Exchange Limited - 1048
3. BSE Limited - 535601
4. National Stock Exchange of India Limited - SREEL EQ
5. Demat Security Identification Number in NSDL for equity shares - ISIN - INE099F01013

vii) Stock Exchange Stock Market Data (in ₹ / per share)

The scripts are traded in National Stock Exchange since 1st January, 2014. The details of stock market data are given below:

The Monthly high and low Quotation of shares traded on BSE & NSE:

Month	BSE					NSE				
	High (₹)	Low (₹)	Volume (Nos.)	Index High	Index Low	High (₹)	Low (₹)	Volume (Nos.)	Nifty High	Nifty Low
April, 2013	289.00	245.00	212,242	19622.68	18144.22	N.T.*	N.T.	N.T.	N.A.	N.A.
May, 2013	317.85	240.00	278,968	20443.62	19451.26	N.T.	N.T.	N.T.	N.A.	N.A.
June, 2013	353.00	241.00	84,578	19860.19	18467.16	N.T.	N.T.	N.T.	N.A.	N.A.
July, 2013	332.00	250.00	79,831	20351.06	19126.82	N.T.	N.T.	N.T.	N.A.	N.A.
August, 2013	278.00	216.85	92,817	19569.20	17441.71	N.T.	N.T.	N.T.	N.A.	N.A.
September, 2013	330.70	230.00	185,109	20739.69	18166.17	N.T.	N.T.	N.T.	N.A.	N.A.
October, 2013	299.75	270.00	85,397	21205.44	19264.72	N.T.	N.T.	N.T.	N.A.	N.A.
November, 2013	295.00	238.75	75,078	21321.53	20137.67	N.T.	N.T.	N.T.	N.A.	N.A.
December, 2013	294.95	270.00	88,058	21483.74	20568.70	N.T.	N.T.	N.T.	N.A.	N.A.
January, 2014	313.85	290.00	53,617	21409.66	20343.78	314.00	290.00	96,684	6358.30	6027.25
February, 2014	306.00	274.95	108,666	21140.51	19963.12	305.00	275.00	107,837	6282.70	5933.30
March, 2014	331.60	235.10	108,266	22467.21	20920.98	324.95	244.00	176,719	6730.05	6212.25

* Not Traded

viii) Registrars and Transfer Agents

Niche Technologies Pvt. Ltd.
D - 511 Bagree Market
71, B.R.B. Basu Road, Kolkata - 700 001

ix) Share Transfer System

Trading in Equity Shares of the Company is permitted only in dematerialised form. Shares sent for transfer in physical form are registered and returned within a period of fifteen days from the date of receipts of the documents, provided the documents are valid and complete in all respects. In accordance with the SEBI guidelines, the Company offers the facilities of transfer –cum –demat to shareholders after share transfer are affected in physical form.

x) Distribution of share holding as on 31st March 2014

Category	No. of Shares	Percentage
Promoter group (individuals and body corporate)	1,60,45,677	63.79
Mutual Funds / UTI & Banks	-	-
Private Corporate Bodies	57,43,189	22.83
Resident Individuals	32,65,055	12.98
NRIs / FIIs	-	-
Other	1,01,091	0.40
Total	**2,51,55,012**	**100.00**

(xi) Dematerialisation of Shares

Total no. of 2,49,69,443 shares of the company are in dematerialized mode and 1,85,569 shares in physical mode upto 31st March, 2014.

Trading in Equity shares of the Company is permitted only in dematerialised form w.e.f. 26th June, 2000 as per notification issued by the Securities and Exchange Board of India (SEBI).

INVESTOR CORRESPONDENCE FOR TRANSFER / DEMATERILISATION OF SHARES AND ANY OTHER QUERY RELATING TO THE SHARES OF THE COMPANY:

For shares held in Physical form:	For Shares held in Demat Form:
M/s. Niche Technologies Pvt. Ltd. D- 511, Bagree Market 71, B.R.B. Basu Road, Kolkata - 700 001	To The Depository Participant.
Any query on Annual Report	Sreeleathers Limited 6, Tottee Lane, Kolkata – 700 016

Other Mandatory requirements are not applicable to the Company.

DECLARATIONS REGARDING COMPLIANCE WITH THE CODE OF CONDUCT POLICY

As provided under Clause 49 of the Listing Agreements with the Stock Exchanges, all the Board Members and the senior Management Personnel have confirmed compliance with the code of conduct for the period ended 31st March, 2014.

For and on behalf of the Board of Directors

(Sujay Bhattacherjee)
Director
(DIN : 01759843)

Place : Kolkata
Date : 30th May, 2014

CEO/CFO Certification: Issued pursuant to the provisions of clause 49 (V) of the Listing Agreement

To
The Board of Directors of
Sreeleathers Limited

We have reviewed the financial statements read with the cash flow statement of SREELEATHERS LIMITED for the year ended 31st March, 2014 and that to the best of our knowledge and belief we state that –

(a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

(ii) These statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable Laws and Regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.

(c) We accept the responsibility for establishing and maintaining internal controls for the financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

(d) We have indicated to the auditors and the Audit Committee :

(i) Significant changes in control over financial reporting during the year;

(ii) Significant changes in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements ; and

(iii) Instances of significant frauds of which we have become aware and involvement therein, if any, of the management or employee having significant role in the Company's internal control system over financial reporting.

