

Date: 08th December, 2020

To,
The General Manager
Department of Corporate Services
BSE Limited
Bombay Stock Exchange Limited,
1st Floor, P.J. Towers,
Dalal Street, Mumbai – 400001.

Scrip Code: 532820

Subject: Notice of 23rd Annual General Meeting and Annual Report 2019-20.

Dear Sir / Madam,

In compliance with Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report 2019-20 containing the Notice of 23rd Annual General Meeting of E-Land Apparel Limited scheduled to be held on Tuesday, 29th December, 2020 at 11.00 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The schedule of AGM is set out below:

Particulars	Date
Cut-off Date for E-Voting For Agenda Item	Wednesday, December 23, 2020
Last date to Submit documents for appointment of authorised Representative.	Friday, December 25, 2020 (by 5.00 P.M)
Book Closure	Thursday, December 24, 2020 to Tuesday, December 29, 2020.
Commencement of E- Voting	Saturday, December 26, 2020
End of E-voting	Monday, December 28, 2020
Date & Time of AGM	Tuesday, December 29, 2020 at 11.00 A.M. through VC/ OAVM

The Annual Report of the Company for the year 2019-20 has also been made available on the Company website <http://www.elandapparel.com/>



Thanking You

Jaeho Song Digitally signed by
Jaeho Song
Date: 2020.12.08
17:46:37 +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.



CORPORATE INFORMATION

Management of the Company

Mr. Jae Ho Song	(Chairman & Managing Director W.e.f 30.05.2017)
Mr. Chong Tae Baek	(Independent Director w.e.f. 31.03.2019)
Mr. Sivabalan Paul Pandian	(Independent Director w.e.f. 31.03.2019)
Mr. Kyoung Hur	(Independent Director w.e.f. 31.03.2019)
Mrs. Elizabeth Ravi	(Independent Director w.e.f 19.06.2015)
Mr. Diwakar Jugani	(Company Secretary & Compliance Officer Appointed w.e.f.14.09.2019)

Statutory Auditors:

M/s Hinesh Doshi & Co LLP
Chartered Accountants
3rd floor, Palai Plaza, Swami Gyan Jivandas Marg,
Dadar (East), Mumbai - 400014.

Secretarial Auditors:

DSM & Associates.
Raylon Arcade, C-502, RK Mandir Rd, Kondivita,
Andheri East, Mumbai, Maharashtra 400059.

Internal Auditors:

S.K Patodia & Associates
Chartered Accountants
Plot No. 156-158, Shree Shakambhari Corporate Park
Chakrvarti Ashok Complex, J B Nagar, Andheri East,
Mumbai, Maharashtra 400099

Registered Office:

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

Registrar & Share Transfer Agent:

Big share Services Private Limited 1st Floor,
Bharat Tin Work Building,
Opp. Vasant Oasis Makwana Road, Marol Andheri (E),
Mumbai-400059. Tel.: 022-62638200, Fax : 022-62638299

Committees of Board

Stakeholder Relationship Committee:

- Mr. Chong Tae Baek, (Chairperson)
- Mr. Kyoung Hur
- Mrs. Elizabeth Ravi

Nomination and remuneration Committee:

- Mr. Kyoung Hur, (Chairperson)
- Mr. Chong Tae Baek
- Mr. S. P. Pandian

Audit Committee:

- Mr. Chong Tae Baek, (Chairperson)
- Mr. Kyoung Hur
- Mrs. Elizabeth Ravi

Internal Complaint Committee:

- Sunitha Albert (Chairperson)
- Usha
- Jai Ram Singh
- Vaishali
- Shakeela
- Yashpal Bhandari

Risk Management Committee:

- Mr. Jae ho Song (Chairperson)
- Mr. Chong Tae Baek

Bankers:

Oriental Bank of Commerce
State Bank of India



E-Land Apparel Limited

(Formerly known as Mudra Lifestyle Limited)

Annual Report 2019-2020

Contents	Page No.
Notice.....	1
Directors' Report.....	20
Report on Corporate Governance.....	52
Management Discussion & Analysis.....	93
Auditor's Report.....	112
Balance Sheet.....	123
Statement of Profit & Loss.....	124
Cash Flow Statement.....	125
Statement of Changes in Equity.....	127
Notes to Accounts.....	128



NOTICE OF THE 23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF E-LAND APPAREL LIMITED (THE COMPANY) WILL BE HELD ON TUESDAY, 29TH 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 31st 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 31st 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 18th 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 19th June 2020 up to 18th 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.”

