



# EURO LEDER FASHION LTD



MANUFACTURERS AND EXPORTERS

OF GENUINE LEDER GARMENTS AND LEDER GOODS

**SUMMARY OF PROCEEDINGS OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE EURO LEDER FASHION LIMITED HELD ON WEDNESDAY, THE 27<sup>TH</sup> SEPTEMBER, 2023 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT CHENNAI THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (" VC/OAVM").**

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**DIRECTORS PRESENT:**

1. Mr. RM Lakshmanan- Chairman and Managing Director-attended through VC/OAVM from Chennai
2. Mr. Jayapal Dhansingh- Director- attended through VC/OAVM from Chennai
3. Mr. L. Ramanathan-Whole Time Director- attended through VC/OAVM from Chennai
4. Mrs. Shanmathy P Director- attended through VC/OAVM from Tiruchirapali

**IN ATTENDANCE:**

1. Ms. Aakriti Sharma-Company Secretary
2. Mr. Ganesan-Secretarial Auditor and Scrutinizer
3. Mr. Nagendra M-Chief Financial Officer

**BY INVITATION:**

Mr. Darpan Kumar, M/s. Darpan & Associates, Chartered Accountants

Mr. RM Lakshmanan was unanimously elected as Chairman for the Meeting by the members.

RM Lakshmanan thanked for being elected as Chairman. He took the Chair and welcomed the members to the 31<sup>st</sup> Annual General Meeting of the Company.

The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary that the requirement of the quorum as per the Articles of Association of the Company and the Companies Act, 2013 was fulfilled. The Chairman introduced the Directors, Management Committee Members and the invitees present at the Meeting.

He updated the Members about the item No. 3 which was inadvertently missed to include in the 31<sup>st</sup> Annual General Meeting (AGM) and subsequently circulated as an addendum to the Notice of the 31<sup>st</sup> AGM electronically to the members to whom Notice of the 31<sup>st</sup> AGM was sent, in terms of the provisions of the Companies Act, 2013 with regard to the reappointment

a part of Special Business.

He further updated that the proposal for reappointment of Mr. L. Ramanathan as whole time director of the Company was also included in the remote e-voting facility which was commenced on 24th September, 2023 at 9:00 a.m. (IST) and ended on 26th September, 2023 at 5:00 p.m. (IST) and in the e-voting during the AGM. The Board considers that her association would be of immense benefit to the Company.

The Chairman informed that in view of the restrictions due to COVID-19 the AGM was conducted through VC / OAVM. This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). He informed that the Company had tied up with Central Depositories Services Limited (CSDL) to provide facility for voting through remote e-voting and VC / OAVM

The Chairman informed that the Auditors' Report on the Financial Statement of the Company for the year ended 31st March, 2023 did not have qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. With the concurrence of the members the Auditor's Report were taken as read.

The Secretarial Auditors' Report observations or comments in Secretarial Audit report with regard to non-completion of Online Proficiency Self-Assessment test by an Independent Director as conducted by IICA within a period of two years from the date of inclusion of their name in the databank was also clarified by him

He stated that pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company had provided remote e-Voting facility to its Members in respect of the business to be transacted at the 31<sup>st</sup> AGM and facility for those Members participating in the 31<sup>st</sup> AGM to cast vote through e-Voting system provided by Central Depository Services (India) Limited (CDSL) during the 31<sup>st</sup> AGM. The e-voting facility was kept open from 24<sup>th</sup> September, 2023 to 26<sup>th</sup> September, 2023

The Company had appointed Mr. S. Ganesan, Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting during the AGM.

Thereafter the Chairman proceeded with the agenda as per the Notice of the AGM which had following Ordinary Business and Special Business:-

**ORDINARY BUSINESS:**

1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon for the year ended 31st March, 2023-**Ordinary Resolution**
2. Appointment of M/s.Darpan & Associates, Chartered Accountants, [ICAI Firm Registration No. 016156S ] as Statutory Auditors of the Company for a term of five years - **Ordinary Resolution**

**SPECIAL BUSINESS:**

3. Approval for reappointment of Mr. L Ramanathan (DIN:08994282) as Whole Time Director of the Company for a further period of three years - **Ordinary Resolution**

On the invitation of Chairman, Members who had registered themselves as speakers addressed the Meeting through VC/OAVM and sought clarifications on Company's accounts and business and challenges faced by Company during Covid-19 which were replied by the Chairman.

Thereafter, the chairman announced that voting to be taken electronically (e-voting) and requested Mr. S. Ganesan, Practicing Company Secretary, the Scrutinizer for the orderly conduct of the voting.

The Chairman informed that the results along with the report of the Scrutinizer shall be placed on the website of the Company at [www.euroleder.com](http://www.euroleder.com) and shall also be immediately forwarded to the BSE Limited, viz: [www.bseindia.com](http://www.bseindia.com)

The Chairman thanked the members for their support to the Company and the Board of Directors. He stated that comments from the members were a tribute to the entire Management and employees.

The Meeting concluded at 11.56 A.M with a vote of thanks to the chair

Post completion of the Annual General Meeting, after scrutiny of votes the scrutinizer submitted his report. As per the report submitted by the scrutinizer considering the results of the remote e-voting and the voting at the AGM, all the resolutions embodied in the Notice of Annual General Meeting dated 27<sup>th</sup> September, 2023 were passed with requisite majority.

**Thanking You**

**Yours Faithfully,  
For EURO LEDER FASHION LIMITED**



**Aakriti Sharma  
Company Secretary**

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Chrompet, Chennai - 600 044, India.**

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**CIN No. : L18209TN1992PLC022134**

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