



EURO LEDER FASHION LTD



MANUFACTURERS AND EXPORTERS

OF GENUINE LEDER GARMENTS AND LEDER GOODS

To,
The Department of Corporate Relations
BSE Limited
P.J. Towers, 25th Floor, Dalal Street,
Mumbai – 400 001

14th September, 2023

Dear Sir/Madam,

Ref: Scrip Code: 526468/ ISIN: INE940E01011

Sub: Addendum to the Notice of 31st Annual General Meeting of the Members of Euro Leder Fashion Limited to be held on Wednesday, September 27, 2023 at 11.30 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

In due compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder, Euro Leder Fashion Limited (“the Company”) circulated a Notice dated 25th May, 2023 (“AGM Notice”) to all its shareholders for convening the 31st AGM as mentioned above.

The company has inadvertently missed to include the item No. 3 for reappointment of Mr. L. Ramanathan (DIN:08994282] as whole time director of the Company in the ensuing 31st AGM of the Company scheduled to be held on Wednesday, 27th September, 2023 at 11 .30 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Since the Company noticed the missed item subsequent to the issue of the Notice of the 31st AGM of the Company, an addendum to the Notice of the 31st AGM is being circulated electronically to the members to whom Notice of the 31st AGM has been sent, in terms of the provisions of the Companies Act, 2013.

This addendum shall form an integral part of AGM Notice and is available in the Company’s website at www.euroleder.com and website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com

All the processes, notes and instructions relating to remote e-voting and e-voting during the 31st AGM as well as the process of attending the 31st AGM through VC/OAVM as set out in the 31st AGM Notice dated May 25 2023, shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For EURO LEDER FASHION LIMITED

Aakriti Sharma
Company Secretary

Registered Office & Factory : No.10, P.P. Amman Koil Street, Nagalkeni,
Chrompet, Chennai - 600 044, India.

Phone : 91-44-4294 3200 - 3225 e-mail : admin@euroleder.com

CIN No. : L18209TN1992PLC022134

GSTIN : 33AAACE0729P1ZM



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ADDENDUM TO THE NOTICE OF THE 31ST ANNUAL GENERAL MEETING

Addendum to the Notice of the 31st Annual General Meeting (AGM) of the Members of Euro Leder Fashion Limited to be held on Wednesday, September 27, 2023 at 11.30 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Pursuant to the provisions of Section 152 read with (Appointment and Qualifications of Directors) Rules, 2014, and 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) Notice is hereby given to the Members of Euro Leder Fashion Limited that the Board of Directors at its Meeting held on 25th May, 2023 on recommendation of Nomination and Remuneration Committee, reappointed Mr. L. Ramanathan (DIN:08994282] as whole time director of the Company for a period of 3 years with effect from 25th May, 2023 in terms of the provisions of the Companies Act, 2013

The company has inadvertently missed to include the item No. 3 for reappointment of Mr. L. Ramanathan (DIN:08994282] as whole time director of the Company in the ensuing 31st Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, September 27, 2023 at 11.30 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Since the Company noticed the missed item subsequent to the issue of the Notice of the 31st AGM of the Company, an addendum to the Notice of the 31st AGM is being circulated electronically to the members to whom Notice of the 31st AGM has been sent, in terms of the provisions of the Companies Act, 2013. Further as provided for in Rule of the Companies (Appointment and Qualification of Directors), Rules, 2014, the above reappointment of Director has been advertised suitably for the information of all shareholders. The Notice of the 31st AGM of the Company and the addendum to the Notice is available in the Company’s website www.euroleder.com

The aforesaid proposal for reappointment of Mr. L. Ramanathan (DIN:08994282] as whole time director of the Company would be included in the remote e-voting facility commencing on Sunday, 24th September, 2023 at 9:00 a.m. (IST) and ending on Tuesday, 26th September, 2023 at 5:00 p.m. (IST) and in the e-voting during the AGM.

The proposal for reappointment of Mr. L. Ramanathan (DIN:08994282] as whole time director of the Company of will be taken up for the consideration of the Members of the Company in the 31st AGM as a part of Special Business, in the form of an Ordinary Resolution, as set forth below:

SPECIAL BUSINESS

Item No. 3: To consider and approve the reappointment of Mr. L Ramanathan (DIN:08994282) as Whole Time Director of the Company

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 152, 160, 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the company, consent of the members be and is hereby accorded for the re-appointment of Mr. L Ramanathan (DIN:08994282) as Whole Time Director of the Company for a further period of three years with effect from 25th May, 2023 up to 24th May, 2026 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as set out in the Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 annexed to this Addendum to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration subject to revision of every year as per the Company policy and as it may deem fit and as may be acceptable between the Board of Directors and Mr. L Ramanathan and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary.”

