



October 12, 2020.

To,
Bombay Stock Exchange Limited,
1st Floor,P.J Towers, Dalal Street, Fort,
Mumbai - 400001.

Scrip Code: 532820

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

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 October 12, 2020 to transact the Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE").

Kindly take the same on record.

For E-Land Apparel Limited

Jaeho Song

Digitally signed by Jaeho
Song
Date: 2020.10.12 14:42:14
+05'30'

JAEHO SONG

Managing Director

DIN: 07830731

Address: No. 2105 Block 2 Shobha Classic apartment,
Haralur Main Road, Near Ozone Residenza, Bangalore South,
Bengaluru 560102 India.



E- LAND APPAREL LIMITED

CIN: L17110KA1997PLC120558

Regd. Office: #16/2B, Sri Vinayaka Indl Estate, Singasandra
Near Dakshin Honda Showroom Hosur Road, Bangalore KA 560068 IN
Ph.: 080-42548800 **Fax:** 080-28472602 **E-Mail:** investor@elandapparel.com
Website: www.elandapparel.com

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009, AS AMENDED, AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.

Dear Members,

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 rules 20, 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 special resolution set out below through Postal Ballot including voting through electronic means.

The Company is desirous of seeking your consent to the proposal 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 “**Postal Ballot Form**”) for your consideration.

Pursuant to rule 22(5) of the Rules, the Board of Directors, (the “**Board**”) at its meeting held on Monday, 5th October, 2020 has appointed Mrs. Kumudini Bhalerao, Partner at Makarand 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 Postal Ballot 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 Wednesday, November 11, 2020. 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 Postal Ballot 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 Friday, November, 13, 2020 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 and communicated to the BSE 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 business requiring consent of shareholders through Postal Ballot/e-voting:

SPECIAL BUSINESS:

Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE").

To consider and if thought fit, to accord assent / dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to and in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2009 as amended from time to time ("**Delisting Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contract (Regulation) Act, 1956 (including the rules issued thereunder) including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, the listing agreement entered with BSE Limited ("**BSE**") (hereafter referred as "**Stock Exchange**"), where the equity shares of face value of ₹ 10 each of E-Land Apparel Limited ("**the Company**") ("**Equity Shares**") are listed, and all other applicable laws, rules, regulations and guidelines, if any, and subject to such approvals, permissions and sanctions, as may be required and necessary for the Company and for E-Land Asia Holdings Pte. Ltd. ("**ELAHPL**" or "**Acquirer**"), the Promoter of the Company, under applicable laws and subject to the terms of such approvals, consents, permissions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, consents, permissions, the approval of the members of the Company be and is hereby accorded to the board to directors of the Company ("**Board**", which term shall be deemed to include any committee which the Board may have constituted or may hereafter constitute exercising the powers conferred on the Board by this resolution), to voluntarily delist the Equity Shares from the Stock Exchange pursuant to the proposed intention to acquire all Equity Shares that are held by the public shareholders of the Company ("**Public Shareholders**" as defined under the Delisting Regulations) by ELAHPL, as detailed in its letter dated September 1, 2020, in accordance with the terms of the Delisting Regulations and other applicable provisions of applicable law ("**Delisting Offer**"), and the Company shall accordingly take all necessary actions and make all the necessary disclosures and filings to facilitate the proposed Delisting Offer.

RESOLVED FURTHER THAT for the purpose of giving effect to the Delisting Offer, any of the directors, Company Secretary and Compliance Officer of the Company, Chief Financial Officer be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters, and things as they may at their discretion deem necessary or expedient for the such purpose, and make all necessary filings including but not limited to making applications to any regulatory/ government authority in India, as may be required, and to the Stock Exchange to seek the in-principle and final approval for the Delisting Offer



(as may be required), in accordance with the provisions of Delisting Regulations, applicable provisions under the Companies Act and the rules framed thereunder and other applicable laws to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

FOR E-LAND APPAREL LIMITED

sd/-

JAEHO SONG

Managing Director

DIN: 07830731

Address: No. 2105 Block 2 Shobha
Classic apartment, Haralur Main
Road, Near Ozone Residenza,
Bangalore South, Bengaluru 560102
India

Date: October 5, 2020

Place: Bengaluru



EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Approval for Voluntary Delisting of the Equity Shares of the Company from BSE

