



# EURO LEDER FASHION LTD



MANUFACTURERS AND EXPORTERS

OF GENUINE LEDER GARMENTS AND LEDER GOODS

To,

5<sup>th</sup> September, 2025

The Department of Corporate Relations  
BSE Limited  
P.J. Towers, 25<sup>th</sup> Floor, Dalal Street,  
Mumbai – 400 001

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

**Sub: Notice convening the 33<sup>rd</sup> AGM as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

We are enclosing a copy of Notice convening the 33<sup>rd</sup> AGM which is scheduled to be held on Friday, 26<sup>th</sup> September, 2025 through Video Conferencing/Other Audio Visual (VC/OAVM) facility .

This intimation pursuant to provisions of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015,

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For EURO LEDER FASHION LIMITED**

**Ritu Sharma**  
**Company Secretary**

**Registered Office & Factory : No.11,First Floor, K.M.Adam  
Street, Nagelkeni, Chrompet, Chennai - 600 044, India.**

**Phone : 91-44 4613 7318- e-mail : [admin@euroleder.com](mailto:admin@euroleder.com)**

**CIN No. : L18209TN1992PLC022134**

**GSTIN : 33AAACE0729P1ZM**



**33<sup>rd</sup> ANNUAL REPORT**  
**2024 – 2025**

**EURO LEDER FASHION LIMITED**  
**(CIN: L18209TN1992PLC022134)**

<b>Board of Directors</b>	1. Mr. RM Lakshmanan-Managing Director 2. Mr. L.Ramanathan -Whole Time Director  (Resigned with effect from 23 <sup>rd</sup> May, 2025) 3. P Shanmathy- Non-Executive, Independent Director  4. Ravindran Varadarajan- Non Executive, Independent Director  5. Kavinesan I.M - Non Executive Director  6. Mrs. Ashitha K- Non-Executive, Independent Director  (Appointed with effect from 6 <sup>th</sup> August, 2025)
<b>Chief Financial Officer</b>	Mr. Nagendra M
<b>Company Secretary</b>	Mrs. Ritu Sharma
<b>Auditors</b>	M/s. Darpan & Associates Chartered Accountants No.11/12, Shyam Avenue, College Road, Nungambakkam, Chennai - 600006
<b>Registered Office</b>	No.11,First Floor, K.M.Adam Street, Nagelkeni, Chrompet, Chennai-600044 Tel: 044-46137318
<b>Factories</b>	Factory 1 : No.11,First Floor, K.M.Adam Street, Nagelkeni, Chromepet, Chennai - 600 044  Factory 2: R.N.Kandigai, Vadadavur, Kacheepuram District-603403
<b>Registrar and Share Transfer Agent</b>	Cameo Corporate Services Ltd., “Subramanian Building” No.1, Club House Road, Chennai - 600 002 Tamil Nadu
<b>Bankers</b>	Canara Bank, Midcorporate Branch, Chennai
<b>Listing on Stock Exchange</b>	BSE Limited
<b>ISIN</b>	INE940E01011
<b>Scrip Code</b>	526468

## **NOTICE**

**Notice** is hereby given that the **THIRTY THREE (33<sup>RD</sup>) ANNUAL GENERAL MEETING (AGM)** of the Members of **EURO-LEDER FASHION LIMITED (CIN: L18209TN1992PLC022134)** will be held on **Friday , September 26, 2025 at 11.30 a.m.** Indian Standard Time (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of Board of Directors and Auditors report thereon.
2. To appoint a Director in place of Mr. Kavinesan I.M (DIN: 10519751) who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Approval for appointment of Mrs. Ashitha K (DIN: 07233606) as an Independent Non-executive Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (" the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Ashitha K (DIN: 07233606), who was appointed as additional Director (Non-Executive, Independent) with effect from 6<sup>th</sup> August, 2025 and has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member of the Company proposing her candidature for the office of an Independent Director be and is hereby appointed, as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 6<sup>th</sup> August, 2025 to 5<sup>th</sup> August, 2030 ".

**RESOLVED FURTHER THAT** Board of Directors /Managing Director/Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters or things and take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution".

#### **4. To consider and appoint S. Ganesan, Company Secretary in Practice as Secretarial Auditor of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, Mr. S. Ganesan, (Peer reviewed Certificate No. 2685/2022) Company Secretary in Practice (Membership Number FCS: 4779) be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of 38<sup>th</sup> AGM of the Company to be held in the year 2030, covering the period from the financial year ending 31st March 2026 till the financial year ending 31st March 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

**Date: 6th August, 2025**  
**Place: Chennai**

**By Order of the Board of Directors**  
**For EURO LEDER FASHION LIMITED**  
**RM.Lakshmanan**  
**Managing Director**  
**(DIN: 00039603)**

**(CIN: L18209TN1992PLC022134)**

**Registered Office:**

No.11,First Floor,  
K.M.Adam Street, Nagelkeni, Chrompet,  
Chennai - 600 044  
Website: [www.euroleder.com](http://www.euroleder.com)

## **IMPORTANT NOTES:**

1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice
2. The Ministry of Corporate Affairs, vide its General Circular Nos. 14/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 8th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December 2022, 25th September 2023 and 19th September 2024, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, to conduct AGM through VC/ OAVM facility in accordance with the requirements provided in paragraph 3 and paragraph 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with aforesaid MCA Circulars, aforesaid SEBI Circular, provisions of the Act and the Listing Regulations, the 33<sup>rd</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 33<sup>rd</sup> AGM shall be the Registered Office of the Company.
3. General instructions for accessing and participating in the 33<sup>rd</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
  - a) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 33<sup>rd</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 33<sup>rd</sup> AGM through VC/OAVM Facility and E-Voting during the 33<sup>rd</sup> AGM. As the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice
  - b) CDSL will be providing facility for voting through remote e-Voting, for participation in the 33<sup>rd</sup> AGM through VC/OAVM Facility and e-Voting during the 33<sup>rd</sup> AGM.
  - c) Members may join the 33<sup>rd</sup> AGM through VC/OAVM Facility by following the procedure, as mentioned below, which shall be kept open for the Members from 11:00 a.m. i.e. 30 minutes before the time scheduled to start the 33<sup>rd</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 33<sup>rd</sup> AGM.
  - d) Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, statutory auditors, can

attend the 33rd AGM without any restriction on account of first-come first basis.

- e) Attendance of the Members participating in 33rd AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- f) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, as amended, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 33rd AGM and facility for those Members participating in the 33rd AGM to cast vote through e-Voting system during the 33rd AGM.
- g) Members may please note that SEBI vide its circular dated 25 January, 2022 has mandated listed companies to issue securities in demat mode only while processing service requests viz., transfer, transmissions, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further SEBI vide its circular dated 18 May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.
- h) As per the SEBI circular dated 3rd November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from depository participants or downloaded from <https://cameoindia.com> Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities
- i) The Registers as required to be maintained under Section 170 and Section 189 of the Companies Act, 2013 and other requisite documents mandated under applicable statutory regulations will be available for inspection by the members during the AGM. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company during 10 am to 5 pm on all working days of the Company

#### **4. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

- i) **The -voting period begins on 23rd September, 2025 at 9.00 a.m. (IST) and ends on 25th September, 2025 at 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 i.e 19th September, 2025** may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue. .

- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

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

- iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Share holders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can



	visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> /either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Type of shareholders	Login Method

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

V) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form

- 1) The shareholders should log on to the e-voting website: **[www.evotingindia.com](http://www.evotingindia.com)**
- 2) Click on “Shareholders” tab.
- 3) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- 6) If you are a first time user, follow the steps given below:

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

VI) After entering these details appropriately, click on “SUBMIT” Tab.

VII) Members holding Shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

X) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

XII) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

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

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

XV) If Demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system

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

**Note for Non-Individual Shareholders and Custodians:**

- Non-Individual Shareholders/Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [m\\_nagendra@euroleder.com](mailto:m_nagendra@euroleder.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

**5. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE AGM ARE AS UNDER:**

- a) The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting
- c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM. Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.
- d) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- e) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- f) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [m\\_nagendra@euroleder.com](mailto:m_nagendra@euroleder.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [m\\_nagendra@euroleder.com](mailto:m_nagendra@euroleder.com). These queries will be replied by the company suitably.
- g) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- h) Institutional Investors who are shareholders of the Company, are encouraged to attend and vote in the 33<sup>rd</sup> AGM through VC/OAVM Facility
- i) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- j) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- k) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33..

7. The Register of Members and Share Transfer Books of the Company will remain closed from **20<sup>th</sup> September, 2025 to 26<sup>th</sup> September, 2025** (both days inclusive).
8. 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.
9. Members desiring to have any clarification on Accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
10. The Shares of the Company have been activated for Dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vide ISIN: INE940E01011 members opt to dematerialize their shares may approach any Depository Participant (DP).
11. In Compliance with the MCA Circulars and SEBI Circulars, the Notice of the 33<sup>rd</sup> AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company Depositories. Members may note that the Notice and Annual Report 2024-25 will be available on the website of the Company at [www.euroleder.com](http://www.euroleder.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
12. Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 33<sup>rd</sup> AGM and the Annual Report for the year 2025 and all other communication sent by the Company, from time to time, can get their email address with the Company and or share transfer Agent, M/s. Cameo Corporate Services Limited
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited.
14. Mr. S.Ganesan , Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
15. During the 33<sup>rd</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 33<sup>rd</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 33<sup>rd</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 33<sup>rd</sup> AGM

16. The Scrutinizer shall after the conclusion of e-Voting at the 33<sup>rd</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 hours from the conclusion of the 33<sup>rd</sup> AGM.
17. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.euroleder.com](http://www.euroleder.com) and shall also be immediately forwarded to the BSE Limited.

**Date: 6<sup>th</sup> August 2025**

**Place: Chennai**

**By Order of the Board of Directors**

**EURO LEDER FASHION LIMITED**

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

**(CIN: L18209TN1992PLC022134)**

**Registered Office:**

No.11, First Floor,

K.M.Adam Street, Nagelkeni, Chrompet,

Chennai - 600 044

Website: [www.euroleder.com](http://www.euroleder.com)

## **EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos.3 to 4 of the accompanying Notice:

### **Item No.3**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, at their meeting held on 6<sup>th</sup> August, 2025 appointed Mrs. Ashitha K (DIN: 07233606) , as an Independent Non- Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of Five consecutive years to hold office from 6<sup>th</sup> August, 2025 to 5<sup>th</sup> August, 2030 and not liable to retire by rotation. Her appointment is subject to the approval of the Members of the Company. A notice has been received from a member proposing Mrs. Ashitha K as a candidate for the office of Director of the Company.

Mrs. Ashitha K has given a declaration to the Company that she is not disqualified under Section 164 of the Act for appointment as a Director under the Act and has also given her consent to act as Director of the Company.

Further, in terms of Regulation 25 of the Listing Regulations, Mrs. Ashitha K has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Non-Executive Director of the Company without any external influence.

Mrs. Ashitha K has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In the opinion of the Board, Mrs. Ashitha K fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Non- Executive Director of the Company and is independent of the management.

She shall be paid sitting fees for attending the Meetings of the Board and Committees if any thereof. She does not hold by herself or for any other person on a beneficial basis, any Shares in the Company

The draft letter of appointment of Mrs. Ashitha K setting out the terms and conditions of her appointment is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day and the same has also been hosted on the Company's website

The other details of Mrs. Ashitha K as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

Except Mrs. Ashitha K none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.



Accordingly, the Board recommends passing of this Special Resolution regarding her appointment as set out in item No.3 of the Notice convening the Meeting

#### **Item No. 4**

Pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Regulation 24A of the Listing Regulations, with effect from 1st April 2025, your Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries for not more than two terms of five consecutive years, as a Secretarial Auditor, with the approval of the members at its AGM and such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations.

Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditors of the Company before 31st March, 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditors taking into account the above requirements, the Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. S. Ganesan, Practicing Company Secretary as the Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion this Annual General Meeting ('AGM') till the conclusion of 38<sup>th</sup> AGM of the Company to be held in the Year 2030 covering the period from the financial year ending 31st March 2026 till the financial year ending 31st March 2030, subject to the approval of the members at the ensuing 33<sup>rd</sup> AGM of your Company.

The recommendation followed a detailed evaluation of proposals received by the Company and consideration of factors such as capabilities, independence, industry experience, subject matter expertise and past association with the Company

Mr. S. Ganesan, a practicing Company Secretary, brings over 15 years of extensive experience across diverse industries. He has successfully handled numerous assignments related to Secretarial Audits, Corporate Restructuring, Regulatory Compliance, Takeovers, and Mergers & Amalgamations. He also possesses strong expertise in Compliance Audits, Legal Due Diligence, and the drafting and vetting of a wide range of legal agreements.

The Company has received written consent from Mr. S. Ganesan, Practicing Company Secretary confirming his eligibility and willingness to be appointed as the Secretarial Auditor of the Company. He has also confirmed that he meets the requirements to be appointed as Secretarial Auditor in accordance with the provisions of the Act and Listing Regulations, and he holds a valid certificate issued by the Peer Review Board of ICSI and that he has not incurred any of the disqualifications as specified by the SEBI.

The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations. The Board of Directors in consultation with the Audit Committee and Secretarial Auditor may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the 33<sup>rd</sup> AGM.

Accordingly, the Board of Directors recommends aforesaid appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice of the 33<sup>rd</sup> AGM.

#### **Annexure to the Notice**

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

<b>Name</b>	<b>Mrs. Ashitha K</b>	<b>Mr. Kavinesan I.M</b>
Date of Birth	16/10/1980	25/09/1994
DIN	07233606	10519751
I Date of appointment & Qualifications	August 6, 2025  Bachelor's degree in Commerce from the University of Madras	March 06, 2024  Holds a Bachelor's degree in Mechanical Engineering from Anna University, Chennai.
Expertise in specific functional areas	Mrs. Ashitha K brings over 15 years of corporate experience, spanning fiscal management, human resources, strategic planning, and operational leadership. She has played a pivotal role in the establishment and growth of Tapco Pneumatics Pvt. Ltd., significantly enhancing its business operations for over a decade.  Mrs. Ashitha is affiliated with several professional organizations and is a frequent speaker at schools and colleges, where she delivers motivational talks. Her inspiring journey was featured under " <i>Women of Mettle</i> " in the January	Wide experience in finance, Accounts, investments, operational, and mutual fund.

