



28th ANNUAL REPORT
2019 - 2020

EURO LEDER FASHION LIMITED

EURO LEDER FASHION LIMITED

Board of Directors:

1. Mr. S. Rathnavelu	- Whole Time Director (w.e.f 8 th February, 2020)
2. Mrs.Jayamalini	-Director
3. Mr.Avinash Ananthanarayanan	-Director
4. Ms. Aishwarya S Nathan	-Director
5. Mr.Dhansingh Jayapal	-Director (w.e.f 8 th February, 2020)

Chief Financial Officer : Nagendra M

Company Secretary : Monika Rani

Auditors : M/s.S.Ramakrishnan Associates
Chartered Accountants,
1A, Rani Annadurai Street, Raja Annamalaipuram,
Chennai-600028

Registered Office: 10, P.P Amman Koil Street, Nagelkeni, Chrompet, Chennai-600044

Factories : No.11, KM Adam street, Adam Nagar, Nagelkeni, Chrompet, Chennai-44
R.N.Kandigai and Vadadavur, Kacheepuram District-603 403
Tel.044-42943204 / Fax.044-42943222

Registrar
And Share Transfer Agent Cameo Corporate Services Ltd.,
Subramanian Building" No.1, Club House Road
Chennai - 600 002

Bankers : Canara Bank, Midcorporate Branch, Chennai.

EURO LEDER FASHION LIMITED

NOTICE TO MEMBERS

Notice is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING** of the Members of **EURO LEDER FASHION LIMITED (CIN: L18209TN1992PLC022134)** will be held on Wednesday, 23rd September, 2020 at 10.30 A.M. through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms.Aishwarya Seshadri Nathan (DIN: 08275482) Director who retires by rotation and being eligible offers herself for reappointment.

SPECIAL BUSINESS:

3. Appointment of Mr.Dhansingh Jayapal (DIN: 08686718) as an Independent Director and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Dhansingh Jayapal (DIN: 08686718), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company with effect from 8th February, 2020 to hold office for a term of three consecutive years i.e. upto 7th February, 2023.

RESOLVED FURTHER THAT Board of Directors /Whole Time Director/Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

4. Appointment of Mr.S Rathnavelu (DIN:08692379) as Whole Time Director and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.S Rathnavelu (DIN: 08692379), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 8th February, 2020 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director of the company.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, rules, circulars, orders and notifications issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. S Rathnavelu (DIN: 08692379) as Whole Time Director of the Company for a term of

EURO LEDER FASHION LIMITED

one year effective from 8th February, 2020 to 7th February, 2021 on the terms and conditions of appointment and remuneration as recommended by the Nomination and Remuneration committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or Remuneration as it may deem fit and as may be acceptable to Mr.S Rathnavelu.

“RESOLVED FURTHER THAT Board of Directors / Whole Time Director / Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

Date: 13thAugust, 2020
Place: Chennai

**By Order of the Board of Directors
Euro Leder Fashion Limited**

**S.Rathnavelu
Whole Time Director
(DIN: 08692379)**

CIN: L18209TN1992PLC022134
Regd office: 10, P.P Amman Koil Street, Nagelkeni,
Chrompet, Chennai-600044
Website: www.euroleder.com

IMPORTANT NOTES:

1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the items of the Special Business as set out above is annexed hereto.
2. General instructions for accessing and participating in the 28th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
 - a) In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 28th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a Common venue. The deemed venue for the 28th AGM shall be the Registered Office of the Company.
 - b) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 28th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 28th AGM through VC/OAVM Facility and e-Voting during the 28th AGM.
 - c) In line with the MCA Circulars and SEBI Circular, the Notice of the 28th AGM will be available on the website of the Company at www.euroleder.com, on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com
 - d) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice
 - e) CDSL will be providing facility for voting through remote e-Voting, for participation in the 28th AGM through VC/OAVM Facility and e-Voting during the 28th AGM.

EURO LEDER FASHION LIMITED

- f) Members may join the 28th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10.00 a.m. i.e. 30 minutes before the time scheduled to start the 28th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 28th AGM.
 - g) Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, statutory auditors can attend the 28th AGM without any restriction on account of first-come first- served principle.
 - h) Attendance of the Members participating in the 28th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
 - i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 28th AGM and facility for those Members participating in the 28th AGM to cast vote through e-Voting system during the 28th AGM.
3. The instructions for shareholders voting electronically are as under:
- i) The remote e-voting period begins on 20th September, 2020 at 10.00 a.m. (IST) and ends on 22nd September, 2020 at 05.00 p. m (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 16th September, 2020 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter
 - ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue since this time AGM is conducting through Video conference the shareholders who are not voted in the **e-voting** period shall vote in AGM through remote **E-Voting**.
 - iii) The shareholders should log on to the e-voting website: www.evotingindia.com
 - iv) Click on "Shareholders" tab.
 - v) Now, select the "Company Name" from the drop down menu and click on "Submit"
 - vi) 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
 - vii) Next enter the Image Verification as displayed and Click on Login.
 - viii) 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.

