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**15th
ANNUAL REPORT
2007**

EURO LEDER FASHION LIMITED

FOR THE ATTENTION OF THE MEMBERS

1. Register of Members and Share transfer books of the Company will remain closed from 17th September, 2007 to 26th September, 2007. (both days inclusive)
 2. Members are requested to notify immediately any change in their address to the Company specifying the full address in block capitals with pin code of the Post office etc;
 3. Members are requested to quote their Folio Number in the Correspondence.
 4. Members are requested to quote their queries relating to the accounts at least 10 Days before the date of the Meeting. So that the information can be made available at the meeting.
 5. Members are requested to bring a copy of the Annual Report along with them to the Annual General Meeting, since extra copies will not be supplied.
 6. Members are requested to hand over the attendance slip duly signed at entrance of the meeting Hall.
 7. Registration starts at 10.30 a.m. at Maharaja Restaurant 122, G.S.T.Road, Chromepet, Chennai- 600 044 on 26th September, 2007.
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EURO LEDER FASHION LIMITED

- Board of Directors**
- | | |
|-------------------------------|-----------------------|
| 1. Shri. AR.Ramanathan | - Managing Director |
| 2. Shri. RM. Lakshmanan | - Whole Time Director |
| 3. Shri. AR.Arunachalam | - Director |
| 4. Shri. P.S.Nathan | - Director |
| 5. Shri. S.Narayan | - Director |
| 6. Shri. S.Jambunath | - Director |
| 7. Shri. N.Meenakshi Sundaram | - Director |

- Auditors**
- M/s.N.Venkatesan Associates,
Chartered Accountants,
20 (Old No 8) Dr. Natesan Salai,
Ashok Nagar. Chennai.
Tel.044-24896897

- Registered Office & Factory**
- No.99.G.S.T.Road
Pallavaram, Chennai. 600 043.
Tel. 044-2264 2923
044-2264 3437
Fax. 044-2264 3043

- Bankers**
- 1. Canara Bank Overseas Branch
2. ICICI Bank Ltd. Nungambakkam

NOTICE OF 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the Company will be held on wednesday, 26th September, 2007 at 11.00.A.M. at Maharaja Restaurant, 122, G.S.T. Chromepet, Chennai 600 044 to transact the following business.

Ordinary Business:

1. To, receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2007 and the Profit and Loss Account for the year ended on that date, together with the notes thereon and the schedules there to and the reports of the Auditors and the Directors.
2. To appoint a Director in the place of Shri.P.S.Nathan who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in the place of Shri S.Narayan who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors of the Company and fix their remuneration M/s.N.Venkatesan Associates, Chartered Accountants. Chennai, the retiring auditors, are eligible for reappointment.

Special Business:

5. To Consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution.

"RESOLVED that pursuant to sec. 198, 269, and 309 of the Companies Act1956, read with schedule XIII to the Act, Shri AR Ramanathan be and is hereby reappointed as Managing Director of the Company for 5years from 1st April 2007 to 31st March 2012 on the terms of remuneration set out in the explanatory statement.

6. To Consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution

"RESOLVED that pursuant to sec.198, 269 and 309 of the Companies Act1956 read with schedule XIII to the Act, Shri.RM.Lakshmanan be and is hereby reappointed as Whole Time Director of the Company for 5 Years from 1st April 2007 to 31st March 2012 on the terms of remuneration set out in the explanatory statement.

Chennai
26.06.2007

By Order of the Board
AR. Ramanathan
Managing Director

Notes:

1. A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a member of the Company.

2. Proxy Forms duly completed shall be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. The Register of Members and Share Transfer Books will remain closed from 17th September 2007 to 26th September.2007 (both days inclusive).
4. EXPLANATORY STATEMENT PURSUANT TO SEC 217 (2A) Of the Companies Act 1956. is Annexed

ITEM No:5

Shri.AR.Ramanathan was reappointed at the 10th Annual General Meeting Held on 6th September, 2002 as Managing Director of the Company for 5 years from 8th April, 2002 to 31.03.2007 on the terms of remuneration then approved.

The Board of Directors at its meeting held on 26.06.2007 reappointed Shri.A.R.Ramanathan as Managing Director of the Company for 5 years from 01.04.2007 to 31.03.2012 on the following terms of remuneration.

