



**23rd ANNUAL REPORT
2014 - 2015**

EURO LEDER FASHION LIMITED

EURO LEDER FASHION LIMITED

Board of Directors: 1.Shri.RM.Lakshmanan - Whole Time Director.
 2.Shri.P.S.Nathan - Director
 3.Shri.S.Jambunath - Director
 4.Shri.N.Meenakshi Sundaram - Director

Key Managerial Personnel: Shri. Nagendra Manjunatha - CFO

Auditors: M/s. N.Venkatesan Associates
 Chartered Accountants,
 20(Old No.8) Dr.Natesan Salai,
 Ashok Nagar.
 Chennai.-600 083
 Tel.044-2489 3635

Registered Office: No.99 G.S.T.Road, Pallavaram, Chennai - 600 043

Factories: No.10,PP Amman Koil Street,
 Nagalkeni,
 Chennai - 600 044

R.N.Kandigai,
Kacheepuram District-603 403

No.24,S. Parganas Amtala,
Kolkata-743398
Tel.044-42943202, 044-42943203, 044-42943204
Fax.044-42943222

Bankers: Canara Bank, Midcorporate Branch, Chennai.

EURO LEDER FASHION LIMITED

NOTICE OF 23rd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 23rd ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON WEDNESDAY, THE 23rd SEPTEMBER 2015 AT 11.00.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 Balance Sheet of the Company as at 31st March 2015 and the Profit and Loss Account for the year ended on that date, together with the notes thereon and the schedules there to and the reports of the Auditors and the Directors.

2. To re-appoint Shri. RM Lakshmanan (DIN: 00039603), who retires by rotation and being eligible offers himself for re-appointment.

3. To ratify the appointment of Auditors and fix their remuneration. In this connection, to consider and if thought fit, to pass the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions if any, of the Companies Act 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. N. Venkatesan Associates, Chartered Accountants (ICAI Regn. No.004632S) as Statutory Auditors of the Company, made in the 22nd Annual General Meeting of the Company held on 18th September, 2014, be and is hereby ratified, on remuneration to be fixed by the Board of Directors.”

SPECIAL BUSINESS:

4. *To consider and if though fit, to pass, the following resolution as an Ordinary Resolution:*

“RESOLVED THAT pursuant to Section 149, 152, Schedule IV and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt. Jayamalini (DIN: 07165811), who was appointed as an Additional Director of the Company with effect from 27th April, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of Two (2) consecutive years commencing from 23rd September, 2015.”

“RESOLVED FURTHER THAT Shri. RM. Lakshmanan (DIN: 00039603), Whole Time Director of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

5. *To consider and if though fit, to pass, the following resolution as an Special Resolution:*

“RESOLVED THAT pursuant to Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Company be and is hereby accorded for re-appointment of Shri. RM. Lakshmanan (DIN: 00039603) as Whole Time Director of the Company, who shall be liable to retire by rotation, for a period of five years with effect from 01st April 2015 on a remuneration and terms and conditions as set out in the explanatory statement.”

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“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, during the tenure of Shri. RM. Lakshmanan, the remuneration by way of salary, perquisites and other allowances as stated in the explanatory statement be paid to Shri. RM. Lakshmanan as minimum remuneration provided the total remuneration by way of salary and perquisites shall not, unless approved by the Central Government, 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.”

By Order of the Board

Chennai
31.07.2015

RM.Lakshmanan
Whole Time Director
(DIN: 00039603)

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.**

The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special businesses to be transacted at the Annual General Meeting is annexed hereto.
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 will remain closed from 17th September, 2015 to 23rd September, 2015 (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. Members are requested to quote their Folio Number in the Correspondence.
7. Members are requested to quote their queries relating to the accounts at least 10 days before the date of the Meeting, So that the necessary information can be made available at the meeting.
8. Members are requested to bring a copy of the Annual Report along with them to the Annual General Meeting, since extra copies will not be supplied.
9. Members are requested to hand over the attendance slip duly signed at the entrance of the meeting Hall.
10. Registration starts at 10.30 a.m. at Mahalaya Residency, No.114, GST Road,(Opposite to Areva) Pallavaram Chennai- 600 043 on Wednesday the 23rd September, 2015
11. Details as required under Clause 49 of the Listing Agreement in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.

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12. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

The voting period begins on Sunday the 20th day of September 2015 (09.00 a.m. IST) and ends on Tuesday 22nd day of September, 2015 (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 Friday, 16th day of September, 2015 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.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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).

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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “EURO LEDER FASHION LIMITED” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (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 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.
- (xx) 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.

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- (xi) Other instructions:
- (a) The e-voting period begins on 20th day of September 2015 (09.00 a.m. IST) and ends on Tuesday 22nd day of September, 2015 (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 16th September, 2015 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 16th September, 2015.
 - (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.

13. Details of Director proposed for re-appointment:

Shri.RM. Lakshmanan holds directorship in the Company since its incorporation. He holds a degree in B.Com. He has played vital role in the growth of the Company and made significant contributions towards operations and management of the Company as a Whole-Time Director. He holds 10,80,495 Equity shares in the Company. Shri.RM. Lakshmanan holds directorship in the following companies:

- a) Euro Prime Properties Private Limited
- b) Leder Trendz Private Limited

None Of the Directors are considered as interested in the resolution set out as Item No.02

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Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 for Item No. 4:

Smt. Jayamalini (DIN: 07165811), aged 37 years, is a Non-Executive Independent Director of the Company. Smt. Jayamalini holds B.A degree from University of Madras.

Pursuant to Section 161 of the Companies Act, 2013 Smt. Jayamalini was co-opted by the Board of Directors as an Additional Director (Independent Director) with effect from 27th April 2015, she holds office till the conclusion of this Annual General Meeting of the Company. The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Jayamalini for the office of Director of the Company. Smt. Jayamalini has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(7) of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Act. Therefore, it is proposed to confirm the appointment of Smt. Jayamalini as an Independent Director under Section 149 of the Companies Act, 2013, and Clause 49 of the Listing Agreement to hold office for Two (2) consecutive years commencing from 23.09.2015.

In the opinion of the Board Smt. Jayamalini fulfills the conditions specified in the Act and rules made there under for her appointment as an Independent Director of the Company and is independent of the management.

The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint Smt. Jayamalini as an Independent / Woman Director. Accordingly, the Board recommends the resolution in relation to confirmation of appointment of Smt. Jayamalini as an Independent Director, for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Companies Act, 2013, Smt. Jayamalini shall not be liable to retire by rotation.

Smt. Jayamalini is not a Director in any other Company and does not hold any shares in the Company.

Except Smt. Jayamalini, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 04. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 for Item No. 5:

Shri. RM. Lakshmanan was reappointed at the 20th Annual General Meeting held on 27th September, 2012, as WholeTime Director of the Company from 01st April, 2012 to 31st March, 2015 on the terms of remuneration then approved. Subsequently, in order to comply with the provisions of Section 152 of the Companies Act, 2013, the Company in the 22nd Annual General Meeting held on 18th September, 2014 varied the terms and conditions of re-appointment of Shri. RM. Lakshmanan by making him as 'Director liable to retire by rotation',.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 31.07.2015 re-appointed Shri. RM. Lakshmanan as Whole Time Director of the Company for a period of five years from 01.04.2015 to 31.03.2020 on the following terms and conditions:

- a) Salary;Rs.40,000/- per month
- b) Perquisites:

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- 1) Housing
 - i) Unfurnished residential accommodation will be provided by the Company.
 - a) the expenditure incurred by the company on gas, Electricity and water will be evaluated as per income tax Rules,1962.
 - b) Perquisites in the form furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income tax rules1962.
 - c) In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance equal to 60% of the salary.
- 2) Reimbursement of medical expenses actually incurred for self and family in accordance with the rules of the Company.
- 3) Medical Insurance for self and family as per the scheme of the Company.
- 4) Leave travel concession for self and family in accordance with the rule of the Company.
- 5) Earned/Privilege Leave. On full pay and allowances as per the rules of the Company but not exceeding one month's leave for every eleven months of service, with right to accumulate/en-cash leave as per the rules of the Company
- 6) Fees of Clubs, subject to a maximum of two clubs excluding admission and life membership fee.
- 7) Personal accident insurance of an amount, the annual premium of which does not exceed Rs.5000/-
- 8) Provident Fund: Company's contribution to Provident Fund shall be as per the scheme of the Company.
- 9) Pension/Superannuation Fund: Company's contribution to Pension/Superannuation fund shall be in accordance with the scheme of the Company.
- 10) Gratuity: As per the rules of the Company, not exceeding half a month's salary for each completed years of service.
- 11) Free use of telephone at his residence.
- 12) Free use of car with driver on Company's Business.
- 13) Reimbursement of Entertainment Expenses:

The whole Time Director shall be entitled to reimbursement of reasonable Entertainment expenditure actually and properly incurred in the course of the legitimate business of the Company.

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DIRECTORS REPORT TO THE MEMBERS

Your Directors take pleasure in presenting the Twenty Third Annual Report and that of the Auditor's together with the audited Balance Sheet as at 31st March 2015 and the Profit/ Loss Account for the year ended on that date.

FINANCIAL PERFORMANCE PARTICULARS	(Rs. in lakhs)	
	2015	2014
Total Income	5139.46	6928.07
Total Expenses	5070.84	6538.49
Profit before Depreciation and Taxation	68.62	389.57
Less:		
Depreciation	20.07	17.65
Profit before Tax	48.54	371.92
Provision for Tax	20.61	18.11
Profit after Tax	27.93	353.81
Profit brought forward	633.91	280.10
Profit available for appropriation	661.84	633.91
Profit/Loss carried to Balance Sheet	661.84	633.91

PERFORMANCE:

The Company has earned a total income of Rs.5139.46 Lakhs during the 2014-15 and earned a profit before tax of Rs.48.54 Lakhs. The total profit after tax in 2014-15 is Rs.27.93 Lakhs compared to Rs.353.81 Lakhs in 2013-14

During the year the Company has received insurance claim settlement amounting to Rs.42,29,575/- for Nagelkeni Unit and Rs.7,08,013/- for Uthiramerur Unit for damages caused by strong winds and rainfall.

DIVIDEND:

Your Directors of the Company, decided to plough back the profit for the year and hence do not recommend any dividend for the year. The company has not transferred any amount to the general reserve.

SHARE CAPITAL:

The Company during the year under review has not issued any Sweat Equity Shares or Shares with Differential Rights or under Employee Stock Option Scheme nor did it Buy Back any shares. The Authorised Capital remained the same as previous year and the company has received an amount of Rs. 23,80,167/- towards the calls in arrears and the Paid Up capital as on 31st March, 2015 is Rs. 3,63,70,500/-.

