

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

RMC 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

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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 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."

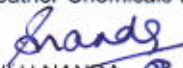
"RESOLVED FURTHER THAT except for the revision in remuneration, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

"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 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