<u>Sr. No</u>	<u>Name of Related Party'</u>	<u>Transaction Value</u>	<u>Nature of Transaction</u>
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	Intercorporate 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 Related Party Transaction

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 20th 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

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

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**

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 23rd 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 / 1800-222-9900 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in /022-24994360 or Mr. Sagar Ghosalkar Assistant Manager- NSDL at 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
Fax No.022 -28475207/62638299

E-Land Apparel Limited

(Formerly known as Mudra Lifestyle Limited)

Annual Report 2019-2020

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

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, 8th December, 2020 to Tuesday, 29th December, 2020. Members seeking to inspect such documents can send an email to investor@elandapparel.com.
11. The Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday, 23rd December, 2020 to Tuesday, 29th 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.
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, 23rd 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. 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, 26th December 2020 (9:00 a.m. IST) and ends on Monday, 28th 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 at 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 23rd 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, website of the Stock exchanges i.e. BSE i.e., www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL i.e. 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 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 speed test.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 Questions / queries received by the Company till 5:00 p.m. IST on Friday, December 25th, 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 23rd 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, 26th December 2020** at 9:00 am and ends on **Monday, 28th 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.nsdl.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?

E-Land Apparel Limited

(Formerly known as Mudra Lifestyle Limited)

Annual Report 2019-2020

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 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 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:

E-Land Apparel Limited

(Formerly known as Mudra Lifestyle Limited)

Annual Report 2019-2020

- (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.
- 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
 - 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

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 with a copy marked to evoting@nsdl.co.in.

E-Land Apparel Limited

(Formerly known as Mudra Lifestyle Limited)

Annual Report 2019-2020

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 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 or call on toll free no. 1800-222-990 or send a request at 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

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 18th Annual General Meeting of the members of the company held on 30th 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 13th July 2020, re-appointed her as an independent director of the Company for a period of 5 years with effect from 19th 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.

<u>Sr. No</u>	<u>Name of Related Party</u>	<u>Transaction Value</u>	<u>Nature of Transaction</u>	<u>Nature of relation</u>
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 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 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:

Sr No.	Name of the Related Party	Name of the Director or KMP who is related	Nature of Relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
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

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

Annual Report 2019-2020

				year 2020-21 is expected to be INR 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 INR 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 INR 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 INR 20,00,00,000.

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 through

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)

Name of the Director	Mrs. Elizabeth Ravi
DIN	07213341
Date of birth	3 rd September ,1978
Nationality	Indian
Date of appointment on the board	19 th June,2015
Designation	Independent director
Qualification	B.SC B.Ed., M.S.W (Masters in Social Work), Diploma in Medical Laboratory Technology and DHRM (Diploma in Human Resource Management)
Experience/Expertise	<ol style="list-style-type: none"> 1. Worked 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)
Directorships in other Companies	Nil
Membership in Committees	<ol style="list-style-type: none"> 1. Audit committee. 2. Stakeholder Relationship Committee.
Relationship with existing Directors	Nil
Shareholding in the Company	Nil

(Annexure-2)

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

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



DIRECTORS' REPORT

To,
The Members of E-Land Apparel Limited ('Company')

Your Directors present the 23rd Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2020.

1. **FINANCIALS:**

a) **FINANCIAL RESULTS:**

The Financial Performance of the Company for the year ended 31st March, 2020 is summarized below:

(Rs. In Lakhs)

Particulars	Year ended 31 st March, 2020	Year ended 31 st March, 2019
Operational & Other Income	15,247.65	17,606.5
Loss before Interest, Depreciation, Prior period items, Exceptional Items & Tax	(21.66)	(47.12)
Interest	4782.11	3,910.37
Depreciation & Amortization	439.06	194.39
Loss before exceptional items and tax	(5,242.83)	(4,151.88)
Prior period items	-	-
Exceptional Items	-	-
Loss before tax	(5,242.83)	(4,151.88)
Less/(Add): Provision for Taxation including prior period adjustments	-	-
Other Comprehensive Income	30.04	28.72
Deferred Tax	-	-
Loss after tax	(5,212.80)	(4,123.16)

b) **OPERATIONS OF THE COMPANY / COMPANY PERFORMANCE:**

The Company's total income from operations for F.Y. 2019-20 was at Rs. 14,934.90 lacs which was less as compared to last years loss by Rs. 2,266.99 (Rs.17, 201.89 lakhs in F.Y 2018-19). The total expenses for F.Y. 2019-20 at Rs. 20,490.48 lacs were lesser than by Rs. 1,267.9 over last year (21,758.38 lacs in F.Y. 2018-19). Loss after tax for F.Y. 2019-20 stood at Rs. (5,242.83 Lakhs) as against Rs (4,151.88lacs) for F.Y. 2018-19 reflecting increase in losses by 1090.95 lacs

Focus efforts have been placed on expanding the end applications of our product line over the last several years which has helped in expected results this year, offering healthy sustainability for the years to come.

