

NOTICE TO MEMBERS

Notice is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the members of **EURO-LEDER FASHION LIMITED (CIN: L18209TN1992PLC022134)** will be held on Thursday, the 26th day of September, 2019, at 10.00 A.M. at Mahalaya Residency, No.114, GST Road, (Opp. Areva) Pallavaram, Chennai - 600 043, 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, 2019 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. RM Lakshmanan (DIN: 00039603) Whole-Time Director, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr.Avinash Ananthanarayanan (DIN:03561836) 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 Mr.Avinash Ananthanarayanan (DIN:03561836), who was appointed by the Board of Directors as Additional Director of the Company with effect from 17th September, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company ,not liable to retire by rotation"

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr.Avinash Ananthanarayanan (DIN:03561836), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of Three (03) years commencing September 17, 2019 to September 16, 2022, be and is hereby approved."

RESOLVED FURTHER THAT Board of Directors /whole time Director 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 Ms. Aishwarya Seshadri Nathan (DIN: 08275482) 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 Ms. Aishwarya Seshadri Nathan (DIN: 08275482) who was appointed by the Board of Directors as Additional Director of the Company with effect from 12th November, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors / Managing Director 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”.

Place: Chennai
Date: 25th July, 2019

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

**RM.Lakshmanan
Whole Time Director
(DIN: 00039603)**

CIN: L18209TN1992PLC022134
Regd office: 99, G.S.T. Road, Pallavaram,
Chennai- 600043, Tamilnadu, India
Website: www.euroleder.com

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and proxy need not be a member. The proxies should be lodged with the company not later than 48 hours before the time fixed for the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. Revenue stamp should be affixed on the Proxy form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's Signature may also be furnished in the Proxy Form, for identification purpose.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **20thSeptember, 2019 to 26thSeptember, 2019** (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. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company's website **www.euroleder.com** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-mail communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Registrar and Share Transfer Agent's E-mail ID : investor@cameoindia.com
9. At the 25th AGM held on September 21, 2017 the Members approved appointment of M/s. S Ramakrishnan Associates, Chartered Accountants, (Firm Registration No. 0066375) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 30th AGM, subject to

ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM. The remuneration paid to the Statutory Auditors for the financial year 2018-19 details are mentioned in notes to the financial statements.

10. Members holding Shares in physical form, in their own interest are requested to dematerialize the shares to avail the benefit of electronic holding/trading.

11. Voting through electronic means:

The Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 27th Annual General Meeting of the Company.

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 27th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

12. The instructions for shareholders voting electronically are as under:

In compliance with the provisions of section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the Annual General Meeting scheduled to be held on Thursday, 26th September, 2019 at 10.00 a.m. at Mahalaya Residency, No.114, GST Road, (Opp. Areva) Pallavaram, Chennai - 600 043, Tamilnadu, by electronic means and the business may be transacted through remote e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the remote e-voting facilities.

The voting period begins on Monday, the 23rd day of September 2019 (09.00 a.m. IST) and ends on Wednesday, the 25th day of September, 2019 (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 Thursday, 19th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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 (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "EURO LEDER FASHION LIMITED" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual 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 they have to create a compliance user which 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.

(xiii) 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.

(xiv) Other instructions:

- (a) The e-voting period begins on Monday, the 23rd day of September 2019 (09.00 a.m. IST) and ends on Wednesday, the 25th day of September, 2019 (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 19th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 19th September, 2019.
- (c) Shri. S. Ananthanarayan, Practicing Company Secretary (Membership No. FCS 2713), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (d) The Scrutinizer shall after the conclusion of voting at the general meeting, first account the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and shall declare the results forthwith.
- (e) The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and shall be immediately forwarded to the Stock exchange in which the shares of the Company are listed.

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.3 to 4 of the accompanying Notice:

Item No.3: Appointment of Mr.Avinash Ananthanarayanan (DIN: 03561836) as an Independent Director

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr.Avinash Ananthanarayanan (DIN:03561836) as an Additional Directors of the Company and also as Independent Directors, not liable to retire by rotation, for a term of 3 years i.e. from September 17, 2019 to September 16, 2022. Pursuant to the provisions of Section 161(1) of the Act, Mr.Avinash Ananthanarayanan (DIN: 03561836) shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director

The Company has received declarations from Mr.Avinash Ananthanarayanan (DIN:03561836) 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.Avinash Ananthanarayanan (DIN:03561836) 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 and will also be kept open at the venue of the AGM till the conclusion of the AGM

Item No.4: Appointment of Ms. Aishwarya Seshadri Nathan (DIN: 08275482) as Director

At the Board Meeting held on 12th November, 2018, Ms. Aishwarya Seshadri Nathan (DIN: 08275482) 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, Ms. Aishwarya Seshadri Nathan, Director of the Company shall be liable to retire by rotation. Pursuant to the provisions of Section 161(1) of the Act, Ms. Aishwarya Seshadri Nathan (DIN: 08275482) shall hold office up to the date of this Annual General Meeting ("AGM") 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 his candidature for the office of Directors. She shall be paid sitting fees for attending the Meetings of the Board. He 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 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 and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Annexure to the Notice

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015):

Particulars	Shri.RM. Lakshmanan	Mr.Avinash Ananthanarayanan	Ms. Aishwarya Seshadri Nathan
DIN	00039603	03561836	08275482
Date of First Appointment and Qualification	05.02.1992 B.Com	17.09.2018 Diploma in Leather Technology and Bachelor in Foreign Trade	12.11.2018
Date of Birth	25.12.1966	03/05/1980	06/06/1990
Expertise in specific functional areas	Wide experience in Accounts, Finance Taxation, Corporate Planning	Wide experience in leather design, trading, technology	Wide experience in legal, compliance
Directorships held in other Public/private Companies (excluding foreign Companies and Section 8 companies)	1. Euro Prime Properties Private Limited 2. Leder Trendz Private Limited	1. Apoorva Agrico Pvt Ltd 2. Apoorva Sourcing Specialities Pvt Ltd 3. Indian Village Herbs Pvt Ltd	NIL
Committee / Executive position held in other companies	NIL	NIL	NIL
Number of shares held in the Company	12,73,929	10,017	NIL
Relationship with other Directors	He is not related to any other Directors	He is not related to any other Directors	He is not related to any other Directors

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Directors Report and MGT-9 which is a part of this Annual Report

Place: Chennai
Date: 25th July, 2019

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

RM.Lakshmanan
Whole Time Director
(DIN: 00039603)

CIN: L18209TN1992PLC022134
Regd office: 99, G.S.T. Road, Pallavaram,
Chennai- 600043, Tamilnadu, India
Website: www.euroleder.com