	2020 edition of MOTORINDIA magazine. In recognition of her achievements, she was honored with the 'Pride of Namma Chennai – Industrial' award by the Elite Women Confederation (EWC), Chennai.	
Directorships held in other public companies/private companies (excluding foreign companies and Section 8 companies)	1. M/s. Tapco Elektra Private Limited  2. Easyfabs Interior Design Studio (OPC) Private Limited	Nil
Committee / Executive position held in other companies	Nil	Nil
Number of shares held in the Company	Nil	Nil
Relationship with other Directors	She is not related to any Director or promoter of the Company	He is not related to any Director or promoter of the Company

**Date: 6th August, 2025**

**Place: Chennai**

**(CIN: L18209TN1992PLC022134)**

**Registered Office:**

No.11, First Floor,  
K.M.Adam Street, Nagelkeni, Chrompet,  
Chennai - 600 044  
Website: [www.euroleder.com](http://www.euroleder.com)

**By Order of the Board of Directors**

**EURO LEDER FASHION LIMITED**  
**RM.Lakshmanan**  
**Managing Director**  
**(DIN: 00039603)**

## DIRECTORS REPORT TO THE MEMBERS

Your directors have pleasure in presenting to you their 33<sup>rd</sup> Annual Report together with the audited accounts of the Company for the year ended 31<sup>st</sup> March, 2025 and the Auditors' Report thereon

### 1. FINANCIAL RESULTS:

The summarized working results for the year ended 31.03.2025 as compared with the previous financial are as under:

(Rs. in lakhs)		
PARTICULARS	2024-25	2023-24
Total Income	2024.73	3552.25
<b>Less:</b> Total Expenses	1965.37	3457.08
<b>Profit before Depreciation and Taxation</b>	<b>59.36</b>	<b>95.16</b>
<b>Less:</b> Depreciation	37.89	45.06
<b>Profit before Tax</b>	21.47	50.10
Provision for Tax	2.03	19.41
<b>Profit after Tax</b>	<b>19.44</b>	<b>30.68</b>
Profit brought forward	1050.78	1020.10
Profit available for appropriation	1070.23	1050.78
<b>Profit/Loss carried to Balance Sheet</b>	<b>1070.23</b>	<b>1050.78</b>

### 2. PERFORMANCE:

During the financial year 2024–25, the Company recorded a total income of Rs. 2024.73 lakhs and reported a profit before tax of Rs. 21.47 lakhs, compared to Rs. 50.10 lakhs in 2023–24. The increasing disposable income of consumers, along with evolving fashion trends, has contributed to a growing global demand for leather-based products—including from major markets such as China. This trend is expected to drive market growth in the coming years.

### 3. CHANGE IN THE NATURE OF BUSINESS:

Your Company is engaged in the Business of Manufacturing of Leather Garments. There has been no change in the nature of business during the year under review.

### 4. DIVIDEND:

The Board of Directors has decided to retain the profits for the year and, accordingly, has not recommended any dividend.

### 5. TRANSFER TO RESERVE

Your Directors do not propose to transfer any amount to the reserves for the year.

## **6. 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 share Capital remained the same as previous year. The company during the year had not received any amount towards the calls in arrears and the Paid Up capital as on 31<sup>st</sup> March, 2025 is Rs.3,90,98,250/-.

## **7. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES & PERFORMANCE THEREOF:**

Your Company does not have any subsidiary, joint venture or associate company as at March 31, 2025. Hence, the details and performance thereof do not arise.

## **8. DEPOSITS:**

The Company has neither accepted nor renewed any deposits during the period under review. Hence, the details relating to deposits covered under the Chapter V is not required to disclose.

## **9. LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

During the year under review, the Company did not advance any loans, offer guarantees, or provide security as outlined in Section 186 of the Companies Act. However, the Company invested Rs. 0.09 lakhs in quoted shares, all within the limits specified under Section 186. For further details on these investments, please refer to the Company's financial statements.

## **10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board of the Company comprises five Directors: three Non-Executive, Independent Directors; one Non-Executive Director; and one Managing Director.

Consequent upon resignation of Mrs Aakriti Sharma, as the Company Secretary, the Board, at its meeting held on May 29, 2024, appointed Mrs. Ritu Sharma as the Company Secretary and Compliance Officer of the Company.

Mr. L. Ramanathan, who was appointed as the Whole-Time Director of the Company, has resigned from the Board with effect from May 23, 2025. The Board places on record its appreciation for his valuable contributions and dedicated service during his tenure as Whole-Time Director.

Mrs. Ashitha K was appointed as a Non-Executive, Additional Independent Director of the Company with effect from August 06, 2025, at the Board meeting held on that date. Accordingly, the Board recommends passing the Special Resolution relating to her appointment, as set out in Item No. 3 of the Notice convening the Meeting.

In accordance with Section 203 of the Companies Act, 2013, the Whole-Time Key Managerial Personnel (KMP) as of the date of this report are: Mr. RM Lakshmanan, Managing Director; Mr. M. Nagendra, Chief Financial Officer; and Mrs. Ritu Sharma, Company Secretary.

## 11. BOARD MEETINGS:

During the financial year under review, six Board Meetings were held on the following dates: May 29, 2024; July 24, 2024 August 12, 2024; November 11, 2024; December 09, 2024 and February 12, 2025. The intervals between these meetings were within the limits prescribed by the Companies Act, 2013. Details of the meetings and directors' attendance are provided below:

S.No	Name of the Director	Designation and Category	No. of Board Meetings held during the year	No. of Board Meetings attended during the year	Attendance of Last AGM
1	Mr.L.Ramanathan (1)	Executive, Whole time Director	6	6	Yes
2	Mr. RM Lakshmanan	Executive, Managing Director	6	6	Yes
3	Mrs.P.Shanmathy	Director, Non-Executive, Independent	6	6	Yes
4	Mr. Ravindran Varadarajan	Director, Non-Executive, Independent	6	6	Yes
5	Mr Kavinesan I.M	Non-executive Director	6	6	Yes
6	Mrs.Ashitha K (2)	Director, Non-Executive, Independent	6	0	NA

1. Mr.L.Ramanathan who was appointed as Whole Time Director resigned from the Board effective May 23, 2025
2. Mrs. Ashitha K (DIN: 07233606) was appointed as a Non-Executive, additional Independent Director of the Company, effective August 6, 2025, at the Board Meeting held on that date.

## 12. DECLARATION RECEIVED FROM INDEPENDENT DIRECTOR ON ANNUAL BASIS:

The Company has received necessary declaration from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 ("the Act") that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6). All the Independent Directors have registered themselves in the Independent Director's Database managed by the Indian Institute of Corporate Affairs.

### 13. COMMITTEES OF THE BOARD:

#### A) AUDIT COMMITTEE:

The Audit Committee consists of Five (5) Directors. All the members of the Audit Committee have accounting, financial and management expertise. The composition, powers, role and terms of reference of the Committee are constituted as per the Section 177 mentioned under the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015).

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 read with Schedule II of the SEBI Regulations, 2015. The Committee is vested with the necessary powers as defined in its Charter, to achieve its objectives.

During the financial year under review, Five (5) Audit Committee meetings were held on the following dates: May 29, 2024; July 24, 2024 August 12, 2024; November 11, 2024; and February 12, 2025. All recommendations made by the Audit Committee were accepted by the Board of Directors.

The present Audit Committee consists of the following Directors. Details of the meetings and directors' attendance are provided below:

Name of the Member	Category	Status	Meetings	
			Held	Attended
Mrs.P.Shanmathy	Non-executive, Independent Director	Chairman	5	5
Mr. Ravindran Varadarajan	Non-executive, Independent Director	Member	5	5
Mr Kavinesan I.M	Non-executive, Director	Member	5	5
Mrs.Ashitha K (1)	Non-executive, Independent Director	Member	5	0
Mr. RM Lakshmanan	Executive, Managing Director	Member	5	5

1) Mrs. Ashitha K (DIN: 07233606) was appointed as member of the Audit Committee, effective from 6th August, 2025

#### B) NOMINATION AND REMUNERATION COMMITTEE:

Term of reference:

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.

The Board has framed a policy to determine and identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors and Key Managerial Personnel.

The Committee met one time during the year under review—on 29th May, 2024 to review and recommend the appointment of Directors, Company Secretary etc

The present Nomination and Remuneration Committee consists of the following members. Details of the meetings and directors' attendance are as follows:

Sl No.	Name of the Member	Category	Status	Meetings	
				Held	Attended
1	Mrs.P.Shanmathy	Non-executive, Independent Director	Chairman	1	1
2	Mr. Ravindran Varadarajan	Non-executive, Independent Director	Member	1	1
3	Mr Kavinesan I.M	Non-executive Director	Member	1	1
4	Mrs.Ashitha K (1)	Non-executive, Independent Director	Member	1	0

1. Mrs. Ashitha K (DIN: 07233606) was appointed as a member of the Nomination and Remuneration Committee, from 6<sup>th</sup> August 2025

### **C) *STAKEHOLDERS RELATIONSHIP COMMITTEE:***

The Stakeholders Relationship Committee oversees, inter-alia, redressal of Shareholders and Investor grievances, transfer/ transmission/transposition of shares, Split, consolidation, issue of duplicate shares certificates, recording dematerialization/rematerialization of shares, non-receipt of Annual Reports and related matters.

The committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act to:

- Consider and resolve the grievances of security holders.
- Consider and approve issue of share certificates, transfer and transmission of securities,etc

During the year under review, the Committee held two meetings on 6<sup>th</sup> June, 2024 and 18<sup>th</sup> November, 2024 all of which were attended by its members. The Company did not receive any grievances or complaints during the year.



The present composition and details of the meeting and directors attendance are as follows:-

Sl No.	Name of the Member	Category	Status	Meetings	
				Held	Attended
1	Mr. L.Ramanathan(1)	Executive, Whole time Director	Member	2	2
2	Mrs.P.Shanmathy	Non-executive, Independent Director	Chairman	2	2
3	Mr. Ravindran Varadarajan	Non-executive, Independent Director	Member	2	2
4	Mr. Kavinesan I.M	Non-executive Director	Member	2	2
5	Mr. RM Lakshmanan	Executive, Managing Director	Member	2	2
6	Mrs. Ashitha K (2)	Non-executive, Independent Director	Member	2	0

1. Mr.L.Ramanathan ceased to be a member of Stakeholders Relationship Committee with effect from May 23, 2025 following his resignation from the Board.
2. Mrs. Ashitha K (DIN: 07233606) was appointed as a Member of Stakeholders Relationship Committee with effect from 6<sup>th</sup> August, 2025.

#### **14. 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.

#### **15. DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of Section 134 (5) of the Companies Act, 2013 with respect to Directors Responsibility Statement, your Directors confirm that they have:

- a) Followed in the preparation of financial statements, the applicable accounting standards and given proper explanation relating to material departures, if any;
- b) 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 at the end of the financial year 31<sup>st</sup> March, 2025 and of the profit and Loss Account of the Company for that period.

c) taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act so as to safeguard the assets of the company and to prevent and detect fraud and other irregularities;

d) prepared the annual accounts on a going concern basis.

e) laid down proper internal financial controls in the Company that are adequate and were operating effectively; and.

f) devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **16. STATUTORY AUDITORS:**

M/s.Darpan & Associates, Chartered Accountants, [Firm Registration No. 016156S], were appointed as Statutory Auditors of the Company at the 31<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2023 to hold office for a period of five years till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company. The Board was authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM. The Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company and the remuneration for the financial year 2024-25 is as per notes to the financial statement.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/explanation. The Notes on financial statements are self-explanatory, and needs no further explanation. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the year under review.

#### **17. INTERNAL AUDITOR:**

The primary objective of the Audit Committee is to oversee and ensure the effectiveness of the Management's financial reporting process. This involves ensuring accurate and timely disclosures with the highest standards of transparency, integrity, and quality in financial reporting. The Committee supervises the work conducted by Management, as well as the internal and statutory auditors. For the year 2024-25, a qualified Chartered Accountant has been appointed as the Internal Auditor to carry out the internal audit functions and activities of the Company.

#### **18. COST AUDIT:**

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost records and Audits) Rules, 2014, as amended from time to time, the business activities of the company do not fall under the scope of mandatory cost audit.

#### **19. SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed, a Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Auditors have confirmed they are not disqualified to be appointed

as the Secretarial Auditors of the Company for the year ending 31st March, 2025. The Secretarial Audit Report is annexed to this report as **Annexure - A**.

There are no qualifications or adverse remarks in the Secretarial Auditors' Report which require any clarification/ explanation.

During the year under review, the Secretarial Auditors had not reported any matter under Section 143 (12) of the Act therefore no detail is required to be disclosed under Section 134 of the Act.

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 and in terms of Regulation 24A of the Listing Regulations, with effect from 1st April 2025, your Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries for not more than two terms of five consecutive years, as a Secretarial Auditor, with the approval of the members at its AGM and such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations.

Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditors of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditors taking into account the above requirements, the Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. S. Ganesan Practicing Company Secretary as the Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion this Annual General Meeting ('AGM') till the conclusion of 38<sup>th</sup> (Thirty Eighth) AGM of the Company to be held in the Year 2030 covering the period from the financial year ending 31st March 2026 till the financial year ending 31st March 2030, subject to the approval of the members at the ensuing 33<sup>rd</sup> AGM of your Company.

The recommendation followed a detailed evaluation of proposals received by the Company and consideration of factors such as capabilities, independence, industry experience, subject matter expertise and past association with the Company.

## **20. EXTRACTS OF THE ANNUAL RETURN:**

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at <https://www.euroleder.com>

## **21. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:**

There are no significant and material orders were passed by the regulators or courts or tribunals against the Company, impacting the going concern status and Company's operation in future.

## **22. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

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

## **23. PARTICULARS OF EMPLOYEES:**

None of the employees draws remuneration above ceiling limits as per the provisions of Companies Act, 2013. Hence, details of the employees of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not furnished.

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) and Rule 5(2) 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.

#### **24. 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 – B**.

#### **25. RELATED PARTY TRANSACTIONS:**

All the transactions with the related parties were entered into by the Company during the period under review were in the ordinary course of business and at arm's length basis. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and at arm's length. All related party transactions are placed before the Audit Committee for review and approval. The details of related party transactions pursuant to clause (h) of sub-section 134 of the Act, is enclosed in Form AOC-2 as **Annexure – C**.

#### **26. MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis Report, emphasizing the business details, is attached and forms part of the report as **Annexure - D**.

#### **27. CORPORATE GOVERNANCE:**

Compliance with the corporate governance provisions outlined in Parts C, D, and E of Schedule V of SEBI (LODR) Regulations, 2015, is not applicable to the Company, as its paid-up equity share capital did not exceed Rs.10 crores and its net worth did not exceed Rs. 25 crores as of the end of the previous financial year. Therefore, a Report on Corporate Governance is not provided.

Regarding Part F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there are no shares held in the demat suspense account or unclaimed suspense account.