The company's product quality standards have been able to maintain steady relationships with our long standing customers along with building relationships with several new customers.



c) TRANSFER TO RESERVES:

As there are losses for the Financial Year 2019-20, the Company did not transfer any amount to reserves during the year.

d) DIVIDEND:

As there are no profits, the Board of Directors of the Company does not recommend any payment of dividend on the equity shares for the Financial Year 2019-20.

e) UNPAID DIVIDEND & IEPF:

The Company is not required to transfer any amount to IEPF Account.

f) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of Financial Statements provided in this Annual Report.

g) RELATED PARTY TRANSACTIONS:

i. THE PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the Financial Year were on an arm's length basis and were in the ordinary course of business as part of Company's philosophy of adhering to highest ethical standards, transparency and accountability.

All Related Party Transactions up to 31st March, 2020 were placed before the Audit Committee and the Board for approval. Also, prior omnibus approval of the Audit Committee was obtained for Related Party Transactions for the Financial Year 2019-20. The transactions entered into pursuant to the omnibus approval so granted were audited and a statement giving details of all related party transactions was placed before the Audit Committee for its review on a quarterly basis.

The particulars of contracts or arrangements with related parties as defined under Section 188 of the Companies Act, 2013 in the prescribed Form AOC-2 is annexed hereto and marked as **Annexure - I** and forms part of this Report.

In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions. An abridged policy on related party transactions has been placed on the Company's website at: <http://www.elandapparel.com/Policy%20on%20Related%20Party%20Transactions%20-%20E-land.pdf>

Further, none of the Directors / Key Managerial Personnel has any pecuniary relationships or transactions vis-à-vis the Company which may have potential conflict with the interest of the Company at large.



ii. DISCLOSURE OF LOANS AND ADVANCES IN NATURE OF LOAN TO SUBSIDIARIES AND ASSOCIATE OF THE COMPANY:

During the year under review, your Company did not have any subsidiary, associate and joint venture Company, hence the disclosure under said clause is not applicable.

h) INSURANCE:

The assets of your Company are adequately insured. Your Company has also taken out suitable cover for Public Liability.

i) DEPOSITS:

During the year under review, the Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

j) SHARE CAPITAL:

During the year under review, your Company's Authorized Share Capital is Rs. 60,01,00,000 comprising of 6,00,10,000 Equity Shares of Rs. 10/- each. The Company's paid up capital is Rs. 47,99,04,690 comprising of 4,79,90,469 Equity Shares of Rs. 10/- each fully paid up.

During the year under review there was no change in the Share Capital of the Company.

As on March 31, 2020, none of the Directors of the Company holds shares of the Company.

2. REMUNERATION / COMMISSION DRAWN FROM HOLDING / SUBSIDIARY COMPANY:

During the year under review, none of the Directors of the Company have drawn any remuneration / commission from the Company's holding Company / subsidiary Companies.

3. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATIONS AND JOINT VENTURE COMPANIES:

During the year under review, no Company have become or ceased to be Subsidiary, Associate or Joint venture company. Also, the Company does not have any subsidiary, Associate or Joint Venture Company.

4. CORPORATE SOCIAL RESPONSIBILITY:

As the Company does not fall under any of the threshold limits given under the provisions of Section 135 of the Companies Act, 2013, the compliances under CSR are not applicable to the Company.

5. MATTERS RELATED TO INDEPENDENT DIRECTORS OF THE COMPANY:

a) DECLARATION BY INDEPENDENT DIRECTORS:

The independent directors have submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 and Regulation 16 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that they meet the criteria of independence as



provided in sub-section (6). There has been no change in the circumstances, which has affected their status as independent director.