DEPOSITS:

The Company has not accepted any deposits during the period under review as envisaged under Section 73, 74 & 76 of the Companies Act, 2013

LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not provided loans and guarantees and nor made investments pursuant to Section 186 of the Companies Act, 2013.

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DIRECTORS & KEY MANAGERIAL PERSONNEL:

The Board of the Company comprises of Five Directors out of which Four are Independent Directors and One is Whole Time Director. As per Section 149 of the Companies Act, 2013 the Company needs to have atleast two Independent Directors and One Woman Director. Accordingly Shri. N Meenakshi Sundaram, Shri. S. Jambunath and Shri. P S Nathan were appointed as Independent Directors of the Company in the 22nd Annual General Meeting of the Company held on 18th September, 2014 for a period of 2 years.

Appointment / Re-Appointment:

In order to comply with provisions of Section 149 and Clause 49 of the Listing Agreement, the Board of Directors at their meeting held on 27th April, 2015 and based on the recommendation of the Nomination and Remuneration Committee, appointed Smt. Jayamalini as Independent Woman Director of the Company with effect from 27th April, 2015.

In terms of recommendation, by Nomination and Remuneration Committee and approval of the Board of Directors on 31st July, 2015, Shri. RM. Lakshmanan, Whole-Time Director of the Company is to be re-appointed as Whole Time Director for a period of five years from 01st April, 2015 to 31st March, 2020.

We seek your approval for appointment & re-appointment of Smt. Jayamalini as Independent Director and Shri. RM Lakshmanan as Whole-Time Director of the Company.

Resignation:

Shri. AR. Ramanathan, Managing Director of the Company, resigned from the Board with effect from 01st September, 2014. The board expresses its sincere appreciation for the contribution made by him during his tenure as Managing Director of the Company.

Key Managerial Personnel:

In order to comply with the provisions of Section 203 of Companies Act, Shri. RM Lakshmanan, Whole Time Director of the Company was designated as Key Managerial Personnel and Shri. M Nagendra was appointed as Chief Financial Officer (CFO) with effect from 10th November, 2014.

BOARD MEETINGS:

Five Board Meetings were held during the year under review and the gap between two Board meetings were not more than 120 days.

DECLARATION RECEIVED FROM INDEPENDENT DIRECTOR ON ANNUAL BASIS:

As required under Section 149(7) all the Independent Directors of the Company have submitted their annual declaration stating that they meet the criteria of independence as stated Section 149(6) of the Companies Act, 2013.

COMMITTEES OF THE BOARD:

a) Audit Committee

Pursuant to provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the terms of reference of Audit Committee of the Board was revised in accordance with terms of reference prescribed therein. Detailed disclosure on compositions, terms of reference and meetings of the Audit Committee are furnished in the Corporate Governance Report.

b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been empowered and authorized to exercise powers as entrusted under the provisions of Section 178 of the Companies Act, 2013. In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration and including criteria for determining qualifications, positive attributes, independence of Directors and other matters.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selecting candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of their knowledge, belief and according to the informations and explanations obtained by them, the Directors pursuant to Section 134 of the Companies Act, 2013 hereby state that:

- 1) in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made for the same.
- 2) the directors had selected appropriate accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2015 and of the Profit of the Company for the year ended 31st March 2015
- 3) the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,
- 4) the annual accounts have been prepared the annual accounts on a going concern basis
- 5) the directors, had laid down proper and sufficient internal financial controls and policies and procedures of such internal financial controls are adequate and operating effectively.
- 6) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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AUDITORS:

M/s N Venkatesan Associates, Chartered Accountants, Chennai (FRN: 004632S), were appointed as Statutory Auditors of the company in the 22nd Annual General Meeting of the Company held on 18.09.2014 until the conclusion of third consecutive Annual General Meeting, subject to ratification by shareholders in every consecutive Annual General Meeting. The Directors recommend ratification of appointment of Statutory Auditors, to carry out the audit for the financial year 2015-2016. The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and rules framed there under for their re-appointment as Statutory Auditors of the Company. The necessary resolution is being placed before the shareholders for approval.

COMMENTS ON AUDITORS' REPORT:

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. N Venkatesan Associates, Statutory Auditors, in their report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the year under review.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company has appointed Shri. S. Ananthanarayan, Practicing Company Secretary as secretarial auditor to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2015. The Secretarial Audit Report attached with this report as Annexure – A.

Reply to point 4 of the Secretarial Auditor's report:

- i) The Company is in the process of identifying suitable candidate for the designation of Company Secretary and has taken necessary steps for the same.
- ii) The Board of Directors in their meeting held on 27th April, 2015 has appointed Smt. Jayamalini as Independent Woman Director of the Company.

EXTRACTS OF THE ANNUAL RETURN:

The extracts of Annual Return of the Company in prescribed Form MGT – 9 for the financial year ended 31st March, 2015 is attached to the report by way of Annexure – B.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

The Company has not received any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments were made, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

PARTICULARS OF EMPLOYEES:

None of the employees draws remuneration of Rs. 500,000/- or above per month and Rs. 6,000,000/- or above per year. Hence, details of the employees of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not furnished.

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Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, forming part of the Annual Report, is available for inspection at the registered office of the company during working hours. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee and free of cost.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure – C.

RELATED PARTY TRANSACTIONS:

All the transaction with the related parties entered into during the period under review have been in the ordinary course of business and at arm's length basis. The details of related party transaction pursuant to clause (h) of sub -section 134 of the Act, is enclosed in Form AOC-2 as Annexure – D.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report, emphasizing the business details, is attached and forms part of the report.

CORPORATE GOVERNANCE

The Report on Corporate Governance and Auditors certificate on Compliance with the Code of Corporate Governance are provided and forms part of this report.

LISTING WITH STOCK EXCHANGE

The Company's equity shares are listed in Bombay Stock Exchange. The annual listing fee has been paid for the year 2015 – 2016.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Section 135 of the Companies Act 2013 pertaining to Corporate Social Responsibility are not applicable to the Company.

VIGIL MECHANISM:

In Compliance of Section 177 of Companies Act, 2013 and in terms of Clause 49 of the Listing Agreement, the Company has set up a Whistle Blower policy. In terms of the said policy the Directors and employees are given direct access to the Chairman of the Audit

Committee to report genuine concerns or grievances. Adequate safeguards are in place against victimization of employees who availed the mechanism.

RISK MANAGEMENT POLICY AND INTERNAL FINANCIAL CONTROL:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Audit Committee has also revisited the Risk Management Policy and has taken steps to strengthen the Risk Management process in keeping with the changes in the external environment and business needs.

EURO LEDER FASHION LIMITED

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. In addition to the Internal Control Systems, the Board has laid emphasis on adequate Internal Financial Controls to ensure that the financial affairs of the Company are carried out with due diligence. These are routinely tested and certified by the Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

ANNUAL EVALUATION BY THE BOARD

Pursuant to Section 134 of Companies Act, 2013 and in compliance with the Listing Agreement the Board of Directors has carried out an annual performance evaluation of the Board, its Committees, and Directors individually, is carried out as per the criteria laid down by the Nomination and Remuneration Committee.

Accordingly, as per Schedule V of Companies Act, 2013 and Clause 49 of the Listing Agreement the Independent Directors of the Company at their separate meeting evaluated the performance of non independent directors and the Board as a whole. They also evaluated the performance of Chairman of the Company and flow of information from the Management to the Board.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL), ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013. During the year under review no complaints have been received.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their thanks to the Shareholders, Customers, Suppliers Banks and Government for their valuable assistance and support.

Your Directors wish to place on record their appreciation of the sincere efforts put in by the employees of the Company at all levels.

On Behalf of the Board.

Place: Chennai
Date: 31.07.2015

RM.Lakshmanan
Whole Time Director

S.Jambunath
Director

EURO LEDER FASHION LIMITED

Secretarial Audit Report (For the Year ended 31 March, 2015)

Form No. MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Euro Leder Fashion Limited,
CIN: L18209TN1992PLC022134
99, G. S. T. Road,
Pallavaram,
Chennai 600 043

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Euro Leder Fashion Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. Members are requested to read this report along with my letter of even date annexed to this report as Annexure- 1.

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Euro Leder Fashion Limited** ("The Company") for the year ended 31st March, 2015 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - vi. the Equity Listing Agreements entered into with BSE Limited and
 - vii. The Memorandum and Articles of Association.
2. I have been informed that for the financial year ended March 31, 2015 that the Company was not required to maintain books, papers, minute books, forms and returns according to the provisions of for following Regulations and Guidelines under SEBI Act:

EURO LEDER FASHION LIMITED

- (a) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Option Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Delisting of equity Shares) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

ii. there are no laws specifically applicable to the Company, the books, papers, minute books, forms and returns of which were required to be examined by me for the purpose of the audit.

3. I have not examined compliance with the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India as they become applicable from July 1, 2015.

4. During the period under review, to the best of my knowledge and belief and according to the information and explanations given to me, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned in paragraph 1 above to the extent applicable except the following:

the company has not appointed a Company Secretary and a woman Director. However, a woman Director has been appointed from April 27, 2015.

