



**Date:** 28<sup>th</sup> February, 2019

**To**

**Bombay Stock Exchange Limited,  
1st Floor, P.J. Towers,  
Dalal Street, Mumbai - 400001  
Scrip Code - 532820**

**National Stock Exchange  
Exchange Plaza, BKC,  
Bandra (E), Mumbai - 400 051  
Symbol - ELAND**

**Subject: Intimation of Notice of Postal Ballot under Regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

Sir/Ma'am,

With reference to the captioned subject and pursuant to Section 110 of the Companies Act, 2013 please find enclosed Postal Ballot Notice and Postal Ballot Form dispatched to the members on 28<sup>th</sup> February, 2019 to transact the following businesses:

1. To approve re-appointment of Mr. Chongtae Baek as an Independent Director of the Company
2. To approve re-appointment of Mr. Sivabalan Paul Pandian as an Independent Director
3. To approve re-appointment of Mr. Kyoung Hur as an Independent Director
4. To consider and approve Related Party Transaction with various parties
5. Ratification of Related Party Transactions

Kindly take the same on record.

**FOR E-LAND APPAREL LIMITED**

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**Hemlata Gupta**  
**Company Secretary**  
**Membership No.:** A49430  
**Address:** - Makan No.69,  
Gram Panchayat Bhawan ke piche,  
Choti Rengaon Road Barwani  
Rajpur 451449



# E-LAND APPAREL LIMITED

CIN : L17110KA1997PLC120558

Regd. Off : 16/2-B, Vinayaka Indl. Estate, Singasandra, Hosur Road,  
Near Dakshin Honda Showroom, Bengaluru - 560068  
Tel : +91-080-42548800, Fax : +91-080-41425694, Web : www.elandapparel.com

## NOTICE OF POSTAL BALLOT

Dear Member(s),

**NOTICE** of Postal Ballot is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rule 22 of Companies (Management and Administration), Rules, 2014 (the "Rules") and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, to transact the following special businesses by passing the ordinary/ special resolution set out below through Postal Ballot including voting through electronic means.

The Company is desirous of seeking your consent to the proposals contained in the Resolution(s) set out below. A statement under Section 102 of the Act, pertaining to the aforesaid resolutions setting out the material facts concerning the said item and the reasons thereof is annexed hereto along with a postal ballot form as **Annexure - I** (the "Form") for your consideration.

Pursuant to rule 22(5) of the Rules, the Board of Directors, (the "Board") at its meeting held on Wednesday on 13th February, 2019 has appointed Mrs. Kumudini Bhalerao, partner of M/s Makar and M. Joshi & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to read carefully the instructions given in the Postal Ballot Notice and Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed and signed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on or before Saturday on 30th March, 2019. Postal Ballot Forms received after the said date will be strictly treated as if a reply from such Member has not been received.

### **E-voting Option**

In accordance with the provisions of Section 110 of the Act, 2013, read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to offer e-voting facility also as an alternate for our members which would enable you to cast your votes electronically, instead of physical Postal Ballot Form. E-voting is optional and all the members (whether holding share in demat form or physical form) may vote either by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. Please read carefully and follow the instructions on e-voting printed in this Postal Ballot Notice.

Upon completion of the scrutiny of the Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any other Director of the Company or Company Secretary of the Company as authorised by the Board. The result of the postal ballot/e-voting will be declared on or before Tuesday, 01st April, 2019 at the registered office of the Company through the mode as the Company deems fit for such declaration. The aforesaid result of the postal ballot/e-voting will also be posted on the Company's website [www.elandapparel.com](http://www.elandapparel.com) and communicated to the National Stock Exchange (NSE), Bombay Stock Exchange Limited (BSE). The last date specified by the Company for receipt of the duly completed Postal Ballot Forms and / or E-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by requisite majority.

### **Item of businesses requiring consent of shareholders through Postal Ballot/ e-voting:**

#### **1. To approve re-appointment of Mr. Chongtae Baek as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee, Mr. Chongtae Baek (DIN: 01566661), whose term of office as an Independent Director expires on 31st March, 2019 and who is eligible for re-appointment, be and is hereby re-appointed for a second term of 5 (five) years as an Independent Director, not liable to retire by rotation and who shall hold office of Independent Director w.e.f 1st April 2019 till 31st March 2024.