#### **28. LISTING WITH STOCK EXCHANGE:**

The Company confirms that it has paid the Annual Listing fees for the year 2025-26 to the BSE Limited where the Company's share are listed

#### **29. 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.

### **30. WHISTLE BLOWER POLICY/ VIGIL MECHANISM:**

In compliance with provisions of Section 177 of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has constituted Vigil Mechanism/Whistle Blower Policy for Directors, employees and vendors of the Company. The Whistle Blower Policy enables the Directors, employees and vendors to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or ethics Policy, thereby ensuring that the activities of the Company are conducted in a fair and transparent manner. The said policy is available at the Company's website at <https://www.euroleder.com>

We further affirm that no employee has been denied access to the audit committee during the year 2024- 25.

### **31. RISK MANAGEMENT POLICY AND INTERNAL FINANCIAL CONTROL:**

As per Regulation 21 of SEBI (LODR) Regulations, 2015, amendments regulation with effect from 10/01/2020, the provisions of this regulation shall be applicable to top 1000 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year. Hence it is not applicable to us since we are not falling under the category of top 1000 listed entities.

However, in the Audit Committee Meeting and Board of Directors' Meeting discussed about the elements of risk in different areas of operations and to develop various suitable actions associated to mitigate the risks.

### **32. ANNUAL EVALUATION:**

Pursuant to Section 134 of Companies Act, 2013 and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors has carried out an annual performance evaluation of the Board, it's Committees and Directors individually and is carried out as per the criteria laid down by the Nomination and Remuneration Committee.

Accordingly, as per Schedule V of Companies Act, 2013, 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.

### **33. SECRETARIAL STANDARDS:**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

### **34. CERTIFICATE UNDER REGULATION 34 OF SEBI (LODR) REGULATIONS, 2015**

Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a certificate received from a Company Secretary in practice is enclosed as **Annexure- E**

### **35.GENERAL SHAREHOLDER INFORMATION:**

Annual General Meeting	Friday, September 26, 2025 at 11.30 am (through VC/OAVM facility)
Deemed Venue	No.11, First Floor, K.M.Adam Street, Nagelkeni, Chrompet, Chennai - 600044
Financial year	April 1, 2024 to March 31, 2025
Book Closure	Saturday, 20th September, 2025 to Friday, 26th September, 2025 (both days inclusive)
E-Voting Period	From 9.00 a.m. (IST) on Tuesday, 23rd September, 2025 up to 5.00 p.m. (IST) on Thursday, 25th September, 2025
Cut-off date	19th September, 2025 (Friday)
Listing on Stock Exchange	BSE Limited
Registrar and Share Transfer Agent	Cameo Corporate Services Limited
ISIN/Scrip code	INE940E01011 Scrip Code :526468

During the year 2024-25, we continued the sustainability initiative with the aim of going green and minimizing our impact on the environment. Like the previous year, this year too, we are publishing only the statutory disclosures in the print version of the Annual Report. Additional information is available on our website, <https://www.euroleder.com> Electronic copies of the Annual Report 2024-25 and Notice of the 33rd AGM are sent to all members whose email addresses are registered with the Company / Depository Participant(s)

Pursuant to the various circulars issued by the Ministry of Corporate Affairs in 2021, 2022, 2023, 2024 and 2025 collectively named as MCA circulars in respect of holding of AGM through Video Conferencing and SEBI Circulars also in respect of holding of AGM through Video Conferencing and in the recent Circular dated 25th September 2023 and 19th September 2024, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, to conduct AGM through VC/ OAVM facility Hence we conduct our 33rd AGM through video conferencing. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.

In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 33rd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members maybe appointed for the purpose of voting through remote e-Voting, for participation in the 33rd AGM through VC/OAVM Facility and E-Voting during the 33rd AGM.

The Notice of the 33rd AGM and Annual Report for the year 2025 will be available on the website of the Company at [www.euroleder.com](http://www.euroleder.com) and on the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) for download

The Company is providing remote E-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for remote E-voting are provided in the Notice.

Members are requested to read the general instructions for accessing and participating in the 33rd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting as set out in the Notice of 33rd AGM

**36. 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 requirement of the Prevention of Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013. Internal complaints committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has not received any complaint of Sexual harassment during the year 2024-25 under review.

**37. NON APPLICABILITY OF STATEMENT OF DEVIATION(S) OR VARIATION(S) UNDER REGULATION 32 OF SEBI (LODR) REGULATION, 2015**

Your Company confirms that there have been no deviations or variations in the use of the proceeds from the Initial Public Offer (IPO), as required under Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company also affirms that the IPO proceeds have been utilized for the purposes outlined in the prospectus. Consequently, the Statement of Deviation(s) or Variation(s) is not applicable to the Company.

**38. CAUTIONARY STATEMENT:**

The cautionary Statement in this Report, more particularly those which relate to Management Discussion and Analysis as explained in the Directors Report, describing the Company's business overview, projections, operational performances, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances

**39. 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 for the growth of the Company.

**For and on Behalf of the Board of Directors  
EURO LEDER FASHION LIMITED**

**Place: Chennai  
Date: 6<sup>th</sup> August 2025**

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

**P.Shanmathy  
Director  
(DIN: 09743522)**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

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

To,  
The Members  
Euro Leder Fashion Limited  
No. 11, 1<sup>st</sup> Floor, K.M Adam Street,  
Nagelkeni, Chromepet, Chennai-600044

I have conducted the secretarial audit of the compliance of the applicable statutory provisions and adherence to good corporate practices by **M/s. Euro-Leder Fashion Limited (CIN: L18209TN1992PLC022134)**. The Company has Authorised Capital of Rs. 5,00,00,000/- and paid up capital of Rs. 3,90,98,250/-. The Company is listed with the BSE Limited with scrip code-526468 and ISIN- INE940E01011. Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of M/s. Euro-Leder Fashion Limited's 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, I hereby report that in my opinion, the company has, during the audit period covering its financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also 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 A**

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulations) Act, 1956 ("SCRA") and the rules made there under; **(Not applicable during the audit period)**
- iii) The Depositories Act, 1996 and the Regulations and Bye- Laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment **(Not applicable during the audit period)**
- 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018; ( Not applicable during the audit period)**
  - c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - f) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 **(Not applicable during the audit period)**
  - g) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 **(Not applicable during the audit period)**



- h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable during the audit period)**
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable during the audit period)**
- j) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the audit period)**
- k) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the audit period)**
- l) The Memorandum and Articles of Association: During the year under review the Company has complied with provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.
- vi) Other Laws applicable to the Company
  - a) The Factories Act 1948
  - b) The Industrial Dispute Act 1947
  - c) The Payment of wages Act 1936
  - d) The Minimum Wages Act 1948
  - e) The Employees State Insurance Act ,1948
  - f) The Employees' Provident Fund and Miscellaneous Provision Act, 1952
  - g) The payment of bonus Act, 1965
  - h) The Payment of Gratuity Act, 1972
  - i) The Contract Labour Abolition Act 1970
  - j) The Maternity Benefit Act 1961
  - k) The Child Labour (Prohibition and Regulation) Act 1986
  - l) The Industrial Employment (Standing Orders) Act 1946
  - m) The Income Tax Act, 1961
  - n) Shops and Establishments Act, 1948
  - o) The Customs Act, 1962
  - p) The Apprentice Act, 1961
  - q) The Finance Act
  - r) The Equal Remuneration Act, 1976
  - s) The Employment Exchange (Compulsory Notification of Vacancies Act) 1956

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
- (ii) The Listing agreements entered by the company with BSE Limited
- vii) During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above to the extent applicable to the Company:

I further report that:

- Subject to my observations the Board of Directors of the Company in general is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

- All decisions of the Board and Committees thereof were carried out with requisite majority.
- The Company has obtained all necessary approvals under the various provisions of the Act;
- 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;
- 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.

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 of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

I further report that 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: 13<sup>th</sup> August, 2025**  
**UDIN: F004779G000996561**

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

**Annexure- A to the Secretarial Audit Report of even date**

To,  
The Members  
Euro Leder Fashion Limited  
No. 11, 1<sup>st</sup> Floor, K.M Adam Street,  
Nagelkeni, Chromepet, Chennai-600044

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

- 1) Maintenance of secretarial record is the responsibility of the Management of the Company and 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 Secretarial records. The verification was done on test basis to ensure the correct facts as reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my report.
- 3) I have not verified the correctness and appropriateness of financial records and Book of Accounts of the company.
- 4) I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, wherever required.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management: My examination was limited to the verification of procedures on test basis.
- 6) 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.
- 7) The Secretarial Audit report is neither an assurance 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: 13<sup>th</sup> August, 2025**  
**UDIN: F004779G000996561**

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

**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**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

**1. CONSERVATION OF ENERGY**

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

The Company remains committed to energy conservation and continuously strives to enhance energy efficiency across its operations. Sustainability is a core element of the Company's business philosophy. To this end, the Company has implemented various initiatives, including stringent controls on energy usage and regular monitoring of consumption. These measures have not only contributed to cost savings but have also minimized machine downtime, reinforcing the Company's focus on operational efficiency and environmental responsibility.

(ii) **Steps taken by the Company for utilizing alternate sources of energy;**

The Company is actively exploring the use of alternate sources of energy as part of its long-term sustainability initiatives. (iii) Capital investment on energy conservation equipment;

During the year under review, the Company has not made any capital investment in energy conservation equipment.

**II. TECHNOLOGY ABSORPTION**

**Research and Development:**

While the Company does not have a dedicated R&D department, research and development activities are undertaken through its design and quality control teams as part of ongoing operational processes.

**Technology absorption, adaptation and innovation:**

The Company's manufacturing processes primarily involve basic cutting and stitching of leather garments. As a result, there is limited scope for technology absorption, adaptation, or innovation in the current operational framework.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**i) Activities relating to Exports:**

The Company has undertaken initiatives to enhance its export performance by exploring and developing new international markets for its products and services.

**ii) Total Foreign Exchange used and earned:**

F O B Value of Exports. : Rs. 1572.35 Lakhs  
Foreign Travel expenses : 34.46 lakhs

**On Behalf of the Board of Directors  
EURO LEDER FASHION LIMITED**

**Place: Chennai  
Date: 6<sup>th</sup> August, 2025**

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

**P.Shanmathy  
Director  
(DIN: 09743522)**

**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 arm's length transactions under third proviso thereto.**

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

**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	Mr.RM.Lakshmanan- Managing Director cum Promoter, Mr. L.Ramanathan- Whole Time Director cum Promoter Mrs.L Shwetha- relative of Managing Director
(b)	Nature of contracts/arrangements/transactions	Rent Payment
(c)	Duration of the contracts/arrangements/transactions	From 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2025
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Rs. 6,00,000/- each paid to Mr.RM.Lakshmanan- Managing Director cum Promoter , Mr. L. Ramanathan - Whole Time Director cum Promoter Mrs. L Shwetha- Relative of Managing Director  Ordinary Course of Business and at arm's length basis
(e)	Date(s) of approval by the Board	29 <sup>th</sup> May, 2024
(f)	Amount paid as advances, if any (Security Deposit)	Rs.15,00,000/-

**On Behalf of the Board of Directors  
EURO LEDER FASHION LIMITED**

**Place: Chennai  
Date: 6<sup>th</sup> August, 2025**

**RM.Lakshmanan                      P.Shanmathy  
Managing Director                  Director  
(DIN: 00039603)                  (DIN: 09743522)**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report on the business of the Company for the year ended 31<sup>st</sup> March, 2025 has been 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.

**1.COMPANY AND INDUSTRY STRUCTURE:**

The Company manufactures leather garments exclusively for export and has its factory at Pammal, Uttiramerur and Vadadavur. All the units are self-sufficient to perform their duties and functions. The commitment of the Company towards quality and customer orientation reflects in its well-established clientele.

The Indian Leather, Leather Products and Footwear Industry holds a prominent place in the Indian economy. This sector is known for its consistency in high export earnings and it is among the top ten foreign exchange earners for the Country.

The industry is bestowed with an affluence of raw materials as India is endowed with 20% of world cattle & buffalo and 11% of world goat & sheep population. Added to this are the strengths of skilled manpower, innovative technology, increasing industry compliance to international environmental standards, and the dedicated support of the allied industries.

The leather industry is an employment intensive sector, providing job to about 4.42 million people, mostly from the weaker sections of the society. Women employment is predominant in leather products sector with about 40% share. India is the 2nd largest exporter of leather garments, 2nd largest exporter of Saddlery & Harness and 5th largest exporter of Leather Goods in the world

The major markets for Indian Leather & Leather Products are USA with a share of 21.65%, Germany 11.24%, UK 9.07%, Italy 6.24%, France 4.83%, Spain 5.08%, Netherlands 5.12%, Belgium 2.27%, China 2.41%, UAE 2.60%, Poland 1.95%, and Vietnam 1.90%

The major production centers for leather and leather products in India are located in the States of Tamil Nadu – Chennai, Ambur, Ranipet, Vaniyambadi, Vellore, Pernambur, Trichy, Dindigul and Erode apart from other states like West Bengal, Uttar Pradesh Maharashtra, Punjab, Karnataka, Kerala, Delhi and Rajasthan.

**2. REVIEW OF OPERATIONS:**

During the financial year 2024–25, your Company recorded a turnover of Rs. 1769.02 lakhs and a net profit of Rs. 21.47 lakhs. Export sales stood at Rs. 1663.84 lakhs, as compared to Rs. 3130.15 lakhs in FY 2023–24. A detailed analysis of the financial performance is provided in the Director's Report. As on March 31, 2025, the Company had an outstanding term loan of Rs. 23.23 lakhs.

The Company operates in a single business segment—leather garments and related products—and the performance of this segment has been comprehensively discussed in the Director's Report and the accompanying Financial Statements.

In line with its short-term strategic objectives, the Company has implemented a time-bound production policy aimed at aligning output with market demand, thereby avoiding excessive inventory buildup. Focused efforts have been made to bring stock levels to their optimal range through tighter production control and inventory rationalization.

Despite these operational efficiencies, the sales and profit margins remain under pressure due to the following key factors:

- 1) Increase in major input costs particularly of leather.
- 2) Globally leather garments have registered a decline in realization and this affected India also.
- 3) Average price realization per garment to Rs.5566/- during the year.
- 4) Freight rates and selling expenses rose appreciably, further pushing the costs. These factors constitute the threats faced by the company
- 5) Demand for leather garments has decreased due to changing fashion trends or seasonal shifts.
- 6) Increased preference for synthetic, vegan, or sustainable alternatives in key markets (e.g., Europe, North America).
- 7) Disruptions due to COVID-19, shipping delays, or geopolitical tensions may impact timely delivery and reliability, affecting buyer confidence
- 8) Unfavorable exchange rate movements can reduce profit margins and make pricing uncompetitive in global markets
- 9) Growing awareness around animal rights and environmental impact has led to a decline in leather consumption in many countries.
- 10) Regulatory pressures on sustainable sourcing and carbon emissions are stricter abroad.