5. I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Company has obtained all necessary approvals under the various provisions of the Act; and

There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

6. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

7. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Chennai
Date : July 29, 2015

S. ANANTHANARAYAN
FCS 2713, CP 1828

EURO LEDER FASHION LIMITED

Annexure- 1 to the Secretarial Audit Report of even date

To

The Members,
Euro Leder Fashion Limited,
CIN: L18209TN1992PLC022134
99, G. S. T. Road,
Pallavaram,
Chennai 600 043

My Secretarial Audit Report of even date is to be read along with this letter

1. Maintenance of secretarial records is the responsibility of the management of the company: My responsibility is to make a report based on the secretarial records produced to me for my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices I followed provide a reasonable basis of my report.
3. I have not verified the correctness and appropriateness of financial records and books of account of the Company.
4. I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of the Corporate and other applicable laws, rules and regulations is the responsibility of the management: My examination was limited to the verification of procedure on test basis. Actions carried out by the Company based on independent legal/professional opinion obtained have not been considered as non-compliance wherever there was scope for multiple interpretations, especially since this is the first full year in which the Companies Act, 2013 has become operational.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : July 29, 2015

S. ANANTHANARAYAN
FCS 2713, CP 1828

Annexure - B

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31/03/2015

Of

EURO LEDER FASHION LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013
And
Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

EURO LEDER FASHION LIMITED

I. REGISTRATION AND OTHER DETAILS:

(i) CIN:	L18209TN1992PLC022134		
(ii) Registration Date	05.02.1992		
(iii) Name of the Company	Euro Leder Fashion Limited		
(iv) Category / Sub-category of the Company	Public Company / Having a Share Capital		
(v) Address of the Registered office and contact details	99, G.S.T. Road, Pallavaram, Chennai– 600043Tel: 044-42943204 / 42943203 / 42943202		
(vi) Whether listed Company If yes, details of stock exchanges where shares are listed	Yes		
	S.No	Stock Exchange Name	Code
	1	Bombay Stock Exchange	INE940E01011
(vii) Name and Address of Registrar & Transfer Agents (RTA)	Cameo Corporate Services Ltd No.1.Club House Road, Chennai, Tamilnadu – 600002. Tel: 044 - 28460390 Email id: cameo@cameoindia.com		

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing Of Leather Garments	1410	84%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NIL

IV. SHARE HOLDING PATTERN (EQUITY)

Category of Shareholders	No. of shares held at the beginning of the year (As on 31-March-2014)				No. of shares held at the end of the year (As on 31-March-2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1069195	50300	1119495	25.02	1069595	50300	1119895	25.03	0.01
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	186288	468600	654888	14.64	188157	468600	656757	14.68	0.04
Sub Total (A)(1)	1255483	518900	1774383	39.66	1257752	518900	1776652	39.71	0.05
(2) Foreign									
a) NRI – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Subtotal(A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	1255483	518900	1774383	39.66	1257752	518900	1776652	39.71	0.05

EURO LEDER FASHION LIMITED

IV. SHARE HOLDING PATTERN (EQUITY)

Category of Shareholders	No. of shares held at the beginning of the year (As on 31-March-2014)				No. of shares held at the end of the year (As on 31-March-2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	17800	17800	0.40	0	17800	17800	0.40	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (individual)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	17800	17800	0.40	0	17800	17800	0.40	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	50138	0	50138	1.12	44218	0	44218	0.99	(0.13)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	557200	1460696	2017896	45.11	571583	1442696	2014279	45.03	(0.08)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	276498	278700	555198	12.41	282056	278200	560256	12.52	0.11
c) Others (specify)									
Hindu Undivided Families	7875	0	7875	0.18	10805	0	10805	0.24	0.06
Non Resident Indians	7190	42000	49190	1.10	9290	39900	49190	1.10	0
Clearing Members	720	0	720	0.02	0	0	0	0	(0.02)
Any Others	0	400	400	0.00	0	400	400	0.00	0
Sub-total (B)(2):-	900021	1781396	2681417	59.94	918352	1760796	2679148	59.89	(0.05)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	900021	1799196	2699217	60.34	918352	1778596	2696948	60.29	(0.05)
C. Shares held by Custodian for GDRs& ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2155504	2318096	4473600	100	2176104	2297496	4473600	100	0

EURO LEDER FASHION LIMITED

B) Shareholding of Promoter-

S.No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Narayan S	200	0.00	0	200	0.00	0	0
2.	Ramanathan AR C/o Euro Investments	100	0.00	0	100	0.00	0	0
3.	Ramanathan AR	600	0.01	0	600	0.01	0	0
4.	Lakshmanan RM	1080095	24.13	0	1080495	24.14	0	0.01
5.	Meenal N	1,01,200	2.26	0	1,01,200	2.26	0	0
6.	Meenal L	1,57,788	3.52	0	1,59,657	3.56	0	0.04
7.	Arun RM	1,36,400	3.05	0	1,36,400	3.05	0	0
8.	Meenal RM	2,32,600	5.19	0	2,32,600	5.19	0	0
9.	Meenal Narayan	21,900	0.49	0	21,900	0.49	0	0
10.	Rakkaye Annamalai	5,000	0.11	0	5,000	0.11	0	0
11.	Lakshmanan RM Ramanathan AR	38500	0.86	0	38500	0.86	0	0
	Total	17,74,383	39.62	0	17,76,652	39.67	0	0

C) Change in Promoters' Shareholding:

S No	Name	Shareholding at the beginning of the year (as on 01.04.2014)		Date	Increase / Decrease in Share holding	% of Total Shares of the Company	Reason For Increase / Decrease	Cumulative Shareholding during the year (01.04.2014 – 31.03.2015)	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
1.	Meenal L	1,57,788	3.52	25.04.2014	750	0.02	Market purchase	1,58,538	3.54
				06.02.2015	128	0.00	Market purchase	1,58,666	3.54
				13.02.2015	125	0.00	Market purchase	1,58,791	3.54
				20.02.2015	866	0.02	Market purchase	1,59,657	3.56
2.	Lakshmanan RM	10,80,095	24.13	30.09.2014	400	0.01	Market purchase	10,80,495	24.14

EURO LEDER FASHION LIMITED

**D) Shareholding Pattern of top ten Shareholders:
(other than Directors, Promoters and Holders of GDRs and ADRs):**

S No	Name	Shareholding at the beginning of the year (as on 01.04.2014)		Date	Increase / Decrease in Share holding	% of Total Shares of the Company	Reason For Increase / Decrease	Cumulative Shareholding during the year (01.04.2014 – 31.03.2015)	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
1.	Indira Chidambaram Meenakshisundaram Chidambaram	99,300	2.22	—	—	—	—	99,300	2.22
2.	Meyappan	92,400	2.06	—	—	—	—	92,400	2.06
3.	Sangeetha S	60,000	1.34	—	—	—	—	60,000	1.34
4.	Veena Devi N	56,300	1.25	—	—	—	—	56,300	1.25
5.	Sathya S	41,026	0.92	—	—	—	—	41,026	0.92
6.	Mangala Sadashiv Sadavatre	40,360	0.90	—	—	—	—	40,360	0.90
7.	VSL Securities Private Limited	32,544	0.73	—	—	—	—	32,544	0.73
8.	Savitha S	23,290	0.52	—	—	—	—	23,290	0.52
9.	Swapan Kumar Nath	19,013	0.42	—	—	—	—	19,013	0.42
10.	Palamiappan SP	18,800	0.42	—	—	—	—	18,800	0.42

E) Shareholding of Directors and Key Managerial Personnel:

S.No.	Name of the Director & Key Managerial Personnel	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Lakshmanan RM				
	At the beginning of the year	10,80,095	24.13	10,80,095	24.13
	- Purchase 30.09.2014	400	0.01	1080495	24.14
	At the end of the year	10,80,495	24.14	1080495	24.14
2.	Ramanathan AR				
	At the beginning of the year	600	0.01	600	0.01
	At the end of the year	600	0.01	600	0.01

*Mr. Ramanathan AR resigned from the Board with effect from 01.09.2014

EURO LEDER FASHION LIMITED

V. INDEBTEDNESS				(in Rs.)
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebteness
Indebtedness at the beginning of the financial year				
i) Principal Amount	14,44,08,995	0	0	14,44,08,995
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	14,44,08,995	0	0	14,44,08,995
Change in Indebtedness during the financial year				
* Addition				
* Reduction	3,37,24,823	0	0	3,37,24,823
Net Change	3,37,24,823	0	0	3,37,24,823
Indebtedness at the end of the financial year				
i) Principal Amount	11,06,84,172	0	0	11,06,84,172
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	11,06,84,172	0	0	11,06,84,172

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: ((in Rs.))

S.No.	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		AR. Ramanathan (MD)	RM. Lakshmanan (WTD)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,000	3,60,000	6,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,16,000	1,80,000	3,96,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission	—	—	—
5.	Others, please specify	—	—	—
	Total (A)	5,16,000	5,40,000	10,56,000
	Ceiling as per the Act	As prescribed under Companies Act, 2013 and rules made there under.		

EURO LEDER FASHION LIMITED

B. Remuneration to other directors:

(in Rs.)

S No.	Particulars of Remuneration	Name of Directors			Total
		N Meenakshi sundaram	S Jambunat	P S Nathan	
1	Independent Directors				
	Fee for attending board committee meetings	18,000	18,000	14,000	50,000
	Commission	—	—	—	—
	Others, please specify	—	—	—	—
	Total (1)	18,000	18,000	14,000	50,000
2	Other Non-Executive Directors	AR Ramanathan	RM Lakshmanan		
	Fee for attending board committee meetings	Nil	Nil		Nil
	Commission	—	—		—
	Others, please specify	—	—		—
	Total (2)	Nil	Nil		Nil
	Total (B)=(1+2)	18,000	18,000	14,000	50,000
	Total Managerial Remuneration	18,000	18,000	14,000	50,000
	Overall Ceiling as per the Act	As prescribed under Companies Act, 2013 and rules made there under.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S No	Particulars of Remuneration	Key Managerial Personnel M Nagendra – Chief Financial Officer	Total
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,40,000	2,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,28,000	2,28,000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—
2	Stock Option	—	—
3	Sweat Equity	—	—
4	Commission	—	—
5	Others, please specify	—	—
	Total	4,68,000	4,68,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

EURO LEDER FASHION LIMITED

ANNEXURE - C

STATEMENT CONTAINING PARTICULARS PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT

1. CONSERVATION OF ENERGY

(i) the steps taken or impact on conservation of energy;

The Company has been laying emphasis on the conservation of energy and taking several measures like effective control on utilization of energy and regular monitoring of its consumption etc. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.

(ii) the steps taken by the Company for utilising alternate sources of energy;

During the year the Company has not taken any steps for utilizing alternate sources of energy. However the Company is exploring the opportunities to use alternate sources of energy such as solar power, LED lights, etc.

(iii) the capital investment on energy conservation equipments;

During the year the Company has not made any capital investment on energy conservation equipments.

II. TECHNOLOGY ABSORPTION

Research and Development

Though the Company does not have separate R&D establishment, activities are carried out by the design and quality control departments.

Technology absorption, adaptation and innovation

The manufacturing activity is confined to simple cutting and stitching of leather garments and hence absorption, adaptation and innovation of technology do not arise.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO EARNINGS:

F O B Value of Exports. : RS.4036.28 Lakhs

Out Go:

Selling Expenses in Foreign Currencies: : NIL

Foreign Travel : Rs.6.09 Lakhs

On Behalf of the Board.

Chennai
31.07.2015

SD/-
RM.Lakshmanan
Whole Time Director

SD/-
S.Jambunath
Director

EURO LEDER FASHION LIMITED

ANNEXURE-D

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sl. No	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Smt. Meenal, Wife Of Director
(b)	Nature of contracts/arrangements/transactions	Payment of Rent
(c)	Duration of the contracts / arrangements/transactions	11 months
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Rs.9,00,000/- p.a.
(e)	Date(s) of approval by the Board	15 th July 2009
(f)	Amount paid as advances, if any	Rs.15,00,000/-

EURO LEDER FASHION LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We herewith submit Management Discussion and Analysis Report on the business of the Company for the year ended 31st March, 2015 in this we have attempted to include discussion on all the specified matters to the extent relevant or within limits that in our opinion are imposed by the Company's own competitive position.