**RESOLVED FURTHER THAT** any of the directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."





**2. To approve re-appointment of Mr. Sivabalan Paul Pandian as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee, Mr. Sivabalan Paul Pandian (DIN:01573458), whose term of office as an Independent Director expires on 31st March, 2019 and who is eligible for re-appointment, be and is hereby re-appointed for a second term of 5 (five) years as an Independent Director, not liable to retire by rotation and who shall hold office of Independent Director w.e.f 1st April 2019 till 31st March 2024.

**RESOLVED FURTHER THAT** any of the directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**3. To approve re-appointment of Mr. Kyoung Hur as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee, Mr. Kyoung Hur (DIN: 00319651), whose term of office as an Independent Director expires on 4th August, 2019 and who is eligible for re-appointment, be and is hereby re-appointed for a second term of 5 (five) years as an Independent Director, not liable to retire by rotation and who shall hold office of Independent Director w.e.f 5th August 2019 till 4th August 2024.

**RESOLVED FURTHER THAT** any of the directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**4. To consider and approve Related Party Transaction with various parties :**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory modification thereof for the time being in force and as may be enacted from time to time), pursuant to recommendations of the Audit Committee and the consent accorded by the Board of Directors vide resolution passed in their respective meetings, the consent of the shareholders of the company be and is hereby accorded to related party transactions as per the details set out under Item No. 4 of the Statement annexed to this Postal Ballot Notice and that the Board of Directors be and is hereby authorized to perform and execute deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolutions and for the matters connected therewith or incidental thereto.

Name of the Related Parties	Relation	Term of Contract	Nature of transaction	Monetary Value
E Land World Co Ltd.	Ultimate Holding Co.	01.04.2019 to 31.03.2024	Sale of Goods	70 Cr p.a
E Land Asia Holdings PTE LTD	Holding company	01.04.2019 to 31.03.2024	Sale of Goods	20 Cr. p.a
E Land Fashion India Private Ltd.	Fellow Subsidiary Company	01.04.2019 to 31.03.2024	Purchase of Goods	50 Cr. p.a
E Land Retail Ltd	Entities Under Common Control	01.04.2019 to 31.03.2024	Sale of Goods	20 Cr. p.a

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.”

**5. Ratification of Related Party Transactions:**

To consider and, if thought fit to pass, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, the contract entered into by the Company with Related Parties as detailed in the explanatory statement set out at Item No.5 annexed to this notice be and are hereby ratified and approved.

<u>Sr. No</u>	<u>Name of the Related Party</u>	<u>Transaction Value</u>	<u>Nature of Transaction</u>
1.	E Land Fashion India Private Ltd.	32,61,03,821	Purchase of Goods

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

For **E-LAND APPAREL LIMITED**

Sd/-

**Hemlata Gupta**

**Company Secretary**

**Membership No. A49430**

Address: Makan No.69,  
gram panchayat bhawan ke piche,  
Choti Rengaon Road Barwani Rajpur 451449 MP

**Place :** Mumbai

**Date :** 13th February, 2019

**Regd. Office:**

**E-LAND APPAREL LIMITED**

**CIN:** L17110KA1997PLC120558

#16/2B, Sri Vinayaka Indl Estate, Singasandra  
Near Dakshin Honda Showroom House Road,  
Bangalore Karnataka 560068

**Tel :** +91-080-42548800

**Fax :** +91-080-41425694

**E-mail:** investor@elandapparel.com

**Website:** www.elandapparel.com

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#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No 1& 2:**

Mr. Chongtae Baek (DIN: 01566661) and Mr. Sivabalan Paul Pandian (DIN:01573458) were appointed as Independent Directors of the Company by the members at the 17th AGM of the Company held on 30th September, 2014 for a period of five consecutive years upto 31st March, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto five consecutive years on the Board of the Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Baek and Mr. Pandian, being eligible for re-appointment as Independent Directors and offering himself for re-appointment, are proposed to be re-appointed as Independent Directors for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from them stating that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have also given their consent to continue to act as Directors of the Company, if so appointed by the members. In the opinion of the Board, Mr. Baek & Mr. Pandian fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Directors of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Baek & Mr. Pandian as Independent Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of them as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Baek and Mr. Pandian as Independent Directors for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval of the shareholders of the Company. Being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1& 2. Mr. Baek & Mr. Pandian are not related to any of the Directors of the Company.