(Sujay Bhattacherjee)
Director
(DIN : 01759843)

Place : Kolkata
Date : 30th May, 2014

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Sreeleathers Limited

We have examined the compliance of conditions of Corporate Governance of Sreeleathers Limited., for the year ended on 31st March, 2014, as stipulated in Clause 49 of listing agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For K. RUNGTA & CO.
Chartered Accountants
Firm Registration No.: 321068E

(K. L. RUNGTA)
Proprietor
M. No. 73418

Place : Kolkata
Date : 30th May, 2014

M/s. K. RUNGTA & CO.
Chartered Accountants

1, CROOKED LANE
ROOM NO. 102
KOLKATA - 700 069
PHONE : (033) 2248-8479

AUDITOR'S REPORT

To The Members of Sreeleathers Limited

Report on the Financial Statements

1) We have audited the accompanying financial statement of SREELEATHERS LIMITED (the "Company") which comprises the Balance Sheet as at 31st March 2014, the Statement of Profit & Loss Account and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

2) The Company's Management is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 of India (the 'Act') read with the General Circular no. 15/2013 dated September 13, 2013 of The Ministry of Corporate Affairs in respect of Section 133 of The Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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

3) Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by The Institute of Chartered Accountants of India. These 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.

4) An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making these risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

5) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6) In our opinion, and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in this prescribed manner, the information required by the Act, and give a true and fair view in conformity with the accounting principles generally accepted in India :-

   I. In the case of Balance Sheet, of the State of affairs of the company as at 31st March, 2014 ;

   II. In the case of Statement Profit & Loss, of the Profit, for the year ended on that date.

   III. In the case of Cash Flow Statement, of the Cash flows, for the said year ended on that date.

Report on Other Legal and Regulatory Requirements

7) As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, (together the 'Order') issued by Central Government of India in terms of sub-section (4A) of section 227 of "The Companies Act, 1956" of India (the 'Act') and on the basis of such checks of the books and records the Company as we considered appropriate and according to the information and explanations given to us, we give in the annexure a statement on the matters specified in paragraph 4 and 5 of the order.

8) As required by Section 227(3) of the Act, we report that:

   a. We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purpose 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 the books ;

   c. The Balance Sheet and Profit & Loss Account and Cash Flow Statement dealt with by this reports are in agreement with the books of account ;

   d. In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards notified under the act read with the General Circular No. 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;

   e. On the basis of written representations received from the directors, as on 31st March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For K. RUNGTA & CO
Chartered Accountants,
Firm Registration No. 321068E

Kolkata
Date: 30th May, 2014

(K. L. RUNGTA)
Proprietor
Membership No. 73418

M/s. K. RUNGTA & CO.
Chartered Accountants

1, CROOKED LANE
ROOM NO. 102
KOLKATA - 700 069
PHONE : (033) 2248-8479

ANNEXURE TO AUDITOR'S REPORT

Statement referred to in paragraph 7 of the Auditors Report of even date to the Members of Sreeleathers Limited on the financial statements for the year ended 31st March, 2014

i. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of Fixed Assets.

(b) The Fixed Assets are physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, a substantial part of the fixed assets has not been disposed off by the Company during the Year.

ii. (a) The inventory has been physically verified by the management during the year. In our opinion the frequency of verification is reasonable.

(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 inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

iii. As per the information give to us, the Company has neither granted nor taken any loans, secured or unsecured, to/ from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. In view of this sub clause (b), (c), (d), (f) and (g) are not applicable.

iv. In our opinion and according to the information and explanations given to us, the company has an adequate internal control procedure commensurate with the size of the Company and the nature of its business, with regard to purchase of Inventory and fixed assets and for the sale of goods and services. There is no continuing failure to correct major weaknesses, if any, in internal control system.

v. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.

(b) According to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

vi. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public to which the provisions of section 58A and 58AA or any other relevant provisions of the Companies Act 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

vii. In our opinion the Company has an internal audit system commensurate with its size and nature of its business.

viii. The Company is not required to maintain books of accounts under the rules made by Central Government of India, the maintenance of cost records prescribed under clause (d) of sub section (1) of section 209 of the Act.

x. (a) According to the information and explanations given to us, and the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues including Provident Funds, Investor, Education and Protection Funds, Employee's state insurance, Income Tax, Sales Tax, Custom Duty, Excise Duty, Cess and other material statutory dues as applicable with appropriates authorities. However, there are no dues which are outstanding for a period of more than six months as at 31st March 2014.

(b) According to the information and explanations given to us and the records of company examined by us, the particulars of dues of sales tax, as at 31st March 2014 which have not been deposited on account of a dispute are as follows:

Name of the statute	Nature of dues	Amount (in lacs)	Period to which the amount relates	Forum where the dispute is pending
West Bengal Sales Tax Rules	Sales Tax	14.22	2004-05	West Bengal Commercial Taxes Appellate & Revisional Board

According to the information and explanations given to us and the records of the company examined by us, there are no dues of Income Tax, Wealth Tax and Service Tax which have not been deposited on account of any dispute.

x. The Company does not have accumulated losses as at 31st March, 2014 and not has incurred any cash Losses during the financial year covered by our audit and the immediately preceding financial year.

xi. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or banks as at the balance sheet date.

xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the order are not applicable to the Company.

xiii. The provision of any special statutes applicable to chit fund/ nidhi/mutual benefit fund /societies are not applicable to the Company. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.

xiv. In our opinion, the Company has maintained proper records of transactions and contracts relating to dealing or trading in shares, securities, debentures and other investments during the year and timely entries have been made therein. Further, such investments are have been held by the Company in its own name.

xv. In our opinion and according to the information and explanations given to us the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

xvi. In our opinion and according to the information and explanations given to us, on an overall basis, the Company has no term loans.

xvii. On the basis of an overall examination of Balance Sheet of Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short term basis which have been used for long term investment and vice versa.

xviii. The Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under section 301 of the Act, during the year. Therefore, the provisions of clause (xviii) of paragraph 4 of the Order are not applicable to the Company.

xix. The Company has not issued any debenture during the year.

xx. The Company has not raised any money by way of any Pubic Issue during the year. Therefore, the provisions of clause (xx) of paragraph 4 of the Order are not applicable to the Company.

xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For K. RUNGTA & CO
Chartered Accountants,
Firm Registration No. 321068E

Kolkata
Date: 30th May, 2014

(K. L. RUNGTA)
Proprietor
Membership No. 73418

Balance Sheet as at 31st March 2014

PARTICULARS	Notes	As at 31st March 2014	As at 31st March 2013
		₹	₹
A. EQUITIES & LIABILITIES			
1. Share holders Funds			
(a) Share Capital	2.1	251,550,120.00	251,550,120.00
(b) Reserves & Surplus	2.2	1,622,598,718.12	1,559,149,818.70
Total - Share Holders Fund		1,874,148,838.12	1,810,699,938.70
2. Non Current Liabilities			
(a) Long term borrowings	2.3	91,619.59	137,496.17
(b) Other long term liabilities	2.4	15,306,380.70	15,306,380.70
Total - Non Current Liabilities		15,398,000.29	15,443,876.87
3. Current Liabilities			
(a) Trade Payables	2.5	28,292,667.71	27,406,972.52
(b) Other current liabilities	2.6	126,189,164.74	10,776,004.15
(c) Short Term Provisions	2.7	37,211,270.00	35,353,193.67
Total - Current Liabilities		191,693,102.45	73,536,170.34
TOTAL - Equities & Liabilities		**2,081,239,940.86**	**1,899,679,985.91**
B. ASSETS			
1. Non-Current Assets			
(a) Fixed Assets	2.8		
i. Tangible asstes		1,570,592,144.30	1,575,900,551.18
ii. Capital work-in-progress		44,696,669.00	41,642,507.00
Total - Fixed Assets		1,615,288,813.30	1,617,543,058.18
(b) Non- Current Investments	2.9	1,145,000.00	1,145,000.00
(c) Deffered Tax Assets (Net)	2.28	4,430,633.91	2,947,717.29
(d) Other non-current assets	2.10	4,572,944.13	4,685,286.15
Total - Non Current Assets		1,625,437,391.34	1,626,321,061.62
2. Current Assets			
(a) Current Investments	2.11	298,552,085.21	117,789,071.03
(b) Inventories	2.12	44,357,507.95	43,072,197.61
(c) Trade receivables	2.13	23,176,614.50	28,362,981.50
(d) Cash & cash equivalents	2.14	54,308,058.98	47,865,979.36
(e) Short term loans & advances	2.15	32,055,887.41	33,875,700.94
(f) Other current assets	2.16	3,352,395.47	2,392,993.85
Total - Current Assets		455,802,549.52	273,358,924.29
TOTAL - Assets		**2,081,239,940.86**	**1,899,679,985.91**
Significant Accounting Policies & other Explanatory Notes & Information	1, 2.24 - 2.31		

As per our report of even date attached

For K. Rungta & Co.
Chartered Accountants
Firm Reg. No. 321068E

K. L. Rungta
(Proprietor)
Membership No. 073418
Kolkata, 30th May, 2014

On behalf of the Board of Directors

SUJAY BHATTACHERJEE
(Director)

SUMANTA DEY
(Director)

B. K. ROY
(Company Secretary)

Profit and Loss Statement for the year ended 31.03.2014

	PARTICULARS	Notes	Year ended 31st March 2014	Year ended 31st March 2013
			₹	₹
I.	**REVENUE**			
	Revenue from operations	2.17	569,930,334.92	534,581,759.92
	Other income	2.18	12,332,640.01	12,017,892.13
	Total Revenue		582,262,974.93	546,599,652.05
II.	**EXPENSES**			
	Purchases of Stock-in-Trade	2.19	409,503,086.48	394,107,710.78
	Changes in inventories of Stock-in-Trade and goods in transit	2.20	(1,285,310.34)	(9,737,897.07)
	Employees Benefit Expenses	2.21	14,495,546.00	8,527,261.00
	Finance costs	2.22	8,386,728.53	241,828.76
	Depreciation and amortization expense	2.8	8,990,151.26	8,810,770.17
	Other expenses	2.23	37,216,161.20	38,135,477.12
	Total expenses		477,306,363.13	440,085,150.76
III.	**Profit before Tax and Extraordinary Items (I - II)**		104,956,611.80	106,514,501.29
IV.	Extraordinary Items		-	-
V.	**Profit before tax (III - IV)**		104,956,611.80	106,514,501.29
VI.	Tax expense			
	(1) Current tax		(35,633,102.00)	(34,200,763.50)
	(2) Deferred tax	2.28	1,482,916.62	1,431,441 09
VII.	**Profit (Loss) for the period (XI + XIV)**		70,806,426.42	73,745,178.87
VIII.	Earnings per equity share			
	(1) Basic		2.81	2.93
	(2) Diluted		2.81	2.93

Significant Accounting Policies & other Explanatory Notes & Information 1, 2.24 - 2.31

As per our report of even date attached

For K. Rungta & Co.
Chartered Accountants
Firm Reg. No. 321068E

K. L. Rungta
(Proprietor)
Membership No. 073418
Kolkata, 30th May, 2014

On behalf of the Board of Directors

SUJAY BHATTACHERJEE
(Director)

SUMANTA DEY
(Director)

B. K. ROY
(Company Secretary)

CASH FLOW STATEMENT
(Pursuant to Clause 32 of the Listing Agreement)