### **3. OUTLOOK:**

The India Leather Market was valued at USD 6.8 Billion in 2025 and is projected to reach USD 10.3 Billion by 2031, growing at a CAGR of 7.6% during the forecast period 2025-2031. The leather industry is one of India's oldest industries with a long heritage dating back centuries, and it plays an important role in contributing to the country's economy both through exports and employment generation. It has been estimated that this sector employs 2.5 million people directly or indirectly across various segments such as manufacturing, tanning, retailing etc., making it one of the largest employers in India after agriculture.

**Increasing Demand for Leather Goods:** Rising disposable income levels among consumers coupled with changing fashion trends have propelled demand for leather-based goods globally including from countries like China; this is expected to drive growth of the market over the next few years. In addition, there are numerous initiatives taken by local as well as regional government authorities encouraging production & sales of leather goods which will further fuel growth prospects for this market in near future

The prices associated with raw materials used in production process is quite expensive which ultimately affects profitability margins resulting reduced revenue opportunities companies operating within space creating challenge them.

Consumers' increasingly aware environmental problems related use natural resources manufacture commodities including animal hide, they looking eco-friendly alternatives instead of traditional methods sustain their lifestyles without harming planet - thereby boosting popularity of green leather products amongst customers.

The overall impact on revenue and profitability would have been better but for the depreciating rupee, given that sales are export-oriented, while majority of raw materials are procured domestically. Operating margins are expected to remain range bound at 6-6.5 per cent over the medium term.

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 expected to be healthy by FY 25-26 and the Company should register a healthy improvement in its performance by end of FY 2026.

#### **4. RISK AND CONCERNS**

Risks and Concerns Economic and political factors, both national and global that are beyond control and factors force majeure' may directly affect performance of the Company as well as the Leather industry. These factors include interest rates and its impact on availability of retail space, rate of economic growth, fiscal and monetary policies of governments, inflation, deflation, regulatory pressures on sustainable sourcing, consumer credit availability, consumer debt levels, geopolitical tensions, tax rates and policy, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, pandemics, and other matters that influence consumer confidence and spending.

The Company is subject to risks arising from material price and exchange rate fluctuations which may adversely affect our financial performance. The availability and retention of talent, product quality management, innovation and new product development, rapidly changing consumer preferences, impact of strategic and marketing initiatives, data security etc. may affect your Company.

Your Company monitors its major risks and concerns at regular intervals. Appropriate steps are taken in consultation with all the concerned including the Audit Committee and the Board to identify and mitigate such risks.

#### **5. ENVIRONMENT AND SAFETY:**

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

#### **6. HUMAN RESOURCES:**

Over the last year, Human Resources have taken various initiatives for employee benefit and retention. The initiatives undertaken by the Human Resources Department is always aimed at operationalizing the company's Vision and long



term & short term strategy. The relationship of your Company with employees has been cordial during the year.

#### **7. OTHER MATTERS:**

There were 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.

**On Behalf of the Board of Directors  
EURO LEDER FASHION LIMITED**

**Place: Chennai  
Date: 6<sup>th</sup> August, 2025**

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

**P.Shanmathy  
Director  
(DIN:09743522)**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

***(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)***

**To,  
The Members of  
Euro-Leder Fashion Limited  
No. 11, 1<sup>st</sup> Floor, K.M. Adam Street,  
Nagelkeni, Chromepet, Chennai-600044**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **EURO-LEDER FASHION LIMITED (CIN:L18209TN1992PLC022134)** having its registered office at No. 11, , 1<sup>st</sup> Floor, K.M. Adam Street, Nagelkeni, Chromepet, Chennai,-600044 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company
1	Shanmathy Periyasamy	09743522	26/09/2022
2	Varadarajan Ravindran	10378006	10/11/2023
3	Lakshmanan Ramanathan	08994282	21/12/2020
4	Ramanathan Lakshmanan	00039603	28/06/2021
5	Iyyanuservai Murugan Kavinesan	10378006	06/03/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Chennai  
Date: 24<sup>th</sup> July, 2025  
UDIN:F004779G000855299**

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

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Euro Leder Fashion Limited

#### Opinion

We have audited the accompanying Standalone financial statements of Euro Leder Fashion Limited (hereinafter referred to as "the Company"), comprising of the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2025; and its Profit, Total Comprehensive Income, the changes in Equity, and Cash Flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sl. No	Key Audit Matter	Auditors' Response
1	<b>Revenue Recognition – Sale of goods</b> Revenue from sale of goods is recognized when the control of goods is transferred to the customers. In terms of the application of the new revenue accounting standard Ind AS 115 (Revenue from Contracts with Customers), for some contracts, control is transferred either when the product is delivered to the customer's site or when the product is shipped, depending	We have performed the following principal audit procedures in relation to revenue recognised. <ul style="list-style-type: none"><li>• Understood the revenue recognition process, evaluated the design and implementation, and operating effectiveness of internal controls relating to revenue recognised.</li><li>• Selected samples and tested the operating effectiveness of internal controls, relating to transfer of control. We carried out a combination of procedures involving enquiry, observation and inspection of evidence in respect of operation of these controls.</li><li>• Tested the relevant information technology general controls, automated controls, and the related information used in recording and</li></ul>

Sl. No	Key Audit Matter	Auditors' Response
	on the applicable terms. The Management has exercised judgement in applying the revenue accounting policy while recognising revenue.	<p>disclosing revenue.</p> <ul style="list-style-type: none"> <li>• In respect of the selected sample of transactions: <ul style="list-style-type: none"> <li>○ Tested whether the revenue is recognised upon transfer of control to customer.</li> <li>○ We have evaluated the delivery and shipping terms of the contracts for revenue recognised during the period.</li> <li>○ We have also tested the location stock reports from Company warehouses, where applicable, for confirmation on sales quantity made during the year.</li> <li>○ Tested that the revenue recorded is after considering the applicable rebates and discounts.</li> <li>○ For samples near to period end, tested the acknowledgments of customers.</li> </ul> </li> </ul>
2	<p><b>Property, Plant and Equipment</b></p> <p>Management judgement is utilised for determining the carrying value of property, plant and equipment, intangible assets and their respective depreciation/ amortization rates. These include the decision to capitalise or expense costs; the annual asset life review; the timelines of the capitalisation of assets and the measurement and recognition criteria for assets retired from active use. Please refer accounting policy.</p>	<p>We have done verification of controls in place over the fixed assets cycle, evaluated the appropriateness of capitalisation process, performed tests to verify the capitalised costs, assessed the timelines of the capitalisation of the assets and assessed the derecognition criteria for assets retired from active use.</p> <p>Useful life review of assets has been assessed by the management. In performing these procedures, we reviewed the judgements made by management including the nature of underlying costs capitalised; determination of realizable value of the assets retired from active use; the appropriateness of asset lives applied in the calculation of depreciation/ amortization; and the useful lives of assets prescribed in Schedule II of the Companies Act, 2013.</p>

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's report, Management discussion and analysis and Report on corporate governance, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is no material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty

exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("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. A. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid Standalone financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Standalone financial statements have been kept so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including Other comprehensive income, and the Statement of Cash Flow and statement of changes in equity dealt with by this Report are in agreement with the relevant

- books of account maintained for the purpose of preparation of the financial statements.
- (d) In our opinion, the aforesaid Standalone 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 the written representations received from the directors of the Company as on 31st March, 2025 taken on record by the Board of Directors of the Company, none of the directors of the Company are disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “**Annexure – B**”; and
  - (g) With respect to the matter to be included in the Auditor’s Report under Section 197(16) of the Act, as amended, In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
  - (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has

caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared or paid any dividend during the year, hence compliance with provision of section 123 of the Act is not applicable for the year.
- vi. Based on our examination which included test checks, the Company has not used accounting software for maintaining its books of account for the whole of the financial year ended 31st March, 2025, which has a feature of recording audit trail (edit log) facility. Since the software does not have the feature of recording audit trail, the same has not been preserved.

*for* **Darpan and Associates**  
*Chartered Accountants*  
FRN No.: 016156S

Place: Chennai  
Date: May 28, 2025

**(Darpan Kumar)**  
*Partner*  
M. No.235817  
UDIN: 25235817BMJLNH9694



**ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT**  
**[Referred to in Paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of Euro Leder Fashion Limited (“the Company”) on the accounts of the company for the period ended 31<sup>st</sup> March 2025]**

1. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets  
(b) According to the information and explanations given to us, physical verification of PPE is being conducted in a phased manner by the management under a programme designed to cover all the PPE over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, a portion of the PPE has been physically verified by the management during the year and no material discrepancies between the books records and the physical PPE have been noticed.  
(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Notes 13 and 14 to the standalone financial statements, are held in the name of the Company.  
(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.  
(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2. (a) The management has conducted the physical verification of inventory at reasonable intervals during the year. We are informed that management has not discovered discrepancies of 10% or more in the aggregate for each class of inventory on verification between the physical stock and book records.  
In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.  
(b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.  
According to the information and explanations given to us, the quarterly returns filed with the banks are in conformity with the books of accounts.
3. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
  - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
  - (b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company’s interest.
  - (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
  - (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
  - (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- (g) The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
4. The Company has complied with the provisions of the section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from public during the year hence the directives issued by RBI and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2015, are not applicable.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act, related to the manufacturing activities, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
7. (a) According to the information and explanations given to us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to the Company
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding as at March 31, 2025 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the particulars of dues which have not been deposited with the appropriate authorities on account of any dispute are as follows:

Rs. in Lakhs

<b>Name of the Statute</b>	<b>Nature of Dues</b>	<b>Pertaining to period</b>	<b>Amount Demanded (incl Penalty)</b>	<b>Amount under dispute not deposited</b>	<b>Forum where the dispute is pending</b>
Income Tax Act, 1961	Income tax demand	AY 2001-02	4.04	0.00	ITAT, Chennai

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9. (a) Based on our audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, or dues to debenture holders.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- (d) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
  - (e) The company has not raised loans on the pledge of securities held in subsidiaries, joint ventures and associates.
10. (a) Based on our audit procedures and according to the information and explanations given to us, the Company did not raise any money by way of further public offer (including debt instruments) during the year.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
11. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our Audit.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting.
12. The company is not a Nidhi Company. Therefore clause 3 (xii) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year.

19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. Reporting on CSR: Provisions of Section 135 Corporate Social Responsibility (CSR) are not applicable to the company. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order is not applicable for the year.
21. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

*for* **Darpan and Associates**  
*Chartered Accountants*  
FRN No.: 016156S

Place: Chennai  
Date: May 28, 2025

**(Darpan Kumar)**  
*Partner*  
M. No.235817  
UDIN: 25235817BMJLNH9694

## **ANNEXURE – B TO THE INDEPENDENT AUDITOR’S REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Euro Leder Fashion Limited (“the Company”) as of 31st March 2025 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company.
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

*for* **Darpan and Associates**

*Chartered Accountants*

FRN No.: 016156S

Place: Chennai

Date: May 28, 2025

**(Darpan Kumar)**

*Partner*

M. No.235817

UDIN: 25235817BMJLNH9694

<b>M/S EURO LEDER FASHION LIMITED</b> <b>BALANCE SHEET AS AT MARCH 31, 2025</b> <b>(CIN:L18209TN1992PLC022134)</b>			
Amount in Lakhs			
Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
<b>ASSETS</b>			
<b>1. NON CURRENT ASSETS</b>			
(a) Property, plant and equipment	4	1,437.49	1,468.63
(b) Capital work-in-progress	4	19.39	19.39
(c) Financial assets		-	-
(i) Investments	5(i)	0.09	0.09
(ii) Other financial assets	6	76.26	75.69
iii) Trade Receivables	9(i)	-	-
d) Other non current assets	7	62.39	58.55
<b>Total non-current assets</b>		<b>1,595.62</b>	<b>1,622.35</b>
<b>2. CURRENT ASSETS</b>			
(a) Inventories	8	1,595.65	1,700.15
(b) Financial Assets			-
(i) Investments	5(ii)		140.31
(ii) Trade receivables	9(ii)	350.96	694.01
(iii) Cash and cash equivalents	10	0.03	0.07
(iv) Bank balance other than (iii) above	11	257.76	348.21
		-	-
(c) Other current assets	12	232.95	254.21
<b>Total Current assets</b>		<b>2,437.35</b>	<b>3,136.95</b>
<b>TOTAL ASSETS</b>		<b>4,032.98</b>	<b>4,759.30</b>
<b>B. EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
a) Equity Share capital	13	390.98	390.98
b) Other Equity	14	1,070.23	1,050.79
<b>Total Equity</b>		<b>1,461.21</b>	<b>1,441.77</b>
<b>2. Liabilities</b>			
<b>Non-current liabilities</b>			
a) Deferred tax liabilities (Net)	15	53.19	56.57
b) Other long term liabilities	16	4.36	24.26
c) Long term provisions	17	38.48	32.48
d) Financial Liabilities		-	-
i) Trade payables		-	-
(A) Dues of micro enterprises and small enterprises	19(i)	-	-
(B) Dues of creditors other than micro enterprises and small enterprises	19(i)	-	-
<b>Total Non-current liabilities</b>		<b>96.03</b>	<b>113.30</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	1,344.78	1,932.46
(ii) Trade payables		-	-
(A) Dues of micro enterprises and small enterprises	19(ii)	127.69	93.32
(B) Dues of creditors other than micro enterprises and small enterprises	19(ii)	641.29	782.79
		-	-
b) Other current liabilities	20	356.57	389.66
c) Short-term provisions	21	5.40	6.00
<b>Total current liabilities</b>		<b>2,475.73</b>	<b>3,204.23</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,032.98</b>	<b>4,759.30</b>
<b>Notes form part of these financial statements</b>		-	-
<b>As per our report of even date attached</b>			
<b>For Darpan &amp; Associates</b>		<b>For and on behalf of the Board of Directors</b>	
<b>Chartered Accountants</b>		<b>Euro Leder Fashion Limited</b>	
<b>Firm Regn No:016156S</b>			
sd/-		sd/-	sd/-
Darpan Kumar		RM.Lakshmanan	P.Shanmathy
Partner		Managing Director	Director
Membership No.235817		(DIN-00039603)	(DIN-0009743522)
Place:Chennai		sd/-	sd/-
Dated : 28-05-2025		M.Nagendra	Ritu Sharma
		Chief Financial Officer	Company Secretary
		Place:Chennai	
		Dated : 28-05-2025	