Further, Non - Executive Directors of the Company had no pecuniary relationship other than sitting fee for attending meetings

b) EVALUATION BY INDEPENDENT DIRECTOR:

In a separate meeting of Independent Directors held on 14th February 2020, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated.

c) Familiarization Program For Independent Directors

All new independent directors inducted into the Board are familiarized with the operations and functioning of the Company. The details of the training and familiarization program are provided in the Corporate Governance report and is also available on the website of the Company at www.elandapparel.com

6. MATTERS RELATING TO BOARD OF DIRECTORS OF THE COMPANY:

a) MEETING OF BOARD OF DIRECTORS OF THE COMPANY DURING THE FINANCIAL YEAR 2019-20:

During the year under review, the Board met **four** times in accordance with the provisions of the Companies Act, 2013 to discuss and decide on various business strategies, policies and other issues.

The intervening gap between any two Meetings was not more than the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Company has complied with the applicable Secretarial Standards in respect of all the above Board meetings.

The detailed composition of Board of Directors and requisite details are given in the Corporate Governance Report.

b) FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF BOARD, ITS COMMITTEES AND DIRECTORS:

The Board of Directors has adopted a formal mechanism for evaluating various aspects of the Board's functioning its performance and as well as that of its committee i.e. Audit, Nomination and Remuneration, Stakeholders Relationship, Risk Management Committee and individual directors. The criteria for performance evaluation of the Board include aspects like composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance, experience, competencies etc. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of Individual Directors who was evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest The Board of Directors expressed their satisfaction with the evaluation process.



7. APPOINTMENT, REAPPOINTMENT AND RESIGNATION OF DIRECTORS DURING THE YEAR 2019-20:

a) APPOINTMENT:

During the year 2019-20 no Director has been inducted on the Board of the Company.

b) RESIGNATION OF DIRECTORS:

During the year 2019-20 no director has been resigned from the board of the company.

c) RE-APPOINTMENT OF DIRECTORS;

- The existing agreement with Mr. Chong Tae Baek (Non-Executive - Independent Director) and Mr. Sivabalan Paul Pandian (Non-Executive - Independent Director) terminated on 31st March, 2019 and that of Mr. Kyoung Hur (NonExecutive - Independent Director) terminated on 4th August,2019.

Pursuant to section 149 (10) of the Act, an Independent Director shall hold office for a term of up to 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 up to five consecutive years on the Board of the Company.

In view of above provision and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 13th February, 2019 proposed to reappoint Mr. Chong Tae Baek, Mr. Sivabalan Paul Pandian and Mr. Kyoung Hur for second term of five years by passing special resolution through Postal Ballot. Consequently, the members granted approval for reappointment of Mr. Chong Tae Baek, Mr. Sivabalan Paul Pandian and Mr. Kyoung Hur on 1st April, 2019.

- The existing agreement with Mrs. Elizabeth Ravi (Non-Executive - Independent Director) terminates on June 18, 2020 Pursuant to section 149 (10) of the Act, an Independent Director shall hold office for a term of up to 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 up to five consecutive years on the Board of the company.

In view of above provision and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 13th July, 2020 proposed to reappoint Mrs. Elizabeth Ravi for second term of five years by passing special resolution in ensuing Annual general meeting.

d) RETIREMENT BY ROTATION:

In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Jae Ho Song (DIN: 07837031),Executive Managing Director, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. He has confirmed that he is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Necessary resolution for re-appointment Mr. Jae Ho Song as Managing Director is given under Notice of Annual General Meeting of the Company.



8. APPOINTMENT, REAPPOINTMENT AND RESIGNATION OF KEY MANAGERIAL PERSONS DURING THE YEAR 2019-20

a) APPOINTMENT :

Mr. Diwakar Jugani was appointed as Company Secretary & Compliance officer with effect from. November 14, 2019.

b) RESIGNATION:

No Key Managerial Personnel of the Company has resigned during financial year ending March 31, 2020.

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013 ("the Act"), the Board of Directors of your Company, to the best of their knowledge and ability, confirm that:

- a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- b) They have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the Financial Year and of the profit of your Company for that period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the Annual Accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

10. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The remuneration paid to the Directors, Key Managerial Personnel and Senior Management is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations. Remuneration of Directors, Key Managerial Personnel and Senior Management is mentioned in Form MGT – 9 is hereto attached and marked as **Annexure - II** for the Financial Year ended 31st March 2020.



11. COMMITTEES OF THE BOARD:

The Board of Directors of your Company has constituted the following committees in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Composition of the following Committees are also hosted on the website of the Company at <http://www.elandapparel.com/pdf/composition-of-committees.pdf>:

- a) Audit Committee.
- b) Nomination and Remuneration Committee.
- c) Stakeholders' Relationship Committee.
- d) Risk Management Committee.

