



**NOTICE OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF E-LAND APPAREL LIMITED (THE COMPANY) WILL BE HELD ON TUESDAY, 29<sup>TH</sup> DECEMBER, 2020 at 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (VC) TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESSES:**

- 1. To receive, consider and adopt the Audited Financial Statement as at 31<sup>st</sup> March, 2020 together with the Reports of the Directors' and the Auditors' thereon**

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

**RESOLVED THAT** pursuant to the provisions of section 179 read with section 129 of the Companies Act, 2013 ("the Act"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Audited Balance sheet as at 31<sup>st</sup> March, 2020 and statement of Profit and loss for the year ended on that date together with notes, schedules and cash flow statement, Board's Report thereon placed before the member of the company, is be and hereby received, approved and adopted.'

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms to Registrar of Companies."

- 2. Re-appointment of Mr. Jae Ho Song, Managing Director of the Company who retires by rotation as a Director of the Company and being eligible, offers himself for re-appointment.**

To appoint a Director in place of Mr. Jae Ho Song (having DIN: 07830731), Managing Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any re-enactment(s) or modification(s), thereof for the time being in force), Mr. Jae Ho Song (having DIN: 07830731), Managing Director, who retires by rotation at this meeting, and being eligible offers himself for re-appointment, be and is hereby re-appointed as an Director of the Company."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms to Registrar of Companies."

**SPECIAL BUSINESSES:**

- 3. Re-appointment of Mrs. Elizabeth Ravi (DIN: 07213341) as an Independent Director of the Company for a second term of 5 (Five) consecutive years.**

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



**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Elizabeth Ravi (DIN: 07213341) who was appointed as an Independent Director of the Company for a term of Five years up to June 18, 2020 by members at the 18<sup>th</sup> Annual General Meeting of the Company in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 19<sup>th</sup> June 2020 up to 18<sup>th</sup> June, 2025, not liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all the Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

**4. Ratification of Related Party Transaction with various parties:**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, and in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, members of the Company do hereby confirm, ratify and approve the contract and/ or arrangements entered with the following related parties during the period from 1 April 2019 till 31 March 2020.”

<b>Sr. No</b>	<b>Name of Related Party'</b>	<b>Transaction Value</b>	<b>Nature of Transaction</b>
1.	E Land Fashion India Private Ltd.	21,66,26,000	Purchase of Goods
2.	E Land World Co Ltd.	35,90,17,000	Sale of Goods
3.	E Land Asia Holdings Pte Ltd	41,87,50,000	Intercompany Borrowing

**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. To approve the material Related Party Transactions with various parties**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which



may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board for entering into any contracts and / or arrangements with the following Parties for an amount not exceeding the limits as detailed below:”

Sr. No	Name of the Related Party	Nature of Relationship	Transaction (Amount in INR)	Nature of Transaction
1	E Land Fashion India Private Ltd.	Fellow Subsidiary	30,00,00,000	Purchase of Goods
2	E Land World Co Ltd.	Ultimate Holding Company	45,00,00,000	Sale of Goods
3	E Land Asia Holdings Pte Ltd	Holding Company	55,00,00,000	Intercorporate Borrowing
4	E-land Retail Limited	Fellow Subsidiary	20,00,00,000	Sale of Goods

**6. Waiver of recovery of excess managerial remuneration paid to Mr. Jae ho Song, (DIN: 07830731), Managing Director of the Company for the financial year 2018-19 and 2019-20.**

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

“**RESOLVED THAT** pursuant to the approval by the members for the payment of remuneration to Mr. Jae Ho Song, Managing Director of the Company at the 20<sup>th</sup> Annual General Meeting of the Company and pursuant to the provisions Sections 197 and 198 of the Companies Act, 2013 (“the Act”) and other applicable provisions and rules, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of the excess remuneration paid to **Mr. Jae ho Song, (DIN: 07830731)**, Managing Director of the Company amounting to **Rs. 1,53,27,462.25** for the financial year 2018-19 and **Rs. 1,66,55,139** for the financial years 2019-20, which was in excess of the limits approved by the Members of the Company at their Annual General Meeting held on September 17, 2017.

**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”

**Date: September 04, 2020**

**Place: Bengaluru**

**Registered Office:**

#16/2B, Sri Vinayaka Indl Estate, Singasandra Near  
Dakshin Honda Showroom Hosur Road, Bengaluru  
KA 560068 IN

**CIN: L17110KA1997PLC120558**

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

**Date: September 04, 2020.**

**By order of the Board of Directors  
For E-Land Apparel Limited**

**SD/-**

**Mr. Jae Ho Song  
Chairman & Managing  
Director  
DIN 07830731**



**NOTES:**

In view of the continuing COVID-19 pandemic, Ministry of Corporate vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Securities and Exchange Board of India vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as 'Circulars') permitted companies to hold AGM through video conference ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue. Accordingly, the AGM of the Company will be held through VC. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed to this Notice.