Sl. Particulars	As at 31st March 2014		As at 31st March 2013	
	₹	₹	₹	₹A.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit (Loss) Before Tax		104,956,611.80		106,514,501.29
Adjustment For :				
Depreciation	8,990,151.26		8,810,770.17	
Finance Cost	8,386,728.53		241,828.76	
Interest Income	(6,634,751.83)		(5,748,633.59)	
Rent Received	(32,416.00)		(30,312.00)	
Profit on sale of Investment	(5,663,014.18)		(5,879,095.07)	
Profit on sale of Fixed Asset	-		(248,819.16)	
Dividend received	-	5,046,697.78	(106,435.31)	(2,960,696.20)
Operating Profit before Working Capital Changes		110,003,309.58		103,553,805.09
Adjustment To:				
Stock in Trade	(1,285,310.34)		(9,737,897.07)	
Trade Receivables	5,186,367.00		(4,474,302.40)	
Short Term Loans & Advances	1,819,813.53		(11,141,122.00)	
Other current assets	(959,401.62)		6,298,514.05	
Trade Payables	885,695.19		8,950,565.50	
Provision	1,809,652.50		10,502,324.14	
Other current and non current liabilities	115,525,502.61	122,982,318.87	(1,116,338.42)	(718,256.20)
Cash Generate from Operation		232,985,628.45		102,835,548.89
Tax Paid including interest thereon	(35,633,102.00)	(35,633,102.00)	34,907,290.00	(34,907,290.00)
Net Cash Generated from/ (Used in) Operating Activities		197,352,526.45		67,928,258.89
B. CASH FLOW FROM INVESTING ACTIVITIES				
Rent Received	32,416.00		30,312.00	
Redemption of Fixed Deposits	-		3,167,950.00	
Interest Income	6,634,751.83		5,748,633.59	
Dividend Received	-		106,435.31	
Purchase/Sale of Fixed Asset(Net)	(3,681,744.38)		(657,736.00)	
Investment In Mutual Fund(Net)	(175,100,000.00)		(55,226,957.10)	
Capital WIP	(3,054,162.00)		(3,671,004.62)	
Increase In Fixed Deposits	(6,698,684.35)		-	
Net Cash Generated From/ (Used In) Investing Activities		(181,867,422.90)		(50,502,366.82)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Loan Taken			-	
Interest Paid				
Instalment Paid	(45,876.58)		(56,568.00)	
Unsecured Loans				
Finance Cost	(8,386,728.53)			
Dividend Paid	(6,288,753.00)		(5,031,002.40)	
Tax on Dividend Paid	(1,020,350.17)		(816,154.36)	
Net Cash Generaed From/ (Used In) Financing Activities		(15,741,708.28)		(5,903,724.76)
Net Increase/(Decrease) in cash and cash Equivalent	(A + B + C)	(256,604.73)	(A + B + C)	11,522,167.31
Cash and Cash Equivalents (Opening Balance)		8,390,979.36		(3,131,187.95)
Cash and Cash Equivalents (Closing Balance)		8,134,374.63		8,390,979.36
Cash and Cash Equivalents Comprises of:				
Cash & Cheque in Hand		5,095,379.62		5,742,877.42
Balance with Schedule banks		3,038,995.01		2,648,101.94

As per our report of even date attached

For K. Rungta & Co.
Chartered Accountants
Firm Reg. No. 321068E

K. L. Rungta
(Proprietor)
Membership No. 073418
Kolkata, 30th May, 2014

On behalf of the Board of Directors

SUJAY BHATTACHERJEE
(Director)

SUMANTA DEY
(Director)

B. K. ROY
(Company Secretary)

NOTES TO FINANCIAL STATEMENTS

1. **Significant Accounting Policies**

Basis of Accounting

These financial statements are prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C) [Companies Accounting Standards Rules, 2006, as amended] and other relevant provisions of the Companies Act, 1956.

Use of Estimates

The preparation of the financial statements in conformity with the Indian GAAP requires Company management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities as on the date of the financial statements. Actual results could differ from these estimates and assumptions. Any revision to accounting estimates is recognized prospectively in the current and future periods.

Fixed Asset / Depreciation

Fixed Assets are stated at cost less depreciation. In the case of new projects successfully implemented, substantial expansion of existing units and expenditure resulting into enduring benefit, all pre-operative expenses incurred up to the date of installation are capitalized and added pro – rata to the cost of fixed assets.

(a) All fixed assets are stated at cost of acquisition, less accumulated depreciation. In case of fixed assets acquired for new projects/expansion, all related expenses incurred upto the date are capitalized.

(b) Depreciation on fixed assets is provided on SLM method at the rates prescribed under Schedule XIV of the Companies Act, 1956.

Foreign Currency Transaction

Transaction in Foreign Currency is recorded at the exchange rate prevailing on the date of transaction. Monetary items in the form of Loans, Current Assets and Current Liabilities in foreign currency outstanding at the close of the year are translated in Indian Currency at the applicable rates of exchange prevailing on the date of Balance Sheet. Difference if any, resulting in income or expenses dealt with in profit & loss account under the head Foreign Exchange Fluctuation Gain.

Prior Period adjustments, Extra Ordinary Items and Changes in Accounting Policies

Prior Period adjustments, extraordinary items and changes in accounting policies having material impact on the financial affairs of the Company are disclosed.

Borrowing Costs

Borrowing Costs that are directly attributable to and incurred on acquiring qualifying assets (assets that necessarily takes a substantial period of time for its intended use) are capitalized. Other borrowing costs are recognized as expenses in the period in which same are incurred.

Segment Accounting

The Company operates in a single segment of resale of footwear and accessories hence all the figures represents only a single reportable segment.

Impairment of Assets

In accordance with Accounting Standard 28 – Impairment of Assets, the carrying amount of the company's assets including intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount.

An impairment loss is charged to the statement of Profit and loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting period is reversed if there has been change in the estimate of the recoverable amount.

Investment

Investments are classified into current and Long-term investments. A provision for diminution is made to recognize a decline, other than temporary, in the value of Long-term investments. Gain/loss on disposal of investments is recognized as income/expenditure.