M/S EURO LEDER FASHION LIMITED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2025 CIN:L18209TN1992PLC022134 Amount in Lakhs			
Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
<b>Incomes</b>			
Revenue from operations	22	1,840.48	3,328.44
Other income	23	184.25	223.81
<b>Total Revenue</b>		2,024.73	3,552.25
<b>Expenses</b>			
Cost of materials consumed	24	658.54	1,797.41
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	25	216.66	119.09
Employee benefits expense	26	376.78	451.07
Finance costs	27	125.26	163.91
Depreciation and amortization expense	28	37.89	45.06
Other expenses	29	588.13	925.61
<b>Total Expenses</b>		2,003.26	3,502.15
<b>Profit before tax</b>		21.47	50.10
Tax expense:			
Current tax		5.40	6.00
Deferred tax		(3.38)	4.27
Taxes relating to earlier year			9.15
<b>Total tax expense</b>	-	2.03	19.41
<b>Profit after tax from continuing operations</b>	-	19.45	30.68
<b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to Profit or Loss			
(a) Remeasurements of the defined benefit plans			
B (i) Items that may be reclassified to profit or loss reclassified to Profit or Loss			
(a) Effective portion of gain and loss on designated portion of hedging instruments in a cash flow hedge			
<b>Total other comprehensive income / (loss) (A + B)</b>			
<b>Total Comprehensive income for the year</b>		19.45	30.68
Earnings per equity share:			
Basic		0.50	0.78
Diluted		0.50	0.78
Notes form part of these financial statements As per our report of even date attached <b>For Darpan &amp; Associates</b> <b>Chartered Accountants</b> <b>Firm Regn No:016156S</b>  sd/- <b>Darpan Kumar</b> <b>Partner</b> <b>Membership No.235817</b> <b>Place:Chennai</b> <b>Dated: 28-05-2025</b>			
<b>For and on behalf of the Board of Directors</b> <b>Euro Leder Fashion Limited</b> sd/- <b>RM.Lakshmanan</b> <b>Managing Director</b> <b>(DIN-00039603)</b>  sd/- <b>M.Nagendra</b> <b>Chief Financial Officer</b> <b>Place:Chennai</b> <b>Dated: 28-05-2025</b>			
sd/- <b>P.Shanmathy</b> <b>Director</b> <b>DIN-0009743522)</b>  sd/- <b>Ritu Sharma</b> <b>Company Secretary</b>			



CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2025		
	Year ended 31.03.2025	Year ended 31.03.2024
<b>A. Cash flow from operating activities</b>		
Profit for the year	21.47	50.10
Adjustments for:		
Depreciation and amortisation expense	37.89	45.06
(Profit) / loss on sale / write off of assets	-0.46	2.64
Income from Investments	-25.97	-36.23
Liabilities no longer required written off	-	-120.17
Interest Income	-17.77	-20.60
Finance Cost	125.26	163.91
	118.94	34.62
<b>Operating profit / (loss) before working capital changes</b>	<b>140.41</b>	<b>84.72</b>
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	104.49	-35.60
Trade receivables	343.05	480.84
Loans and other financial assets	-0.57	2.10
Other current assets	21.26	10.07
Other Non-current assets	-3.84	66.87
	<b>464.39</b>	<b>524.27</b>
Adjustments for increase / (decrease) in operating liabilities:		
Other current liabilities & Provisions		
Trade payables	-107.13	354.0279794
Other financial and current liabilities	-33.09	-304.34
Other Non-current liabilities	-19.90	21.31
Provisions	5.40	-15.00
	<b>-154.71</b>	<b>56.00</b>
Cash flow from extraordinary items		
Cash generated from operations	450.09	664.99
Net income tax (paid) / refunds	-5.40	-15.15
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>444.68</b>	<b>649.84</b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on Property Plant & Equipment including capital advances	-8.08	-34.00
Proceeds from sale of Property Plant & Equipment	1.79	1.55
Interest received from FDs	17.77	20.60
Income from Investments (realised)	-	1.42
Purchase of Investments	-	45.22
Proceeds from sale of Investment	166.29	-0.96
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>177.77</b>	<b>33.82</b>
<b>C. Cash flow from financing activities</b>		
Net increase / (decrease) in working capital borrowings	-587.68	-459.96
Finance cost	-125.26	-163.91
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>-712.94</b>	<b>-623.87</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>-90.48</b>	<b>59.79</b>
Opening Cash and cash equivalents as at 01.04.2024	348.28	288.49
Closing Cash and cash equivalents as at 31.03.2025	<b>257.79</b>	<b>348.28</b>
* Comprises:		
(a) Cash on hand	0.03	0.07
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	1.35	2.36
(ii) In EEFC accounts		
(iii) In deposit accounts with original maturity of less than 3 months	256.41	345.86
(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)		
	<b>257.79</b>	<b>348.28</b>
	-	-
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.		
This is the cash flow statement referred to in our report of even date		
<b>For Darpan &amp; Associates</b> <b>Chartered Accountants</b> <b>Firm Regn No:016156S</b>  <b>sd/-</b> <b>Darpan Kumar</b> <b>Partner</b> <b>Membership No.235817</b> <b>Place:Chennai</b> <b>Dated:28-05-2025</b>	<b>For and on behalf of the Board of Directors</b> <b>Euro Leder Fashion Limited</b> <b>sd/-</b> <b>RM.Lakshmanan</b> <b>Managing Director</b> <b>(DIN-00039603)</b>  <b>sd/-</b> <b>M.Nagendra</b> <b>Chief Financial Officer</b> <b>Place:Chennai</b> <b>Dated:28-05-2025</b>  <b>sd/-</b> <b>P.Shanmathy</b> <b>Director</b> <b>DIN-0009743522)</b>  <b>sd/-</b> <b>Ritu Sharma</b> <b>Company Secretary</b>	

**M/S EURO LEDER FASHION LIMITED****14. Statement of Changes in Equity****Equity Share Capital**

<b>Particulars</b>	<b>Amount in lakhs</b>
Equity shares of Rs.10 each issued, subscribed and fully paid	
Balance at March 31, 2024	<b>390.98</b>
Changes in equity share capital during the year	-
Balance at March 31, 2025	<b>390.98</b>

**Other Equity**

<b>Particulars</b>	<b>Reserves &amp; Surplus</b>			<b>Items of other</b>		<b>Total Equity attributable to</b>
	<b>Retained Earnings</b>					
<b>Balance as at 1st April, 2022</b>	981.79	-	-	-	-	981.79
<b>Changes in the equity for the year March 31, 2023</b>						
Profits for the year	38.31	-	-	-	-	38.31
Other comprehensive income for the year	-	-	-	-	-	-
<b>Balance as of March 31, 2023</b>	1,020.10	-	-	-	-	1,020.10
<b>Changes in the equity for the year March 31, 2024</b>						
Profits for the year	30.68	-	-	-	-	30.68
Other comprehensive income for the year	-	-	-	-	-	-
<b>Balance as of March 31, 2024</b>	1,050.79	-	-	-	-	1,050.79
<b>Changes in the equity for the year March 31, 2025</b>						
Profits for the year	19.45	-	-	-	-	19.45
<b>Balance as of March 31, 2025</b>	<b>1,070.23</b>	-	-	-	-	<b>1,070.23</b>

Notes form part of these financial statements

As per our report of even date attached

**For Darpan & Associates****Chartered Accountants****Firm Regn No:016156S**

sd/-

**Darpan Kumar****Partner****Membership No.235817****Place:Chennai****Dated: 28-05-2025****For and on behalf of the Board of Directors****Euro Leder Fashion Limited**

sd/-

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

sd/-

**M.Nagendra****Chief Financial Officer****Place:Chennai****Dated: 28-05-2025**

sd/-

**Mrs.P.Shanmathy****Director****DIN-0009743522)**

sd/-

**Ritu Sharma****Company Secretary**

(All amounts are in Indian rupees in lakhs, except share data and where otherwise stated)

**Notes forming part of the financial statements for the year ended 31st March, 2025**

**Note 1:** Summary of Material accounting policies, Critical Judgments and key estimates

**General Information**

Euro- Leder Fashion Limited (The “Company”) is engaged in manufacture of leather Garments and leather accessories. The Company’s registered Office at No. 11, First Floor, K.M. Adam Street, Nagelkeni, Chrompet, Chennai – 600044. The Company is having units at Pammal, Vadadavur and Uthiramerur. The company is a public limited company and the shares are listed in BSE Limited.

**1. Summary of Material accounting policies**

**1.1 Basis of preparation**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the Companies Act, 2013. The financial statements are prepared under historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below, in accordance with the Generally Accepted Accounting Principles in India and comply in all material respects with the accounting standards specified under the section 133 of the Act. All the assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle. Based on the nature of the products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / noncurrent classification of assets and liabilities.

**2.2 Use of estimates:**

The preparation of the financial statements in conformity with accounting principles generally accepted in India requires the management to make judgment’s, estimates and assumptions that effect the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenues and expenses for the year and disclosure of contingent liabilities as of the Balance Sheet date. These estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about the assumptions and estimates may result in outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting Estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**2.3 Property, Plant and Equipment (PPE)**

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment in value, if any. Cost includes purchase price, (inclusive of import duties and non — refundable purchase taxes, after deducting trade discounts and rebates) other costs directly attributable to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and an initial estimate of

the costs of dismantling, removing the item and restoring the site on which it is located, if any. If the Company has acquired a Property, Plant and Equipment on deferred term basis and terms are beyond normal credit terms, property plant and equipment will be recognized on cash price equivalent, i.e. discounted amount. The cost of Assets not ready for use as at the Balance Sheet date is disclosed under Capital Work-In-Progress. The cost of replacement spares/ major inspection relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. When parts of an item of property plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

### **Depreciation:**

Depreciation on Property, Plant and Equipment (Tangible assets) is generally computed on a pro- rata basis on the basis of the estimated life specified in Schedule II of the Companies Act, 2013 under Straight line method. The useful life of assets prescribed in Schedule II to the Companies Act, 2013 are considered for the purpose of Computation of Depreciation. However, If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on an annual review is different from that envisaged in the aforesaid schedule, depreciation is provided at a such rate based on the useful life / remaining useful life as technically advised. Accordingly, depreciation is provided based on the useful life indicated below which is different from that stated in Schedule II to the Companies Act, 2013.

<b>Assets</b>	<b>Life (in years)</b>
Vehicles	6
Equipments (other than computers)	10
Plant & Machineries	15

Depreciation charge on additions / deletions is restricted to the period of use. Depreciation methods, useful lives and residual values are reviewed annually.

### **2.4 Impairment**

Assessment is done annually as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amounts higher of an asset's or cash generating unit's fair value less cost to sell and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. In such cases, impairment losses are reversed to the extent the assets carrying amount does not exceed, the carrying amount that would have been determined if no impairment loss had previously been recognized

### **2.5 Borrowing Cost**

Borrowing costs that are attributable to the acquisition / construction / production of qualifying assets (assets which require substantial period of time to get ready for its intended use) are capitalized as part of the cost of that asset. All other borrowing costs are charged to revenue.

## **2.6 Inventories**

Inventories are stated at lower of weighted average cost and net realizable value. Cost of inventories comprises of purchase cost, cost of conversion and other cost including manufacturing overheads incurred in bringing the inventory to present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

## **2.7 Foreign Currency Transaction**

### **Initial Recognition**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the Functional currency and the foreign currency at the date of the transaction.

### **Subsequent Recognition**

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. All monetary assets and liabilities in foreign currency are reinstated at the end of accounting period. Exchange differences on reinstatement of all monetary items are recognized in the Statement of Profit and Loss.

## **Derivative Financial instruments and Hedge Accounting**

The Company is exposed to foreign currency risk arising out of foreign currency revenue, receivables, cash balances, forecasted cash flows, payables and foreign currency loans. The Company has a detailed foreign currency risk mitigation policy in place, including the use of derivatives like the forward currency contracts/ options contracts to hedge forecasted cash flows denominated in foreign currency. The objective of the same is to mitigate the impact of foreign currency exchange fluctuations caused by transacting in foreign currency in case of future cash flows or highly probable forecast transactions. The Company enters into various foreign currency derivative contracts with Banks in the form of Forward currency contracts ('hedging instrument') and recognize the financial assets / liabilities ('hedged item') through formal documentation of the hedging relationship in line with the Company's foreign currency risk management policy.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss. Amounts previously recognized in other comprehensive income and accumulated in equity relating to effective portion as described above, are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognized hedged item. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

## **2.8 Revenue Recognition**

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the probable consideration expected to be received in exchange for those products or services. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

The Company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the rate-able allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive. Also, when the level of discount/pricing incentives varies with increases in levels of revenue transactions, the company recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount/pricing incentives is not recognized until the payment is probable and the amount can be estimated reliably. The company recognizes changes in the estimated amount of obligations for discounts/pricing incentives in the period in which the change occurs.

## **2.9 Employee Benefits**

### **1. Short - Term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognized in the period in which the employee renders the related service.

### **2. Defined Contribution Plans Provident Fund**

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

### **3. Defined Benefit Plan**

#### **Gratuity**

Ind AS 19 stipulates Company to compute its liability towards future payments of gratuity to employees, on actuarial valuation basis which is determined based on project unit credit method. However the company is accounting for the same as an expense as they fall due for payment.

#### **Compensated Absences**

As per the Company's policy, employees who are eligible to encash compensated absence should exercise the same every year; if not the same gets lapsed and cannot be carried forward to next year. The company does not have any compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end, hence compensated absences are classified as short term employee benefits.

## **2.10 Taxes on Income**

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the relevant prevailing tax laws. Tax expenses relating to the items in profit and loss shall be treated as current tax as part of profit and loss and those relating to items in other comprehensive income (OCI) shall be recognized as part of OCI.

Deferred tax is recognized for all the temporary differences between the carrying amounts of assets and liabilities in the financial statements and corresponding tax bases used in computation of taxable profit. Deferred tax assets are recognized and carried forward only to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognized deferred tax assets, if any and the same is recognized to the extent it has become probable that future taxable profit will allow the deferred tax asset

to be recovered.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation law.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period. MAT shall be treated as part of deferred tax assets.

## **2.11 Financial instruments**

### **Initial recognition**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instruments. All financial assets and liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

### **Subsequent measurement**

#### **i. Financial assets carried at amortized cost**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii. Financial assets at fair value through profit or loss A financial asset which is not classified in the above category is subsequently fair valued through profit or loss.

#### **iii. Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method for trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments. DE recognition of financial instruments. The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for DE recognition under IND AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **Impairment**

All financial assets classified as at amortized cost shall be tested for impairment under Ind AS 109 and measured using Expected Credit Loss (ECL) model."

## **2.12 Fair Value**

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities for which fair value is

measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability

### **2.13 Government Grants**

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions. All government grants are initially recognized by way of setting up as deferred income. Government grants relating to income are subsequently recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of property plant and equipment are subsequently recognized in profit or loss on a systematic basis over the expected life of the related depreciable assets. Grants recognized in Profit and Loss as above are presented within other income.