**Item No 3:**

Mr. Kyoung Hur (DIN: 00319651) was appointed as an Independent Director of the Company by the members at the 17th AGM of the Company held on 30th September, 2014 for a period of five consecutive years upto 4th August, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for



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APPAREL**

re-appointment on passing of a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kyoung Hur (DIN: 00319651), being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 5th August, 2019 upto 4th August, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Kyoung Hur fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Kyoung Hur as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kyoung Hur as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Kyoung Hur as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company. Being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. Mr. Kyoung Hur is not related to any Director of the Company.

<b>Name of the Director</b>	<b>Mr. Kyoung Hur</b>	<b>Mr. Chong Tae Baek</b>	<b>Mr. S. P. Pandian</b>
<b>Date of Birth</b>	1st February, 1955	6th March, 1960	21st September, 1958
<b>Nationality</b>	Korean	Korean	Indian
<b>Date of Appointment on the Board</b>	5th August, 2014	23rd August, 2011	29th April, 2007
<b>Designation</b>	Independent Director	Independent Director	Independent Director
<b>Qualification</b>	BA, Soongjun University	PhD from Mumbai University; MA in Intercultural Studies, Wheaton College, USA, MA in Ancient Indian History & Culture, Mumbai; B.A. in English literature, Ajou University	M.Sc. Tech from Mumbai University
<b>Experience/Expertise</b>	General Management in Textiles Business	Experience in General Management Trading and Logistics Business on Textiles	Textile Technologist having worked for more than 20 years in the manufacturing areas of various leading textile mills.
<b>Shareholding in the Company</b>	Nil	Nil	Nil
<b>Directorships in other Companies</b>	1- Keltech Offshore And Engineering Services Private Limited 2- Branee Business S & A Private Limited 3- Hindko Offshore And Engineering Services Private Limited	1- Jabez Hospitality Private Limited 2- Erom Wellcare Private Limited	1- Lovable Lingerie Limited
<b>Membership in Committees</b>	1- Audit Committee 2- Nomination and Remuneration Committee	1- Audit Committee 2- Nomination and Remuneration Committee 3- Stakeholder Relationship Committee 4- Risk Management committee	1- Nomination and Remuneration Committee
<b>Relationship with existing Directors of the Company</b>	Nil	Nil	Nil



**Item no.4:**

Section 188 of the Companies Act, 2013 read with rules 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions. Proviso to Section 188 provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. The transactions are repetitive in nature, considering the large volume of the transactions, the contracts / arrangements /transactions are material in nature and hence require the approval of the members. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts/ arrangements/transactions are material in nature and require the approval of the unrelated shareholders of the Company by an ordinary resolution:-

Name of the Related Parties	Relation	Term of Contract	Nature of transaction	Monetary Value
E Land World Co Ltd.	Ultimate Holding Co.	01.04.2019 to 31.03.2024	Sale of Goods	70 Cr p.a
E Land Asia Holdings PTE LTD	Holding company	01.04.2019 to 31.03.2024	Sale of Goods	20 Cr. p.a
E Land Fashion India Private Ltd.	Fellow Subsidiary Company	01.04.2019 to 31.03.2024	Purchase of Goods	50 Cr. p.a
E Land Retail Ltd	Entities Under Common Control	01.04.2019 to 31.03.2024	Sale of Goods	20 Cr. p.a

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further, as per regulation 23 (7) and second proviso to Section 188, all related parties of the Company, including, among others, E-Land Apparel Limited's group entities and the Directors or Key Managerial Personnel of E-Land Apparel Limited shall not participate or vote on this resolution.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

**Item No.5:**

The Company has entered into transactions in the year 2018-19 with Related Parties. The Company had taken approval for related party transaction done with E-Land Fashion Private Limited of Monetary value of INR 30 Crores p.a. But during the year 2018-19 upto December Quarter, transaction of purchase of goods amounting INR 32,61,03,821 has been done. Company would like to ratify the transaction entered with the shareholders of the company.