Inventories

Closing Stock is valued at cost price or market price, whichever is lower. Cost of goods is arrived at on FIFO basis.

Employee Benefit

(a) Defined Contributions Plans such as Provident Fund etc., for company's own employees are charged to the Profit & Loss Account.

(b) The Company also has hired employees from outside agency & all statutory formalities in respect of those employees, if any, are to be complied by such agency as per their Contracts.

(c) Gratuity: No provision for gratuity has been made as none of the employees had completed the minimum stipulated period for entitlement of gratuity.

Revenue Recognition

Revenues/Incomes and Costs/Expenditure are generally accounted on accrual, as they are earned or incurred. Sale of Goods is recognised on transfer of significant risks and rewards of ownership which is generally dispatch of goods.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable

Dividend income is recognised when the right to receive dividend is established.

Taxes on Income

Tax on income for the current period is determined on the basis of taxable Income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961. Deferred Tax is recognised on timing difference between the accounting income and the taxable income for the period and quantified using the tax rates and laws enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainly that sufficient future taxable income will be available against which such deferred tax assets can be realized. Minimum Alternative Tax credit is recognized as an asset only when and to the extend there is convincing evidence that the company will pay normal tax during the specified period.

Provisions and Contingent Liabilities

Provisions are recognized in terms of Accounting Standards 29 – "Provisions, Contingent Liabilities and Contingent Assets" as notified by the Companies (Accounting Standards) Rules, 2006, when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities are not recognized but disclosed in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statement.

Proposed Dividend

Dividend Proposed by the Board is provided in the books of account pending approval at the Annual General Meeting.

Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding and to the extent ascertainable during the year are adjusted for the effects of all dilutive potential equity shares.

	Particulars	As at 31st March 2014 ₹	As at 31st March 2013 ₹
2.1	**SHARE CAPITAL**		
	Authorised		
	2600000 equity shares of ₹ 10 each	260,000,000.00	260,000,000.00
	Issued, Subscribed & Paid-up		
	25155012 equity shares fully paid	251,550,120.00	251,550,120.00
	Total	251,550,120.00	251,550,120.00

Reconciliation of Number of Shares

Particulars	31st March 2014		31st March 2013	
	Number	Amount	Number	Amount
Balance at the beginning of the year	25,155,012	251,550,120.00	25,155,012	251,550,120.00
Balance at the end of the year	**25,155,012**	**251,550,120.00**	**25,155,012**	**251,550,120.00**

Rights, Preferences and Restrictions attached to shares

Equity Shares: The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding after distribution of all preferential amounts.

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	31st March 2014		31st March 2013	
	Number	%	Number	%
Easel Advertising Private Limited	3,239,500	12.88	3,239,500	12.88
Panchavati Tie-up Private Limited	5,124,666	20.37	5,124,666	20.37
Satya Brata Dey	4,108,527	16.33	4,108,527	16.33

Aggregate number of shares issued for consideration other than cash and shares bought back during the period of five years imediately preceding reporting financial year

	Financial Year	Number of Shares	Financial Year	Number of shares
Equity Shares issued on merger	2008 - 09	21,954,182	2008 - 09	21,954,812

	Particulars	As at 31st March 2014 ₹	As at 31st March 2013 ₹
2.2	**RESERVES & SURPLUS**		
	Securities Premium	1,407,742,545.00	1,407,742,545.00
		1,407,742,545.00	1,407,742,545.00
	Surplus in Profit & Loss Statement		
	Balance at the beginning of the year	151,407,273.70	84,971,198.00
	Profit/ (loss) for the year	70,806,426.42	73,745,178.87
	Profit available for appropriation	222,213,700.12	158,716,376.87
	Proposed Dividend	(6,288,753.00)	(6,288,753.00)
	Taxes on Proposed Dividend	(1,068,774.00)	(1,020,350.17)
	Total	214,856,173.12	151,407,273.70
	Total- Reseres & Surplus	1,622,598,718.12	1,559,149,818.70
2.3	**LONG TERM BORROWINGS**		
	Secured Borrowings		
	Car Loan from HDFC Bank	91,619.59	137,496.17
	Total	91,619.59	137,496.17

Brief Details of Loan

Loan Amount : ₹ 206,000 taken for the purchase of Motor Car repayble on 45 EMIs of ₹ 4714 beginning from Feburary'12.

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
2.4 OTHER LONG TERM LIABILITIES		
Security Deposit from agents	15,150,000.00	15,150,000.00
Security Deposits (Construction)	20,183.00	20,183.00
Refundable Retainership Money	79,308.00	79,308.00
Uncleared Cheques of CRB Capital Market	56,889.70	56,889.70
Total	15,306,380.70	15,306,380.70
2.5 TRADE PAYABLES		
Sundry Creditors	28,292,667.71	27,406,972.52
Total	28,292,667.71	27,406,972.52
2.6 OTHER CURRENT LIABILITIES		
Interest payable on security deposits	171,000.00	96,750.00
Interest On Car Loan	-	1,869.93
TDS Payable	986,614.14	166,415.00
Sales Tax TDS	4,149.00	700.00
VAT Payable	252,526.18	226,055.21
Entry Tax Payable	49,599.00	24,211.00
Service Tax Payable	32,335.00	203,573.00
CST Payable	206,309.00	101,009.00
Unclaimed Dividend (2008-09)	26,693.50	26,693.50
Unclaimed Dividend (2009-10)	132,022.00	132,022.00
Uncliamed Divided (2010-11)	98,630.00	161,180.00
Uncliamed Divided (2011-12)	49,372.00	121,090.00
Uncliamed Divided (2012-13)	78,677.75	-
Unsecured Loans	114,796,805.00	-
Creditors for expenses	2,967,860.00	3,193,882.72
Proposed Dividend on equity shares	6,288,753.00	6,288,753.00
Car Loan (repayable during the year 2014-15)	41,396.00	31,799.79
Others	6,423.17	-
Total	126,189,164.74	10,776,004.15
2.7 SHORT TERM PROVISIONS		
Providend Fund	13,282.00	9,834.00
ESI Payble	39,192.00	7,696.00
Professional Tax	6,920.00	2,050.00
Auditor's Remuneration	450,000.00	112,500.00
Income Tax	35,633,102.00	34,200,763.50
Tax on Proposed Eq. Dividend	1,068,774.00	1,020,350.17
Total	37,211,270.00	35,353,193.67

