



SUSTAINABILITY NURTURED THROUGH EMPLOYEES' INSIGHT

Fossil fuel consumption reduced to half. • Waste water recovery - 100,000 Ltr / month.
Material transfer spills reduced to nil. • Chemical storage evaporation losses reduced to half.

HARYANA LEATHER CHEMICALS LIMITED

BOARD OF DIRECTORS

Narendra Kumar Jain, Chairman
Pankaj Jain, Managing Director-cum-Vice Chairman
Vijay Kumar Garg
Dr. K.S.V. Menon
Dott. Massimo Medini
Pradeep Behl
Sippy Jain (Mrs.)
Marco Medini
Kanishk Gupta

COMPANY SECRETARY

Silu Nanda (Mrs.)

AUDITORS

AKR & Associates, Panchkula, Haryana

CORPORATE OFFICE

1405-B, Signature Towers, South City- I, Gurugram- 122001, Haryana

REGISTERED OFFICE AND WORKS

72-77, HSIIDC Industrial Estate, Hansi Road, Jind-126102 (Haryana)

CORPORATE EXECUTIVES

Sukanto Choudhary, Chief Financial Officer
Dr. M.P. Singh, General Manager - Production
Deepak Raj, Deputy General Manager- Production

REGISTRAR & SHARE TRANSFER AGENTS

RCMC Share Registry (P) Ltd.
B-25/1, First Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020
Phones: 011-26387320, 26387323
Fax: 011-26387322.

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ISIN for Demat purpose: INE681F01018

CIN: L74999HR1985PLC019905

Script Code:524080

NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of the Company M/s Haryana Leather Chemicals Limited will be held on Saturday, the 24th day of September, 2022 at 12.30 p.m. at the Registered Office of the Company at 72-77, HSIIDC Industrial Estate, Hansi Road, Jind-126102 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 2022 and the Statement of Profit & Loss 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, 2022 including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash flow statement for the year ended March 31, 2022, 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 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(6) 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.”
3. To appoint statutory auditors of the Company.
To consider passing the following resolution as an ordinary resolution:
The appointment of statutory auditors M/s AKR & Associates, Chartered Accountants, who hold office from the conclusion of the Thirty Fifth Annual General Meeting until the conclusion of the Thirty Eighth Annual General Meeting to be held in Financial Year 2023. The Statutory Auditors have resigned from the post of the Auditors of the Company and have tendered their resignation letter to the Board which was accepted by the Board. In their place M/s S.C. Dewan & Co., Chartered Accountants have been appointed as the Statutory Auditors of the Company and they have given their eligibility certificate to the Company regarding their appointment would be within the limits and that they are free from any disqualification specified in section 141 of the Companies Act, 2013, and the rules made thereunder, has been received from them.
To consider passing the following resolution as an ordinary resolution:
“**RESOLVED THAT**, pursuant to Section 139 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Audit & Auditor's Rule, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to recommendation of Audit Committee of the Board the appointment of M/s S. C. Dewan & Co., Chartered Accountants (Firm Registration No. (000934N) with The Institute of Chartered Accountants of India), as auditors of the Company from the conclusion of this 37th Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company to be held in the year 2027 in place of M/s. AKR & Associates., Chartered Accountants (Firm Registration No. 021179N) and the new Auditors appointed shall be eligible to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS

4. TO RE-APPOINT AND TO INCREASE THE REMUNERATION OF MR. 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, 2022 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 Mr. Pankaj Jain, Managing Director of the Company will be eligible for remuneration within the ceiling limit under Schedule V to the Companies Act, 2013, as follows:

Salary	Rs 2,50,000/- per month
Housing allowance	Rs 1,00,000/- per month
Other Allowance	Rs 35,000/- per month
Medical Allowance/reimbursement	Rs 6,000/- per month for himself and family
Leave Travel Allowance/reimbursement	Rs 10,500/- per month for himself and family

The Managing Director shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified in paragraph as above:

1. Encashment of leave at the end of the tenure.
2. Provision of car for use on Company's business and telephone at residence shall not be considered as perquisites.
3. If and when the Managing Director is required to entertain and/or travel for the purpose of Company's business the Company shall reimburse all actual expenses incurred by him for such entertainment and/or travel.

“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 reenactment thereof.”

Regd. Office: 72-77, HSIIDC Industrial Estate,
Hansi Road, Jind, Haryana - 126102

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

CIN : L74999HR1985PLC019905
Date : 26th August 2022
E-mail : info@leatherchem.com
Website : www.leatherchem.com

Silu Nanda
Company 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.
3. 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) percent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) percent 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.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Saturday the 17.09.2022 to Saturday the 24.09.2022 (both days inclusive) to comply with the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. 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 maintain their demat accounts and not to the Company.
10. 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 to send its Annual Report, Notice of AGM, and other documents for the financial year ended 31st March, 2022 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 discontinue to send the said documents in the physical form to such Members whose email IDs is not available (refer point no. 22) and will send only to those who request delivery of the said documents in the physical form.
11. Pursuant to Section 123 (5) of the Companies Act, 2013, and the Securities and Exchange Board of India 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 whenever declared. This obviates problems like loss/fraudulent interception of Dividend warrants during postal transit while also expediting payment.
12. 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.
13. 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 amending section 139 of the Act and the Rules framed there under issued by the Ministry of Corporate Affairs.
14. Members are advised to note the ISIN No. INE681F01018 allotted to the Company's shares and those who are interested to dematerialize their shares may do so.
15. In all correspondence with the Company or with its Share Transfer Agent, Members are requested to quote their Client ID Number and their DPID 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.
16. Those Members who have not yet en-cashed/ claimed the Dividend of the Company for any/ all of the financial year 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 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 2014-15 to 2018-19 as on 31st March, 2022 are as under:

Dividend for the year	Unclaimed/Unpaid Dividend as on 31st March, 2022 (Rs.)	Due date of transfer to Investor Education and Protection Fund
2014-15	4,56,748.20	31st October, 2022
2015-16	3,91,347.20	29th October, 2023
2016-17	3,62,376.00	29th October, 2024
2017-18	2,07,092.80	29th October, 2025
2018-19	1,97,652.00	29th October, 2026

17. 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 2021-22, transferred to the IEPF Authority, details of 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. Details of such unpaid dividends 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.