RESOLVED FURTHER THAT during the tenure as the Whole time Director Mr. L Ramanathan, shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company

RESOLVED FURTHER THAT Board of Directors / Managing Director/ Whole time Director/Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters or things and take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution”.

Date: 25th May, 2023

Place: Chennai

By Order of the Board of Directors

For EURO LEDER FASHION LIMITED

**RM.Lakshmanan
Managing Director
(DIN: 00039603)**

(CIN: L18209TN1992PLC022134)

Regd office: No. 10, PP Amman Koil Street,
Nagelkeni, Chrompet Chennai– 600044

Website: www.euroleder.com

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to the proposed Special Business above to be transacted at the AGM, which is missed in advertently and considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
2. In compliance with the applicable MCA Circulars and SEBI Circulars dated May 12, 2020 and May 13, 2022 read with January 05, 2023, Addendum to the Notice of the AGM is being sent only through

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- electronic mode to those Members to whom the Notice dated May 25, 2023 were sent, on the email ids as available with the Company/ Depositories/RTA.
3. Members may note that the Addendum to the Notice of AGM will also be available on the Company's website www.euroleder.com and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com
 4. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director seeking appointment/reappointment at the AGM is furnished as annexure to this Addendum to Notice of AGM. The Director has furnished consent/declarations for his appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
 5. All the processes, notes and instructions relating to remote e-voting and e-voting during the 31st AGM as well as the process of attending the 31st AGM through VC/OAVM as set out in the 31st AGM Notice dated May 25, 2023, shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice. Furthermore, the Scrutinizers appointed for the ensuing 31st AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 31st AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3: Reappointment of Mr. L Ramanathan (DIN:08994282) as Whole Time Director of the Company

The company has inadvertently missed to include the item No. 3 for reappointment of Mr. L. Ramanathan (DIN:08994282) as whole time director of the Company in the ensuing 31st Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, September 27, 2023 at 11.30 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") .

Since the Company noticed the missed item subsequent to the issue of the Notice of the 31st AGM of the Company, an addendum to the Notice of the 31st AGM is being circulated electronically to the members to whom Notice of the 31st AGM has been sent, in terms of the provisions of the Companies Act, 2013.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 25th May, 2023 reappointed Mr. L Ramanathan (DIN:08994282) as whole time director of the Company for a period of 3 years up to 24th May, 2026 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee subject to approval of the Shareholders at the ensuing Annual General Meeting.

The approval of Members is being sought to the terms, conditions and stipulations for the reappointment of Mr. L Ramanathan (DIN:08994282) as whole-time director for a period of three years effective from 25th May, 2023 up to 24th May, 2026 and the remuneration payable to him. The terms and conditions proposed are keeping in line with the company's policy.

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

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Basic Salary: Rs. 84,000/- per month

House Rent Allowances: 36,000/- 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

Perquisites:

In addition to the Remuneration as stated above, Mr. L Ramanathan shall be entitled, as per Rules of the Company, to perquisites like:

- Car with Driver exclusive use for official purpose
- Credit Card provided by employer only for business purpose
- Contributions to Gratuity as per Gratuity Act, superannuation or annuity fund and any other retirement benefits.
- Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr L Ramanathan.

The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice up to the date of the AGM. Members who wish to seek inspection, may send their request through an email at m_nagendra@euroleder.com

Mr. L Ramanathan represents promoter Director on the Board. He shall not be paid any sitting fees for attending the Meetings of the Board or any Committee thereof.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Addendum to the Notice of AGM. The Board recommends passing of this resolution as set out as item No.3 of the Addendum to the Notice of AGM

Annexure to the Addendum to Notice of AGM

Brief details of Director seeking appointment/re-appointment at the 31st AGM

Name	Mr.L.Ramanathan
DIN	08994282
Date of Birth	20/02/1998

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Date of First Appointment	21 st December 2020
Qualification	Bachelor of Engineering
Expertise in specific functional areas	<p>Mr.L Ramanathan has joined in the Company in 2016 as a senior Manager-Marketing and Sales. From the date of joining the Company he has evinced lot of interest in Factory operations, Human Relations related to the Personal Department apart from improving his Departmental work.</p> <p>During his past 7 years of experience he had excelled not only in Marketing & Sales related matters but also in the entire operations of the Works and Administration. He contributed his skill and efforts in the factory to improve the Production by using various simplified machines and equipment's to reduce the cost of the production and to increase the sales, business development, formulating and executing of corporate strategic plans in leather industry.</p>
Directorships held in other Companies	Nil
Membership/Chairmanship of Board Committees in Company-Euro Leder Fashion Limited	Stakeholders' Relationship Committee
Membership in Committees of other Companies	Nil
Number of shares held in the Company	131583
Relationship with other Directors	He is related to Managing Director

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