Note : 2.8

Fixed Assets

(in ₹)

Description	Rate	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
		As at 01.04.2013	Additions	Deductions	As at 31.03.2014	As at 01.04.2013	For the Year	Deductions	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
A. Tangible Assets											
Land	0.00%	1,186,205,653.00	-	-	1,186,205,653.00	-	-	-	-	1,186,205,653.00	1,186,205,653.00
Building	1.63%	366,771,771.00	-	-	366,771,771.00	24,087,069.39	5,978,379.87	-	30,065,449.26	336,706,321.74	342,684,701.61
Electrical Installation	6.33%	976,110.71	31,017.00	-	1,007,127.71	156,853.70	63,213.70	-	220,067.40	787,060.31	819,257.01
Air Conditioner	4.75%	2,321,068.54	-	-	2,321,068.54	375,657.38	110,250.76	-	485,908.14	1,835,160.38	1,945,411.16
Furnitur & Fixture	6.33%	34,945,562.64	3,146,771.00	-	38,092,333.64	6,425,960.42	2,355,107.62	-	8,781,068.04	29,311,265.59	28,519,602.22
Television	6.33%	48,000.00	122,000.00	-	170,000.00	12,494.10	9,893.53	-	22,387.63	147,612.37	35,505.90
Computer	16.21%	1,368,310.99	262,297.00	-	1,630,607.99	579,352.44	227,681.85	-	807,034.29	823,573.67	788,958.55
Motor Vehicle	9.50%	1,090,635.66	-	-	1,090,635.66	385,517.47	103,610.39	-	489,127.86	601,507.06	705,118.19
Goodwill	0.00%	12,190,682.26	-	-	12,190,682.26	-	-	-	-	12,190,682.26	12,190,682.26
Elevator	4.75%	1,110,000.00	-	-	1,110,000.00	177,676.00	52,725.00	-	230,401.00	879,599.00	932,324.00
Fire Alarm System	6.33%	975,000.00	-	-	975,000.00	178,951.97	61,717.50	-	240,669.47	734,330.57	796,048.03
Mobile Phone	6.33%	59,805.33	85,900.00	-	145,705.33	10,492.36	6,648.97	-	17,141.33	128,564.00	49,312.97
Camera	4.75%	25,000.00	25,555.00	-	50,555.00	2,238.36	1,277.29	-	3,515.65	47,039.35	22,761.64
CCTV CAMERA	4.75%	55,604.00	-	-	55,604.00	7,828.38	2,641.19	-	10,469.57	45,134.43	47,775.62
Security System	4.75%	148,877.00	-	-	148,877.00	14,143.32	7,071.66	-	21,214.98	127,662.02	134,733.66
WATER COOLER	6.33%	27,280.00	-	-	27,280.00	4,574.64	1,726.82	-	6,301.46	20,978.54	22,705.36
TOTAL		**1,608,319,361.13**	**3,673,540.00**	-	**1,611,992,901.13**	**32,418,809.93**	**8,981,946.14**	-	**41,400,756.07**	**1,570,592,144.30**	**1,575,900,551.18**
Previous Year		1,608,013,537.94	2,328,120.00	2,022,296.81	1,608,319,361.13	24,217,617.86	8,810,770.17	609,578.05	32,418,809.93	1,575,900,551.18	1,583,795,920.08

Particulars	31st March 2014		31st March 2013	
	Number	Amount ₹	Number	Amount ₹
2.9 NON-CURRENT INVESTMENTS				
Investment in Equity Shares:				
Unquoted:				
Associates:				
Sreeleathers Overseas Limited(F.V. ₹ 10)	24,500	245,000.00	24,500	245,000.00
Shoeline Trading Pvt Ltd. (F.V. ₹ 500)	1,800	900,000.00	1,800	900,000.00
Total	26,300	1,145,000.00	26,300	1,145,000.00

Particulars	As at 31st March 2014 ₹	As at 31st March 2013 ₹
2.10 OTHER NON-CURRENT ASSETS		
VAT Refundable	208,431.00	250,034.00
Tax Deducted at Source (Current Year)	663,715.00	567,155.12
Tax Deducted at Source (Previous Years)	157,851.03	157,851.03
Security Deposit	3,410,776.46	3,489,871.00
Deferred Revenue Expenditure	132,170.64	140,375.00
Share Application Money Paid	-	80,000.00
Total	4,572,944.13	4,685,286.15

