



EURO LEDER FASHION LTD



MANUFACTURERS AND EXPORTERS

OF GENUINE LEDER GARMENTS AND LEDER GOODS

18th March, 2023

To
The Corporate Relationship Department,
BSE Limited,
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400001

Ref: Scrip Code: 526468 / ISIN: INE940E01011

Dear Sir/Madam,

This is to inform you that an Extra Ordinary General Meeting (“EGM”) of the Company will be held on Thursday, 13th April, 2023 at 11.30 A.M through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) for seeking shareholders’ approval for resolutions listed in the Notice of EGM.

In compliance with section 108 of Companies Act, 2013 read with Rule 20 of the Companies Management and Administration) Rules, 2014 as amended and in terms of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as amended, the Company has arranged e-voting facility through CDSL for its members to participate in the business to be transacted at the EGM.

Pursuant to provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Cut of date for determining the voting rights for E- voting on the resolutions listed in the Notice of Extra Ordinary General Meeting will be 6th April, 2023. The E-voting period will commence on 10th April, 2023 at (9.00 a.m.) and ends on 12th April, 2023 at (5.00 p.m.) and the e-voting platform will be disabled thereafter.

Further, pursuant to provisions of Regulation 30(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of Notice of Extra Ordinary General Meeting of the Company.

We request you to 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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NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of **EURO LEDER FASHION LIMITED** will be held on **Thursday, 13th April 2023 at 11.30 A.M.**, Indian Standard Time ("IST") through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility to transact the following business:-

SPECIAL BUSINESS:

ITEM NO.1

TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY IN PLACE OF CASUAL VACANCY CAUSED BY M/S. J.V RAMANUJAM & CO., CHARTERED ACCOUNTANTS

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary resolution

RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 30th January, 2023, M/s. Darpan & Associates, Chartered Accountants, [Firm Registration No. 016156S], Chennai be and is hereby appointed as the statutory auditors of the Company in the place of casual vacancy caused by M/s. J.V Ramanujam & Co., Chartered Accountants, (Firm Registration No. 002947S), Chennai

RESOLVED FURTHER THAT M/s.Darpan & Associates, Chartered Accountants, [Firm Registration No. 016156S], Chennai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2023 on such remuneration as may be fixed by the Board of Directors in consultation with them.

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ITEM NO. 2

TO CONSIDER AND APPROVE THE APPOINTMENT OF MRS. SHANMATHY P (DIN: 09743522) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17 and 25(2A) and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and based on the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company ("the Board"), approval of the shareholders of the Company be and is hereby accorded for the appointment of Mrs. Shanmathy P (DIN: 09743522), [Registration No.IDDB-DI-202303-047044] as an Independent Director on the Board, for a term of 5 (five) consecutive years from 26th September, 2022 to 25th September, 2027 and for the payment of remuneration to her by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, from time to time, in terms of Section 197 and other applicable provisions of the Act".

RESOLVED FURTHER THAT any one of the Directors of the company be and is hereby severally authorized to file necessary e-Forms with the Registrar of Companies, Chennai, intimate to the stock exchanges and to do all such other acts, deeds, things etc. as may be necessary to give effect to the above resolution."

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

**Place: Chennai
Date: 10th February 2023**

Sd/-

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

(CIN: L18209TN1992PLC022134)
Regd office: No. 10, PP Amman Koil Street,
Nagelkeni, Chrompet Chennai- 600044
Website: www.euroleder.com

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
2. In view of the on-going scare of the pandemic, the EGM of the Company is being conducted through Video Conference (VC) / Other Audio-Visual Means (OAVM), which does not require physical presence of Members at a common venue.
3. The EGM is convened in line with the requirements of the circulars issued by the Ministry of Corporate Affairs (MCA) dated 5th May, 2020, 13th January, 2021 and 05th May, 2022 and General Circular No. 11/2022 dated 28.12.2022 as issued by MCA read with other previous circular issued in that connection and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 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"), in terms with the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the venue of the EGM shall be deemed to be the Registered Office of the Company at Chennai
4. Since this EGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the EGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization can be sent to the Company at cs@euroleder.com not before the 48 hours of the meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names in the Register of Members will be entitled to vote.

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9. Mr Amresh Kumar, Proprietor of Amresh Associates, Company Secretary in 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.
10. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to the RTA for consolidation into a single folio.

CDSL e-Voting System – For Remote e-voting and e-voting during EGM

- a) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 03/2022 dated 05th May, 2022 and General Circular No. 11/2022 dated 28.12.2022. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
- b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and May 05 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- c) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (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,

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Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

- d) In line with the MCA Circulars and SEBI Circular, the Notice of the EGM will be available on the website of the Company at www.euroleder.com and on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com
- e) The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 03/2022 dated May 05, 2022
- f) Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice
- g) 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 EGM are being sent only by email to the Members. Therefore, those 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 EGM 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
- h) 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER

- 1) The voting period begins on from 09:00 AM (IST) on Monday, 10th April, 2023 up to 05:00 PM (IST) on Wednesday, 12th April, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 6th April, 2023 may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.