COMPANY AND INDUSTRY STRUCTURE

The Company manufactures leather garments exclusively for export and has its factory at Pallavaram, Uttiramerur, Nagelkeni (Chennai) & Kolkata. This unit is self sufficient to perform its duties and functions. The commitment of the Company towards quality and customer orientation reflects in its well-established clientele.

The industry continued to suffer this year due to a demand supply imbalance and rising input costs. However despite these factors, the Company has vigorously channelized its efforts at increasing its productivity and turnover and this strategy has paid off by way of a modest increase in the turnover during the year.

REVIEW OF OPERATIONS

A summary of major performance indicators is given below, while the detailed and physical performance may be viewed from the Balance Sheet and Profit & Loss account and the annexure thereto

	2014-15	2013-14
SALES	Rs.4232.35	Rs.5738.77 Lacs
EXPORTS	Rs.4232.27	Rs.5717.02 Lacs

The Company has adopted a time-bound policy in the short term, to balance production to level which could avoid built up inventory and has taken special measures to bring down stocks to optimum levels. However, in spite of the operating gains the margins have been under strain for the following reasons:

- 1) Increase in major input costs particularly the cost of leather.
- 2) Globally leather garments have registered a decline in realization and this affected India also.
- 3) Average price realization per garment fell to Rs.4133/ during the year. Buyer's domination was pronounced and our buyers abroad bargained hard in view of the raising Indian Rupee against the Euro and U.S.Dollars.
- 4) Freight rates and selling expenses rose appreciably, further pushing the costs. These factors constitute the threats faced by the company.

OUTLOOK

The outlook of the industry appears to be challenging due to strong competition in price and quality and a large rise in input cost and the rising Indian rupees against the USD & Euro. There are signs of a modest improvement in which may go up depending on the resurgence of the economy, besides cyclical improvement. The Company has orders in hand worth Rs.10 crores. The Company's strength lies in the quality of its products and the promising looks continued patronage of its buyers. However the realization per garment is likely to be low. The peak season is due to start shortly. The order position is healthy and the Company should register a modest improvement in its performance in 2015-2016.

ENVIRONMENT AND SAFETY

The Company is conscious of the need for environmentally clean and safe operations are conducted in such a way to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources.

HUMAN RESOURCES

The initiatives undertaken by the human Resources Department is always aimed at operationalizing the company's Vision and long term & short term strategy. After a long discussion and deliberations through Core Team, Management Team and Senior Management, the company recast the organization structure with a well defined role & job responsibility for each of the position. The Performance Management Process has been introduced for the senior management of the company and it is planned to take PMS process to the next level in Financial year 2015-2016.

OTHER MATTERS

There are no further or typical areas of risks or concerns outside the usual course of business foreseeable at this time. Internal control systems had been found to be adequate and are continuously reviewed for further improvement. Our team is committed to the Board's dictates on standards of conduct as well as good governance and exercise of due diligence including compliance of all relevant laws and regulations. Our appreciation is due to all employees, gratefulness to our board, shareholders and Banks.

CAUTIONARY STATEMENT

Statements in this "Management Discussions and Analysis report" which seek to describe the Company's objectives, projections estimates expectations or predictions may be considered to be "forwarded looking statements" within meaning of applicable securities law or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global demand and supply conditions, prices of finished goods, stock availability and prices, cyclical demand and pricing in the Company's markets, Exchange fluctuations changes in the Government regulations, tax regimes, economic development within India and countries with which the Company conducts business besides other factors, such as litigation and labour negotiations.

Place: Chennai
31.07.2015

For and on behalf of the Management

RM.Lakshmanan
Whole Time Director
DIN: 00039603

EURO LEDER FASHION LIMITED

ANNEXURE TO DIRECTORS' REPORT

Pursuant to Clause 49 of the Listing Agreement, A Report on Corporate Governance is given below.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Board has adopted the principles of good corporate governance with emphasis on transparency, integrity and accountability. The Board believes that good governance is voluntary and reflects self-discipline with the strongest impetus coming from the Directors and the Management. The Organization of the Company Endeavour's to be progressive, competent and trustworthy, creating value for customers and shareholders while reflecting the best of Indian values in its conduct.

All the Directors have complied with the Company's code of conduct for prevention of insider trading in its shares.

BOARD OF DIRECTORS

COMPOSITION

The Board presently comprises of Four (4) Independent Directors including one Woman Director and One (1) Non-Independent Executive Directors. The management of the affairs of the company is vested with Shri. RM. Lakshmanan, Whole Time Director, subject to the general supervision, control and direction of the Board. Shri. RM. Lakshmanan, heads the Management team, holds operational responsibility for the day –to-day activities of the Company and has been entrusted with ensuring that all management functions are carried out professionally and is accountable to the Board for actions and results.

All Independent Directors possess the requisite qualifications and are very experienced in their own fields. None of the Directors are Members of more than ten committees or chairman of more than five committees in public limited companies in which they are directors. Necessary disclosures have been obtained from all the Directors regarding their Directorship and have been taken on record by the Board. The details of their other Company Directorship /Committee Membership as given below:

S. No	Name of the Director	Designation & Category	No. of Board Meetings in the year 2014 – 2015		Attendance at 22 nd AGM	No. of Other Directorship in Other Public/ Private Companies	No. of Membership/ Chairmanship in Other Companies Board Committee
			Held	Attended			
1.	Shri. N. Meenakshisundaram	Director(NEID)	5	5	Yes	Nil	Nil
2.	Shri. RM. Lakshmanan	Whole-Time Director	5	5	Yes	2	Nil
3.	Shri. S. Jambunath	Director(NEID)	5	5	Yes	Nil	Nil
4.	Shri. P S Nathan	Director(NEID)	5	4	No	Nil	Nil
5.	Shri. AR.Ramanathan*	ManagingDirector	5	Nil	Yes	2	Nil

* Mr. AR.RAMANATHAN resigned from the Board W.e.f 01st Spetember, 2014.

** Smt. Jayamalini was appointed as Additional Director w.e.f. 27th April, 2015.

EURO LEDER FASHION LIMITED

BOARD MEETINGS AND COMMITTEES

Board meetings are held and are usually scheduled reasonably in advance. The Board generally meets at least once a quarter, to inter-alia, review the quarterly financial results. In order to ensure greater attention of the Directors to the affairs of the Company, the Board delegates specified matters to its committees which also prepare the groundwork for decision making and report to the Board.

The Board met 5 times during the year on the following dates:

30th May 2014, 27th June 2014, 8th August 2014, 10th November 2014 and 12th February 2015

The Company is in compliance with the provisions of the Listing Agreement pertaining to the intimation of notice of board meeting, publication of notice and results, outcome of the meeting etc.

During the year there was no pecuniary relationship or business transaction by the Company with any non-executive director (other than the sitting fee for attending the Board and Committee meetings).

AUDIT COMMITTEE

In order comply with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Board Of Directors had revised the terms of reference of the Audit Committee to include the following:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related

Composition & Meetings of Audit Committee:

The Audit Committee comprises of three (3) Independent Directors as on 31.03.2015. All the members of the Audit Committee have accounting, financial and management expertise.

The Audit Committee comprises following Directors as Members:

Name of the Member	Status	Category
Shri. P. S. Nathan	Chairman	Independent Director
Shri.N.Meenakshi Sundaram	Member	Independent Director
Shri.S.Jambunath	Member	Independent Director

The Committee has been mandated to meet at least 4 times in a year, once to assess the audited accounts before they are put up to the Board, besides reviewing the un-audited financial statements for each quarter. It has also been reviewing the compliance by the Company of various laws.

During the year, the Committee met four times on 8th August 2014, 10th November 2014, 12th February 2015.

	Status	No. of Meetings	
		Held	Attended
Shri.P.S.Nathan	Chairman	4	3
Shri.N.Meenakshi Sundaram	Member	4	4
Shri.S.Jambunath	Member	4	4

EURO LEDER FASHION LIMITED

NOMINATION AND REMUNERATION COMMITTEE:

The Board Of Directors in their meeting held on 10th November, 2014 re-named and re-constituted the Remuneration Committee. Consequently the Remuneration Committee was re-named as Nomination and Remuneration Committee and Shri. P.S. Nathan, was appointed as Member of the Committee.

The Nomination and Remuneration Committee consists of following Directors as members:

Name of Directors	Status
Shri. N. Meenakshi Sundaram	Chairman
Shri. S. Jambunath	Member
Shri. P. S. Nathan	Member

During the year, the Committee met on 30th May, 2014 to recommend the appointment of Independent Directors of the Company and to vary the terms and conditions of appointment of Shri. RM Lakshmanan.

The details of remuneration paid to the Directors during 2014-15 are:

Executive Directors

Name	Designation	Sitting Fees	Salary & Perquisites
Shri.AR.Ramanathan*	Managing Director	Nil	Rs.5,16,000/-
Shri.RM.Lakshmanan	Whole Time Director	Nil	Rs.5,40,000/-

* Shri.AR.Ramanathan resigned from the Board w.e.f 01st September, 2014.

Non-Executive Directors Sitting Fees for Board Meeting and Committee Meetings

Name	Amount (In Rs.)
Shri N. Meenakshi Sundaram	18,000/-
Shri. S. Jambunath	18,000/-
Shri. P. S. Nathan	14,000/-

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Due to resignation of Mr. AR Ramanathan, the Board Of Directors in their meeting held on 10th November, 2014 re-named and re-constituted the Shareholders Grievance Committee as Stakeholders Relationship Committee and appointed Shri. RM. Lakshmanan and Shri. N Meenakshisundaram, as Members of the Committee.

The composition of Stakeholders Relationship Committee as on 31.03.2015 and the details of Meeting attended by them are provided below.

Name of Directors	Status	No. of Meetings	
		Held	Attended
Shri. S. Jambunath	Chairman	6	6
Shri AR. Ramanathan*	Member	6	4
Shri. RM. Lakshmanan	Member	6	1
Shri. N. Meenakshisundaram	Member	6	Nil

* Shri. AR.Ramanathan resigned from the Board W.e.f 01st September, 2014.

EURO LEDER FASHION LIMITED

During the year, the Committee met Six times on the following dates:

31st May 2014, 30th June, 2014, 10th July 2014, 20th August 2014, 31st October 2014 and 20th March 2015

The Stakeholders Relationship Committee reviews the following:

- Transfer / Transmission of shares
- Issue of duplicate share certificate
- Review of shares dematerialized and all other related matters
- Monitors expeditious redressal of investors' grievances
- Non – receipt of Annual Report

During the year the Company has not received any grievance/complaint.