The details regarding composition and meetings of these committees held during the year under review is stated under Corporate Governance Report which may be taken as forming part of this Report.

Also, Board of Directors of the Company had constituted Internal Complaint Committee for Prevention and Prohibition of Sexual Harassment of Women at Workplace in terms of provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

12. NOMINATION AND REMUNERATION POLICY:-

The salient features of the Nomination and Remuneration Policy of the Company are set out in the Corporate Governance Report which forms part of this Annual Report. The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment & re-appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company, including their remuneration and other matters as provided under Section 178 of the Act and Listing Regulations. The Policy is also available on the website of the Company <http://www.elandapparel.com/Nomination%20&%20Remuneration%20Policy.pdf>

13. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, an Extract of the Annual Return in Form MGT – 9 is hereto attached and marked as **Annexure - II** for the Financial Year ended 31st March 2020.

The extract of Annual Return shall also be placed on the website of the Company at <http://www.elandapparel.com>.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed hereto and marked as **Annexure – III** and forms part of this Report.



15. CORPORATE GOVERNANCE REPORT:

The Corporate Governance Report pursuant to Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and marked as **Annexure – IV** and forms part of this Report.

16. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report on the operations of the Company as required pursuant to Part B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and marked as **Annexure – V** and forms part of this Report.

17. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The Company has an employee drawing remuneration above the limits mentioned in Section 197(12) of the Companies Act, 2013 read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the details of the same is annexed hereto and marked as **Annexure – VI** and forms part of this Report.

18. AUDITORS AND REPORTS:

a) STATUTORY AUDITORS OF THE COMPANY:

At the 21st Annual General Meeting held on 29th September, 2018, the Members approved appointment of M/s. Hiresh R Doshi & Co LLP, Chartered Accountants (Firm registration No: 117366W/W-100018) pursuant to the provisions of Section 139 of the Companies Act, 2013, due to casual vacancy occurs on the resignation of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) to hold office from the conclusion of the 21st Annual General Meeting until the conclusion of the 26th Annual General Meeting to be held for the financial year 2023 and they continue to be the Statutory Auditor of the Company.

Following qualifications were made by Statutory Auditor M/s. Hinesh R. Doshi & Co LLP, Practicing Chartered accountants (Firm registration No: 117366W/W-100018) in the internal financial control Report of Audit Report for the financial year 2019-20.

Sr. No	Particulars of Qualifications	Explanations by Board
1	The company did not have adequate internal controls for timely reconciliations of vendor Ledger balances.	Company has identified the same and will take suitable steps for timely reconciliations of vendor Ledger balances.
2	The company had inadequate controls towards getting acknowledgments for the Disbursements done towards outstanding vendor balances.	Company has identified the same and will take suitable steps to make control towards getting acknowledgments for the disbursements done towards outstanding vendor balances.

Further, the report of the Statutory Auditors along with notes to Schedules is enclosed to this report.



b) SECRETARIAL AUDITORS OF THE COMPANY:

Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. The Board appointed M/s. DSM and Associates, Practicing Company Secretary in Practice (M No. 26141 CP No. 9394), Mumbai, as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2019-20 and their report is annexed hereto and marked as **Annexure - VII**. Observation made by Secretarial Auditor as per said report along with explanation made by Board of Directors is given below:

Sr. No	Particulars of observation	Explanation by Board
1	<i>As per section 203(4) of the Companies Act, 2013 vacancy of KMP shall be filled-up by the Board within a period of six months, however the vacancy caused due to the resignation of CS Hemlata Gupta dated 31/03/2020 was filled up by the Company by the appointment of CS Diwakar Jugani dated 14/11/2020, after the delay of the prescribed period.</i>	<i>Due to Non Availability of suitable Candidate there was delay in Appointment of Company Secretary. BSE Vide letter dated LIST/COMP/532820/REG. 6 (1)-DEC-19/297/2019-20 imposed fine of Rs./-44,000. Company had duly paid the fine Imposed by the BSE and assures the Shareholders that all future vacations in the office of the KMPs will be fulfilled within the time limit specified by the law.</i>
2	<i>As per regulation 13(3) of LODR, Statement of Investor Complaint to be filed with the exchanges on a quarterly basis, within twenty one days from the end of each quarter. But Statement of Investor Complaint for the quarter ended June, 2019 and December, 2019 was incorrectly filed with the exchange. Whereas the correct/ revised filing of the same was carried out by the Company.</i>	<i>Statement of Investor Complaint for the quarter ended June, 2019 and December, 2019 was incorrectly filed with the exchange. Whereas the correct/ revised filing of the same was carried out by the Company.</i>