### **2.14 Research & Development Expenditure**

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred. Items of property, plant and equipment and acquired Intangible assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for property, plant and equipment and intangible assets.

### **2.15 Provisions and Contingent Liabilities**

**Provisions:** Provisions are recognized when there is a present obligation as result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value unless the effect of time value of money is material. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Contingent Liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

### **2.16 Earnings per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting equity dividends and any attributable tax thereto for the period. The weighted average number of equity shares



outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### **3. Critical accounting judgments, assumptions and key sources of estimation uncertainty**

The following are the critical judgments, assumptions concerning the future, and key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### **3.1. Useful lives of property, plant and equipment**

As described at Note 2.3 above, the charge in respect of periodic depreciation for the year is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed annually. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

#### **3.2. Taxation**

Significant assumptions and judgments are involved in determining the provision for tax based on tax enactments, relevant judicial pronouncements and tax expert opinions, including an estimation of the likely outcome of any open tax assessments / litigations. Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available, based on estimates thereof.

#### **3.3. Provisions and contingencies**

Critical judgments are involved in measurement of provisions and contingencies and estimation of the likelihood of occurrence thereof based on factors such as expert opinion, past experience etc.

Note 4: Property,Plant and Equipment and Capital work in progress-31.03.2024											
		Gross Block				Depreciation			Net Block		
Sl.No	Particulars	As at 01.04.2023	Additions	Deletions	As at 31.03.2023	Up to 01.04.2023	For the Year	Adjustment	As at 31.03.2024	As at 31.03.2024	As at 31.03.2023
	<b>Tangible Assets</b>										
1	Plant & Machinery	743.61	-	-	743.61	218.92	26.39	-	245.31	498.30	524.69
2	Furniture & Fixtures	54.77	-	-	54.77	36.41	1.95	-	38.36	16.41	18.36
3	Motor Car	193.14	34.00	14.24	212.91	129.40	13.04	10.05	132.39	80.53	63.75
4	Computer	31.83	-	-	31.83	25.91	3.68	-	29.59	2.24	5.92
5	Land Purchase	871.15	-	-	871.15	-	-	-	-	871.15	871.15
	<b>Total Tangible Assets</b>	<b>1,894.51</b>	<b>34.00</b>	<b>14.24</b>	<b>1,914.27</b>	<b>410.64</b>	<b>45.06</b>	<b>10.05</b>	<b>445.65</b>	<b>1,468.63</b>	<b>1,483.87</b>
6	Work In Progress	19.39	-	-	19.39	-	-	-	-	19.39	19.39
		19.39	-	-	19.39	-	-	-	-	19.39	19.39
	<b>TOTAL</b>	<b>1,913.90</b>	<b>34.00</b>	<b>14.24</b>	<b>1,933.67</b>	<b>410.64</b>	<b>45.06</b>	<b>10.05</b>	<b>445.65</b>	<b>1,488.02</b>	<b>1,503.26</b>
	Intangible Assets										
	<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL</b>	<b>1,913.90</b>	<b>34.00</b>	<b>14.24</b>	<b>1,933.67</b>	<b>410.64</b>	<b>45.06</b>	<b>10.05</b>	<b>445.65</b>	<b>1,488.02</b>	<b>1,503.26</b>

Note 4: Property,Plant and Equipment and Capital work in progress-31.03.2025											
		Gross Block				Depreciation			Net Block		
Sl.No	Particulars	As at 01.04.2024	Additions	Deletions	As at 31.03.2024	Up to 01.04.2024	For the Year	Adjustment	As at 31.03.2025	As at 31.03.2025	As at 31.03.2024
	<b>Tangible Assets</b>										
1	Plant & Machinery	743.61	8.08	-	751.70	245.31	22.93	-	268.24	483.46	498.30
2	Furniture & Fixtures	54.77	-	-	54.77	38.36	1.56	-	39.92	14.85	16.41
3	Motor Car	212.91	-	26.69	186.23	132.39	12.75	25.35	119.78	66.44	80.53
4	Computer	31.83	-	-	31.83	29.59	0.65	-	30.24	1.59	2.24
5	Land Purchase	871.15	-	-	871.15	-	-	-	-	871.15	871.15
	<b>Total Tangible Assets</b>	<b>1,914.27</b>	<b>8.08</b>	<b>26.69</b>	<b>1,895.67</b>	<b>445.65</b>	<b>37.89</b>	<b>25.35</b>	<b>458.18</b>	<b>1,437.49</b>	<b>1,468.63</b>
6	Work In Progress	19.39	-	-	19.39	-	-	-	-	19.39	19.39
		19.39	-	-	19.39	-	-	-	-	19.39	19.39
	<b>TOTAL</b>	<b>1,933.67</b>	<b>8.08</b>	<b>26.69</b>	<b>1,915.07</b>	<b>445.65</b>	<b>37.89</b>	<b>25.35</b>	<b>458.18</b>	<b>1,456.88</b>	<b>1,488.02</b>
	Intangible Assets										
	<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL</b>	<b>1,933.67</b>	<b>8.08</b>	<b>26.69</b>	<b>1,915.07</b>	<b>445.65</b>	<b>37.89</b>	<b>25.35</b>	<b>458.18</b>	<b>1,456.88</b>	<b>1,488.02</b>

Notes forming part of the Financial Statements as on 31.03.2025			
	ASSETS	As At 31.03.2025	As At 31.03.2024
4	NON CURRENT ASSETS		
	FIXED ASSETS		
	(a) Property, plant and equipment	1,437.49	1,468.63
	(b) Capital work-in-progress	19.39	19.39
	<b>Total</b>	<b>1,456.88</b>	<b>1,488.02</b>
5	(c) Financial assets		
	(i) Investments		
	Equity Shares -Fully Paid up		
	154 Shares in Lakshmi Vilas Bank Ltd	0.09	0.09
	(Aggregate Value of quoted invesment)		
	<b>Total</b>	<b>0.09</b>	<b>0.09</b>
6	(ii) Other financial assets		
	Security Deposits		
	Rental and Security Deposits	76.26	75.69
	<b>Total</b>	<b>76.26</b>	<b>75.69</b>
9(I)	(iii) Trade Receivables		
	Non-Current Trade Receivables		
	(a) Disputed		
	(1) Considered good1		
	(2) Considered Doubtful		
	Less: Provision for Doubtful Receivables		
	Total : (a)...		
	(b) Undisputed		
	(1) Considered good		
	(2) Considered Doubtful		
	Less: Provision for Doubtful Receivables		
	Total : (b)...		
	Total : (i)...		
7	d) Other non current assets		
	Advance Income Tax & Self assessment	33.67	34.63
	Advances other than capital advances	28.71	23.92
	Total	62.39	58.55
	Total non-current assets	1,595.62	1,622.35
2	CURRENT ASSETS		
8	a)Inventories		
	(As Certified by the Managing Director)		
i)	Raw Materials including Scraps	947.81	882.63
II)	Consumables	127.46	80.48
III)	Work in Progress	220.75	511.70
iv)	Finished Goods	299.63	225.34
	Total	1,595.65	1,700.15
5(ii)	(b) Financial Assets		
	(i) Investments		
	Canara Rebeco Gold Saving Fund		140.31
			140.31
	(ii)Trade receivables		
9(ii)	Current Trade Receivables		
	(a) Disputed		
	(1) Considered good1		
	(2) Considered Doubtful		
	Less: Provision for Doubtful Receivables		
	Total : (a)...		
	(b) Undisputed		
	(1) Considered good	350.96	694.01
	(2) Considered Doubtful		
		350.96	694.01
	Less: Provision for Doubtful Receivables		
	Total : (b)...	350.96	694.01

	Total : (ii)...	350.96	694.01
(iii)	Breakup of Disputed		
	(a) Considered good		
	1) Not Due		
	2) Less than 6 months		
	3) 6 months to 1 Year		
	4) 1 year to 2 year		
	5) 2 year to 3 year		
	6) More than 3 Year		
	Total : (a)...		
	(b) Considered Doubtful		
	1) Not Due		
	2) Less than 6 months		
	3) 6 months to 1 Year		
	4) 1 year to 2 year		
	5) 2 year to 3 year		
	6) More than 3 Year		
	Total : (b)...		
	Total : (iii)...		
iv)	Breakup of Undisputed		
	(a) Considered good		
	1) Not Due		
	2) Less than 6 months	335.54	687.12
	3) 6 months to 1 Year	8.92	0.25
	4) 1 year to 2 year	6.50	6.64
	5) 2 year to 3 year		
	6) More than 3 Year		
	<b>Total : (a)...</b>	<b>350.96</b>	<b>694.01</b>
	(b) Considered Doubtful		
	1) Not Due		
	2) Less than 6 months		
	3) 6 months to 1 Year		
	4) 1 year to 2 year		
	5) 2 year to 3 year		
	6) More than 3 Year		
	Total : (b)...		
	Total : (iv)...	350.96	694.01
	Total : (iii) + (iv)...	350.96	694.01
10	(iii) Cash and cash equivalents		
	Cash on hand	0.03	0.07
	(Cash In Hand is Physically Verified & Certified by the Management)	0.03	0.07
11	(iv) Bank balance other than (iii) above		
	Balances with banks		
	In Current Accounts	1.35	2.36
	In Deposit	256.41	345.86
	<b>Total</b>	<b>257.76</b>	<b>348.21</b>
12	(c) Other current assets		
	Duty Drawback Receivable	9.46	13.30
	GST Receivable	80.43	140.87
	IGST-Advance Payment for Import	12.05	8.12
	TDS Receivable	6.58	3.28
	TCS Receivable	0.00	0.00
	Sundry Receivables	0.33	0.32
	Advances to staff	40.06	38.97
	Advances other than capital advances	69.17	36.26
	Self Assessment Tax for F.Y 2022-23	10.08	10.08
	Self Assessment Tax for F.Y 2023-24	1.78	-
	Advance Tax Paid for F.Y-2023-24	3.00	3.00
	<b>Total</b>	<b>232.95</b>	<b>254.21</b>
	<b>TOTAL CURRENT ASSETS</b>	<b>2,437.35</b>	<b>3,136.95</b>
	<b>TOTAL CURRENT AND NON CURRENT ASSETS</b>	<b>4,032.98</b>	<b>4,759.30</b>

**M/S EURO LEDER FASHION LIMITED**  
**Notes forming part of the Financial Statements**

**Note 13 Equity Share capital**

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	Number of shares	Amount in Lakh	Number of shares	Amount in Lakhs
(a) Authorised 50,00,000 Equity Shares of Rs. 10/- each	5,000,000	500.00	5,000,000.00	500.00
(b) Issued, Subscribed and Fully paid up Equity shares of Rs. 10 each with voting rights Less:calls in arrears	4,473,600 751,700.00	447.36 56.38	4,473,600 751,700.00	447.36 56.38
		390.98		390.98

**Notes:**

1. The Company has only one class of shares referred to as equity shares having a par value of Rs.10 each. Each holder of equity share is entitled to one vote per share.
2. In the event of repayment of Capital of the Company, the distribution will be in the proportion to the number of equity shares held by the shareholders.
3. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening	Fresh issue	Closing Balance	
Equity shares with voting rights Year ended 31 March, 2025				
- Number of shares	4,473,600.00	-	4,473,600.00	
- Amount (Lakhs)	447.36	-	447.36	
Year ended 31 March, 2024				
- Number of shares	4,473,600.00	-	4,473,600.00	
- Amount (Lakhs)	447.36	-	447.36	

4. Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2025		As at 31 March, 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b> <b>Shri.RM.Lakshmanan</b>	1,275,729.00	28.52%	1,275,729.00	28.52%

**The details of the shares held by promoters as at March 31, 2025 are as follows :**

Promoters name	31/03/2025	31/03/2024	% change during the year	
LAKSHMANAN RM	1275729	1275729		
% of Holding	28.52	28.52	0.00%	
ARUN RAMANATHAN	136400	136400		
% of Holding	3.05	3.05	0.00%	
RAMANATHAN L	165811	165811		
% of Holding	3.71	3.71	0.77%	
MEENAL RM	107900	107900		
% of Holding	2.41	2.41	0.00%	
SHWETHA L	119262	119262		
% of Holding	2.67	2.67	0.66%	
MEENAL L	0	0		
% of Holding	0	0		
A R RAMANATHAN	27351	27351		
% of Holding	0.61	0.61	0.00%	
RAKKAYE ANNAMALAI	94	2000		
% of Holding	0	0.04	-0.04%	
S NARAYAN	200	200		
% of Holding	0 66	0	0.00%	

Notes forming part of the Financial Statements for the year ended 31st March 2025			
	Particulars		
	EQUITY AND LIABILITIES		
	Equity		
<u>13</u>	a) Equity Share capital		
	Authorized Capital	500.00	500.00
	50,00,000 Equity Shares of Rs. 10/- each	-	-
	Issued, Subscribed and Paid up:	-	-
	4473600 Equity Shares of Rs. 10/- each fully paid up	447.36	447.36
	Less:calls in arrears	56.38	56.38
	<b>TOTAL</b>	<b>390.98</b>	<b>390.98</b>
<u>13.1</u>	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	1,275,729.00	1,275,729
	% of holding	28.52	28.52
	The company during the period of five years immediately preceding 31st March 2024, has not issued any bonus shares, shares for consideration other than cash and has not bought back its shares. Further the company does not have any outstanding shares issued under options as on 31-03-2025		
<u>14</u>	b) Other Equity		
	Opening balance	1,050.79	1,020.10
	Net Profit For the current year	19.45	30.68
	<b>Closing Balance</b>	<b>1,070.23</b>	<b>1,050.79</b>
	GENERAL RESERVE		
	The general reserve is the profit transferred from retained earnings from time to time. There is no policy of regular transfer		
	FVTOCI RESERVE		
	Fair value through other comprehensive income reserve represents the balance in equity for items to be accounted in other comprehensive income (OCI). The company has opted to recognize the changes in the fair value of certain investments in equity instruments. The company transfers amount from this reserve to retained earnings in case of loss/gain on actual sale.		
	RETAINED EARNINGS		
	Represents the portion of net income / (loss) of the company that has been retained / carried over by the company.		
	Liabilities		
	Non-current liabilities		
<u>15</u>	a) 'Deferred tax liabilities (Net)		
	Tax Liability on difference between book depreciation and depreciation under the Income Tax act 1961	53.19	56.57
	<b>TOTAL</b>	<b>53.19</b>	<b>56.57</b>
<u>16</u>	b) Other Long term Liabilities	4.36	24.26
	<b>TOTAL</b>	<b>4.36</b>	<b>24.26</b>
<u>17</u>	c) 'Long term provisions	38.48	32.48
	<b>TOTAL</b>	<b>38.48</b>	<b>32.48</b>
<u>19</u>	d) Financial Liabilities		
<u>19(i)</u>	Trade payables		
	Non-Current Trade Payables		
	(a) Disputed		
	1) MSME		
	(2) Others		
	<b>Total : (a)...</b>		
	(b) Undisputed		
	1) MSME		
	(2) Others		
	<b>Total : (b)...</b>		
	<b>Total : (i)...</b>		
		1,557.24	1,555.07
<u>18</u>	Current liabilities		
	(a) Financial liabilities		
	i) Borrowings		
	a) Packing Credits ( In Rupees)	900.00	1,199.95
	b) Bills negotiaon with bank( Including contracts)	257.69	565.69
	c) Overdraft Account	163.86	94.72
	f) Guaranteed Emergence Credit Line	-	44.61
	g Vehicle Loans	23.23	27.49

