

HARYANA LEATHER CHEMICALS LIMITED

BOARD OF DIRECTORS

Narendra Kumar Jain, Chairman
Pankaj Jain, Managing Director-cum-Vice Chairman
Vijay Kumar Garg
Lt. Gen. (Retd.) H.C. Dutta upto 09.08.2018
Harish Kumar Gupta upto 18.05.2019
Dr. K.S.V. Menon
Dott. Massimo Medini
Pradeep Behl
Sippy Jain
Marco Medini
Kanishk Gupta w.e.f. 18.05.2019

COMPANY SECRETARY

SILU NANDA

AUDITORS

AKR & Associates, Panchkula, Haryana

CORPORATE OFFICE

1405 - B, Signature Towers,
South City - I,
Gurugram - 122 001, Haryana

REGISTERED OFFICE AND WORKS

72 - 77, HSIIDC Industrial Estate,
Hansi Road, Jind - 126 102 (Haryana)

CORPORATE EXECUTIVES

Sukanto Choudhary, Assistant General Manager - Finance and CFO
Dr. M.P. Singh, Assistant General Manager - Production
Neeraj Bishnoi, General Manager - Marketing
PNR Kurup - Manager - Secretarial Affairs

REGISTRAR & SHARE TRANSFER AGENTS

RCMC Share Registry (P) Ltd.
B - 25/1, First Floor, Okhla Industrial Area,
Phase - II, New Delhi - 110 020
Phones : 011 - 26387320, 26387323
Fax : 011 - 26387322

Contents

Notice
Directors' Report
Management Discussion & Analysis Report
Report on Corporate Governance
Independent Auditor's Report
Balance Sheet
Statement of Profit & Loss
Cash Flow Statement
Schedules & Notes to Accounts
Route Map
Proxy Form & Attendance Slip

ISIN for Demat purpose : INE 681F01018

CIN: L74999HR1985PLC019905

Script Code: 524080



NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Members of the Company M/s Haryana Leather Chemicals Limited will be held on Wednesday, the 25th day of September, 2019 at 11.30 a.m. at the Registered Office of the Company at 72-77, HSIIDC Industrial Estate, Hansi Road, Jind - 126 102 to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet of the Company as on 31st March 2019 and the Statement of Profit & Loss Account for the Year ended as on that date together with the Reports of Auditors and Directors thereon.

To consider passing the following resolution as an ordinary resolution:

"Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2019 including Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash flow statement for the year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be are hereby adopted."

2. To consider declaring Final Dividend @ 8% on the nominal value of the equity shares of the Company for the Financial Year 2018-19.

To consider passing the following resolution as an ordinary resolution:

"Resolved that dividend of Rs. 0.80/- per equity share of Rs.10/- each on 49,08,470 equity shares, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the year ended March 31, 2019, and that the said dividend be paid to those shareholders, whose names appear in the Company's register of members as at the end of business hours on September 17, 2019 and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on September 17, 2019 as per the details furnished by the depositories for this purpose."

3. To consider appointing a Director in place of Mr. Vijay Kumar Garg (DIN: 00236460), who retires by rotation and being eligible offers himself for re-appointment.

To consider passing the following resolution as an ordinary resolution:

"Resolved that pursuant to section 152 of the Companies Act, 2013, Mr. Vijay Kumar Garg (DIN: 00236460), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. **RE-APPOINTMENT AND CONTINUATION OF DR. K.S.V. MENON (DIN:00920088) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 the Rules framed there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the LODR and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Dr. K.S.V. MENON (DIN:00920088), who was appointed as an Independent Director for consecutive term of five years upto the conclusion of the 34th Annual general meeting of the Company to be held in the year 2019 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and also continue as an Independent Director of the Company even if he has attained the age of 75 years. He shall not be liable to retire by rotation.

5. **RE-APPOINTMENT AND CONTINUATION OF Dot. MASSIMO MEDINI (DIN:00926147) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 the Rules framed there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the LODR and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors,



Dot. MASSIMO MEDINI (DIN:00926147), who was appointed as an Independent Director for consecutive term of five years upto the conclusion of the 34th Annual general meeting of the Company to be held in the year 2019 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and also continue as an Independent Director of the Company even if he has attained the age of 75 years. He shall not be liable to retire by rotation.