1. 4,79,90,469 fully paid up equity shares of face value of INR 10/- each of the Company are listed on BSE.
2. The Board received a letter dated September 1, 2020 from ELAHPL, the Promoter of the Company, wherein ELAHPL expressed its intention to acquire all Equity Shares that are held by the Public Shareholders and consequently voluntarily delist the Equity Shares from the Stock Exchange in accordance with the provisions under the Delisting Regulations and other applicable provisions of applicable law.
3. Presently, ELAHPL holds 3,15,98,094 Equity Shares representing 65.84% of the paid up share capital of the Company and the Public Shareholders hold 1,63,92,375 Equity Shares representing 34.16% of the paid-up Equity Share capital of the Company.
4. ELAHPL, in its letter dated September 1, 2020, specified the following as the rationale for the Delisting Offer:
 - a. The Company has been continuously making losses for last nine years and as such the networth of the Company has completely eroded. The objective of making the Delisting Offer is to obtain full ownership of Equity Shares of the Company, which will provide ELAHPL with operational flexibility including but not limited to sale or scaling down or completely closing down the operations of the Company or restructuring after considering the financial condition of the Company. The other reasons include :
 - i. The proposed Delisting Offer would provide the Public Shareholders with an opportunity to exit on account of low volume and liquidity in the trading of the Equity Shares on the Stock Exchange at a price determined in accordance with the reverse book building mechanism set out in the Delisting Regulations; and
 - ii. Save compliance cost and reducing the management time to comply with Stock Exchange requirements.
 - b. The proposed Delisting Offer will provide the Public Shareholders an opportunity to realize immediate and certain value for their shares at a time of elevated market volatility. The price will be determined in accordance with the reverse book building mechanism set out in the Delisting Regulations.
 - c. The Company is unable to get economies of scale, volume and efficiency in production in manufacturing unit, as the cost and production overheads per unit is far higher in India. The Company is badly affected due to the prices in raw material, expensive labour, infrastructure bottlenecks and reduced export orders. There is a very tough competition in India with other local players and from units in neighboring countries, resulting in very low margin and the situation has deteriorated due to Covid- 19 pandemic. Hence, ELAHPL is unable to see financial or operational revival of the business of the Company for the foreseeable future.
5. The Company was informed by ELAHPL, pursuant to its letter dated September 29, 2020, that:
 - a. as per certificate dated Tuesday, 29th September, 2020 issued by Ashish Mandowara (Chartered Accountant), the floor price per Equity Share determined in accordance with

Regulation 15(2) of the Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, is negative, considering the “**reference date**” with respect to the proposed delisting as Tuesday, September 29, 2020 i.e., the date on which the Company intimated the Stock Exchange that a meeting of the Board is being convened on Monday, October 05, 2020 inter alia to consider the Delisting Offer.

- b. as the floor price determined in accordance with Regulation 15(2) of the Delisting Regulations by Ashish Mandowara, Chartered Accountant, is negative, ELAHPL is willing to acquire the Equity Shares of the Company from the public shareholders at a price of ₹ 4.10/- per Equity Share (“**Indicative Offer Price**”). Accordingly, ELAHPL decided to accept the Indicative Offer Price as minimum floor price in terms of Regulation 15(2) of the Delisting Regulations for the Delisting Offer (“**Floor Price**”).
6. The discovered price will be determined through the book building process specified in Schedule II of the Delisting Regulations. The final discovered price will be determined as the price at which shares accepted through eligible bids during the book building process takes the shareholding of ELAHPL to atleast 90% of the paid-up equity share capital of the Company. ELAHPL shall have the sole discretion to accept or reject the price discovered pursuant to the book building process including other rights and obligations in terms of the Delisting Regulations.
7. The acquisition of all Equity Shares by ELAHPL, from the Public Shareholders will be conditional upon the following:
 - a. approval of the shareholders of the Company by way of special resolution through postal ballot in accordance with the Regulation 8(1)(b) of the Delisting Regulations and other applicable law.
 - b. the acceptance by ELAHPL of the price payable for the Equity Shares as determined by the reverse book building process in accordance with the Delisting Regulations including other rights and obligations in terms of the Delisting Regulations.
 - c. a minimum number of Equity Shares being tendered for delisting to be successful in accordance with the Delisting Regulations.
 - d. Approval of the Stock Exchange and/ or any other regulatory and/ or statutory approvals, as may be required, under applicable laws for the acquisition of the Equity Shares from the Public Shareholders, if required.
 - e. such other terms and conditions as may be set out in the ‘public announcement’ or the ‘letter of offer’ to be dispatched to the Public Shareholders.
8. Under the Delisting Regulations, the Company is permitted to delist the Equity Shares if the Equity Shares accepted through eligible bids during the reverse book building process takes the shareholding of ELAHPL to at least 90% of the paid-up equity share capital of the Company. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final discovered price, are permitted to tender their Equity Shares up to a period of 1 year from the date of delisting of Equity Shares of the Company and, in such a case, ELAHPL shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.
9. The Board appointed M/s Emkay Global Financial Services Limited, a SEBI registered merchant banker having SEBI Registration. No.: INM000011229, as the merchant banker (“**Merchant Banker**”) to carry out due diligence in accordance with Regulations 8(1D) of the Delisting Regulations. Further, the Board, at its meeting held on Monday October 05, 2020, inter alia, took on record the due diligence report dated Monday, October 05, 2020 (“**Report**”), as tabled before them,



issued and submitted by the Merchant Banker and approved and recommended the Delisting Offer, after having discussed and considered various factors including the Report. Based on the information available with the Company and after taking on record the Report, the Board, in accordance with Regulation 8(1B) of the Delisting Regulations, certified that:

- a. The Company is in compliance with applicable provisions of securities laws;
 - b. The members of the Promoter Group or their related entities are in compliance with Regulation 4(5) of the Delisting Regulations; and
 - c. The Delisting Offer is in the interest of the shareholders of the Company.
10. The Board, at its meeting held on Monday, October 05, 2020, also granted the approval to the Company to seek the consent of the shareholders in relation to the Delisting Offer by way of a special resolution through postal ballot by way of remote e-voting in accordance with Regulation 8(1)(b) of the Delisting Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 and any other applicable laws and the approval was also given to Company to obtain approval of the Stock Exchange in accordance with the provisions under the Delisting Regulations and/ or any other regulatory/ government authority in India, as may be required, in relation to the Delisting Offer. In terms of Regulation 8(1)(b) of the Delisting Regulations, the special resolution shall be acted upon if and only if the votes cast by Public Shareholders in favour of the delisting resolution amount to at least two times the number of votes cast by Public Shareholders against it. Accordingly, approval for the delisting resolution is sought from the shareholders, and upon receipt of such approval, ELAHPL will proceed to make an offer to the Public Shareholders and purchase the Equity Shares at the exit price in accordance with the Delisting Regulations.
11. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price.
12. The Board recommends the special resolution and places it for consideration and the approval of the shareholders of the Company.
13. None of the directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution except to the extent of their shareholding.

FOR E-LAND APPAREL LIMITED

sd/-

JAEHO SONG

Managing Director

DIN: 07830731

Address: No. 2105 Block 2 Shobha
Classic apartment, Haralur Main
Road, Near Ozone Residenza,
Bangalore South, Bengaluru 560102
India

Date: October 5, 2020

Place: Bengaluru



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**
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 October 09, 2020. 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 Regulations, 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 Wednesday, November

11, 2020, 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 Tuesday, October 13, 2020 at 09:00 A.M and ends on Wednesday, November 11, 2020 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 October 09, 2020 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

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/> 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

e-services i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 who hold 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 16 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.
- b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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.
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 scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in. 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 to reset the password.
 2. 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 or call on toll free no: 1800-222-990 or send a request at evoting@nsdl.co.in
- Mrs. Kumudini Bhalerao, Partner at Makarand M. Joshi & Co, Practising Company Secretary (C.P. No. 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, November, 13, 2020. The results declared along with the Scrutinizer's Report will be placed on the website of the Company www.elandapparel.com and on the website of NSDL and communicated to the BSE.

FOR E-LAND APPAREL LIMITED

sd/-

JAEHO SONG

Managing Director

DIN: 07830731

Address: No. 2105 Block 2 Shobha
Classic apartment, Haralur Main
Road, Near Ozone Residenza,
Bangalore South, Bengaluru 560102
India

Date: October 5, 2020

Place: Bengaluru



E- LAND APPAREL LIMITED

CIN: L17110KA1997PLC120558

Regd. Office: #16/2B, Sri Vinayaka Indl Estate, Singasandra
Near Dakshin Honda Showroom Hosur Road, Bangalore KA 560068 IN
Ph.: 080-42548800 **Fax:** 080-28472602 **E-Mail:** investor@elandapparel.com
Website: www.elandapparel.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1. Name and Registered Address :
of the Sole/First named
Shareholder
2. Name(s) of the Jt. Holder(s) (if any) :
3. Registered Folio No./ DP ID No. :
and Client ID No.
4. Number of Share(s) held :

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 Monday, October 5, 2020 by conveying my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing the tick (") mark in the appropriate box below:

Item No.	Resolution	No. of shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent to the resolution
1.	Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE").			

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 05.00 P.M. Wednesday, November 11, 2020 This Postal Ballot Form is provided for the benefit of Members who do not have access to e- voting facility
3. If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

E-VOTING PARTICULARS:

EVEN (E-voting event number)	USER ID	Password/PIN
114710		

Commencement of E-voting	End of E-voting
From 9:00 A.M. IST on, Tuesday, October 13, 2020	Up to 5:00 P.M. on, Wednesday, November 11, 2020

*Use Your Password

INSTRUCTIONS

1. 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.
2. 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.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. 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.
5. 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'.
6. 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.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 05.00 P.M. on Wednesday, November 11, 2020. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. 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.
9. 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 scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. 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.
11. 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 October 09, 2020.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final.
13. 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.