- a. Salary; Rs.22,000/- per month.
- b. Perquisites:
 1. Housing
 - i) unfurnished residential accommodation will be provided by the Company.
 - ii) a) the expenditure incurred by the Company on gas, Electricity and water will be evaluated as per Income tax rules, 1962.
 - b) perquisites in the form of furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income tax rules, 1962.
 - iii) In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance equal to 60% of the salary.
2. Reimbursement of medical expenses actually incurred for self and family in accordance with the rules of the Company.
3. Medical insurance for self and family as per the scheme of the Company.
4. Leave Travel concession for self and family once in a year in accordance with the rules of the Company.
5. Earned/Privilege Leave.

On full pay and allowances as per the rules of the Company but not exceeding one months leave for every eleven months of service, with right to accumulate/ encash leave as per the rules of the Company.
6. Fees of Clubs, subject to a maximum of two clubs excluding admission and life membership fee.
7. Personal accident insurance of an amount, the annual premium which does not exceed Rs.5000/-
8. Provident Fund:

Company's contribution to Provident Fund shall be as per the scheme of the Company.

9. Pension/Superannuation Fund:

Company's contribution to Pension/Superannuation fund shall be in accordance with the scheme of the Company.

10. Gratuity:

As per the rules of the Company, not exceeding half a month's salary for each Completed year of service.

11. Free use of telephone at his residence.**12. Free use of car with driver on Company's Business.****13. Reimbursement of Entertainment Expenses:**

The Managing Director shall be entitled to reimbursement of reasonable entertainment expenditure actually and properly incurred in the course of the legitimate business of the Company.

"Resolved further that in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of the Managing Director he will be paid remuneration not exceeding the limits specified in paragraph 1 (B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 or such other limit as may be prescribed by the Government from time to time as minimum remuneration".

Shri.A.R.Ramanathan shall not be entitled to sitting fees for attending meeting of the Board or any committee(s) thereof during his tenure as Managing Director

Shri.AR.Ramanathan shall not be liable to retire by rotation during his tenure as Managing Director.

ITEM NO : 6.

Shri.RM.Lakshmanan was reappointed at the 10th Annual General Meeting held 6th September 2002 as Whole Time Director of the Company for 5 years from 1st April 2002 to 31.03.2007 on the terms of remuneration then approved.

The Board of Directors at its meeting held on 26.06.2007 reappointed Shri.RM.Lakshmanan as Whole Time Director of the Company for the period from 01.04.2007 to 31.03.2012 on the following terms of remuneration.

- a. Salary;Rs.20,000/- per month
- b. perquisites:

1. Housing

i) unfurnished residential accommodation will be provided by the Company.

iii) a) the expenditure incurred by the company on gas, Electricity and water will be evaluated as per income tax Rules, 1962.

IV) Perquisites in the form furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income tax rules 1962.

- V) In case no accommodation, is provided by the Company, he shall be entitled to House Rent Allowance equal to 60% of the salary.
2. reimbursement of medical expenses actually incurred for self and family in accordance with the rules of the Company.
3. Medical Insurance for self and family as per the scheme of the Company.
4. Leave travel concession for self and family once in a year in accordance with the rule of the Company.
5. Earned/Privilege Leave.
On full pay and allowances as per the rules of the Company but not exceeding one
Months leave for every eleven months of service, with right to accumulate/encash
leave As per rules of the Company
6. Fees of Clubs, subject to a maximum of two clubs excluding admission and life
membership fee.
7. Personal accident insurance of an amount, the annual premium of which does not
exceed Rs.5000/-
8. Provident Fund:
Company's contribution to Provident Fund shall be as per the scheme of the
Company.
9. Pension/Superannuation Fund:
Company's contribution to Pension/Superannuation fund shall be in accordance
with The scheme of the Company.
10. Gratuity:
As per the rules of the Company, not exceeding half a month's salary for each
Completed years of service.
11. Free use of telephone at his residence.
12. Free use of car with driver on Company's Business.
13. Reimbursement of Entertainment Expenses:
The whole Time Director shall be entitled to reimbursement of reasonable
Entertainment expenditure actually and properly incurred in the course of the
legitimate business of the Company.

"Resolved further that in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of the Whole Time Director, he will be paid remuneration not exceeding the limits specified in Paragraph 1 (B) of Section II Part II of Schedule XIII to the Companies Act, 1956 or such other limit as may be prescribed by the Government from time to time as minimum remuneration".

Shri.RM.Lakshmanan shall not be entitled to sitting fees for attending meeting of the Board or any committee(S) there of during his tenure as Whole Time Director.

Shri.RM.Lakshmanan Shall not be liable to retire by rotations during his tenure as Whole Time Director.