1. The AGM shall be deemed to be held at the Registered Office of the Company at #16/2B, Sri Vinayaka Indl Estate, Singasandra near Dakshin Honda Showroom Hosur Road, Bengaluru 560068.
2. The Circulars waived the requirement of permitting the members to appoint proxies to attend and vote on his/her behalf, as the AGM is being held through VC. Accordingly, the facility for appointment of proxies by the members will not be available. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal/e-voting portal.
5. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
6. NSDL will be providing facility for voting through remote e-Voting, for participation in the 23<sup>rd</sup> AGM through VC/OAVM facility and e-Voting.
7. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a firstcome-first-served basis. The large Shareholders (Shareholders holding more than 2%), promoters, Institutional investors, directors, Key managerial personnel, Chairperson of Audit/NRC/SRC Committee, Auditors etc, maybe allowed to attend the meeting without the restriction on account of first-come-first-served basis.
8. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) / 022-24994553.
9. The Company has appointed Bigshare Services Private Limited, RTA, as Registrars and Share Transfer Agents for Physical Shares. The said (RTA) is also the Depository interface of the Company with both NSDL & CDSL. Following information of RTA is as follows:  
Telephone No.022-40430200/ 62638200  
E-mail address: [investor@elandapparel.com](mailto:investor@elandapparel.com)



Fax No.022 -28475207/62638299

However, keeping in view the convenience of Shareholders, documents relating to shares will continue to be received by the Company at its Registered Office

Telephone No. 022-40430200/ 62638200

Email: [investor@elandapparel.com](mailto:investor@elandapparel.com)

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, 8<sup>th</sup> December, 2020 to Tuesday, 29<sup>th</sup> December, 2020. Members seeking to inspect such documents can send an email to [investor@elandapparel.com](mailto:investor@elandapparel.com).
11. The Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, 24<sup>th</sup> December, 2020 to Tuesday, 29<sup>th</sup> December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
12. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Bigshare Services Private Limited (RTA), or to the Company at its Registered Office in respect of their physical shares.
13. Members desiring any information are requested to write to the Company 10 days in advance at [investor@elandapparel.com](mailto:investor@elandapparel.com).
14. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut- off date Wednesday, 23<sup>rd</sup> December,2020 .
15. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
16. The e-voting period commences on Saturday, 26<sup>th</sup> December 2020 (9:00 a.m. IST) and ends on Monday, 28<sup>th</sup> December, 2020 (5:00 p.m. IST). During this period, members holding share either in physical or dematerialized form, as on cut-off date, may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.
17. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
18. A persons, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting as the AGM facilitated by NSDL.
19. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-



voting”) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Ms. Kumudini Bhalerao of MMJC & Co, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are participating in the AGM through Video Conferencing but have not cast their votes by availing the remote e-voting facility.
21. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
22. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NSDL the results shall simultaneously be communicated to the Bombay Stock Exchange (BSE).
24. Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual Report:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). In accordance with the Circulars issued by MCA and SEBI and owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith) due to COVID-19 pandemic situation such statements including the Notice of the 23<sup>rd</sup> AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2019-20 is available on the Company’s website [www.elandapparel.com](http://www.elandapparel.com) , website of the Stock exchanges i.e. BSE i.e., [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
25. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
26. Instructions for Members for participating in the AGM through VC/OAVM
  - I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under member’s login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the EVEN of Company will be displayed.



- II. The Members can start joining in 30 (thirty) minutes before the scheduled time of AGM and it will be kept open for 15 (fifteen) minutes after the start of AGM.
- III. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 Members on first come first served basis.
- IV. User Guidelines/Compatibility for viewing of AGM:
- ✓ All you need is a computer with an Internet connection (high speed service such as DSL or cable works best) and speakers Compatible Browser list: Google Chrome 50 | Microsoft Edge | Internet Explorer 10 & above | Firefox | Safari | Opera
  - ✓ Video Buffering/Video Stuck but not audible: Check on the Internet Connection, Check whether you have sufficient bandwidth for viewing the Same, To check whether if you have sufficient bandwidth for viewing the same, click on the system check tab or visit [speedtest.net](http://speedtest.net) Minimum Internet Speed should be 10 MBPS with the Upload and Download Ratio of 1:1.
  - ✓ Allow third party cookies.
  - ✓ You may also use a headset instead of speakers.
  - ✓ Please refresh your browser (for laptop / desktop kindly press CTRL+F5)
27. Procedure to raise questions / seek clarifications with respect to Agenda of AGM:
- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / folio number, email id, mobile number to [investor@elandapparel.com](mailto:investor@elandapparel.com) Questions / queries received by the Company till 5:00 p.m. IST on Friday, December 25<sup>th</sup>, 2020, shall only be considered and responded to during the AGM.
  - The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.
28. **Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide its members, as on the mentioned cut-off date the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice, at the 23<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- II. The facility for voting shall be made available at the AGM and the members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.