The transactions as mentioned above were in the Ordinary course of business and at Arm's Length price. The Audit Committee & the Board of Directors of the Company have considered these Contracts / Arrangement and limits at their respective meetings and ratified and approved the Contracts/ Arrangements with the Related Party (ies) and have also decided to seek ratification and approval of Shareholders pursuant to Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014. Members are hereby informed that pursuant to second proviso of Section 188 of the Act, no member of the Company shall vote on the resolution to approve any contract or arrangement which may be entered into by the Company if such member is a related party. The Board of Directors of the Company recommends the Resolution as set out at Item No.5 in the accompanying Notice for ratification and approval of the members. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Sr. No	Name of the Related Party	Transaction Value	Nature of Transaction
1.	E Land Fashion India Private Ltd.	32,61,03,821	Purchase of Goods

For E-LAND APPAREL LIMITED

Sd/-

**Hemlata Gupta**

**Company Secretary**

**Membership No. A49430**

Address: Makan No.69,

gram panchayat bhawan ke piche,

Choti Rengaon Road Barwani Rajpur 451449 MP

Place : Mumbai

Date :13th February, 2019





E-LAND  
**APPAREL**

**Regd. Office:**

**E-LAND APPAREL LIMITED**

**CIN:** L17110KA1997PLC120558

#16/2B, Sri Vinayaka Indl Estate, Singasandra  
Near Dakshin Honda Showroom House Road,  
Bangalore Karnataka 560068

**Tel :** +91-080-42548800

**Fax :** +91-080-41425694

**E-mail:** investor@elandapparel.com

**Website:** www.elandapparel.com

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act 2013, read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto. A copy of notice along with all annexures is also available on the website of the Company viz. [www.elandapparel.com](http://www.elandapparel.com)
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. Members shall have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is offering 'E-voting' facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with NSDL to facilitate E-voting. E-voting is optional. The detailed procedure with respect to E-voting is mentioned later in the Notice.
4. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
5. The Notice is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on Friday, 15th February, 2019. After the dispatch of the Notice, it shall also be displayed on the website of the Company
6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The voting on items included in the Notice cannot be exercised through proxy.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are being provided with the facility to cast their vote by electronic means through the e-voting platform provided by National Securities Depository Limited (NSDL). The process for electronic voting is attached herewith.
9. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
10. In case of any queries, you may contact the Company at investor@elandapparel.com or contact the RTA, Bigshare Services Pvt. Ltd, at marketing@bigshareonline.com or at the following address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra.

**INSTRUCTIONS**

**A. Voting through Postal Ballot Form:**

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed with the assent (for) or dissent (against), in the enclosed postage prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer as detailed above, by 5:00 p.m. (IST) on or before Saturday on 30th March, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The postage will be borne and paid for by the Company, if posted in India in the postage prepaid self-addressed Business Reply Envelope.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. Envelopes containing Postal Ballot Form if deposited in person or sent by courier or by registered / speed post at the expense of the Members will also be accepted.

**B. Procedure for Voting through Electronic means:**

- In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted by postal ballot by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- I. The facility for voting through the postal ballot form is made available to the members of the Company.
  - II. The members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.



III. The instruction for remote e-voting are as under:

- The remote e-voting period commences on Friday, 1st March, 2019 at 09:00 A.M and ends on Saturday, 30th March, 2019 at 05:00 P.M. During this period, shareholders of the Company holding shares either in physical form or in de-materialized form, as on Friday, 15th February, 2019 may cast their vote by remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".

Step 1: Log-in to NSDL e-Voting system at

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details On Step 1 Are Mentioned Below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> or <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.