Notes forming part of the Financial Statements for the year ended 31st March 2025			
	TOTAL	1,344.78	1,932.46
<u>18.1</u>	Deposit of title deeds of land at vadathavur & pammal		
<u>18.2</u>	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 .		
<u>19(ii)</u>	Trade payables		
(ii)	Current Trade Payables		
	(a) Disputed		
	1) MSME		
	(2) Others		
	Total : (a)...		
	(b) Undisputed		
	1) MSME	127.69	93.32
	(2) Others	641.29	782.79
	Total : (b)...	768.98	876.11
	Total : (ii)...	768.98	876.11
	Total : (i) + (ii)...	768.98	876.11
(iii)	Breakup of Disputed		
	(a) MSME		
	1) Not Due		
	2) Less than 1 year		
	3) 1 year to 2 year		
	4) 2 year to 3 year		
	5) More than 3 year		
	Total : (a)...		
	(b) Others		
	1) Not Due		
	2) Less than 1 year		
	3) 1 year to 2 year		
	4) 2 year to 3 year		
	5) More than 3 year		
	Total : (b)...		
	Total : (iii)...		
iv)	Breakup of Undisputed		
	(a) MSME		
	1) Not Due	62.87	30.10
	2) Less than 1 year	64.82	63.22
	3) 1 year to 2 year		
	4) 2 year to 3 year		
	5) More than 3 year		
	Total : (a)...	127.69	93.32
	(b) Others		
	1) Not Due		
	2) Less than 1 year	641.29	782.79
	3) 1 year to 2 year		
	4) 2 year to 3 year		
	5) More than 3 year		
	Total : (b)...	641.29	782.79
	Total : (iv)...	768.98	876.11
	Total : (iii) + (iv)...	768.98	876.11
<u>20</u>	b) Other current liabilities		
	Other Current Liabilities	336.76	375.76
	Statutory Dues	16.80	10.84
	Due to Directors	3.01	3.06
	TOTAL	356.57	389.66
<u>21</u>	c) 'Short-term provisions		
	Provision for Income Tax	5.40	6.00
		5.40	6.00
	TOTAL CURRENT LIABILITIES	2,475.73	3,204.23
		4,032.98	4,759.30

Notes forming part of the Financial Statements for the year ended 31st March 2025			
		Year Ended 31 March 2025	Year Ended 31 March 2024
<u>22</u>	Revenue from operations		
	SALE OF PRODUCTS		
	Export Sales	1,663.84	3,130.15
	GST SALES-Local	59.80	1.48
	CST SALES-Interstate	15.24	25.87
		1,738.88	3,157.50
	<b>OTHER OPERATING REVENUES</b>		
	Duty Draw Back received	71.45	124.28
	Import License Sold	30.14	46.66
	<b>TOTAL</b>	<b>101.60</b>	<b>170.94</b>
<u>23</u>	<b>Other Income</b>		
	Discount Allowed		
	Excess Provision Written Back		120.17
	Export Sample Income	8.08	3.79
	Exchange Difference	30.41	38.28
	Income Acrued From Investment	25.97	36.23
	Insurance Claim Received	1.46	3.84
	<i>Development Charges (Income)</i>	0.01	-
	Interest Received	17.77	20.60
	<i>Discount Allowed</i>	1.43	-
	Miscellaneous Income	-	0.90
	Postage and Courier Income@18% Inter	0.35	-
	Rate Difference	5.78	-
	<i>Bad Debts Written Off</i>	92.53	-
	Profit on Sale of Assests	0.46	-
	<b>TOTAL</b>	<b>184.25</b>	<b>223.81</b>
<u>24</u>	Cost of materials consumed		
	(Ref Note No.24.1 & 24.2 )		
	Materials Consumed- Leathers		
	Opening Stock	882.63	725.65
	Add : Purchases	587.54	1,680.55
		1,470.16	2,406.20
	Less : Closing Stock	947.81	882.63
	<b>TOTAL</b>	<b>522.36</b>	<b>1,523.57</b>
	Materials Consumed- Consumables		
	Opening Stock	80.48	82.77
	Add : Purchases	173.18	255.55
		253.66	338.32
	Less : Closing Stock	127.46	80.48
		126.20	257.84
	Add : Chemical Purchase	9.99	16.00
		136.18	273.84
	<b>TOTAL</b>	<b>658.54</b>	<b>1,797.41</b>
<u>25</u>	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		
	Increase/ (Decrease) In stock :-		
	Opening Stock		
	Finished Goods	511.70	706.77
	Work In Progress	225.34	149.36
		737.04	856.13



Notes forming part of the Financial Statements for the year ended 31st March 2025			
	Closing Stock	-	-
	Finished Goods	299.63	511.70
	Work In Progress	220.75	225.34
	Increase / (Decrease In Stock )	216.66	119.09
<u>26</u>	Employee Benefits Expense		
	Salaries and incentives		
	Directors Remuneration	47.40	47.40
	Salaries & Wages	271.53	334.21
	Bonus	29.39	31.49
	Factory security guard	3.79	4.59
	<b>TOTAL</b>	<b>352.11</b>	<b>417.70</b>
	Contribution to Provident fund	14.62	17.68
	Contribution to ESIC	1.69	2.29
	Staff welfare expenses	8.35	13.40
	<b>TOTAL</b>	<b>24.67</b>	<b>33.37</b>
	<b>GRAND TOTAL</b>	<b>376.78</b>	
<u>27</u>	Finance costs		
	Interest Paid to Banks	106.87	129.26
	Bank Charges	18.39	34.66
	<b>TOTAL</b>	<b>125.26</b>	<b>163.91</b>
<u>28</u>	Depreciation and amortization expense		
	Depreciation	37.89	45.06
		37.89	45.06
<u>29</u>	Other expenses		
	Air Freight &Transport Charges	91.49	101.31
	Customs Duty Paid	8.96	46.11
	Electricity Charges	27.87	32.14
	Factory Rent Paid	49.58	56.13
	Labour Charges	15.26	16.04
	Power & Fuel	10.60	22.53
	Processing Charges	157.63	216.42
	Repairs & Maintenance :-	-	-
	a. Building	2.20	6.91
	b. Computers	1.16	2.68
	c. Others	2.38	3.72
	d. Plant & Machinery	3.54	9.12
	Advertisement Charges	0.42	0.47
	Annul Listing Fees (Gst)	3.35	3.49
	Bad Debts Written Off	-	0.05
	Boarding and Lodging Expenses	-	0.13
	Business Promotion Expenses	29.68	31.02
	Commission Paid	28.84	71.01
	Consultancy Charges	0.24	-
	Defect in Quality	13.57	6.77
	Annual Maintanance Charges	-	0.32
	Donations	0.04	1.11
	ECGC Paid	14.93	17.21
	Export Selling Expenses	12.95	72.17
	Export pattern development expenses	0.43	33.20
	Export Warranty Charges	0.95	7.71
	Fees & Taxes	32.26	52.60
	General Expenses	0.01	0.02
	Gratuity Paid	3.34	2.47

Notes forming part of the Financial Statements for the year ended 31st March 2025			
	Insurance	6.05	7.28
	Loss on sale of assets	-	2.64
	Membership & Subscription	0.01	0.01
	Office Maintanance	0.80	1.42
	Packing Material Consumed	4.00	13.06
	Postage,Telegram & Telephone	5.02	6.97
	Printing & Stationery	1.77	2.99
	Leather Testing Charges	1.12	5.66
	Professional Charges	7.68	6.45
	Professional Tax	-	-
	Loading and unloading charges	0.58	-
	Rounded Off	0.00	-0.00
	Sitting Fees	1.68	0.55
	Tours and Travelling Expenses-Foreign	34.46	40.16
	Travelling & Conveyance	4.30	4.64
	Vehicle Maintance	6.22	19.93
	Warehouse Charges	1.78	-
	Audit Fees ( Ref Note No.31.1)	1.00	1.00
	<b>TOTAL</b>	<b>588.13</b>	<b>925.61</b>
29.1	Amount Paid / Payable to Auditors		
	Audit Fees	0.75	0.75
	Taxation	0.25	0.25
	Certification fees		
	<b>TOTAL</b>	<b>1.00</b>	<b>1.00</b>
24.1	Raw material Consumed		
	Leather -1248712 SQ.FT & 2794678 sq.ft	522.36	1,523.57
	Other Accessories	136.18	273.84
		658.54	1,797.41
24.2	Value of imported/indigeneous material consumed		
	Import-Landed Cos 10.12% & 17.17%	66.63	308.63
	Indigeneous 89.88% & 82.83%	591.92	1,488.78
	Total -100%	658.54	1,797.41

**Notes forming part of the Financial Statements as on 31.03.2025**

		Amount in lakhs		
Particulars		As at 31 March, 2025	As at 31 March, 2024	
<b>33. Contingent liabilities and commitments (to the extent not provided for)</b>				
<b>(i) Contingent liabilities</b>				
(a) Guarantees				
(b) Liability on bills discounted with banks		<b>257.69</b>	<b>565.69</b>	
(c) Disputed tax/duty demands under appeal (Refer Note 1 below)		4.04	4.04	
<b>(ii) Commitments</b>				
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for Property, Plant and Equipment				
* Includes amounts under dispute for various assessment years adjusted unilaterally by Income tax assessment authorities with carried forward business losses.				
<b>Note 1 - Disputed tax/duty demands and disallowances under appeal</b>				
<b>Name of the Statute and nature of Dispute</b>	<b>Amount demanded including penalty</b>	<b>Period to which the amount relates</b>	<b>Amount under dispute not deposited</b>	<b>Forum where Dispute is Pending</b>
<b>Income Tax Act, 1961</b> Income tax demand for the A.Y 2001-02	4.04	2001-02	-	ITAT appeal
Note: - Figures in brackets relate to the previous year.				

**Note 30: Contingent Liabilities**

(i) Details of Auditors' Remuneration:

	2024-25 Rs.in lakhs	2023-24 Rs.in lakhs
Statutory Audit	0.75	0.75
Tax Audit	0.25	0.25
Certification charges	0.00	0.00
<b>Total</b>	<b>1.00</b>	<b>1.00</b>

- ii) The management has sought balance confirmation from debtors and creditors. The management has reconciled and passed necessary entries (if any) for any differences for the confirmation received.
- iii) Items of revenue/expense amounting to more than 1% of total value has been disclosed separately.
- iv) Previous year figures have been regrouped / rearranged / reclassified wherever considered necessary to confirm to current year classification as per Schedule III of the Companies Act, 2013 and IND-AS requirements.

**v) EARNING PER SHARE (EPS)**

	<b>31.03.2025</b>	<b>31.03.2024</b>
Profit as per Profit & Loss account (Rs.in lacs)	21.47	50.10
Weighted Average number of equity shares (in lacs)	39.98	39.98
Basic and Diluted Earnings Per Share (Rs. P)	0.50	0.78
Nominal Value of Shares (Rs.).	10/-	10/-

**vi) RELATED PARTIES TRANSACTIONS:**

As per the IND AS 24 – Related party transactions, the company's related party and the details of transactions the company had with them are given below:

**a) Key Managerial Personnel**

<b>Name of the Key Managerial personnel</b>	<b>Designation</b>
Mr. RM.Lakshmanan	Managing Director
Mr.L.Ramantahan	Whole Time Director (Resigned with effect from 23 <sup>rd</sup> May, 2025)
Mr. M Nagendra	Chief Financial Officer
Mrs.P. Shanmathy	Independent Director
Mr.Kavinesan I.M	Non-executive Director (Appointed with effect from 6th March 2024)
Mr.Ravindran Varadarajan	Independent Director (Appointed with effect from 10 <sup>th</sup> November 2023)
Ms Ritu Sharma	Company Secretary (Appointed with effect from 29th May 2024)

Relatives of Key Managerial Personnel- 1.Dhansingh Jayapal - Factory Owner

1. L Shwetha-Relative of Director

**b) Disclosure in respect of related party transactions**

<b>Name of the related party</b>	<b>Nature of transaction</b>	<b>2024-25 Rs in lakhs</b>	<b>2023-24 Rs in lakhs</b>
RM.Lakshmanan	Rent paid	6.00	6.00
L.Ramanathan	Rent paid	6.00	6.00
L Shwetha	Rent paid	6.00	6.00
<b>Closing balance as on 31 March, 2025</b>			
RM.Lakshmanan	Rent paid	0.45	0.45
L.Ramanathan	Rent paid	0.45	0.45
L Shwetha	Rent paid	0.45	0.45

ix) Disclosure of Fair value measurements

**(a) Financial Instruments by category:-**

The following table provides categorization of all financial instruments

<b>Particulars</b>	<b>Amortised Cost Amount in Lakhs</b>	<b>Fair Value thru Profit and Loss</b>
As at 31-03-2025		
<b>Financial Assets</b>		
Investments	-	0.09
Trade Receivables	350.96	-
Cash and Cash Equivalents	0.03	-
Other Financial Assets	76.26	-
<b>Financial Liabilities</b>		
Borrowings	1,344.78	-
Trade Payables	768.98	-
Other financial liabilities	356.57	-
As at 31-03-2024		
<b>Financial Assets</b>		
Investments	140.31	0.09
Trade Receivables	694.00	-
Cash and Cash Equivalents	0.06	-
Other Financial Assets	75.69	-
<b>Financial Liabilities</b>		
Borrowings	1,932.46	
Trade Payables	668.70	
Other financial liabilities	389.66	
<b>(b) Fair value hierarchy</b>		
The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by Valuation technique:		
Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.		
Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.		
Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.		