EURO LEDER FASHION LIMITED

(ix) 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 first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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). Dividend Bank Details means Bank account number which is recorded in the demat account.

- x) After entering these details appropriately, click on "SUBMIT" Tab.
- xi) 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.
- xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii) Click the EVSN for the relevant <Company Name> on which you choose to vote. In this case, it would be Euro Leder Fashion Limited.
- xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi) 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.
- xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

EURO LEDER FASHION LIMITED

- xix) If Demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- xx) Shareholders can also cast their vote using CDSL's mobile app M-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxi) Note for Non-Individual Shareholders and Custodians:
- Non-Individual Shareholders/Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxii) 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 or call on 18002005533
4. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2020 to 23rd September, 2020 (both days inclusive).
 5. 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.
 6. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/re-appointment at the Annual General Meeting is provided as Annexure to this notice. The Director has furnished the requisite declaration for his appointment/re-appointment.
 7. Members desiring to have any clarification on Accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
 8. The Shares of the Company have been activated for Dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vide ISIN: INE 940E01011 Members opt to dematerialize their shares may approach any Depository Participant (DP).
 9. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 28th AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for year 2020, are being sent only by email to the Members.

EURO LEDER FASHION LIMITED

10. Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 28th AGM and the Annual Report for the year 2020 and all other communication sent by the Company, from time to time, can get their email address with the Company and or share transfer Agent, M/s. Cameo Corporate Services Limited
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited.
12. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for the year 2019-20 will also be available on the Company's website www.euroleder.com for their download
13. Mr.Amresh Kumar, proprietor of M/s. Amresh & Associates, Company Secretary Practice has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
14. During the 28th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 28th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 28th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 28th AGM
15. The Scrutinizer shall after the conclusion of e-Voting at the 28th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 hours from the conclusion of the 28th AGM.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.euroleder.com and shall also be immediately forwarded to the BSE Limited.
- 17. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
 - a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder login where the EVSN of Company will be displayed.
 - b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - c) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

EURO LEDER FASHION LIMITED

- e) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **m_nagendra@euroleder.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **m_nagendra@euroleder.com**. These queries will be replied to by the company suitably by email.
- f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

18. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- c) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr.Nitin Kunder (022-23058738) or Mr.Mehboob Lakhani (022-23058543) or Mr.Rakesh Dalvi (022-23058542).
- e) All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

EURO LEDER FASHION LIMITED

EXPLANATORY STATEMENT

Item No.3:

The Board of Directors, on recommendation of Nomination and Remuneration Committee, at their meeting held on 8th February, 2020 appointed Mr. Dhansingh Jayapal (DIN: 08686718), as an Independent Non-executive Director of the Company under section 149 of the Companies Act, 2013 for a term of 3 consecutive years from February 8, 2020 to February 7, 2023. His appointment is subject to approval of the shareholders. A notice has been received from a Member proposing Mr. Dhansingh Jayapal as a candidate for the office of Director of the Company. He shall be paid sitting fees for attending the Meetings of the Board or any committees thereof

The Company has received declarations from Mr. Dhansingh Jayapal (DIN: 08686718), to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Dhansingh Jayapal (DIN: 08686718), fulfill the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and he is independent of the Management of the Company.

Further, the current directorships of the above Director and other details are provided in the Annexure to this Notice. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day

Except Mr. Dhansingh Jayapal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of 28th AGM.

Item No.4:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 8th February, 2020 appointed Mr S Rathnavelu (DIN:08692379) as an Additional Director of the Company with effect from 8th February, 2020 under section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, he holds office up to the date of the Annual General Meeting of the Company

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), along with the requisite amount under Section 160 of the Companies Act 2013, proposing his candidature for the office of Directors. He shall not be paid sitting fees for attending the Meetings of the Board or any committees thereof

Further, at the same meeting held on 8th February, 2020 the Board of Directors appointed Mr S Rathnavelu as a Whole-Time Director of the Company for a term of one year effective from 8th February, 2020 until 7th February 2021, subject to approval of the Shareholders at the Annual General Meeting.

The approval of Members is being sought to the terms, conditions and stipulations for the appointment of Mr S Rathnavelu as a Whole-Time Director for a term of one year effective from 8th February, 2020 until 7th February 2021 and the remuneration payable to him. The terms and conditions proposed are keeping in line with the company policy