18. 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.

19. 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 one-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 Wednesday the 21st September, 2022 (10:00 a.m.) and ends on Friday the 23rd September, 2022 (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 i.e. end of the day of 16th September, 2022. 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. end of 16th September, 2022 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.

Step 1: 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 e-services 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 DPID followed by 8 Digit Client ID (Forexample if your DPID 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 (Forexample if folio number is 001*** and EVEN is 121482 then user ID is 121482001***).
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 mail box. 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 e-voting@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 checkbox.
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 Homepage 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 print out 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) 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 there after 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 Download 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.

20. 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.
21. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite.
22. Securities and Exchange Board of India (SEBI) has issued Circular No SEBI/HO/DDHS/CIR/2022/0063 dated May 13, 2022 regarding relaxation from compliance with certain provisions of the SEBI (LODR) Regulations, 2015. MCA vide circular dated May 5, 2022, has extended the relaxations from dispatching of physical copies of financial statements for the year 2022 (i.e till December 31, 2022). Considering the above, it has been decided to provide relaxation up to December 31, 2022, from the requirements of Regulation 58(1)(b) of the Listing Regulation which prescribes that an entity with listed non-convertible securities shall send a hard copy of statement containing the salient features of all the documents, as specified in Section 136 of Companies Act, 2013 and rules made thereunder to those holders of non-convertible securities who have not registered their email address(es) either with the listed entity or with any depository.

Regd. Office: 72-77, HSIIDC Industrial Estate,
Hansi Road, Jind, Haryana - 126102

CIN : L74999HR1985PLC019905

Date : 26th August 2022

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

(ANNEXURE TO NOTICE)
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
AT THE FORTH COMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings (SS-2)]

Name of the Director	Vijay Kumar Garg
DIN	00236460
Date of Birth	04.12.1951
Date of first appointment on the Board	22.07.2003
Qualifications	B. Tech
Expertise	Business
Directorships held in other public companies including private companies which are subsidiaries of public companies (Excluding foreign companies)	1
Memberships/ Chairmanships of committees across all companies	Nil
Number of Meetings attended during the year	Nil
Shareholding in the Company	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)

Annexed to the Notice convening the Thirty Seventh Annual General Meeting Scheduled to be held on Saturday, 24th September, 2022.

Item No. 3

M/s AKR & Associates, Chartered Accountants (ICAI Firm Registration No. 021179N), were appointed as the Statutory Auditors of the Company at the Annual General Meeting (AGM) of the Company held on 20th November, 2020 for a term of 3 years and was supposed to hold the office till the conclusion of the Annual General Meeting to be held in the year 2023 However M/s AKR & Associates have tendered their resignation letter to the Company which has been accepted by the Board.

Accordingly, as per the requirements of the Act and based on the recommendations of the Audit Committee, the Board of Directors of the Company has in its meeting held on 10th day of August, 2022 proposed to appoint M/s. S. C. Dewan & Co., Chartered Accountants (ICAI Registration no. 000934N) as the Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting to be held in the year 2027.

M/s. S. C. Dewan & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Further requirement of ratification of Auditors by Members at every annual general meeting has been omitted by the Companies (Amendment) Act, 2017 effective from May 7, 2018.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No.3 of the notice. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No. 4

Mr. Pankaj Jain (DIN:00206564), aged 65 years is a Managing Director of the Company.

Mr. Pankaj Jain is engineer by profession and started idea of setting up of Haryana Leather Chemicals Limited. It's because of his knowledge, 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 designed the organization structure, work allocation and overall control systems of the Company. He has been instrumental in the growth and diversification of the Company.

Mr. Pankaj Jain possesses appropriate skills and the necessary experience and knowledge. Keeping in mind his best efforts and the workload which has multiplied over years, the Board of Directors have approved increase in remuneration of Mr. Pankaj Jain, Managing Director of the Company.

Mr. Pankaj Jain, Managing Director of the Company will be eligible for remuneration within the ceiling limit under Section-II of Part-II of Schedule-V to the Companies Act, 2013, as follows:

Salary	: Rs.2,50,000/- per month
Housing Allowance	: Rs.1,00,000/- per month
Other Allowance	: Rs. 35,000/- per month
Medical Allowance/reimbursement for	: Rs. 6,000/- per month himself and family
Leave Travel Allowance/reimbursement	: Rs.10,500/- per month for himself and family

The Managing Director shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified in paragraph as above:

1. Encashment of leave at the end of the tenure.
2. Provision of car for use on Company's business and telephone at residence shall not be considered as perquisites.
- 3, If and when the Managing Director is required to entertain and/or travel for the purpose of Company's business the Company shall reimburse all actual expenses incurred by him for such entertainment and/or travel."

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the abovesaid resolution. The Board recommends the special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Regd. Office: 72-77, HSIIDC Industrial Estate,
Hansi Road, Jind, Haryana - 126102
CIN : L74999HR1985PLC019905
Date : 26th August 2022
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