**Note 31: Income Taxes**

<b>Notes forming part of the financial statements</b>		
<b>Note 31 : Income Taxes</b>		
<b>(i) Reconciliation between average effective tax rate and applicable tax rate</b>		
<b>Income Tax Expense</b>	<b>Amount in Lakh</b>	
<b>Particulars</b>	<b>For the year ended 31 st March 2025</b>	<b>For the year ended 31 st March 2024</b>
<b>Income Tax recognised in profit or loss</b>		
<b>Current Tax</b>		
In respect of current year	5.40	6.00
In respect of prior years	-	9.14
<b>Total (A)</b>	<b>5.40</b>	<b>15.14</b>
<b>Deferred tax</b>		
In respect of current year origination and reversal of temporary differences	-3.38	4.27
<b>Total (B)</b>	<b>-3.38</b>	<b>4.27</b>
<b>Income Tax expense recognised in the statement of Profit and Loss (A+B)</b>	<b>2.02</b>	<b>19.41</b>
<b>Income Tax recognised in Other Comprehensive Income</b>		
Income tax expenses on remeasurement of employee defined benefit plans	-	-
Deferred tax expenses on remeasurement of employee defined benefit plans	-	-
<b>Total tax expense recognised in other comprehensive income</b>	<b>-</b>	<b>-</b>
<b>Reconciliation of tax expense and the accounting profit for the year is as follows:</b>		
<b>Particulars</b>	<b>For the year ended 31st March 2025</b>	<b>For the year ended 31st March 2024</b>
Profit before tax	21.47	50.10
Income Tax Expense Calculated @25.17% (PY @26%)	5.40	12.61
Adjustment related to Tax of earlier years	-	9.14
Effect of expenses that are deductible in determining taxable profit	-3.38	-2.34
Effect of lower tax rates for longer term capital gain	-	-
Others	-	-
Reported Tax Expense	<b>2.02</b>	<b>19.41</b>
<b>Effective Tax Rate</b>	<b>9%</b>	<b>39%</b>

The Company does not have any taxable profits during the year. Further, deferred tax has also not been recognized for reasons stated in Note 1 below. Accordingly, the disclosure relating to reconciliation of income tax expenses to applicable tax rates is not applicable.

**(ii) Following is the analysis of the deferred tax asset/(liabilities) presented in the Balance sheet.**

**Amount in Lakhs**

Particulars	For the Year ended 31 March 2025			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
<u>Tax effect of items constituting deferred tax liabilities</u> Property, Plant and Equipment	-56.57	3.38	-	-53.19
<u>Tax effect of items constituting deferred tax assets</u> Employee Benefits	-	-	-	-
<b>Total</b>	-	-	-	-
<b>Net Tax Asset / (Liabilities)</b>	<b>-56.57</b>	<b>3.38</b>	<b>-</b>	<b>-53.19</b>
Particulars	For the Year ended 31 March 2024			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
<u>Tax effect of items constituting deferred tax liabilities</u> Property, Plant and Equipment	-52.30	-4.27	-	-56.57
<u>Tax effect of items constituting deferred tax assets</u> Employee Benefits	-	-	-	-
<b>Total</b>	-			-
<b>Net Tax Asset / (Liabilities)</b>	<b>-52.30</b>	<b>-4.27</b>	<b>-</b>	<b>-56.57</b>

## 32 Notes forming part of the Financial Statements

### Note xi Financial Instruments

#### A. Capital risk management

The capital structure of the company consists of debt, cash and cash equivalents and equity attributable to equity shareholders of the company which comprises issued share capital and accumulated reserves disclosed in the Statement of Changes in Equity.

The company's capital management objective is to achieve an optimal weighted average cost of capital while continuing to safeguard the company's ability to meet its liquidity requirements (including its commitments in respect of capital expenditure) and repay loans as they fall due.

	Amount in Lakhs	
Particulars	As at 31 March 2025	As at 31 March 2024
Debt (Refer Note 21)	1,344.78	1,932.46
Cash and Bank Balance	-257.79	-348.28
<b>Total Debt</b>	<b>1,086.99</b>	<b>1,584.18</b>
Total Equity	1,461.21	1,441.77
<b>Net Debt to equity ratio</b>	<b>0.74</b>	<b>1.10</b>

#### B. Financial Risk Management

##### ii) Interest rate risk

The company is exposed to interest rate risk as the company borrows funds at both fixed and floating interest rates. The risk is managed by the company by maintaining an appropriate mix between fixed and floating rate borrowings. The use of interest rate swaps are also entered into, especially to hedge the floating rate borrowings or to convert the foreign currency floating interest rates to the domestic currency floating interest rates.

##### b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group only transacts with entities that are rated the equivalent of investment grade and above. The Group uses other publicly available financial information and its own trading records to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist of a large number of customers, concentrated in the automobile industry, mainly the Original Equipment Manufacturers ("OEM"). Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, security deposits are received from customers.

At 31 March 2025, the company did not consider there to be any significant concentration of credit risk which had not been adequately provided for. The carrying amount of the financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the maximum exposure to credit risk.

##### c) Liquidity Risk

The company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities for the company. The company has established an appropriate liquidity risk management framework for its short term, medium term and long term funding requirement



<b>e) Details of outstanding forward exchange contracts #</b>					
<b>Currency pair</b>	<b>Currency</b>	<b>Currency value</b>	<b>Average exchange rate</b>	<b>Nominal value (Rs)</b>	<b>Buy/Sell</b>
<b>As at March 31, 2025</b>					
USD/INR	US Dollar	-	-	-	Buy
EURO/INR	EURO	-	-	-	Buy
<b>As at March 31, 2024</b>					
USD/INR	US Dollar	-	-	-	Buy
EURO/INR	EURO	-	-	-	Buy
<b>As at March 31, 2023</b>					
USD/INR	US Dollar	-	-	-	Buy
EURO/INR	EURO	-	-	-	Buy
<b>As at March 31, 2022</b>					
USD/INR	US Dollar	-	-	-	Buy
EURO/INR	EURO	-	-	-	Buy
<b>Note xii: Approval of Financial Statements</b>					
The financial statements were approved by the board of directors at their meeting held on 28.05.2025					

<b>Financial arrangements</b>		
The company has access to the following undrawn borrowing facilities:		
<b>Particulars (Rs.in lakhs)</b>	<b>31-03-2025 (Rs.in lakhs)</b>	<b>31-03-2024 (Rs.in lakhs)</b>
<b>Expiring within one year</b>	1,344.78	1932.46
Working capital and other facilities		
Expiring beyond year	Nil	Nil
<b>Maturities of Financial Liabilities</b>		
<b>Nature of Financial Liability</b>	<b>Less than 1 year (Rs.in lakhs)</b>	<b>1-5 years (Rs.in lakhs)</b>
As at 31.03.2025		
Borrowings from Banks	1,344.78	
Trade payables	768.98	
Other financial liabilities	356.57	
As at 31.03.2024		
Borrowings from Banks	1,932.46	
Trade payables	668.70	
Other financial liabilities	389.66	

## xii. Foreign Currency Risk

The Company's exposure in USD and other foreign currency denominated transactions in connection with import of cotton, capital goods & spares, besides exports of finished goods in foreign currency, gives rise to exchange rate fluctuation risk. The Company has following policies to mitigate this risk: Decisions regarding borrowing in Foreign Currency and hedging thereof, and the quantum of coverage is driven by the necessity to keep the cost comparable. Foreign Currency loans, imports and exports transactions are hedged by way of forward contract after taking into consideration the anticipated Foreign exchange inflows/ outflows, timing of cash flows, tenure of the forward contract and prevailing Foreign exchange market conditions.

The company's exposure to foreign currency risk (Un -hedged) as detailed below: Currency	Trade Payables	Trade and other receivables	Amount in lakhs
In USD			
As at 31-03-2025	25.00	46697	39.87
As at 31-03-2025(SGD)		825	0.50
As at 31-03-2024	12,097	126620	115.94
In EURO			
As at 31-03-2025	1,180.19	83103	76.86
As at 31-03-2024	-	3696	3.21

Foreign currency sensitivity analysis						
Currency	As at March 31, 2025	Sensitivity+1%	Sensitivity -1%	As at March 31, 2024	Sensitivity+1%	Sensitivity -1%
USD	39.87	0.40	-0.40	115.94	1.16	-1.16
SGD	0.50	0.01	-0.01	-	-	-
Euro	76.86	0.77	-0.77	3.21	0.03	-0.03

### Cash flow and fair value interest rate risk:

Interest rate risk arises from short term borrowings with variable rates which exposed the Company to cash flow interest rate risk. The Company is exposed to the evolution of interest rates and credit markets for its future refinancing, which may result in a lower or higher cost of financing, which is mainly addressed through the management of the fixed/floating ratio of financial liabilities. The Company constantly monitors credit markets to strategize a well-balanced maturity profile in order to reduce both the risk of refinancing and large fluctuations of its financing cost.

The Company believes that it can source funds for both short term and long term at a competitive rate considering its strong fundamentals on its financial position.

### xiii) Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the Shareholders' wealth. The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus debt.

**33. Leases:**

The Company incurred Rs.49.57 Lakhs for the year ended March 31, 2025 (March 31, 2024- Rs.56.12 lakhs) towards expenses relating to short-term leases. Lease rent incurred and recoverable from employees and not falling under the scope of IND AS 116 amounted to ₹ 0/- (March 31, 2023 ₹ 0/-). The total cash outflow for leases is Rs. 49.57 lakhs for the year ended March 31, 2025 (March 31, 2024 ₹ 56.12 lakhs, including cash outflow of short-term leases and lease rent recoverable from employees.

**34. Additional information pursuant to the point no. 5(viii) of the General Instruction for preparation of Statement of Profit and Loss of Part II of Schedule III of the Companies Act, 2013**

Particulars	As at March 31, 2025	As at March 31, 2024
	Rs in Lakhs	Rs in Lakhs
(i) Value of Imports calculated on CIF basis	75.81	328.15
(ii) Expenditure in Foreign Currency	47.41	112.33
(iii) Earnings in Foreign Currency	1663.84	3130.14
(iv) Value of consumption of Imported items	66.76	308.62

**35. Details of Crypto Currency or Virtual Currency:**

The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year

**36. Relationship with Struck off Companies**

The company did not had any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

**37. Disclosure in relation to undisclosed income:**

There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

**38. Title Deeds of immovable properties**

The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company

**39. Disclosures pertaining to corporate social responsibility activities :**

The provisions of section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility are not applicable to the company.

40. Preliminary expenditure is being written/off over a period of five years

**41. Wilful Defaulter**

The Company has not been declared as wilful defaulter by any bank or financial institution or other lender

**42. Registration of charges with ROC:**

There are one charges totaling to Rs. 1.46 lakhs created in favour of banks which are pending for satisfaction. There are no outstanding dues to these banks and satisfaction of these charges are pending due to technical issues and for which Company will take appropriate action to sort it out.

#### 43. Key Financial Ratios

SL.No	Particulars	As at 31/03/2025	As at 31/03/2024	% Variance
<b>A</b>	<b>Current Ratio</b> Current Ratio (times) = Current Assets(1) / Current Liabilities(2)	2.43	2.81	<b>-13.51%</b> <b>No Major variance</b>
<b>B</b>	<b>Debt-Equity Ratio :</b>			
<b>*</b>	<b>Debt-Equity Ratio (times) = Total Debt(1) / Shareholder's Equity(2)</b>	<b>0.92</b>	<b>1.34</b>	<b>-31.34%</b> <b>Variance is due to decrease in borrowings</b>
<b>C</b>	<b>Debt Service Coverage Ratio</b> Debt Service Coverage Ratio (times) = Earnings available for debt service(1) / Debt Service(2)	1.35	1.36	<b>-0.71%</b> <b>No Major variance</b>
<b>D</b>	<b>Return on Equity Ratio</b> Return on Equity Ratio (%) = (Net Profits after taxes – Preference Dividend (if any))(1)/ Average Shareholder's Equity(2)	1.34	2.15	<b>-37.72%</b> <b>Variance in ratio is due to decrease in Net Profit during the year</b>
<b>E</b>	<b>Inventory turnover ratio</b> Inventory turnover ratio (times) = (Cost of goods sold or sales)(1) / Average Inventory (2)	1.12	1.98	<b>-43.55%</b> <b>Variance is due to significant decrease in Sales during the year</b>
<b>F</b>	<b>Trade Receivables turnover ratio</b> Trade Receivables turnover ratio (times) = Net Credit Sales(1) / Avg. Accounts Receivable	3.52	3.56	<b>-1.11%</b> <b>No Major variance</b>
<b>G</b>	<b>Trade payables turnover ratio</b> Trade payables turnover ratio (times) = Net Credit Purchases(1)/ Average Trade Payables(2)	0.94	2.59	<b>-63.61%</b> <b>Variance is due to improvement in payment to creditors.</b>
<b>H</b>	<b>Net capital turnover ratio</b> Net capital turnover ratio (times) = Net Sales(1)/	1.28	1.73	<b>-25.76%</b>

	Working Capital			<b>Variance is due to significant decrease in Net Sales</b>
<b>I</b>	Net profit ratio <b>Net profit ratio (%) = Net Profit(1)/ Net Sales(2)</b>	<b>1.06</b>	<b>0.92</b>	<b>14.61% No Major variance</b>
<b>J</b>	Return on Capital employed Return on Capital employed (%) = Earning before interest and taxes (1)/ Capital Employed(2)	<b>4.57</b>	<b>5.32</b>	<b>-13.95% No major variance.</b>
<b>K)</b>	<b>Return on investment</b>  <b>Income generated from investment</b>  <b>Total Investment</b>	<b>16.93</b>	<b>25.80</b>	<b>-34.38% Variance is due to decrease in income from investment.</b>

**44. Classification of Assets and Liabilities into current/ Non-current:**

All assets and liabilities are presented as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in the Schedule III of Companies Act, 2013. Based on the nature of products and time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for purpose of Current/Non- Current classification of assets and liabilities

**45. Cash and cash equivalents**

Cash and cash equivalent for the purpose of cash flow statement includes Cash in Hand, Balances with Banks and Fixed deposit with banks..

**46. Details of Benami Property**

The Company does not own any benami property in its name and neither any proceedings are initiated or pending against the Company under the Prohibition of Benami Property Transactions Act, 1988.

**47. Proposed Dividend**

The Board of Directors do not recommend any dividend in view of current year financial performance

**48. Revaluation of Plant, Property and Equipment:**

There was no revaluation of assets during the year 2024-25

49. **Borrowings from Banks & FI**

The Company has obtained secured short term/long term loan from banks on the basis of security of inventories and book debts wherein the quarterly returns as filed with bank is in agreement with the books

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**As per our report of even date attached**

**For Darpan & Associates  
Directors  
Chartered Accountants  
Firm Regn No: 016156S**

**sd/-  
Darpan Kumar  
Partner  
Membership No.235817  
Place:Chennai  
Date: 28.05.2025**

**For and on behalf of the Board of  
Euro Leder Fashion Limited**

**sd/-  
RM.Lakshmanan  
Managing Director  
(DIN-00039603)**

**sd/-  
M.Nagendra  
Chief Financial Officer  
Place: Chennai  
Date: 28.05.2025**

**sd/-  
P.Shanmathy  
Director  
(DIN-09743522)  
sd/-  
Ritu Sharma  
Company Secretary**