Particulars	31st March 2014		31st March 2013	
	Number	Amount ₹	Number	Amount ₹
2.11 CURRENT INVESTMENTS				
Investment in mutual fund				
ICICI Pru-72-409D	1,000,000.000	10,000,000.00		
ICICI Income Plan Regular Growth	260,908.527	10,000,000.00		
ICICI Pru - Dynamic Bond Fund - Regular Plan - Growth	183,378.567	2,500,000.00		
ICICI Pru - Regular Saving Fund	6,160,857.368	77,645,312.77		
ICICI Pru - Liquid Fund	160,190.039	30,185,112.00		
Reliance Dynamic Bond Fund-Growth	455,022.194	7,500,000.00		
Reliance Fixed Horizon Fund-XXV	2,180,700.000	21,807,000.00		
Reliance Interval Fund - II - Series I Growth Plan	2,179,680.000	21,796,800.00		
Reliance Yearly Interval Fund - Series 6 growth plan	2,255,091.441	22,550,914.41		
Reliance Regular Saving Fund	464,800.805	7,500,000.00		
Religare Invesco-Bank Debt Fund Growth	4,695.694	5,000,000.00		
HDFC Liquid Fund Growth	107,051.252	2,500,000.00		
Reliance Liquid Fund- Treasury Plan	79.580	215,425.00	79.580	215,423.77
HDFC High Interest Growth	195,041.092	7,410,745.68	195,041.092	7,410,745.68
HDFC Income Fund Growth	1,155,728.245	30,224,512.44	1,155,728.250	30,224,512.44
ICICI Pru- FMP Series	2,181,440.000	21,814,400.00	2,000,000.000	20,000,000.00
HDFC Gilt Fund - Long Term Growth	1,020,926.870	19,901,862.91	1,020,926.870	19,901,862.91
Reliance Liquidity Fund-Growth Plan			20.980	36,526.23
Reliance Yearly Interval Fund			2,000,000.000	20,000,000.00
Reliance Fixed Horizon Fund			2,000,000.000	20,000,000.00
Total	19,965,591.67	298,552,085.21	8,371,796.77	117,789,071.03
Total NAV - Mutual Funds		314,484,373.96		125,127,062.19

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
2.12 INVENTORIES		
Stock In Trade	43,360,694.95	41,650,094.61
Goods In Transit	996,813.00	1,422,103.00
Total	44,357,507.95	43,072,197.61
2.13 TRADE RECEIVABLES		
Sundry Debtors (Unsecured considered good)		
- Upto 6 Months	16,041,037.50	28,362,981.50
- More than 6 Months	7,135,577.00	-
Total	23,176,614.50	28,362,981.50
2.14 CASH & CASH EQUIVALENTS		
Balance with banks		
a) In Current Accounts	2,653,599.76	2,207,116.44
b) In deposit Account (less than 12 months maturity)	36,853,674.35	39,475,000.00
c) In deposit Account(Earmarked for Central Excise)	9,320,010.00	-
Cash in Hand	515,549.62	638,886.42
Cheque In Hand	4,579,830.00	5,103,991.00
Other Bank Balances		
Balance in unpaid Dividend Account	385,395.25	440,985.50
	54,308,058.98	47,865,979.36
2.15 SHORT TERM LOANS & ADVANCES		
FDR with Bank for Bank guarantee	123,000.00	-
Income Tax Advance	29,900,000.00	31,400,000.00
Advance against property	-	491,104.00
Advance for renovation	500,000.00	500,000.00
Advance for Capital Expenditure	613,221.94	613,221.94
Adance for CESC	54,128.33	-
Other Advance	865,537.14	871,375.00
Total	32,055,887.41	33,875,700.94
2.16 OTHER CURRENT ASSETS		
Prepaid Expenses	-	29,999.28
Security Deposit	52,300.00	-
Rent Receivable	2,752.00	425.00
STDS Receivable	79,501.00	79,501.00
Interest Receivable from FD	2,439,693.71	1,657,125.00
Interest Receivable from others	116,333.76	14,608.66
Advance Rent	315,928.00	265,450.00
Income Tax Refundable	345,887.00	345,887.00
Total	3,352,395.47	2,392,993.85
2.17 REVENUE FROM OPERATIONS		
Sale of Goods	569,930,334.92	534,581,759.92
Total	569,930,334.92	534,581,759.92
2.18 OTHER INCOME		
Interest on Fixed Deposits	6,483,351.64	5,748,633.59
Rent Received	32,416.00	30,312.00
Dividend	-	106,435.31
Profit on sale of Investment	5,663,014.18	5,879,095.07
Profit/(Loss) on sale of Fixed Asset	-	248,819.16
Interest on security deposits	151,400.19	-
Other Income	2,458.00	4,597.00
Total	12,332,640.01	12,017,892.13

Particulars	As at 31st March 2014 ₹	As at 31st March 2013 ₹
2.19 PURCHASE ACCOUNTS		
Purchase	409,150,651.23	393,870,376.78
Reverse Credit on stock transfer	352,435.25	237,334.00
	409,503,086.48	394,107,710.78
2.20 CHANGES OF INVENTORIES OF STOCK IN TRADE & TRANSIT		
Stock In Trade	(288,497.34)	(8,315,794.07)
Goods In Transit	(996,813.00)	(1,422,103.00)
Total	(1,285,310.34)	(9,737,897.07)
2.21 EMPLOYEES EXPENSES		
Salary & Wages	6,717,129.00	3,986,885.00
ESI Expenses	260,713.00	55,843.00
Provident Fund	84,951.00	142,320.00
Service Charges	145,064.00	99,723.00
Staff Welfare	5,147,329.00	2,395,709.00
Security Staff Charges	940,360.00	646,781.00
Directors Remunaration	1,200,000.00	1,200,000.00
Total	14,495,546.00	8,527,261.00
2.22 FINANCE COSTS		
Bank Charges	95,855.83	119,917.37
Interest On TDS	898.00	6,238.00
Interest on Security Deposit	82,500.00	49,631.18
Other Interest on Borrowings	8,207,474.70	66,042.21
Total	8,386,728.53	241,828.76
2.23 OTHER EXPENSES		
Advertisement	15,423,337.62	17,998,744.27
Annual Maintenance Charges	296,655.80	112,808.16
Audit Fees	500,000.00	305,000.00
Car Running Expenses	98,144.00	182,547.61
Bank Charges On Credit Card	320,098.11	329,966.91
Carry Bag	2,211,103.00	1,932,205.00
Computer Maintenance	36,508.00	52,120.00
Courier Charges	72,089.00	86,465.00
Custodial Fees	111,798.00	224,720.00
Consultancy Charges	183,500.00	95,960.00
Depository Charges	30,204.00	13,535.00
Dividend Distribution Charges	-	8,783.00
Donation	36,000.00	92,000.00
Entry Tax Paid	959,688.00	916,185.00
Electricity Charges	3,439,075.30	3,330,854.00
Freight	2,912,778.00	2,710,601.45
General Expenditure	1,101,165.76	821,839.00
Insurance Charges	9,424.00	3,877.00
Interest on Income tax	456,201.00	-
Legal Charges	362,250.00	78,200.00
Listing Fees	453,935.00	90,489.00
Printing & Stationery	718,951.00	204,350.00
Prior Period Expenses	-	11,014.00
Professional Fees	932,768.00	192,916.00
Professional Tax	2,500.00	2,500.00
ROC filing fees	13,000.00	9,500.00
Rates & Taxes	346,136.00	1,694,988.00
Repairs & Maintenance	983,688.09	1,236,144.64
Rent	3,668,279.00	3,185,400.00