6. RE-APPOINTMENT AND CONTINUATION OF MARCO MEDINI (DIN:06709885) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 the Rules framed there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the LODR and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **MARCO MEDINI (DIN:06709885)**, who was appointed as an Independent Director for consecutive term of five years upto the conclusion of the 34th Annual general meeting of the Company to be held in the year 2019 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and also continue as an Independent Director of the Company even if he attains the age of 75 years. He shall not be liable to retire by rotation.

7. RE-APPOINTMENT AND CONTINUATION OF PRADEEP BEHL (DIN:00703855) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 the Rules framed there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the LODR and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **PRADEEP BEHL (DIN:00703855)**, who was appointed as an Independent Director for consecutive term of five years upto the conclusion of the 34th Annual general meeting of the Company to be held in the year 2019 by the shareholders and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and also continue as an Independent Director of the Company even if he attains the age of 75 years. He shall not be liable to retire by rotation.

8. RE-APPOINTMENT AND CONTINUATION OF KANISHK GUPTA (DIN:02243899) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 the Rules framed there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the LODR and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **KANISHK GUPTA (DIN:02243899)**, who was appointed as an Independent Director in the Board Meeting held on 18.05.2019 upto the conclusion of this Annual general meeting of the Company's subject to shareholder approval in the Annual General Meeting to be held in the year 2019 and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and also continue as an Independent Director of the Company even if he attains the age of 75 years. He shall not be liable to retire by rotation.



9. TO RE-APPOINT AND TO INCREASE THE REMUNERATION OF PANKAJ JAIN (DIN: 00206564) MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s) the following resolution as special resolution.
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, read with "Section-II" of "Part-II" of "Schedule V" and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 [including any modification (s) or re-enactment(s) thereof for the time being in force] and as per the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors and subject to all necessary approvals, consents, permissions and/or sanctions of the Central Government, shareholders and all other appropriate authorities, institutions and bodies, to the extent necessary and subject to such conditions and modification(s) as may be prescribed or imposed by them in granting any such approval, permission, consent or sanction, which may be agreed to, by the Board of Directors of the Company or any Committee thereof, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Pankaj Jain as Managing Director of the Company at a remuneration followed by approved terms and conditions with effect from 4th February, 2019 for a further period of 3 years on the following terms and conditions:

"RESOLVED FURTHER THAT such increase is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

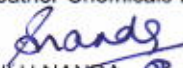
"RESOLVED FURTHER THAT except for the revision in remuneration, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to fix the salary payable to Managing Director within above maximum limit, increasing/decreasing thereby allowances, perquisites and other benefits related to the quantum of salary and in the event of absence or inadequacy of net profit in any financial year, during the period of tenure of Managing Director, the remuneration payable to him shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification or re enactment thereof."

Regd. Office: 72-77, HSIIDC Industrial Estate,
Hansi Road, Jind, Haryana - 126 102.
CIN: L74999HR1985PLC019905
Date: 9th August, 2019
E-mail: info@leatherchem.com
Website: www.leatherchem.com

By order of the Board of Directors of
Haryana Leather Chemicals Ltd.


SILU NANDA
Company's secretary

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the items of Special Business given in this Notice, is annexed hereto.
2. Any Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the said meeting and vote on her/his behalf, and the proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.



