



**29th ANNUAL REPORT
2020 - 2021**

EURO LEDER FASHION LIMITED

(CIN: L18209TN1992PLC022134)

EURO LEDER FASHION LIMITED

Board of Directors:	<ol style="list-style-type: none">1. Mr. RM Lakshmanan - Managing Director (Appointed w.e.f 28th June, 2021)2. Mr. L.Ramanathan - Whole Time Director (Appointed w.e.f 21st December, 2020)3. Mrs.Jayamalini - Non-Executive, Independent Director4. Mr.Avinash Ananthanarayanan - Non-Executive, Independent Director5. Mr.Dhansingh Jayapal - Non-Executive, Independent Director6. Mrs.Indrakumari P - Non-Executive Director (Appointed w.e.f 20th January, 2021)
Chief Financial Officer :	Nagendra M
Company Secretary :	Mrs. Aakriti Sharma (Appointed w.e.f 10 th September, 2020)
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-600044 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.

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NOTICE TO MEMBERS

Notice is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Members of **EURO-LEDER FASHION LIMITED(CIN: L18209TN1992PLC022134)** will be held on Friday, 24th September, 2021 at 11.30 a.m. through Video Conferencing/Other Audio Visual Means (%C/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, 2021 together with the Reports of Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Appointment of Mrs.Indrakumari P (DIN:09021246) as Non-Executive 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 amendment thereto or modification thereof, of the Companies Act, 2013, Mrs.Indrakumari P (DIN:09021246) who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as Non-Executive Director of the Company, effective from 20th January, 2021 liable to retire by rotation.+

RESOLVED FURTHER THAT Board of Directors / 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.

3. Appointment of Mr. L Ramanathan(DIN:08994282) 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 thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. L. Ramanathan (DIN:08994282] who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 21st December, 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 FURTHER 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. L. Ramanathan (DIN:08994282] as Whole Time Director of the Company for a period of two years effective from 21st December, 2020 to 20th December, 2022 on a remuneration and terms and conditions as set out in the explanatory statement

RESOLVED FURTHER THAT Board of Directors/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.RM Lakshmanan(DIN:00039603) as Managing Director and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

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“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members be and is hereby accorded to the appointment of Mr. RM Lakshmanan (DIN:00039603) as Managing Director for a period of five (5) years effective from June 28, 2021 up to June 27, 2026 on a remuneration and terms and conditions as set out in the explanatory statement

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, during the tenure of Mr. RM. Lakshmanan, the remuneration by way of salary, perquisites and other allowances as stated in the explanatory statement be paid to Mr. RM. Lakshmanan as minimum remuneration provided the total remuneration by way of salary and perquisites shall not, exceed the ceiling provided in Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceiling limits as may be prescribed under Schedule V from time to time.+

RESOLVED FURTHER THAT Board of Directors /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: 28th June 2021
Place: Chennai

**By Order of the Board of Directors
EURO LEDER FASHION LIMITED**

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

**L.Ramanathan
Whole Time Director
(DIN: 08994282)**

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 29th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
 - a) In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (~~MCA~~) issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively and by General Circular No. 02/2021 dated 13th January 2021, allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (~~MCA Circulars~~). The Securities and Exchange Board of India (~~SEBI~~) also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (~~SEBI Circulars~~). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (~~Listing Regulations~~), the 29th 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 29th 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 29th 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 29th AGM through VC/OAVM Facility and e-Voting during the 29th AGM.

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- c) In line with the MCA Circulars and SEBI Circular, the Notice of the 29th 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 29th AGM through VC/OAVM Facility and e-Voting during the 29th AGM.
 - f) Members may join the 29th AGM through VC/OAVM Facility by following the procedure, as mentioned below, which shall be kept open for the Members from 11:00 a.m. i.e. 30 minutes before the time scheduled to start the 29th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 29th 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 29th AGM without any restriction on account of first-come first- served principle.
 - h) Attendance of the Members participating in the 29th 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 29th AGM and facility for those Members participating in the 29th AGM to cast vote through e-Voting system during the 29th AGM.
3. The instructions for shareholders for Remote e-voting are as under:
- i) The remote e-voting period begins on 21st September, 2021 at 10.00 a.m. (IST) and ends on 23rd September, 2021 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 17th September, 2021 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - 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 however 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.

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(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 0s 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	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.
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.

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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 18th September, 2021 to 24th September, 2021 (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 29th AGM and the Annual Report for the year 2021 including therein the Audited Financial Statements for year 2021, are being sent only by email to the Members.

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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 29th AGM and the Annual Report for the year 2021 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 29th Annual General Meeting and the Annual Report for the year 2020-21 will also be available on the Company's website www.euroleder.com for their download
 13. Mr. Amresh Kumar, Company Secretary proprietor of M/s. Amresh & Associates, Company Secretaries 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 29th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 29th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 29th 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 29th AGM
 15. The Scrutinizer shall after the conclusion of e-Voting at the 29th 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 29th 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.

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- 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 by the company suitably.
- f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- g) Institutional Investors who are shareholders of the Company, are encouraged to attend and vote in the 29th AGM through VC/OAVM Facility

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) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- e) 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 (022-23058738)or (022-23058543/42).
- f) 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

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EXPLANATORY STATEMENT

Item No.2:

At the Board Meeting held on 20th January, 2021, Mrs. Indrakumari.P (DIN: 09021246) was appointed as an additional director under the Articles of Association of the Company and pursuant to section 161 and any other applicable provisions of the Companies Act, 2013, Mrs. Indrakumari.P, Director of the Company shall be liable to retire by rotation. Pursuant to the provisions of Section 161 of the Act, Mrs. Indrakumari.P (DIN: 09021246) shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as Director.

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 her candidature for the office of Directors.

She shall be paid sitting fees for attending the Meeting of the Board or Committee thereof. She does not hold by herself or for any other person on a beneficial basis, any Shares in 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 her 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 and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Except Indrakumari.P (DIN-09021246), 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. 2 of the accompanying Notice of 29th AGM.

The board recommends passing of this meeting as set out as item no.2 of the notice conveying the meeting.

Item No.3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 21st December, 2020 appointed Mr. L Ramanathan (DIN:08994282) as an Additional Director of the Company with effect from 21st December 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 this Annual General Meeting.

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 21st December 2020 the Board of Directors appointed Mr. L Ramanathan (DIN:08994282) as a Whole-Time Director of the Company for a term of two years effective from 21st December, 2020 until 20th December, 2022, 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. L Ramanathan (DIN:08994282) as a Whole-Time Director for a term of two years effective from 21st December, 2020 until 20th December, 2022, and the remuneration payable to him. The terms and conditions proposed are keeping in line with the company policy.

Further the current directorships of the above Director and other details are provided in the Annexure to this Notice. The material terms of appointment and remuneration as contained in the draft agreement are given below: -

Basic Salary: Rs. 70,000/- per month

House Rent Allowances: 30,000/- per month

Increments shall be as per the Company's policy and as may be determined by Board of Directors from time to time, subject to a ceiling on increment minimum of 10% in a year.