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- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote through e-voting system during the meeting.
- 3) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- 4) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Share holders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress

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	<p>as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>
	<p>3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/ Secure Web/IdeasDirectReg.jsp</p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the</p>

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	<p>following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43

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Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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V) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form

- 1) The shareholders should log on to the e-voting website: www.evotingindia.com
- 2) Click on “Shareholders” tab.
- 3) 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
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Bank account details for	. Enter the Bank account Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to

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dividend remittance OR Date of Birth (DOB)	login . If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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VI) After entering these details appropriately, click on “SUBMIT” Tab.

VII) 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.

VIII) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

IX) Click the EVSN for the relevant <Company Name> on which you choose to vote. In this case, it would be Euro Leder Fashion Limited.

X) 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.

XI) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

XII) 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.

XIII) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

XIV) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

XV) 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

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XVI) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@euroleder.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER:

- a) The procedure for attending meeting and e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

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- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting
- c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f) 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.
- g) 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 at least 7 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 EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@euroleder.com. These queries will be replied by the company suitably by email
- h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i) Only those shareholders, who are present in the EGM 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 EGM.
- j) If any Votes are cast by the shareholders through the e-voting available during the EGM 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

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facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- k) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b) For Demat shareholders -, Please update your email id & mobile no.with your respective Depository Participant (DP)
- c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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.

12. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/re-appointment at the EGM is provided. The Director has furnished the requisite declaration for his appointment/re-appointment.

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13. 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: INE940E01011 members opt to dematerialize their shares may approach any Depository Participant (DP).
14. 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 EGM 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
15. 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.
16. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM 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, who shall counter sign the same and declare the results of voting forthwith.
17. 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.

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EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos.1 to 2 of the accompanying Notice:

ITEM NO.1

M/s. J.V Ramanujam & Co., Chartered Accountants, (Firm Registration No. 002947S), Chennai have tendered their resignation from the position of Statutory Auditors of the Company and hence resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on 30th January 2023 that M/s. Darpan & Associates, Chartered Accountants, [Firm Registration No.016156S], Chennai be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J.V Ramanujam & Co., Chartered Accountants, Chennai and they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting

M/s. Darpan & Associates, Chartered Accountants, [Firm Registration No.016156S] have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

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ITEM NO.2

APPOINTMENT OF MRS. SHANMATHY P (DIN: 09743522) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Shanmathy P (DIN: 09743522) as an Additional Director with effect from 26th September, 2022 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and as an Independent Director pursuant to Section 149 of the Act. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Shanmathy P will hold office only up to the date of ensuing General Meeting.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) of the Act to act as Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed u/s 149(6) of the Act. In the opinion of the Board, Mrs. Shanmathy P fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Women Director of the Company and is independent of the management.

Mrs. Shanmathy P, being eligible and offering herself for appointment, is proposed to be appointed as an Independent women Director for a First Term of 5 (Five) years commencing from 26th September, 2022.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 26th September, 2022 has approved the appointment of Mrs. Shanmathy P as an Independent woman Director and recommends the same for the approval by the Shareholders of the Company

Except Mrs. Shanmathy P, no other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution as set out at item No.2 of the Notice convening the Meeting.

In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 details of Directors seeking re-appointment at the ensuing Extra Ordinary General Meeting are as follows:

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Age	32 years
Qualifications	B. Tech
Independent Director Registration Number	IDDB-DI-202303-047044
Experience (Including Expertise in Specific Functional Area) Brief Resume	Mrs. Shanmathy P is a B.Tech Graduate from PSG College of Technology. The Board thinks Mrs. Shanmathy is very energetic and competent personnel to hold the non-executive Independent Director of the Company as she is a quick learner and hard worker.
Terms & Conditions of Appointment	As mentioned in the Notice and explanatory statement
Remuneration Last Drawn (FY 2021-2022)	-
Remuneration Proposed to be Paid	She shall be paid Sitting Fee for attending the Meetings of the Board and Committees thereof.
Date of First appointment on the Board	26 th September, 2022
Relationship with other Directors/Key Managerial Personnel	Not related to any Director
No, of Shares Held in the Company	Nil
Directorship in other Boards as on 31 st March, 2022	-
No. of Board meetings attended during the FY 2021- 2022	-
Membership/ Chairmanship of committees of other listed companies as on March 31, 2022 (includes only Audit Committee and Stakeholders Relationship Committee)	-

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

Place: Chennai

Sd/-

Date: 10th February 2023

(CIN: L18209TN1992PLC022134)
Regd office: No. 10, PP Amman
KoilStreet, Nagelkeni, Chrompet
Chennai- 600044
Website: www.euroleder.com

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

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