4. Members/Proxy holders are requested to bring at the venue of Annual General Meeting their attendance slip duly signed so as to avoid inconvenience.
5. Attendance slip, proxy form and route map of the venue of the meeting are annexed hereto.
6. Brief information of Directors, names of the Companies in which they hold Directorship and membership/ Chairmanship of Board Committees, Shareholdings and relationships between Directors as stipulated under Regulation 27 of the Listing Regulations with the Stock Exchange are provided in the Corporate Governance Report forming part of the Annual report.
7. Members are requested to bring their attendance slip along with their copy of Annual report to the meeting. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday the 18.09.2019 to Wednesday the 25.09.2019 (both days inclusive) for determining the names of Members eligible to receive the Dividend declared, if any, on the Equity Shares of the Company to comply with the provisions of Section 154 of the Companies Act, 2013 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. The dividend on Equity Shares, if declared at the Meeting by the Members at the Annual General Meeting, shall be paid to all those Members whose names appear in the Company's Register of Members as during the register of member is closed, and in respect of the shares held in demat form, to all those Members whose names appear as beneficial owners as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited on the close of business hours as on that date. Members holding shares in the physical form are requested to send the advice about any change in their registered address or bank particulars, to the Company's Registrar and Share Transfer Agent, M/s. RCMC Share Registry (P) Ltd., B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 quoting their Folio Number.
10. Members holding shares in the electronic form must send the advice about any change in their registered address or bank particulars to their respective Depository Participants with whom they are maintain their demat accounts and not to the Company.
11. Pursuant to Section 20 of the Companies Act, 2013, read with Rule 35 of the Companies (Incorporation) Rules, 2014, Companies are allowed to send to their Members notices/documents in the electronic form. To enable the Company send its Annual Report, Notice of AGM, and other documents for the financial year ended 31st March, 2019 electronically, Members are requested to update (in case of change) register, at the earliest, their email IDs with their Depository Participants in case the shares are held in the electronic form or the Registrar and Share Transfer Agent of the Company, RCMC Share Registry Private Limited, in case the shares are held in the physical form. The Company will continue to send the said documents in the physical form to such Members whose email IDs it does not have and to those who request delivery of the said documents in the physical form.
12. Pursuant to Section 123(5) of the Companies Act, 2013, and the Securities and Exchange Board of India's Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 and the modifications, if any, regarding use of electronic payment modes for making payments to investors, Members are requested to update their bank account and latest address details with their respective Depository Participants (for shares held in the electronic form) along with a photocopy of their cheques to the Company's Registrar and Share Transfer Agent, RCMC Share Registry Private Limited (for shares held in the physical form). Our Registrar and Share Transfer Agent will take due note of the same for payment of Dividend. This obviates problems like loss/fraudulent interception of Dividend warrants during postal transit while also expediting payment.
13. Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 (ten) days prior to the date of the Annual General Meeting so as to enable the Company keep the information ready.
14. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 23, 2017.
15. Members are advised to note the ISIN No. INE 681F01018 allotted to the Company's shares and those who are interested to dematerialize their shares may do so.
16. In all correspondence with the Company or with its Share Transfer Agent, Members are requested to quote their Client ID Number and their DP ID Number if the shares are held in the dematerialized form; in case the shares are held in the physical form, they must quote their Folio Number.
17. Those Members who have not yet en-cashed/claimed the Dividend of the Company for any/all of the financial year 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 are requested to en-cash/claim the



same immediately. In terms of Section 124 and 125 of the Companies Act, 2013, the Company shall be required to transfer the unclaimed/unpaid Dividend of the Company on the expiry of seven years from the date it became due for payment, to the "Investor Education and Protection Fund" (IEPF) of the Central Government and subsequently, the Shareholders shall not have any right to claim the said Dividend from the Company or from the said Fund.

The details of the un-encashed/unclaimed Dividend for the Financial Years 2011-12 to 2017-18 as on 31st March, 2019 are as under:

Dividend for the year	Unclaimed/Unpaid Dividend as on 31st March, 2019 (Rs.)	Due date of transfer to Investor Education and Protection Fund
2011-12	2,80,178.40	31st October, 2019
2012-13	2,81,133.00	13th September, 2020
2013-14	5,38,308.70	26th October, 2021
2014-15	4,57,238.20	31st October, 2022
2015-16	3,92,387.20	29th October, 2023
2016-17	3,63,656.00	29th October, 2024
2017-18	2,06,932.80	29th October, 2025

18. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) rules, 2016, as amended, the Company has, during the financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. October 18, 2018. Details of shares transferred to the IEPF Authority are available on the link <http://www.iepf.gov.in>.

Members may note that the shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them by visiting site: <http://www.iepf.gov.in/IEPFA/refund.html> or can contact our RTA for lodging claim for refund of shares and /or dividend from the IEPF Authority.

19. SEBI has mandated submission of Permanent Account Number (PAN) by every Member of the Company. Members holding shares in dematerialized form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent.
20. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means along with the Ballot Form and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsdl.com or (link of website of Company).