III. The remote e-voting period commences on **Saturday, 26<sup>th</sup> December 2020** at 9:00 am and ends on **Monday, 28<sup>th</sup> December 2020** at 5:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the mentioned cut-off date may cast their vote by remote e-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>**  
**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.nsd.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.nsd.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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 101456 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 to 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.
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.
- Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice
- a) In case shares are held in physical mode please provide 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 [sadhananitra@sncl.com](mailto:sadhananitra@sncl.com)
  - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [sadhananitra@sncl.com](mailto:sadhananitra@sncl.com)

**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 [kumudiniparanjape@mmjc.in](mailto:kumudiniparanjape@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)

**Registered Office:**

#16/2B, Sri Vinayaka Indl Estate, Singasandra Near  
Dakshin Honda Showroom Hosur Road, Bengaluru KA  
560068 IN

**CIN:** L17110KA1997PLC120558

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

**Date:** September 04, 2020

**SD/-**

**Mr. Jae Ho Song**

**Chairman & Managing Director**

**DIN: 07830731**



**Explanatory Statement under Section 102(1) of the Companies Act, 2013**

**Item No.3**

At the 18<sup>th</sup> Annual General Meeting of the members of the company held on 30<sup>th</sup> September 2015, Mrs. Elizabeth Ravi was appointed as an Independent director for a period of 5 years. Her existing term expires on 18-06-2020.

Mrs. Elizabeth Ravi holds the qualification of B.SC B.Ed., M.S.W (Masters in Social Work), Diploma in Medical Laboratory Technology and DHRM (Diploma in Human Resource Management). He has also obtained the required expertise in PSI - an international NGO, working for the HIV/AIDS infected and affected people (for 1 year). 2. Worked efficiently as a Project Coordinator in WORLD VISION INDIA - International Christian NGO working for the upliftment of slum dwellers and rural areas basically in health and education. (For 7 year).

Pursuant to the Companies (Appointment and Qualification of Directors), Rules, 2014 and the amendments made thereto from time to time, Mrs. Elizabeth Ravi has also registered herself in the Data Bank maintained by the Indian Institute of Corporate Affairs for a period of five years and has paid the fees accordingly.

In the opinion of the Board of Directors of the Company, Mrs. Elizabeth Ravi continues to fulfill the conditions of independence as specified in the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the amendments made thereto, for re-appointment as an Independent Director.

Considering her qualification, expertise and experience, it has been recommended by the Nomination and Remuneration Committee the Board of Directors of the Company at its meeting held on 13<sup>th</sup> July 2020, re-appointed her as an independent director of the Company for a period of 5 years with effect from 19<sup>th</sup> June 2020 on the terms and conditions as detailed in the resolution as set out in item no. 4 of this notice, subject to approval of members of the Company.

**Item No. 4:**

**The Company has entered following transactions in the year 2019-20 with Related Parties.**

<b><u>Sr. No</u></b>	<b><u>Name of Related Party</u></b>	<b><u>Transaction Value</u></b>	<b><u>Nature of Transaction</u></b>	<b><u>Nature of relation Ship</u></b>
1.	E Land Fashion India Private Ltd.	21,66,26,000	Purchase of Goods	Fellow Subsidiary
2.	E Land World Co Ltd.	35,90,17,000	Sale of Goods	Ultimate Holding Company
3.	E Land Asia Holdings Pte Ltd	41,87,50,000	Intercorporate Borrowing	Holding Company

As per the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover i.e. 17.2 Crores (approx) of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related



parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR).

Members may please note that based on the criteria as mentioned above in the SEBI LODR above transactions are “Material” and therefore requires approval of the Company by Ordinary Resolution.

Accordingly, an Ordinary Resolution under **Item No. 4** for ratification/approval of the above transactions is placed before the Shareholder for ratification/approval. Hence, the Board recommends the said enabling resolution for the approval of the members. None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

**Item No. 5:**

Your Company has entered into a transaction with the companies as mentioned in the resolution which is a “Related Party” as defined under Section 2 (76) of the Companies Act, 2013.

As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015. Proviso to Section 188 further 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.

As per the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as “Material” if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover i.e. 17.2 Crores (approx) of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR) Regulations 2015.

Members may please note that based on the criteria as mentioned above in the SEBI LODR, transactions with such related parties as mentioned in Item No. 6 are “Material” and therefore requires approval of the Company by Ordinary Resolution.



Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions are as follows:

<b>Sr No.</b>	<b>Name of the Related Party</b>	<b>Name of the Director or KMP who is related</b>	<b>Nature of Relationship</b>	<b>Nature, material terms, monetary value and particulars of the contract or arrangement</b>
1	E Land Fashion India Private Ltd.	None	Fellow Subsidiary	Contract for purchase of goods shall be on a continuous basis and in the ordinary course of business. Monetary value of proposed aggregate transactions during financial year 2020-21 is expected to be 30,00,00,000.
2	E Land World Co Ltd.	None	Ultimate Holding Company	Contract for Sale of goods shall be on a continuous basis and in the ordinary course of business. Monetary value of proposed aggregate transactions during financial year 2020-21 is expected to be 45,00,00,000.
3	E Land Asia Holdings Pte Ltd	None	Holding Company	Availing of Intercompany Borrowing on a continuous basis and in the ordinary course of business. Monetary value of proposed aggregate transactions during financial year 2020-21 is expected to be 55,00,00,000
4	E-land Retail Limited	None	Fellow Subsidiary	Contract for sale of Goods shall be on a continuous basis and in the ordinary course of business. Monetary value of proposed aggregate transactions during financial year 2020-21 is



				expected to be 20,00,00,000.
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None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution

**Item No. 6:**

Mr. Jae Ho Song is on the Board as Managing Director of the Company with effect from May 30, 2017.

In the Annual General Meeting held on September 29, 2017, members of the Company approved the remuneration of 5,00,000 which can be increased up to 9,00,000 per month to be paid to Mr. Jae Ho Song. However, excess remuneration was paid to Mr. Jae Ho Song for the financial year 2018-19 & 2019-20 respectively, exceeding the limits as passed by the members.

The Management believes that the excess remuneration paid to Mr. Jae Ho Song is justified keeping in view his contributions to E-land Apparel Limited. Therefore it is proposed to waive of the excess remuneration paid to Mr. Jae ho Song.

Further, the Nomination and remuneration Committee and the Board have at their respective meeting(s) subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Jae Ho Song and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to Mr. Jae Ho Song

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Save and except Mr. Jae Ho Song and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 6 respectively.

The Board of Directors recommend passing of the resolution set out under Item No. 1 for approval of the members as a special resolution.



**Brief resume of Directors being re-appointed (in pursuance of Regulation 36(3)(a) of the Listing Regulations) and Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment**

**(Annexure-1)**

<b>Name of the Director</b>	<b>Mrs. Elizabeth Ravi</b>
<b>DIN</b>	07213341
<b>Date of birth</b>	3 <sup>rd</sup> September, 1978
<b>Nationality</b>	Indian
<b>Date of appointment on the board</b>	19 <sup>th</sup> June, 2015
<b>Designation</b>	Independent director
<b>Qualification</b>	B.SC B.Ed., M.S.W (Masters in Social Work), Diploma in Medical Laboratory Technology and DHRM (Diploma in Human Resource Management)
<b>Experience/Expertise</b>	<ol style="list-style-type: none"><li>1. Worked in PSI - an international NGO, working for the HIV/AIDS. Infected and affected people (for 1 year).</li><li>2. Worked efficiently as a Project Coordinator in WORLD VISION INDIA - International Christian NGO working for the upliftment of slum dwellers and rural areas basically in health and education. (For 7 year)</li></ol>
<b>Directorships in other Companies</b>	Nil
<b>Membership in Committees</b>	<ol style="list-style-type: none"><li>1. Audit committee.</li><li>2. Stakeholder Relationship Committee.</li></ol>
<b>Relationship with existing Directors</b>	Nil
<b>Shareholding in the Company</b>	Nil

**(Annexure-2)**

<b>Name of the Director</b>	<b>Mr. Jae Ho Song</b>
<b>DIN</b>	07830731
<b>Date of birth</b>	3 <sup>rd</sup> December, 1977
<b>Nationality</b>	Indian
<b>Date of appointment on the board</b>	30 <sup>th</sup> May, 2017
<b>Designation</b>	Chairman and Managing Director
<b>Qualification</b>	Graduate in Textile Engineering from Soongsil University
<b>Experience/Expertise</b>	He has 17 years of vast experience in the Garment Industry
<b>Directorships in other Companies</b>	Nil
<b>Membership in Committees</b>	Stakeholder Relationship Committee.
<b>Relationship with existing Directors</b>	Nil
<b>Shareholding in the Company</b>	Nil



**E-Land Apparel Limited**  
(Formerly known as Mudra Lifestyle Limited)

**Annual Report 2019-2020**

**Registered Office:**

#16/2B, Sri Vinayaka Indl Estate, Singasandra Near  
Dakshin Honda Showroom Hosur Road, Bengaluru KA  
560068 IN

**CIN:** L17110KA1997PLC120558

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

**Date:** September 04, 2020.

**SD/-**

**Mr. Jae Ho Song**

**Chairman & Managing Director**

**DIN 07830731**