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Round Off	(9,875.80)	(143.34)
Sales Promotion	333,626.00	579,510.42
Sales Tax Assessment Dues	129,563.00	895,914.00
Service Tax	358,745.00	203,573.00
Telephone & Internet Expenses	293,239.32	265,743.00
Trade Licence Fees	16,900.00	20,682.00
Travelling & Conveyance	388,217.00	246,485.00
VAT on Non Trading Goods	26,470.00	-
	37,216,161.20	38,135,477.12

2.24 CONTINGENT LIABILITIES

Appeals filed in respect of disputed demands:		
- where the company is in appeal		
(a) Sales Tax	1,422,254.00	1,422,254.00
- where the department is in appeal		
(b) Central Excise Tax	9,320,010.00	-
	10,742,264.00	1,422,254.00

OTHER EXPLANATORY NOTES & INFORMATION

2.25 SEGMENT REPORTING

The Company operates in a single segment, hence segment reporting as required under Accounting Standard 17 issued by the Institute of Chartered Accountants of India, is not applicable.

2.26 RELATED PARTY DISCLOSURE

Nature of Relationship

Parties where common control exists
- M/s Sreeleathers
- Sumanta Susanta Overseas (P) Ltd.
- Sumanta Susanta Exports (P) Ltd.
- Upkar Vinimay (P) Ltd.
- Duel Leather Dzines (P) Ltd.
- Tug Overseas (P) Ltd.

Key Managerial Personnel:
- Satya Brata Dey

Note : Related party relationship is as identified by the company and relied upon by the auditors.

Nature of Transaction

Purchase of Goods		
M/s Sreeleathers	4,996,209.00	-
Sumanta Susanta Overseas (P) Ltd.	3,298,627.00	2,123,296.00
Total	8,294,836.00	2,123,296.00
Sale of Goods		
M/s Sreeleathers	10,578,580.00	10,613,400.00
Sumanta Susanta Overseas (P) Ltd.	68,049,582.00	83,684,944.00
Duel Leather Dzines (P) Ltd.	2,383,638.00	-
Upkar Vinimay (P) Ltd.	17,291,751.00	13,811,095.00
Tug Overseas (P) Ltd.	619,186.00	1,111,312.00
Sumanta Susanta Exports (P) Ltd.	17,291,751.00	-
Total	116,214,488.00	109,220,751.00
Rent Received		
Tug Overseas (P) Ltd.	24,000.00	24,000.00
Total	24,000.00	24,000.00

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Remuneration		
Satya Brata Dey	1,200,000.00	1,200,000.00
	1,200,000.00	1,200,000.00
Balance as on 31.03.2014		
Trade Receivables		
Sumanta Susanta Overseas (P) Ltd.	17,212,648.00	22,063,066.00
M/s Sreeleathers	7,006.00	-
Tug Overseas (P) Ltd.	226,514.00	226,514.00
Upkar Vinimay (P) Ltd.	879,880.00	-
Duel Leather Dzines (P) Ltd.	37,775.00	-
	18,363,823.00	22,289,580.00
Trade Payables		
Sumanta Susanta Overseas (P) Ltd.	(8,996.00)	99,290.00
	(8,996.00)	99,290.00

2.27 AUDIT FEES INCLUDES

(a) Audit Fees	365,000.00	62,500.00
(b) Fees for tax matters	73,000.00	31,500.00
(c) Fees for Company Law Matters	30,000.00	15,000.00
(d) For Tax Audit Fees	32,000.00	16,000.00
	500,000.00	125,000.00

2.28 DEFFERED TAX

Deffered Tax Asset - Opening Balance	2,947,717.29	1,516,276.20
Timing Difference		
Depreciation Difference	1,482,916.62	1,431,441.09
Deffered Tax Asset - Closing Balance	4,430,633.91	2,947,717.29

2.29 EARNINGS PER SHARE

Amount used as neumerator	70,806,426.42	73,745,178.87
Weighted average number of shares	25,155,012	25,155,012
Basic EPS	2.81	2.93
Diluted EPS	2.81	2.93

2.30 Disclosures under Section 22 of the Micro, Small and Medium Enterprises development Act, 2006 could not be furnished as none of the suppliers of the company have provided the details of their registration under the said act.

2.31 Previous year figures have been regrouped and arranged wherever necessary.

As per our report of even date attached

For K. Rungta & Co.
Chartered Accountants
Firm Reg. No. 321068E

K. L. Rungta
(Proprietor)
Membership No. 073418
Kolkata, 30th May, 2014

On behalf of the Board of Directors

SUJAY BHATTACHERJEE
(Director)

SUMANTA DEY
(Director)

B. K. ROY
(Company Secretary)