

SREELEATHERS LIMITED

CIN: L67190WB1991PLC050656
6, Tottee Lane, Kolkata-700 016
Phone No.:2286-1571, Fax: 2217-6468
Email:sreeleathers@sreeleathers.com
Website: www.sreeleathers.com

To:

Department of Corporate Services, Bombay Stock Exchange Limited, P.J.Towers, 1 st Floor, Dalal Street, Mumbai-400001, Scrip Code: 535601	The National Stock Exchange of India Limited, Exchange Plaza, BandraKurla Complex, Bandra (E), Mumbai-400 051, Symbol: SREEL	Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata-700001, Scrip Code: 13328
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Date : 19.04.2023

Dear Sir,

Sub: Submission of Corporate Governance Report for the Quarter and Year Ended 31.03.2023.

Please find enclosed herewith following : -

1. Corporate Governance Report Under Regulation 27(2) for the quarter and year ended 31.03.2023.

Kindly take the above in your record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Sreeleathers Limited

BIJOY KUMAR ROY

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Company Secretary

Enclo: a/s

1. Name Of Listed entity – **Sreeleathers Limited**
2. Quarter ending - **31st March , 2023**

I Composition of Board of Directors

Titl e (M r ./ Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/ Nominee)&	Initial Date of Appointment	Date of Re-appointm ent	D at e of C es sa ti o n	T e n u r e *	Date of Birth	No of Directors hip in listed entities including this listed entity [in referen ce to Regulat ion 17A(1)]	No of Indepen dent Director ship in listed entities includin g this listed entity (in refer Regulati on 17A(1))	Numbe r of membe rships in Audit/ Stakeho lder Commit tee(s) includin g this listed entity (Refer Regul ation 26(1) of Listing Regula tions)	No of post of Chairper son in Audit/ Stakehol der Committ ee held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
Mr.	SATYABRATA DEY	ACXPD9403D00569965	Chairperson, Executive Director	02-12-1999	30-09-2019			03-02-1950	1	0	0	0
Mr.	K. D. SARKAR	ADSPS4542G08200786	Independent Director	22-08-2018	29-09-2018		55	09-10-1949	1	1	2	1
Mr.	ANIL CHANDRA BERA	ADUPB5841M02002208	Independent Director	22-08-2018	29-09-2018		55	14-01-1943	1	1	2	1
Mrs.	SADHANA ADHIKARY	ARGPA6253J02974882	Independent Director	25-09-2014	25-09-2019		102	25-03-1970	1	1	2	0
Ms.	ROCHITA DEY	ATMPD7654G02947831	Executive Director	26-12-2018	24-09-2019			24-09-1991	1	0	0	0
Mrs.	SHIPRA DEY	ACXPD9404E00570021	Executive Director	26-04-2019	24-09-2019			15-05-1963	1	0	0	0

Whether regular chairperson appointed - No

Whether Chairperson is related to managing director or CEO - No

[§]PAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II Composition of Committee

<i>Name of Committee</i>	<i>Whether Regular Chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)[§]</i>	<i>Date of Appointment</i>	<i>Date of Ceassation</i>
1. Audit Committee	Yes	i. K. D. SARKAR ii. ANIL CHANDRA BERA iii. SADHANA ADHIKARY	i. Chairperson ii. Member iii. Member	22-08-2018 22-08-2018 25-09-2014	
2. Nomination & Remuneration Committee	Yes	i. K. D. SARKAR ii. ANIL CHANDRA BERA iii. SADHANA ADHIKARY	i. Chairperson ii. Member iii. Member	22-08-2018 22-08-2018 25-09-2014	
3. Stakeholders Relationship Committee'	Yes	i. ANIL CHANDRA BERA ii. K. D. SARKAR iii. SADHANA ADHIKARY	i. Chairperson ii. Member iii. Member	22-08-2018 22-08-2018 25-09-2014	
4 Corporate Social Responsibility Committee	Yes	i. ANIL CHANDRA BERA ii. K. D. SARKAR iii. SADHANA ADHIKARY	i. Chairperson ii. Member iii. Member	22-08-2018 22-08-2018 25-09-2014	
5. Performance Evaluation Committee	Yes	i. K. D. SARKAR ii. ANILCHANDRA BERA iii. SADHANA ADHIKARY	i. Chairperson ii. Member iii. Member	22-08-2018 22-08-2018 25-09-2014	