Shri.M.Nagendra is the Compliance Officer

CODE OF CONDUCT

The Board of Directors has adopted a Code of Ethics and Business Conduct for the Directors and Senior Personnel. The Code is a comprehensive one applicable to all Directors, Executive and Non-Executive, and members of Senior Management .The Code has been circulated to all the members of the Board and senior personnel and they have affirmed compliance of the same. A declaration signed by the Managing Director and CEO in this regard is reproduced below:

"I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Personnel of the Company, affirmation that they have complied with the Code of Ethics and Business Conduct framed for Directors and Senior Personnel in respect of the financial year 2014-2015".

All the Directors of the Company have affirmed their compliances with the Company's Code of Conduct for prevention of insider trading in its shares.

RM. Lakshmanan
Whole-time director

Details of the last 3 Annual General Meetings are:

Date	Time	Venue
27.09.2012	11.15 A.M	Mahalaya Residency Pallavaram,Chennai
21.08.2013	11.00 A.M	Mahalaya Residency Pallavaram,Chennai
18.09.2014	11.00 A.M	Mahalaya Residency Pallavaram,Chennai

All special resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority. During the year, no resolutions were passed through postal ballot.

Disclosures:

1. There have been no significant related party transactions during the year.
2. No penalties have been imposed of strictures have been issued by any stock exchange or SEBI or any other statutory authority on any matter related to Capital markets during the last three years.
3. No personnel have been denied access to the audit committee.
4. The Company has complied with all the mandatory requirements.

EURO LEDER FASHION LIMITED

Means of Communications:

- 1) Publication of quarterly results.
 - a. 1st Quarter :Mid August
 - b. 2nd Quarter :Mid November
 - c. 3rd Quarter :Mid February
 - d. Audited Accounts :End May
 - e. Annual General Meeting :August/September

The main source of information for shareholders is the Annual report, which includes, inter-alia the reports of the Directors and the auditors, the audited accounts and the Management's Discussion and Analysis Report on operations and outlook. The quarterly financial results are published in NEWS TODAY in English & MAALAI SUDAR in Tamil.

General Shareholder's Information:

- 2) Annual General Meeting: 23rd September, 2015
- 3) Financial year of the Company runs from 1st April to 31st March
- 4) Date of Book Closure: 17th September, 2015 to 23rd September 2015 (both days Inclusive)
- 5) The Company's equity shares are listed at the Bombay Stock Exchange. The Listing fee for the financial year 2015-2016 has been paid to the exchange. The equity shares have directed to be compulsorily traded in the dematerialized form and the company has entered into agreement with NSDL and CDSL
- 6) The ISIN No of the Company is INE 940E01011
Bombay Stock Exchange code No 526468.
- 7) Market Price Data & Performance.

Stock Market Price & Stock Performance - BSE

SHARE PRICE MOVEMENT MONTH WISE (IN RS)

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli.Qty to Traded Qty	* Spread	
										H-L	C-O
Apr 14	6.60	10.95	6.28	10.95	4,022	74	31,723	4,233	105.25	4.67	4.35
May 14	11.49	14.45	10.41	12.60	1,410	50	16,443	1,410	100.00	4.04	1.11
Jun 14	13.20	18.22	12.57	16.50	4,973	91	75,947	4,973	100.00	5.65	3.30
Jul 14	15.70	19.65	14.85	17.75	2,187	82	34,285	2,187	100.00	4.80	2.05
Aug 14	18.60	19.10	15.75	18.10	174	34	2,988	174	100.00	3.35	-0.50
Sep 14	19.00	19.00	12.50	12.50	884	51	12,776	884	100.00	6.50	-6.50
Oct 14	11.88	13.19	9.30	9.80	1,939	68	21,197	1,939	100.00	3.89	-2.08
Nov 14	10.29	10.29	7.68	7.68	33,927	322	3,03,594	33,927	100.00	2.61	-2.61
Dec 14	7.68	8.06	6.29	6.57	13,111	106	89,821	13,111	100.00	1.77	-1.11
Jan 15	6.50	9.84	6.50	9.50	23,953	187	1,89,611	23,953	100.00	3.34	3.00
Feb 15	9.97	14.25	9.96	12.40	1,413	74	14,672	1,413	100.00	4.29	2.43
Mar 15	12.40	12.40	10.00	11.50	232	37	2,527	232	100.00	2.40	-0.90

- 8) Registrar and Share Transfer Agents: Physical and Demat:
M/s. Cameo Corporate Services Ltd;
No.1.Club House Road,
Chennai - 600 002.

EURO LEDER FASHION LIMITED

9) Distribution of Share Holdings as on 31st March 2015

Category	No of Share Holders	%
Up to 5000	3862	81.67
5001-10000	527	11.14
10001-20000	212	4.48
20001-30000	35	0.74
30001-40000	32	0.68
40001-50000	11	0.23
50001-100000	19	0.40
100000 and above	31	0.66
TOTAL	4729	100

10) Plant Location: No.10, PP Amman Koil Street, Nagalkeni, Chennai - 600 044
R.N. Kandigai, Kacheepuram District - 603 403
No.24, Parganas Amtala, Kolkata - 743398

11) Address for Correspondence: No.99.G.S.T.Road,
Pallavaram, Chennai - 600 043
Phone: 044-42943204, 044-42943203, 044-42943202
FAX : 044-42943222

12) Shareholding pattern as on 31st March, 2015

Category	No of shares held	% of share holding	Shares pledged or otherwise	
			No of shares	% of shares
PROMOTERS HOLDINGS				
Indian Promoters	11,19,895	25.03	NIL	NIL
Relatives & Friends	6,56,757	14.68	NIL	NIL
Sub total	17,76,652	39.71	NIL	NIL
INSTITUTIONAL INVESTORS				
A. Mutual Fund and UTI	17,800	0.40		
B. Banks, Financial Institutions, Insurance Companies, (Central / State Govt. Institutions / Non government institutions)	Nil	Nil		
C. Foreign Institutional Investors.	Nil	Nil		
OTHERS				
A. Bodies Corporate.	44,218	0.99		
B. Individual shareholders holding nominal share capital up to Rs.1 Lakh.	20,14,279	45.03		
C. Individual shareholders holding nominal share capital above Rs.1 Lakh.	5,60,256	12.52		
D. Any other (specify) –				
Hindu Undivided Families	10,805	0.24		
Non Resident Indians	49,190	1.10		
Any other	400	0.01		
Sub total	26,96,948	60.29		
GRAND TOTAL	44,73,600	100		

The promoter's holdings in the company have not been pledged by any of the holders

ON BEHALF OF THE BOARD

Chennai
31.07.2015

RM.Lakshmanan
Whole Time Director

S.Jambunath
Director

EURO LEDER FASHION LIMITED

Auditor's Certificate on Compliance with the conditions of Corporate Governance under clause 49 of the Listing Agreement(s)

To the members of Euro Leder Fashion Limited

We have examined the compliance of the conditions of Corporate Governance by M/s Euro Leder Fashion Limited, for the year ended 31st March 2015, as stipulated in Clause 49 of the Listing agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In Our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

We state that no investor grievance(s) are pending for a period exceeding one month against the Company, as per the records maintained by the Shareholder/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the Management has conducted the affairs of the Company.

Place: Chennai
Date : 29.05.2015

For N.VENKATESAN ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No.004632S

(N.VENKATESAN)

Partner.

Membership No.22021

EURO LEDER FASHION LIMITED

Independent Auditor's Report

To the Members of
Euro Leder Fashion Limited.

Report on the Financial Statements

We have audited the accompanying financial statements of Euro Leder Fashion Limited. ("the Company"), Which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Company's act, 2013 ("the act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Company's (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safe guarding the assets of the Company and for preventing and detecting frauds and other irregularities; selections and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the act and the rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and Fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

EURO LEDER FASHION LIMITED

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the statement of Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of information and according to the explanations given to us:
 - i) the Company has disclosed the impact of pending litigations on its financial positions in its financial statements in note no. D to the financial statements;
 - ii) the Company did not have any long term contracts including derivative Contracts for which there were any material foreseeable losses;
 - iii) there has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company.

Place: Chennai
Date : 29.05.2015

For N.VENKATESAN ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No.004632S

(N.VENKATESAN)
Partner
Membership No.22021

EURO LEDER FASHION LIMITED

Annexure referred to in paragraph 1 of Our Report of even date to the members of Euro Leder Fashion Limited on the accounts of the company for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
2. (a) The inventory has been physically verified during the year by the management at reasonable intervals. In our opinion the frequency of verification is reasonable.

(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls have been noticed or reported.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Act.
7. (a) According to the information and explanation given to us and based on the records of the company, the company has been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
8. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

EURO LEDER FASHION LIMITED

9. The Company has not defaulted in repayment of dues to banks.
10. The Company has not given any guarantees for loan taken by others from banks or financial institution.
11. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
12. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit, nor have been informed of such case by the management.

Place: Chennai
Date: 29.05.2015

For N.VENKATESAN ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn.No.004632S

(N.VENKATESAN)
Partner.
Membership No.22021

Notes forming part of the financial statements for the year ended 31st March 2015

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 GENERAL

The accompanying financial statements have been prepared on historical cost conventions and in accordance with the generally accepted accounting principles.

1.2 FIXED ASSETS

Fixed assets are stated at cost.

1.3 DEPRECIATION

Depreciation is charged under Straight Line basis at the rates prescribed under Schedule XIV to the Companies Act, 1956. Depreciation on fixed assets added/disposed off during the year is provided on pro-rata basis.

1.4 INVENTORIES

Stock of raw material, work in progress, finished goods and consumables are valued at cost or net realizable value whichever is lower.

1.5 REVENUE RECOGNITION

(i) Duty Drawback claim are accounted on accrual basis.

(ii) The Company is entitled for import licence in respect of export made under DFIA (Duty Free Import Authorisation) basis. The import licence sold is accounted on net of Sales Tax.

1.6 BORROWING COST

Borrowing costs are recognized as an expense in the period in which they are incurred. No borrowing has been made for the acquisition of fixed asset. Borrowing cost, in respect of borrowing made for the purpose of acquisition of fixed asset if any will be capitalized until all the substantial activities necessary to prepare such assets for their intended use are complete.

1.7 RETIREMENT BENEFITS

(A) Leave Salary: The Company's policy is to settle the claim of the employee's in respect of encashment of leave benefit at the time of retirement by the respective employees.

(B) Gratuity: Provision for accrued liability of gratuity is made on the basis of going concern (not actuarially) determined and in terms of the payment of Gratuity Act, 1972.

(C) Pension/ Superannuating fund: Employers Contribution to pension / superannuating fund shall be in accordance with the scheme of the company.

