

WORLDWIDE LEATHER EXPORTS LTD.

CIN: L70109DL1990PLC338798

29th Annual Report
2018-2019

CORPORATE INFORMATION

PRESENT BOARD OF DIRECTORS

1. Parag Jain	Managing Director	4. Mahesh Agarwal	Chairman & Independent Director
2. Abhishek Jain	Joint Managing Director	5 Harish Kansal	Independent Director
3. Punita Jain	Director		

KEY MANAGERIAL PERSONNEL (KMP)

Parag Jain Managing Director	Abhishek Jain Joint Managing Director	Shivani CFO	Priyanka Chaurasia CS
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BOARD COMMITTEE

❖ <u>AUDIT COMMITTEE</u>		❖ <u>NOMINATION & REMUNERATION COMMITTEE</u>	
Mahesh Agarwal	Chairman	Punita Jain	Chairperson
Harish Kansal	Member	Harish Kansal	Member
Parag Jain	Member	Mahesh Agarwal	Member
❖ <u>STAKEHOLDER RELATIONSHIP COMMITTEE</u>		❖ <u>INDEPENDENT DIRECTORS</u>	
Punita Jain	Chairperson	Harish Kansal	Member
Harish Kansal	Member	Mahesh Agarwal	Member
Mahesh Agarwal	Member		
Abhishek Jain	Member		

BANKERS ❖ Andhra Bank ❖ Vijya Bank ❖ HDFC Bank

STATUTORY AUDITORS M/s. Surendra & Associates, Chartered Accountant

SECRETARIAL AUDITORS M/s. Om Prakash Agrahari & Co., Company Secretaries

SHARES LISTED WITH : 1. BSE Limited

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.,
Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Complex,
Near Dada Harsukhdas Mandir, New Delhi – 110062.

REGISTERED OFFICE

602, Rohit House, 3 Tolstoy Marg, Connaught Place, New Delhi-110001

CORPORATE WEBSITE : www.wwal.in

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WORLDWIDE LEATHER EXPORTS LTD.**Reg. Office:** 602, Rohit House, 3 Tolstoy Marg, Connaught Place, New Delhi-110001.**Email Id:** legalteam.worldwide@gmail.com **Ph. No.:** +91-11-49446667/49446668**CIN:** L70109DL1990PLC338798 **Website:** www.wwal.in**NOTICE**

NOTICE is hereby given that Twenty Ninth (29th) Annual General Meeting of the members of Worldwide Leather Exports Limited will be held on Saturday of 28th September, 2019 at 11:00 a.m. at 32/1 Satbari Village, KCG Heritage, New Delhi-110074 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company which includes Audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss including the statement of Cash Flow of the Company as on that date together with the Auditors' Report thereon and Report of the Board of Directors.
2. To appoint a Director in place of Mrs. Punita Jain (DIN: 00303136), Director of the Company, who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:**3. To approve change in Name of the Company**

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

“RESOLVED THAT Pursuant to the section 13(2) of Companies Act, 2013 Read with rule 29 of Companies (Incorporation) Rules, 2014 including any statutory modification (s) or re-enactment thereof, for the time being in force and Regulation 45 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and subject to the approval of central government and such other consents, permissions and sanctions, as may be required, in this regard from appropriate authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the consent of the members of the Company be and is hereby accorded to change the name of the company from its existing name **“WORLDWIDE LEATHER EXPORTS LIMITED”** to **“WORLDWIDE ALUMINIUM LIMITED”**.

“RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. **“The Name of the Company is “Worldwide Aluminium Limited”.**

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be and are hereby altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.”

“RESOLVED FURTHER THAT any of the directors of the Company be and are hereby authorized to file all the necessary Forms and making the application in Form INC 24 to the Registrar of Companies, Central Government or Stock Exchanges for obtaining their approval or to any other Statutory Authorities for the purpose of change of name of the Company as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.”