[§]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Director present*</i>	<i>Number of Independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
14-11-2022	14-02-2023	Yes	6	3	31
16-12-2022	-	Yes	6	3	59
<i>*To be filled in only for the current quarter meetings</i>					

IV Meeting of Committees					
<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met(details)*</i>	<i>Number of Director present*</i>	<i>Number of Independent directors present*</i>	<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)*</i>
<u>Audit Committee</u>					
14-02-2023	Yes	3	3	14-11-2022	91
<u>Nomination and remuneration committee</u>					
31-03-2023	Yes	3	3	14-11-2022	136
<u>Stakeholders relationship committee</u>					
27-02-2023	Yes	3	3	15-11-2022	103
<u>Corporate Social responsibility Committee</u>					
31-03-2023	Yes	3	3	21-10-2022	160
<u>Performance Evaluation Committee</u>					
27-02-2023	Yes	3	3	07-11-2022	111
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
** to be filled in only for the current quarter meetings					

V Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

NA

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

Bijoy Kumar Roy
Company Secretary

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Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

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Annexure II			
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
1. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	https://sreeleathers.com/pages/investors-company-profile
2	Terms and conditions of appointment of independent directors	Yes	https://sreeleathers.com/pages/independent-directors
3	Composition of various committees of board of directors	Yes	https://sreeleathers.com/pages/committee
4	Code of conduct of board of directors and senior management personnel	Yes	https://sreeleathers.com/pages/code-of-conduct
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://sreeleathers.com/pages/establishment-vigil-mechanism
6	Criteria of making payments to non-executive directors	Yes	https://sreeleathers.com/pages/non-executive-directors
7	Policy on dealing with related party transactions	Yes	https://sreeleathers.com/pages/related-party-transactions
8	Policy for determining 'material' subsidiaries	No	have no subsidiary Company
9	Details of familiarization programmes imparted to independent directors	Yes	https://sreeleathers.com/pages/policy
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://sreeleathers.com/pages/contact-information
11	email address for grievance redressal and other relevant details	Yes	https://sreeleathers.com/pages/email-address
12	Financial results	Yes	https://sreeleathers.com/pages/quarterly-report
13	Shareholding pattern	Yes	https://sreeleathers.com/pages/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	No	No such agreement
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	No	No such presentations made.
16	New name and the old name of the listed entity	Yes	https://sreeleathers.com/pages/newname-oldname
17	Advertisements as per regulation 47 (1)	Yes	https://sreeleathers.com/pages/advertisement
18	Credit rating or revision in credit rating obtained	NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://sreeleathers.com/pages/investors-company-profile
21	Materiality Policy as per Regulation 30	Yes	https://sreeleathers.com/pages/policy
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
23	It is certified that these contents on the website of the listed entity are correct	Yes	https://sreeleathers.com/pages/investors-company-profile
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes

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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	

24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	NA
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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Annexure IV			
Additional Half yearly Disclosure			
Half Year Ending: 31.03.2023			
Applicability of disclosure		Not Applicable	
Reason for Non Applicability		There is no loan (or other form of debt), guarantee/comfort letter and securities in connection with any loan (or other form of debt) provided by the company directly or indirectly to promoter or promoter group or directors or KMP or any other entity controlled by them for the half year ended 31st March, 2023.	
I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			
II Affirmations			
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name			
Designation			
Place			
Date			

Note:

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a. by a government company to/ for the Government or government company
 - b. by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity
 - c. by a banking company or an insurance company; and
 - d. by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

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