Shri.A.R.Ramanathan Shri.RM.Lakshmanan and Shri.S.Naraynan are deemed to be interested in the resolutions in item no 5 and 6. Of this Statement may be regarded as An abstract of the terms and memorandum of interest under sec.302 of the Companies Act,1956.

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in submitting their Fifteenth Annual Report and that of the Auditors' together with the audited Balance Sheet as at 31st March 2007 and the Profit Loss Account for the year ended on that date.

FINANCIAL PERFORMANCE

(Rs.in lakhs)

| Particulars | 2007 | 2006 |
|--|---------|---------|
| Income from Operations | 2449.83 | 1871.45 |
| Profit before Depreciation and Taxation | 43.52 | 35.66 |
| LESS: | | |
| Depreciation | 4.39 | 3.94 |
| Profit before Tax | 39.13 | 31.72 |
| Provision for Tax | 13.98 | 11.69 |
| Profit after Tax | 25.15 | 20.03 |
| Profit Brought Forward | 92.68 | 72.65 |
| Profit available for appropriation | 117.83 | 92.68 |
| Profit/Loss carried to the Balance Sheet | 117.83 | 92.68 |

DIVIDEND

Your Directors of the Company wish to plough back the profit for the year and hence do not recommend any dividend for the year.

PERFORMANCE

The Company has achieved a record turnover of Rs.2274.35 lacs in 2006-2007 and earned a profit of Rs.39.13 lacs before tax. The profit after tax has been Rs.25.15.lacs.

PROSPECTS

The Value of US\$ and Euro against the Rupee having gone down appreciably in the past few months has resulted in lower realization from exports. This is likely to affect the bottom line of the Company in the Current Year .The Order position is healthy and the Company should register a modest improvement in its performance in the current year.

DIRECTORS' RESPONSIBILITY STATEMENT

As Stipulated in Section 217 (2AA) of the Companies Act1956, your Directors subscribe to the "Directors' Responsibility Statement" and confirm that:

1. The Directors have followed, in the preparation of the annual accounts, the applicable accounting standards along with proper explanation relating to material departures if any:

2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year.
3. The Directors have taken proper and sufficient care for the maintenance of adequate, accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing or deducting fraud or other irregularities.
4. The Directors have prepared the annual accounts on going concern basis.

CORPORATE GOVERNANCE

The Report on Corporate Governance and Management Discussion and Analysis as well as Auditors certificate on Compliance with the code of Corporate Governance are provided in separate Annexures to this report.

DIRECTORS

Shri.P.S.Nathan and Sri.S.Narayan retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Shri.AR.Ramanathan and Sri.Rm Lakshmanan have been reappointed by the Board on 26th June 2007 as Managing Director and Whole Time Director respectively for 5 years from 01.04.2007 to 31.03.2012

(Resolutions for the approval of their reappointment and terms of remuneration are being proposed at the forthcoming Annual General Meeting)

AUDITORS

M/s.N.Venkatesan Associates, Chartered Accountants, Chennai, the retiring auditors are eligible for reappointment and have given their consent for re-appointment.

PERSONNEL

None of the employees of the Company was in receipt of remuneration, which comes under the provisions of the sec. 217 (2A) of the Companies Act 1956 read with the companies(Particulars of Employees) Rules 1975, as amended.

INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956.

Information as per clause (e) of Section 217 (1) of the Companies Act, 1956 read with Company's (Disclosure of particulars in the report of Board of Directors) Rules, 1988 for the year ended 31st March 2007 is given below.

CONSERVATION OF ENERGY

| | 2006 | 2007 |
|----------------------------|---------------|--------------|
| Electricity Consumed –Unit | 89125 | 32904 |
| <hr/> | | |
| Total Cost. | Rs.448154.00. | Rs.145369.00 |
| Generator Fuel | Rs.72715.00 | Rs.30878.00 |
| <hr/> | | |
| Average Cost per Unit | Rs.5.03 | Rs.4.42 |
| Average Consumption per | | |
| Unit of production | NA | NA |

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The manufacturing activity is confined to simple cutting and stitching of leather garments and hence absorption, adaptation and innovation of technology do not arise.

RESEARCH AND DEVELOPMENT

Though the Company does not have separate R&D establishment, activities are carried out by the design and quality control departments.

Expenditure on R& D: NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO**EARNINGS:**

F O B Value of Exports. : Rs. 2029.41 lacs

OUTGO:

Selling Expenses in Foreign Countries: Rs.1.00 lac

Foreign Travel Rs.1.21 lac