E-LAND

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2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kumudiniparanjpe@mmjc.in](mailto:kumudiniparanjpe@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- Ms. Kumudini Bhalerao, Practising Company Secretary (Certificate of Practice Number 6690) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
  - The results will be declared on or before Friday, 1st April, 2019. The results declared along with the Scrutinizer's Report will be placed on the website of the Company [www.elandapparel.com](http://www.elandapparel.com) and on the website of NSDL and communicated to the Bombay Stock Exchange Ltd and National Stock Exchange Limited.

### For E-LAND APPAREL LIMITED

Sd/-

**Hemlata Gupta**

**Company Secretary**

**Membership No. A49430**

Address: Makan No.69,  
gram panchayat bhawan ke piche,  
Choti Rengaon Road Barwani Rajpur 451449 MP

**Place :** Mumbai

**Date :** 13th February, 2019

Regd. Office:

E-LAND APPAREL LIMITED

**CIN:** L17110KA1997PLC120558

#16/2B, Sri Vinayaka Indl Estate, Singasandra  
Near Dakshin Honda Showroom House Road,  
Bangalore Karnataka 560068

**Tel :** +91-080-42548800

**Fax :** +91-080-41425694

**E-mail:** [investor@elandapparel.com](mailto:investor@elandapparel.com)

**Website:** [www.elandapparel.com](http://www.elandapparel.com)



E-LAND  
**APPAREL**

# E-LAND APPAREL LIMITED

CIN : L17110KA1997PLC120558

Regd. Off : 16/2-B, Vinayaka Indl. Estate, Singasandra, Hosur Road,  
Near Dakshin Honda Showroom, Bengaluru - 560068

Tel : +91-080-42548800, Fax : +91-080-41425694, Web : www.elandapparel.com

## POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

• Name and Registered Address of the Sole/First named Shareholder	:			
• Name(s) of the Jt. Holder(s) (if any)	:			
• Registered Folio No./ DP ID No. and Client ID No.	:			
• Number of Share(s) held	:			
• EVEN (e-Voting EVENT Number)	:			
• User-ID	:			
• Password	:			
<p>• I/We hereby exercise my/our vote(s) in respect of the following Resolution(s) to be passed through Postal Ballot for the Special Businesses stated in the Notice of the Company, dated 13th February, 2019 by conveying my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing the tick (✓) mark in the appropriate box below:</p>				
Item No.	Resolution	No. of shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent to the resolution
1.	To approve re-appointment of Mr. Chongtae Baek as an Independent Director of the Company.			
2.	To approve re-appointment of Mr. Sivabalan Paul Pandian as an Independent Director			
3.	To approve re-appointment of Mr. Kyoung Hur as an Independent Director			
4.	To consider and approve Related Party Transaction with various parties			
5.	Ratification of Related Party Transactions			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of the Member

**Note:**

- (1) Please read the instructions carefully before exercising your vote.
- (2) Last date for receipt of Postal Ballot form by the Scrutinizer is on or before Saturday, 30th March, 2019.
- (3) This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility
- (4) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.



### **E-VOTING PARTICULARS:**

<b>EVEN (E-voting event number)</b>	<b>USER ID</b>	<b>Password/PIN</b>

<b>Commencement of E-voting</b>	<b>End of E-voting</b>
From 9:00 A.M. IST on, Friday, 01.03.2019	Up to 5:00 P.M. on, Saturday, 30.03.2019

\*Use Your Password

### **INSTRUCTIONS**

- A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
- Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
- Consent must be accorded by placing a tick mark [√] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [√] in the column, 'I dissent to the resolution'.
- The votes of a Member will be considered invalid on any of the following grounds:
  - a. unsigned Postal Ballot Forms will be rejected;
  - b. if the Member's signature does not tally;
  - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
  - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds.
- Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Saturday on 30<sup>th</sup> March, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received. Address of the Scrutinizer is as below: 803-804, Ecstasy Business Park, Near City of Joy, J.S.D Road, Mulund West - 400080
- A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
- In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at kumudiniparanjape@mmjc.in, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
- Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- A Member need not use all his / her votes nor do he / she need to cast his / her votes in the same way.

Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. Friday, 15<sup>th</sup> February, 2019.
- The Scrutinizer's decision on the validity of the postal ballot shall be final.
- Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.