1.8 FOREIGN CURRENCY TRANSACTION

Transactions in foreign currency are recorded at the rate of exchange at the time of relevant transaction. Exchange differences are accounted on actual realization/settlement.

1.9 SEGMENT REPORTING

The company is engaged in the manufacturing and exporting of leather garments. Hence there is no secondary segment to be reported.

EURO LEDER FASHION LIMITED

1.10. TAXES ON INCOME

Provision for Income Tax is made for both current and deferred taxes. Provision for current Income Tax is made on the assessable income at the tax rates applicable to the relevant assessment years. Deferred Tax is accounted for by computing the tax effect of the timing difference, which arise during the year and reversed out in the subsequent periods. Deferred Tax is calculated at currently applicable tax rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.

1.11. Income Tax demand amounting to Rs.4,04,363/- for the Assessment Year 2001-02 has been paid in full and an appeal is pending before the Commissioner of Income Tax (Appeals) III, Chennai.

1.12. Export Sales have been taken as Net Realisation Value for the year.

1.13 a) No dues to MSME undertakings to whom the Company owes any sum outstanding for more than 30 days.

b) No dues either principal or interest remaining unpaid to any supplier under the Micro Small and Medium Enterprise Development Act, 2006. Similarly no payments have been made to the suppliers beyond the appointed day without adding interest. No interest accrued and remaining unpaid during the year.

c) No amount is paid/payable by the Company under Sec.44A of the Companies Act, 1956 (cess on Turnover). Since the rules specifying the manner in which the cess shall be paid has not been notified yet by the Central Govt.

(D) OTHER NOTES

	31.3.2015	31.3.2014
1. Contingent liability not provided for in respect of:		
(a) Income tax demand disputed pending on appeal (which includes income tax demand for the A.Y-2004-05 for Rs.704531/- has been paid in full and dispute pending on appeal)	41,08,129	41,08,129
(b) Bills discounted with banks	7,18,84,448	9,85,26,158
(c) Income tax demand for the A.Y.2003-04 and 2004-05 fully paid and pending before the assessing Officer in connection with Section 80HHC.		
(d) A.Y 2003-04 pending with CIT appeal III		
2. The Company has received insurance claim settlement amounting to Rs.42,29,575/- for Nagelkeni Unit and Rs.708013/- for Uthiramerur Unit during this year.		
3. MANAGERIAL REMUNERATION:		
Directors sitting Fees (No sitting fees is paid to Managing Director and Whole time Director)	50,000	36,000
4. REMUNERATION TO MANAGING DIRECTOR AND WHOLE TIME DIRECTOR:		
Salary	10,56,000	17,28,000
Other Perquisites	13,500	8,500
Total	10,69,500	17,36,500

Note: The remuneration paid to the Managing Director and Whole Time Director is within the limits specified under Schedule XIII to the Companies Act, 1956.

EURO LEDER FASHION LIMITED

5. RELATED PARTIES TRANSACTIONS:

The Company has entered into the following transactions with related parties as defined in Accounting Standard 18 issued by the institute of Chartered Accountants of India.

NATURE OF TRANSACTION

Factory Rent

Rental Deposit (Paid to Smt.L Meenal wife of a Director)	15,00,000
Rent Paid during the year	9,00,000

(B) RELATED PARTY DISCLOSURE

Nature of Relationship
(Wife of Whole time Director)

6. EARNING PER SHARE (EPS)

	31.3.2015	31.03.2014
Profit as per Profit & Loss account (Rs.In lacs).	48.55	371.92
Weighted Average number of equity shares (in lacs)	36.37	33.99
Basic and Diluted Earnings Per Share (Rs. P).	1.33	10.94
Nominal Value of Shares (Rs.).	10/-	10/-

7. The balances in sundry debtors, sundry creditors, loans, certain bank balances and advances including advances to capital contracts are subject to confirmation, reconciliation and consequential adjustments, if any, to be made.

(a) Capacities and Production (As certified by the Managing Director)

Licensed and Installed Capacity	UNITS	31.3.2015	31.3.2014
Leather Garments	Nos	1,50,000	1,50,000
Leather Goods	Nos	2,00,000	2,00,000
Actual production			
Leather Garments	Nos	83576	117632
Leather Goods	Nos	Nil	Nil

(b) Turnover	UNITS	Qty.	Rs	UNITS	Qty.	Rs.
Leather Garments	Nos	85219	420813914		117910	569234497
Leather	Sq.Ft	17194.80	2421628	Sq.ft	52987.81	4642185

(c) Opening and Closing Stock of Goods

Opening Stock	UNITS	Qty.	Rs.	UNITS	Qty.	Rs.
Leather Garments	Nos	2482	8255700	Nos	2760	98,58,550
Leather Goods	Nos	Nil	Nil	Nil	Nil	Nil
		<u>2482</u>	<u>8255700</u>			<u>98,58,550</u>

EURO LEDER FASHION LIMITED

Closing Stock:					
Leather Garments	839	57,28,822		2482	82,55,700
Leather Goods		Nil			Nil
		57,28,822			82,55,700

(d) Material Consumed	Sq. Ft	Rs.		Sq. Ft	Rs.
Leather	3458969	295362304		4876042.00	406039187
Other Accessories		55650267			57841987
		351012572			463881175

(e) Value of imported / indigenous material consumed

Imports-Landed Cos	10.29%	36136458		7.34%	34048256
Indigenous	89.71%	314876114		92.66%	429832919
	100%	351012572			463881175

(f) Value of Imports on C.I.F basis		Nil		Nil
(g) Expenditure in Foreign Currency				
Selling Expenses		Nil		Nil
(h) Foreign Travel		6.09		3.66
(i) Earning in Foreign Currency				
Exports of goods on F.O.B. value	Rs. 4036.28 lakhs			5454.01 Lakhs

8. Previous year figures have been regrouped wherever considered necessary to conform to current year's classification.

Place: Chennai
Date : 29.05.2015

EURO LEDER FASHION LIMITED

**M/S EURO LEDER FASHION LIMITED
BALANCE SHEET AS AT MARCH 31, 2015**

CIN:L18209TN1992PLC022134

(Amount in Rs.)

Particulars	Note	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
a) Share capital	2	36,370,500.00	33,990,332.40
b) Reserves and surplus	3	66,184,504.80	63,390,739.26
		102,555,004.80	97,381,071.66
Share application money pending allotment			
Non-current liabilities			
a) Deferred tax liabilities (Net)	4	1,494,438.00	1,430,962.00
b) Other long term liabilities	5	14,235,758.07	2,519,338.24
c) Long term provisions	6	7,323,103.00	-
		23,053,299.07	3,950,300.24
Current liabilities			
a) Short-term borrowings	7	110,684,172.19	144,408,995.19
b) Trade payables	8	19,452,020.01	32,550,927.30
c) Other current liabilities	9	24,247,035.09	42,296,935.01
d) Short-term provisions	10	4,050,000.00	9,473,103.00
		158,433,227.29	228,729,960.50
		284,041,531.16	330,061,332.40
Total			
ASSETS			
NON CURRENT ASSETS			
(a) FIXED ASSETS			
I) Tangible Assets	11	18,917,273.04	18,417,346.04
II) Intangible assets			
III) Capital work-in-progress	11	1,939,377.28	1,939,377.28
(b) Non Current Investments	12	8,751.00	8,751.00
(c) Long Term Loans and advances	13	27,234,351.52	15,811,556.52
		48,099,752.84	36,177,030.84
CURRENT ASSETS			
a) Current Investments	14	1,760,000.00	950,000.00
b) Inventories	15	56,693,872.00	57,880,560.00
c) Trade receivables	16	83,315,168.00	131,292,797.00
d) Cash and cash equivalents	17	51,101,322.43	50,480,286.05
e) Short-term loans and advances	18	22,031,100.20	45,248,215.51
f) Other current assets	19	21,040,315.69	8,032,443.00
		235,941,778.32	293,884,301.56
		284,041,531.16	330,061,332.40
Total		284,041,531.16	330,061,332.40
		-	-

Notes forming part of the financial statements
As per our report of even date attached

For N.Venkatesan Associates
Chartered Accountants
Firm Regn No:004632S

For and on behalf of the Board of Directors

N.Venkatesan
Partner
Membership No.22021

RM.Lakshmanan
Whole Time Director

S.Jambunath
Director

M.Nagendra
Chief Financial Officer

Place:Chennai
DATED:29.05.2015

EURO LEDER FASHION LIMITED

M/S EURO LEDER FASHION LIMITED
CIN:L18209TN1992PLC022134

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015
(Amount in Rs.)

Particulars	Note	Year ended March 31, 2015	Year ended March 31, 2014
Incomes			
Revenue from operations	20	503,695,720.20	634,165,766.50
Other income	21	10,251,132.87	58,641,918.20
Total Revenue		513,946,853.07	692,807,684.70
Expenses			
Cost of materials consumed	22	351,012,572.35	463,881,175.29
Purchases of Stock-in-Trade			
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	-1,793,400.00	3,000,850.00
Employee benefits expense	24	40,878,634.75	38,195,834.00
Finance costs	25	8,577,896.52	9,502,793.95
Depreciation and amortization expense	26	2,007,236.00	1,765,310.00
Other expenses	27	108,409,067.91	139,269,258.84
Total Expenses		509,092,007.53	655,615,222.08
Profit before tax		4,854,845.54	37,192,462.62
Tax expense:			
Current tax		1,900,000.00	2,150,000.00
Deferred tax		63,476.00	131,333.00
Profit and loss appropriation account		97,604.00	-470,177.80
Profit and loss for the year		2,793,765.54	35,381,307.42
Earnings per equity share:			
Basic		1.33	10.94
Diluted		1.33	10.94

Notes forming part of the financial statements
As per our report of even date attached

For N.Venkatesan Associates
Chartered Accountants
Firm Regn No:004632S

For and on behalf of the Board of Directors

N.Venkatesan
Partner
Membership No.22021

RM.Lakshmanan
Whole Time Director

S.Jambunath
Director

M.Nagendra
Chief Financial Officer

Place:Chennai
DATED:29.05.2015

EURO LEDER FASHION LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rs.)