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The e-voting period commences on 22nd September, 2019 (10:00 a.m.) and ends on 24th September, 2019 (05:00 p.m.). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (Company/ RTA email id).

The facility for voting through ballot paper shall be made available at the AGM/EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.



The procedure to login to e-Voting website is given below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly



authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (mguptacs@gmail.com) to with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- ★ Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- ★ It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

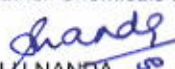
In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

The Company has engaged the services of RCMC Share Registry Private Limited as the Authorized Agency to provide e-voting facility. The Particulars of e-voting will be sent to the shareholders separately.

21. Relevant documents referred to in the accompanying Notice pursuant to provisions of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during office hours on all working days up to the date of the Annual General Meeting of the Company.

Regd. Office: 72-77, HSIIDC Industrial Estate,
Hansi Road, Jind, Haryana - 126 102.
CIN: L74999HR1985PLC019905
Date: 9th August, 2019
E-mail: info@leatherchem.com
Website: www.leatherchem.com

By order of the Board of Directors of
Haryana Leather Chemicals Ltd.


SILU NANDA
Company Secretary

EXPLANATORY STATEMENT

Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act')

The following statement sets out all material facts relating to the special business under items No. 4 to 9 mentioned in the notice of AGM:

ITEM NO. 4

RE-APPOINTMENT AND CONTINUATION OF Dr. K.S.V. MENON (DIN:00920088) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Dr. K.S.V. MENON (DIN:00920088), who was appointed as an Independent Director of the Company in the Board Meeting and subsequent Annual general Meeting held in the year 2014 for a consecutive term of five years upto the conclusion of the 34th Annual general meeting of the Company to be held in the year 2019 by the shareholders. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and report of performance evaluation, the Board of Directors of the Company in their meeting held on May 18, 2019, appointed Dr. K.S.V. MENON as an Independent Director subject to the approval of shareholders in the 34th Annual General Meeting for a second term of 5 years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company.



Additionally, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 1, 2019, require a company to obtain the approval of shareholders by passing a special resolution for the appointment or continuation of any Non-Executive Director who has attained the age of seventy-five years.

Also he is not liable to retire by rotation.

The Board recommends approval of the re-appointment of Dr. K.S.V. Menon as an Independent Director by the Members through Special Resolution set forth in Item No. 4 of the Notice.

Except Dr. K.S.V. Menon, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 4.

Brief Profile of Dr. K.S.V. MENON

Dr. K. S. V. Menon is a fellow who is a Ph.D in Economics and has vast experience of handling all types of legal and economic matters in the company and an author of many publications related to Economics.

ITEM NO. 5

RE-APPOINTMENT AND CONTINUATION OF Dot. MASSIMO MEDINI (DIN:00926147) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Dot. MASSIMO MEDINI (DIN:00926147), who was appointed as an Independent Director of the Company in the Board Meeting and subsequent Annual general Meeting held in the year 2014 for a consecutive term of five years up to the conclusion of the 34th Annual general meeting of the Company to be held in the year 2019 by the shareholders. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and report of performance evaluation, the Board of Directors of the Company in their meeting held on May 18, 2019, appointed Dot. MASSIMO MEDINI as an Independent Director subject to the approval of shareholders in the 34th Annual General Meeting for a second term of 5 years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company.

Additionally, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 1, 2019, require a company to obtain the approval of shareholders by passing a special resolution for the appointment or continuation of any Non-Executive Director who has attained the age of seventy-five years.

Also he is not liable to retire by rotation.

The Board recommends approval of the re-appointment of Dot. MASSIMO MEDINI as an Independent Director by the Members through Special Resolution set forth in Item No. 5 of the Notice.

Except Dot. MASSIMO MEDINI, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 5.

Brief Profile of Dot. MASSIMO MEDINI

Dott. Massimo Medini is an Industrialist and having Doctorate Degree in Business Economics. He has vast experience of industrial products and handling production industry. He is the Director of ICAP-Sira, which is having joint venture with Haryana Leather Chemicals Limited.