Place: New Delhi
Date: 31st August, 2019

By the Order of the Board of Directors
Worldwide Leather Exports Limited

Sd/-
Abhishek Jain
Joint Managing Director
DIN: 02801441

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10(ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the members at the AGM.
3. The Register of Members and Share Transfer Books will remain close from 20th September, 2019 to 28th September, 2019 (both days inclusive).
4. Members are requested to intimate about the change in address, if any.
5. Members are requested to bring the copies of the annual report as the same will not be distributed at the annual general meeting.
6. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly.
7. Members may note that the copy of the annual report for the year 2018-2019 is also available on the website of the Company i.e. www.wwal.in
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the e- voting services provided by the Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.
9. Members may note that 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 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the 28th Annual General Meeting, held on September 29, 2018 and are eligible to hold their office until the conclusion of 33rd Annual General Meeting to be held in 2023.

Notice of the 29th Annual General Meeting of the Company. Inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29th Annual general Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

10. Relevant details as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard on General Meeting ("SS-2") issued by Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment as director under item No. 2 is as under:

Name of the Director	Mrs. Punita Jain
Director Identification Number	00303136
Father Name	Mr. Trilok Chand Agarwal
Date of Birth	01.09.1987
Date of Appointment	28.07.2017
Qualification	M.B.A in International Business from Amity University, Noida, U.P in the year 2010.
Name of the Companies(s) in which she is a director	Jainalco Industries Limited
Name of the company in which She is Member/ Chairman in the committees	NIL
Specific functional Areas	Experience of marketing
Shareholding in the Company as on 31st March, 2019	27,000 shares (i.e. 0.8215%)
Remuneration Last drawn by such person, if any	Nil
No. of the Board meetings attended during the year	8

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 29th AGM by electronic means ("e-voting")

- (i) The voting period begins on Wednesday, 25th September, 2019 (9:00 a.m.) and ends on Friday, 27th September, 2019 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on notice / Attendance Slip indicated in the PAN Field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) 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.

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

(xi) Click on the EVSN for the Worldwide Leather Exports Ltd on which you choose to vote.

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

(xiii) 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.

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

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) 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.

(xvii) Shareholders can also use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.
- (i) Mr. Om Prakash Agrahari, Company Secretary of M/s. Om Prakash Agrahari & Co, Company Secretaries (Membership No 6933, CP 6871), Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (ii) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e- voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (iii) The results of the e-voting along with the scrutinizer's report shall be placed in company's website and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed

IMPORTANT COMMUNICATION TO THE MEMBERS

Mandatory update of PAN and Bank details –

Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company / Registrar & Transfer Agent (RTA) for registration under their folio.

Compulsory Dematerialization of shares of listed company:

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization.

Green Initiative:

In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in promoting “Green Initiative” by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save the natural resources, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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

Statement pursuant to Section 102(1) of the Companies Act, 2013 for Item No. 3 of the accompanying notice is as under:

The Board of Directors of the Company in its meeting held on 09th August, 2019 decided to change the name of the Company from “Worldwide Leather Exports Limited” to “Worldwide Aluminium Limited”. The Reason being, after the completion of Takeover Process in year 2017, the Company has amended the main object clause of Memorandum of Association vide Special Resolution dated 17th January, 2018 and started carrying on the business of trading of Aluminium coils, foils, sheets and related products etc.

The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding that would make the name of the Company in sync with the activities being carried on by the Company.

The name “Worldwide Aluminium Limited” has been duly approved and made available for changing the name by the Central Registration Centre, Ministry of Corporate Affairs vide its name approval letter dated 27th August, 2019 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution Hence, the resolution is put up for shareholders approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Place: New Delhi
Date: 31st August, 2019

By the Order of the Board of Directors
Worldwide Leather Exports Limited

Sd/-
Abhishek Jain
Joint Managing Director
DIN: 02801441

ROUTE MAP FOR THE 29TH ANNUAL GENERAL MEETING