	Year ended 31.03.2015	Year ended 31.03.2014
A. Net Profit / (Loss) before extraordinary items and tax	4,854,845.54	37,192,462.00
Adjustments for:		
Depreciation and amortisation	2,007,236.00	1,765,310.00
(Profit) / loss on sale / write off of assets		
Finance costs	5,112,752.00	5,335,180.00
	7,119,988.00	7,100,490.00
Operating profit / (loss) before working capital changes	11,974,833.54	44,292,952.00
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	1,186,688.00	-964,064.00
Trade receivables	47,977,629.00	-13,919,184.00
Loans and advances	(2,023,552.38)	-15,604,077.00
Other current assets		
	47,140,764.62	-30,487,325.00
Adjustments for increase / (decrease) in operating liabilities:		
Other current liabilities & Provisions	(21,429,991.43)	30,057,503.00
	-21,429,991.43	30,057,503.00
Cash flow from extraordinary items	2,380,167.60	
Cash generated from operations	40,065,774.33	43,863,130.00
Net income tax (paid) / refunds	1,900,000.00	2,150,000.00
	41,965,774.33	46,013,130.00
Net cash flow from / (used in) operating activities (A)		
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(3,030,790.00)	-3,958,317.00
Proceeds from sale of fixed assets	523,627.00	7,903,961.00
Net cash flow from / (used in) investing activities (B)	-2,507,163.00	3,945,644.00
C. Cash flow from financing activities		
Net increase / (decrease) in working capital borrowings	(33,724,823.00)	4,920,341.00
Finance cost	(5,112,752.00)	-5,335,180.00
Net cash flow from / (used in) financing activities (C)	-38,837,575.00	-414,839.00
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	621,036.38	49,543,935.05
Opening Cash and cash equivalents as at 01.04.2014	50,480,286.05	936,351.51
Closing Cash and cash equivalents as at 31.03.2015	51,101,322.43	50,480,286.05
* Comprises:		
(a) Cash on hand	4,509.45	4,407.70
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	297,526.06	247,918.16
(ii) In EEFC accounts	773,237.00	367,991.64
(iii) In deposit accounts with original maturity of less than 3 months	50,026,049.92	49,859,968.55
(iv) In earmarked accounts (give details) (Refer Note (ii) below)		
(d) Others (specify nature)		
(e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)		
	51,101,322.43	50,480,286.05

This is the cash flow statement referred to in our report of even date

Notes: 1. Cash and cash equivalent represents cash and Bank balances

2. Previous Year figures have been regrouped wherever necessary to confirm to Current years classification.

For N.Venkatesan Associates
Chartered Accountants
Firm Regn No:004632S

For and on behalf of the Board of Directors

N.Venkatesan
Partner
Membership No.22021
Place:Chennai
DATED:29.05.2015

RM.Lakshmanan
Whole Time Director

S.Jambunath
Director

M.Nagendra
Chief Financial Officer

EURO LEDER FASHION LIMITED

Notes forming part of the Financial Statements as on 31.03.2015

Particulars	As at 31.03.2015 Amount in Rs.	As at 31.03.2014 Amount in Rs.
Shareholders funds		
2 Share Capital		
Authorized Capital	50,000,000.00	50,000,000.00
50,00,000 Equity Shares of Rs. 10/- each		
Issued, Subscribed and Paid up:		
4473600 Equity Shares of Rs. 10/- each fully paid up	44,736,000.00	44,736,000.00
Less:calls in arrears	8,365,500.00	10,745,667.60
Total Rs.	36,370,500.00	33,990,332.40
2.1 Shares in the Company held by each shareholder holding more than 5 per cent shares		
Name of the Shareholders	No of shares held	No of shares held
Shri.RM.Lakshmanan	1,080,495.00	1,080,095.00
% of holding	24.15	24.14
3 Reserves and Surplus		
Opening balance	63,390,739.26	28,009,431.84
Net Profit For the current year	2,793,765.54	35,381,307.42
Closing Balance	66,184,504.80	63,390,739.26
NON CURRENT LIABILITIES		
4 Deferred tax liabilities (Net)		
Related to Fixed assets	1,494,438.00	1,430,962.00
5 Other Long term Liabilities	14,235,758.07	2,519,338.24
6 Long term provisions	7,323,103.00	-
TOTAL Rs.	23,053,299.07	3,950,300.24
CURRENT LIABILITIES		
7 a) Short Term Borrowings-Secured-Ref Note No.7.1, 7.2 & 7.3		
a) Packing Credits	25,891,749.19	13,570,000.19
b) Bills negotiation with bank	71,884,448.00	98,526,158.00
c) Packing Credits in Foreign Currency (In Rs.) (Temporary credits against L / C or order)	12,907,975.00	32,312,837.00
TOTAL Rs.	110,684,172.19	144,408,995.19
7.1 Deposit of title deeds of land at adyar belong to the one of the directors relative of the Company		
7.2 First charge on Hypothication of Raw materials, Work in progress, Finished goods, consumable stores and spares meant for Exports and all other movable goods and properties of every description, Book Debts Present and Future, Plant and Machinery . &		
7.3 Personal guarantee of Two directors of the company		
8 b) Trade payables		
Trade payable-Suppliers	19,452,020.01	32,550,927.30
	19,452,020.01	32,550,927.30
9 c) Other current liabilities		
Other Current Liabilities	23,244,516.09	41,104,596.13
Statutory Dues	757,619.00	948,671.00
Due to Directors	244,900.00	243,667.88
TOTAL RS	24,247,035.09	42,296,935.01
10 d) 'Short-term provisions		
Provision for Income Tax	4,050,000.00	9,473,103.00
	4,050,000.00	9,473,103.00
TOTAL CURRENT LIABILITIES	284,041,531.16	330,061,332.40

EURO LEDER FASHION LIMITED

Notes forming part of the Financial Statements as on 31.03.2015

ASSETS	31.03.2015	31.03.2014
NON CURRENT ASSETS		
11 FIXED ASSETS		
I) Tangible Assets	18,917,273.04	18,417,346.04
II) Intangible assets	-	-
III) Capital work-in-progress	1,939,377.28	1,939,377.28
IV) Intangible assets under development	-	-
V) Fixed assets held for sale	-	-
Total Rs.	20,856,650.32	20,356,723.32
(b) Non Current Investments		
12 Trade Investments		
Equity Shares -Fully Paid up 154 Shares in Lakshmi Vilas Bank Ltd (Aggregate Value of quoted investment)	8,751.00	8,751.00
Total Rs.	8,751.00	8,751.00
13 (c) Long Term Loans and advances		
Unsecured Considered Good Capital Advances	-	-
Rental and Security Deposits	8,781,829.52	3,880,329.52
Advance Income Tax & Self assessment tax	11,931,227.00	11,931,227.00
Others	6,521,295.00	-
Total Rs.	27,234,351.52	15,811,556.52
Grand Total Rs.	27,234,351.52	15,811,556.52
CURRENT ASSETS		
14 Current Investment		
Canara Rebeco Gold Saving Fund	1,760,000.00	950,000.00
	1,760,000.00	950,000.00
15 Inventories		
(As Certified by the Managing Director)		
Raw Materials including Scraps	41,639,950.00	44,333,789.00
Consumables	5,004,822.00	5,291,071.00
Work in Progress	724,000.00	1,970,000.00
Finished Goods	9,325,100.00	6,285,700.00
Total Rs.	56,693,872.00	57,880,560.00

EURO LEDER FASHION LIMITED

Notes forming part of the Financial Statements as on 31.03.2015

ASSETS	31.03.2015	31.03.2014
16 Trade Receivables		
Unsecured		
Debts overdue for a period exceeding six months		
- Considered Good (exceeds one year)	794,828.00	455,888.00
- Doubtful		
Other debts		
- Considered Good (Current Year receivables)	82,520,340.00	130,836,909.00
- Doubtful		
Total Rs.	83,315,168.00	131,292,797.00
Less: Provision for doubtful debts		
Total Rs.	83,315,168.00	131,292,797.00
17 Cash and cash equivalents		
Balances with banks		
In Current Accounts	297,526.06	615,909.80
In EEFC Accounts	773,237.00	-
In Deposit	50,026,049.92	49,859,968.55
Cash on hand	4,509.45	4,407.70
Total Rs.	51,101,322.43	50,480,286.05
18 Short term Loans and advances		
Unsecured - Considered Good		
Loans and advances to related parties		
Loans and advances to employees	8,668,500.00	2,255,500.00
Rent Deposits	100,000.00	4,901,500.00
Value added Tax Input	-	27,855,655.98
Other advances	13,262,600.20	10,235,559.53
Total Rs.	22,031,100.20	45,248,215.51
Less: Provision for doubtful debts		
Total Rs.	22,031,100.20	45,248,215.51
19 F) Other Current assets		
Duty Drawback Receivable	9,749,177.00	8,032,443.00
Vat in put credit receivable	11,291,138.69	-
Total Rs.	21,040,315.69	8,032,443.00
TOTAL CURRENT ASSETS	263,184,880.84	309,704,609.08
TOTAL CURRENT AND NON CURRENT ASSETS	284,041,531.16	330,061,332.40

EURO LEDER FASHION LIMITED

		Year ended 31 March 2015	Year ended 31 March 2014
20	Revenue from operations		
	SALE OF PRODUCTS		
	Export Sales	422,647,047.20	571,079,962.00
	Local Sales	780.00	2,170,220.50
	CST Sales	-	4,000.00
	Second Sales	7,500.00	-
	Form H Sales	580,215.00	622,500.00
		423,235,542.20	573,876,682.50
	OTHER OPERATING REVENUES		
	Duty Draw Back received	54,402,067.00	44,552,685.00
	Import License Sold	26,058,111.00	15,736,399.00
	TOTAL	80,460,178.00	60,289,084.00
	TOTAL	503,695,720.20	634,165,766.50
21	Other Income		
	INTEREST INCOME		
	Interest received (F.D)	5,290,908.87	77,092.00
	Interest from ICICI Bank	11,422.00	41.00
	Rental Income	-	81,000.00
	Insurance Claim Received-Factory	4,937,588.00	-
	Insurance Claim Received-Vehicle	11,214.00	-
	Profit on Sale of Land	-	31,047,804.00
	Exchange Difference	-	27,435,981.20
	TOTAL	10,251,132.87	58,641,918.20
22	Cost of materials consumed (Ref Note No.27.2,27.3)		
	Materials Consumed- Leathers		
	Opening Stock	44,333,789.00	41,050,429.00
	Add : Purchases	292,668,465.84	409,322,547.47
		337,002,254.84	450,372,976.47
	Less : Closing Stock	41,639,950.00	44,333,789.00
	TOTAL	295,362,304.84	406,039,187.47
	Materials Consumed- Consumables		
	Opening Stock	5,291,071.00	4,609,517.00
	Add : Purchases	53,744,781.51	55,339,074.82
		59,035,852.51	59,948,591.82
	Less : Closing Stock	5,004,822.00	5,291,071.00
		54,031,030.51	54,657,520.82
	Add : Chemical Purchase	1,619,237.00	3,184,467.00
		55,650,267.51	57,841,987.82
	TOTAL	351,012,572.35	463,881,175.29
23	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		
	Increase/ (Decrease) In stock :-		
	Opening Stock		
	Finished Goods	6,285,700.00	9,858,550.00
	Work In Progress	1,970,000.00	1,398,000.00
		8,255,700.00	11,256,550.00
	Closing Stock		
	Finished Goods	9,325,100.00	6,285,700.00
	Work In Progress	724,000.00	1,970,000.00
	Increase / (Decrease In Stock)	-1,793,400.00	3,000,850.00