ITEM NO. 6

RE-APPOINTMENT AND CONTINUATION OF MR. MARCO MEDINI (DIN:06709885) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**: MR. MARCO MEDINI (DIN:06709885), who was appointed as an Independent Director of the Company in the Board Meeting and subsequent Annual general Meeting held in the year 2014 for a consecutive term of five years up to the conclusion of the 34th Annual general meeting of the Company to be held in the year 2019 by the shareholders. Based on the recommendation of the Nomination and Remuneration Committee and based on working, skills, experience, knowledge and report of performance evaluation, the Board of Directors of the Company in their meeting held on May 18, 2019, appointed Mr. Marco Medini as an Independent Director subject to the approval of shareholders in the 34th Annual General Meeting for a second term of 5 years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company.

Also he is not liable to retire by rotation.

The Board recommends approval of the re-appointment of Mr. Marco Medini as an Independent Director by the Members through Special Resolution set forth in Item No. 6 of the Notice.

Except Mr. Marco Medini, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 6.



Brief Profile of MR. MARCO MEDINI

Mr. Marco Medini is an Industrialist and having post Graduate Degree in Business Economics. He has good experience of handling industrial economics and can handle all types of cost and material related cases in the industry.

ITEM NO. 7

RE-APPOINTMENT AND CONTINUATION OF MR. PRADEEP BEHL (DIN:00703855) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**: MR. PRADEEP BEHL (DIN:00703855), who was appointed as an Independent Director of the Company in the Board Meeting and subsequent Annual general Meeting held in the year 2014 for a consecutive term of five years up to the conclusion of the 34th Annual general meeting of the Company to be held in the year 2019 by the shareholders. Based on the recommendation of the Nomination and Remuneration Committee and based on working, skills, experience, knowledge and report of performance evaluation, the Board of Directors of the Company in their meeting held on May 18, 2019, appointed Mr. Pradeep Behl as an Independent Director subject to the approval of shareholders in the 34th Annual General Meeting for a second term of 5 years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company.

Also he is not liable to retire by rotation.

The Board recommends approval of the re-appointment of Mr. Pradeep Behl as an Independent Director by the Members through Special Resolution set forth in Item No. 7 of the Notice.

Except Mr. Pradeep Behl, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 7.

Brief Profile of MR. PRADEEP BEHL

Mr. Pradeep Behl is a Chartered Accountant having around 38 years of work experience in the profession. He has wide experience of serving manufacturing and service sector organisations including civil construction and EPC, in capacity of CFO. Mr. Behl had been actively involved in managing day to day affairs including overseeing and managing planning, finance, taxation, company law matters, administration etc. functions of the organisations he has served.

ITEM NO. 8

RE-APPOINTMENT AND CONTINUATION OF MR. KANISHK GUPTA (DIN:02243899) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**: Mr. KANISHK GUPTA (DIN:02243899), who was appointed as an Independent Director of the Company in the Board Meeting held on 18.05.2019 upto the conclusion of this Annual general meeting of the Company subject to shareholder approval in the Annual General Meeting to be held in the year 2019. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience and knowledge, the Board of Directors of the Company in their meeting held on May 18, 2019, appointed Mr. Kanishk Gupta as an Independent Director subject to the approval of shareholders in the 34th Annual General Meeting for a second term of 5 years with effect from this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2024 and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company.

The Board recommends approval of the re-appointment of Mr. Kanishk Gupta as an Independent Director by the Members through Special Resolution set forth in Item No. 8 of the Notice.

Except Mr. Kanishk Gupta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 8.

Brief Profile of Mr. KANISHK GUPTA

Kanishk Gupta is a qualified fellow and is having qualifications as International management from London School of Economics, Managerial Finance from Harvard and B. Tech from U.K. and has vast experience of handling production business.

ITEM NO. 9

Mr. Pankaj Jain (DIN:00206564), aged 63 years is a Managing Director of the Company.

Mr. Pankaj Jain conceptualized the idea of setting up of Haryana Leather Chemicals Limited. It's because of his vision and able leadership, the Company is well established and earned name and fame.

Mr. Pankaj Jain, Managing Director, is devoting his time and energy for the growth and diversification of the company. He has visualized the idea of this leather chemicals Company, developed it, nurtured it and brought it to its present stage.

