



# EURO LEDER FASHION LTD



MANUFACTURERS AND EXPORTERS  
GOODS

OF GENUINE LEDER GARMENTS AND LEDER

May 27, 2023

The Manager-Listing Compliance  
Department of Corporate Services,  
The BSE Limited,  
Floor 25, P. J Towers, Dalal Street,  
Mumbai-400001

Dear Sir,

**Ref: Scrip Code: 526468/ ISIN: INE940E01011**

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023**

In compliance with SEBI CircularNo. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019; please find enclosed copy of Annual Secretarial Compliance Report dated May 27, 2023 received from Practicing Company Secretary for the financial year 2022-23

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,  
**For Euro Leder Fashion Limited**

**Aakriti sharma**  
Company Secretary

**Encl: As above**

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

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

CIN No. : L18209TN1992PLC022134

GSTIN : 33AAACE0729P1ZM

**SECRETARIAL COMPLIANCE REPORT OF M/s. EURO LEDER FASHION LIMITED FOR  
THE YEAR ENDED 31<sup>st</sup> MARCH, 2023**

*[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

I, **S. Ganesan**, Practicing Company Secretary, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **EURO-LEDER FASHION LIMITED (CIN:L18209TN1992PLC022134)** (“the listed entity”), having its registered office at No. 10, P.P Amman Koil Street, Nagelkeni, Chromepet, Chennai,-600044. Secretarial Review was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined;

- a) All the documents and records made available to us and explanation provided by M/s. Euro-Leder Fashion Limited (“the listed entity”) ,
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the Financial year ended March 31, 2023 (“**Review Period**”) in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable during the review period**)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable during the review period**)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable during the review period**)

- f) Securities and Exchange Board of India (Issue and Listing of Non - Convertible Securities) Regulations, 2021; **(Not applicable during the review period)**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depository and participants) Regulations, 2018;
- i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable during the review period)**
- j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable during the review period)**
- k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 **(Not applicable during the review period)**
- l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 **(Not applicable during the review period)**

**I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:**

S.No	Compliance Requirement (Regulations /circulars /guidelines including specific clause)	Regulation Nos	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations	Management Response	Remarks
1	<b>Not Applicable</b>									

**(b) The listed entity has taken the following actions to comply with the observations made in previous reports:**

S.No	Compliance Requirement (Regulations/circulars /guidelines including specific	Regulation No	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amt	Observations	Management Response	Remarks
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	<b>clause)</b>								
<b>Not Applicable</b>									

**II) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:**

<b>S. No</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observations/Remarks by PCS*</b>
<b>1</b>	i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year	<b>Yes</b>	The statutory auditors has resigned on 19 <sup>th</sup> January, 2023 expressing their inability to continue as Statutory Auditors as majority partners of the firm have called for dissolution of the firm w.e.f 1 <sup>st</sup> January, 2023 and consequently were unable to issue the LRR for the quarter ended 31 <sup>st</sup> December, 2022. Subsequently the Company appointed a new statutory auditor and obtained the Limited Review Report for the said quarter
	Other conditions relating to resignation of statutory auditor		

	<p>i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) in case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) in case of auditor proposes to resign all concerns with respect to proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii) <b>Disclaimer in case of non-receipt of information:</b></p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<b>NA</b>	<b>Nil</b>
<b>3</b>	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019	<b>NA</b>	<b>Nil</b>

**III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:**

<b>S.No</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observations/ Remarks by PCS*</b>
<b>1</b>	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with Auditing Standards issued by ICSI, namely SS-1 to SS-2.</p>	<b>Yes</b>	<b>Nil</b>

**S GANESAN, FCS****Company Secretaries in Practice**

F 4779/ COP 8336

Cell: 9840861781/9444720213

Email: shadamarshaniyer@gmail.com

Door No.19, 22<sup>nd</sup> Cross Street,  
Hindu Colony, Nanganallur,  
Chennai - 600061

<b>2</b>	<b><u>Adoption and timely Updation of the Policies:</u></b> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	<b>Yes</b>	<b>Nil</b>
<b>3</b>	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website</li><li>• Timely dissemination of the documents/ information under a separate section on the website</li><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li></ul>	<b>Yes</b>	<b>Nil</b>
<b>4</b>	<b><u>Disqualification of Director:</u></b> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013</p>	<b>Yes</b>	<b>Nil</b>
<b>5</b>	<b><u>To examine details related to subsidiaries of listed entities</u></b> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	<b>NA</b>	The Company has no Material Subsidiaries
<b>6</b>	<b><u>Preservation of Documents:</u></b> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<b>Yes</b>	<b>Nil</b>
<b>7</b>	<b><u>Performance Evaluation:</u></b> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	<b>Yes</b>	<b>Nil</b>
<b>8</b>	<b><u>Related Party Transactions:</u></b> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval has been obtained the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	<b>NA</b>	<b>Nil</b>
<b>9</b>	<b><u>Disclosure of events or information:</u></b> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<b>Yes</b>	<b>Nil</b>

<b>10</b>	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	<b>Yes</b>	<b>Nil</b>
<b>11</b>	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	<b>NA</b>	No action has been taken by against the entity, during the period under review
<b>12</b>	<b><u>Additional Non-compliances, if any:</u></b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	<b>NA</b>	No additional non – compliance have been observed during the period under review

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**SUBRAMANI**  
**AN GANESAN** Digitally signed by  
SUBRAMANIAN GANESAN  
Date: 2023.05.27 16:15:42  
+05'30'

**Place: Chennai**  
**Date: 27<sup>th</sup> May, 2023**  
**UDIN:F004779E000399131**

**S. GANESAN**  
**Practicing Company Secretary**  
**FCS: 4779 C.P.No.8336**  
**PR No. 2685/2022**