EURO LEDER FASHION LIMITED

		Year ended 31 March 2015	Year ended 31 March 2014
24	Employee Benefits Expense		
	Salaries and incentives		
	Directors Remuneration		
	Sri. A.R.Ramanathan Managing Director	300,000.00	720,000.00
	Sri. R.M.Lakshmanan Whole Time Director	360,000.00	360,000.00
	HRA To Directors :-		
	Sri. A.R.Ramanathan Managing Director	216,000.00	432,000.00
	Sri. R.M.Lakshmanan Whole Time Director	180,000.00	216,000.00
	Salaries & Wages	36,688,365.00	33,589,888.00
	Security Charges	545,294.00	517,690.00
	TOTAL	38,289,659.00	35,835,578.00
	Contributions to		
	Contribution to Provident fund	1,297,782.00	802,366.00
	Contribution to ESIC	238,281.00	209,116.00
	Staff welfare expenses	1,052,912.75	1,348,774.00
	TOTAL	2,588,975.75	2,360,256.00
	GRAND TOTAL	40,878,634.75	38,195,834.00
25	Finance costs		
	Interest Paid to Banks	5,112,752.53	5,335,180.49
	Bank Charges	3,465,143.99	4,167,613.46
	TOTAL	8,577,896.52	9,502,793.95
26	Depreciation and amortization expense		
	Depreciation	2,007,236.00	1,765,310.00
		2,007,236.00	1,765,310.00
27	Other expenses		
	Rent Paid	7,727,352.00	7,528,856.00
	Annul Listing Fees	130,337.00	-
	Agm Expenses	30,802.00	-
	Fees & Taxes	262,443.00	317,754.00
	Insurance	536,374.00	585,247.00
	Packing Material Consumed	42,954.00	222,140.60
	Air Freight & Transport Charges	19,062,537.44	26,108,670.69
	Export Agency Commission	9,819,223.00	14,089,890.00
	Selling expenses	-	6,541,014.00
	Postage,Telegram & Telephone	1,222,419.52	1,198,265.61
	Printing & Stationery	720,638.50	836,865.00
	Travelling & Conveyance	756,918.00	631,821.00
	Travelling & Conveyance (including overseas)	609,538.00	366,779.00
	Repairs & Maintenance :-		
	a. Building	365,425.00	647,109.00
	b. Computers	249,397.00	98,801.00
	c. Others	1,766,780.67	973,076.95
	d. Plant & Machinery	1,307,844.83	1,340,173.30
	Sitting Fees	50,000.00	36,000.00
	Advertisement Charges	42,600.50	23,062.50
	Professional Charges	358,626.00	414,476.00
	Boarding and lodging expenses	138,556.91	43,957.00
	Bad Debts Written Off	-	77,000.00
	Bonus Paid	2,705,885.00	-
	Leave Encashments	154,962.00	-
	Donations	21,701.00	47,501.00
	General Expenses	2,500.00	8,100.00
	Service Tax paid	310,042.00	313,416.00
	ECGC Premium	438,725.00	385,047.00

EURO LEDER FASHION LIMITED

	Year ended 31 March 2015	Year ended 31 March 2014
Exchange Rate Difference	7,643,852.71	-
Vehicle Maintenance	1,625,724.50	1,447,797.00
Forward contract Loss	-	1,553,366.00
Export Promotion Expenses	423,228.69	134,723.79
Pooja Expenses	123,969.00	111,328.00
Interest paid	2,559.00	-
FST Charges	27,843.00	19,426.00
Office Maintenance	309,425.00	167,511.00
Books & Periodicals	2,710.00	2,060.00
Entertainment expenses	1,500.00	-
Loss on sale of assets	353,922.00	244,595.00
Loss on fire accidents	-	1,500,000.00
Inspection charges	80,972.00	1,096.00
Rounded off	-125.66	-324.20
Membership & Subscription	13,500.00	13,500.00
Power & Fuel	1,744,785.12	2,011,556.16
Electricity Charges	2,726,007.00	3,017,329.00
Labour Charges	36,441,520.13	42,643,171.70
Leather Processing Charges	2,462,955.56	8,447,150.44
Commission Paid	5,485,137.49	15,014,950.30
Audit Fees (Ref Note No.27.1)	105,000.00	105,000.00
TOTAL	108,409,067.91	139,269,258.84
27.1 Amount Paid / Payable to Auditors		
Audit Fees	75,000.00	75,000.00
Taxation	25,000.00	25,000.00
Certification fees	5,000.00	5,000.00
TOTAL	105,000.00	105,000.00
27.2 Raw material Consumed		
Leather- 3458969 sq.ft & 4876042 sq.ft	295,362,304.84	406,039,187.47
Other Accessories	55,650,267.51	57,841,987.82
	351,012,572.35	463,881,175.29
27.3 Value of imported/indigeneous material consumed		
Import-Landed Cos-10.29% & 7.34%	36,136,458.00	34,048,256.00
Indigeneous-89.71% & 92.66%	314,876,114.35	429,832,919.29
Total -100%	351,012,572.35	463,881,175.29

EURO LEDER FASHION LIMITED
Notes forming part of financial statements for the year ended 31st March 2015
NON CURRENT ASSETS

FIXED ASSETS		Gross Block			Depreciation					Net Block	
Sl. No.	Particulars Tangible Assets	As at 01.04.2014	Additions	Deletions	As at 31.03.2015	Up to 01.04.2014	For the Year	Adjustment	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
1	Plant & Machinery	14,891,397.67	1,943,579.00	524,243.00	16,310,733.67	4,760,170.20	768,956.00	193,362.00	5,335,764.20	10,974,969.47	10,131,227.47
2	Furniture & Fixtures	4,273,025.25	60,556.00	-	4,333,581.25	1,620,889.85	272,043.00	-	1,892,932.85	2,440,648.40	2,652,135.40
3	Motor Car	8,280,805.28	896,355.00	327,614.00	8,849,546.28	3,040,051.77	804,907.00	134,868.00	3,710,090.77	5,139,455.51	5,240,753.51
4	Computer	957,330.00	130,300.00	-	1,087,630.00	564,100.34	161,330.00	-	725,430.34	362,199.66	476,247.66
		28,402,558.20	3,030,790.00	851,857.00	30,581,491.20	9,985,212.16	2,007,236.00	328,230.00	11,664,218.16	18,917,273.04	18,500,364.04
5	Work In Progress	1,939,377.28	-	-	1,939,377.28	-	-	-	-	1,939,377.28	1,681,463.00
		1,939,377.28	-	-	1,939,377.28	-	-	-	-	1,939,377.28	1,681,463.00
	TOTAL	30,341,935.48	3,030,790.00	851,857.00	32,520,868.48	9,985,212.16	2,007,236.00	328,230.00	11,664,218.16	20,856,650.32	20,181,827.04
	Intangible Assets										
	TOTAL	-	-	-	-	-	-	-	-	-	-
	GRAND TOTAL	30,341,935.48	3,030,790.00	851,857.00	32,520,868.48	9,985,212.16	2,007,236.00	328,230.00	11,664,218.16	20,856,650.32	20,181,827.04

EURO LEDER FASHION LIMITED

EURO LEDER FASHION LIMITED

CIN: L18209TN1992PLC022134

No.99, G.S.T Road, Pallavaram, Chennai – 600043

Tel: 044-42943204 Fax: 044 –42943222 e-mail: euroleder@yahoo.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

I/We, being the Member(s) ofshares of the above named Company, hereby appoint

1. Name : _____ Address : _____
Email Id : _____ Signature : _____, or failing him
2. Name : _____ Address : _____
Email Id : _____ Signature : _____, or failing him
3. Name : _____ Address : _____
Email Id : _____ Signature : _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on the 23rd day of September, 2015 at 11.00 A.M. at Mahalaya Residency, No.114, GST Road (Opposite to Areva) Pallavaram, Chennai – 600 043 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions
1	Adoption of Financial Statements for the year ended 31 st March 2015.
2	Re-Appointment Shri. RM Lakshmanan, who retires by rotation and being eligible offers himself for re-appointment.
3	Ratification of appointment of M/s. N Venkatesan Associates, Chartered Accountants, as Statutory Auditors.
4	Appointment of Smt. Jayamalini, as Independent Director of the Company
5	Re-Appointment of Shri.RM Lakshmanan as Whole-Time Director of the Company for a period of 5 years.

Signed this..... day of September 2015

Signature of shareholder

Signature of Proxy holder(s)

Please affix
Re. 1
Revenue
stamp Here

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

INTENTIONALLY KEPT BLANK

EURO LEDER FASHION LIMITED

EURO LEDER FASHION LIMITED

CIN: L18209TN1992PLC022134

No.99, G.S.T Road, Pallavaram, Chennai – 600043

Tel: 044-42943204 Fax: 044 –42943222 e-mail: euro_leder@yahoo.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

*DP ID :	Folio No :
*Client Id:	No. of Shares :

*Applicable for investors holding shares in electronic form

Name and Address of the Shareholder :

I hereby record my presence at the 23rd Annual general meeting of the Company held on Wednesday the 23rd day of September, 2015 At 11.00 A.M. at Mahalaya Residency, No.114, GST Road (Opposite to Areva) Pallavaram, Chennai – 600043

Signature of Shareholder / Proxy

INTENTIONALLY KEPT BLANK

INTENTIONALLY KEPT BLANK

Printed Matter

If undelivered please return to;

EURO LEDER FASHION LIMITED,
No.99 G.S.T.Road,
Pallavaram,
Chennai - 600 043

TIN No: 33670942466
 CST No: 632247
EURO LEDER FASHION LTD.
 99, G.S.T. ROAD, PALLAVARAM,
 CHENNAI-600 043, INDIA

FORM A

FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILLED WITH THE STOCK EXCHANGE

1. Name of the Company: M/S. EURO LEDER FASHION LIMITED
 2. Annual Financial Statements for the year ended: 31.03.2015
 3. Type of Audit observation: Unqualified
 4. Frequency of observation: N.A.

5. To be signed by-
 CEO/MANAGING DIRECTOR
 Director

For EURO LEDER FASHION LIMITED
 [Signature] Director
 No. 20
 S. Narayan Sairaj
 Ashok Nagar
 Chennai- 63
 CHARTERED ACCOUNTANTS

Auditor of the Company: M.M. 022021
 Audit Committee
 [Signature]
 [Mr. P.S. Natcham]