3	<i>As per Regulation "Persons" mentioned in the 30(1) and 30(2) of SEBI (Substantial acquisition of Shares & Takeovers) Regulations, 2011, Persons mentioned in the have to disclose their shareholding, pursuant to Regulation 30(3), within seven working days from the end of each financial year to every stock exchange where the shares of the target company are listed and at the registered office of the target company.</i>	<i>Same is Ratified by the Company and the Disclosures under regulations 30(1) and 30(2) of SEBI (Substantial acquisition of Shares & Takeovers) Regulations, 2011 for the financial year ended 31st March, 2019, and 31st March, 2020 is now reflating on the BSE website.</i>
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<p><i>Annual Disclosure for the financial year ended 31st March, 2019, and 31st March, 2020, has been submitted by the promoter to the Company as well as Stock Exchange. However the same disclosure was not reflecting on the Portal of www.bseindia.com at that time due to some technical issue. Currently it is reflecting.</i></p>

Regulation 24 (A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 inter-alia requires every listed company to annex with its Board's report, a Secretarial Annual Compliance Report given by a Company Secretary in practice, in the prescribed form. The Board appointed M/s. DSM and Associates, Practicing Company Secretary in Practice (M No. 26141 CP No. 9394), has provided Secretarial Annual Compliance Report and their report is annexed hereto and marked as **Annexure – VIII**.

c) COST AUDITORS OF THE COMPANY:

In terms of Section 148 of the Companies Act, 2013 the Company is not required to appoint Cost Auditor of the Company.

d) INTERNAL AUDIT AND INTERNAL CONTROL SYSTEMS:

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. Your Company has adequate internal controls for its business processes across departments to ensure efficient operations, compliance with internal policies, applicable laws and regulations, protection of resources and assets and appropriate reporting of financial transactions.

The Company has Internal Audit function which is empowered to examine the adequacy and compliance with policies, plans and statutory requirements. It comprises of experienced professionals who conduct regular audits across the Company's operations. The Company has also appointed a firm of Chartered Accountants as Internal Auditors, who reviews the various functions of the Company thoroughly and report to the Audit Committee. During the year under review, the Risk Management Committee of the Company had reviewed the new requirement of Internal Control over Financial Reporting ("ICOFR") and finalized the detailed analysis of key processes, and these were presented for review by the Statutory Auditors. The control mechanism and the process of testing of controls were discussed with the Statutory Auditors. The Statutory Auditors have submitted their report on the Internal Financial Controls which forms an integral part of this Report.

The adequacy of the same has been reported by the Statutory Auditors of your Company in their report as required under the Companies (Auditor's Report) Order, 2003.

The Company has appointed M/s. S.K Patodia & Associates, Chartered Accountants, as Internal Auditor of the Company for the Financial Year 2019-20.

19. REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143(12):

During the year under review at the time of vendor reconciliation, it has been observed that there has been wrongful discounting of payments to vendors and swindling away with Company funds by two employees of the Company. On further enquiry, both the employees have accepted to indulge in such activities. As of the reporting date, from the total vendor accounts which were verified, both employees have agreed for the wrongful discounting and swindling with the payment of **Rs. 2,65,06,890/-** from the Company bank account. Company has recovered amount of **Rs. 1,17,95,540/-** from both the employees. Company is in the process of recovering the balance amount of **Rs. 1,47,11,350/-** which is included under "Other Non-Current Assets" and same is unsecured. Company is also in process of further investigating the unreconciled vendor ledgers and quantifying the total amount involved.

Company has terminated both the employees with immediate effect.

20. CODE FOR PREVENTION OF INSIDER TRADING

On December 31, 2018, Securities and Exchange Board of India amended the Prohibition of Insider Trading Regulations, 2015, prescribing various new requirements with effect from April 1, 2019. In line with the amendments, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website at <http://www.elandapparel.com/E-Land%20Apparel%20-%20Code%20of%20Conduct%20Insider%20trading.pdf>

21. RISK MANAGEMENT POLICY:

The Risk Management Policy of the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company pursuant to the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the same are mentioned in the Corporate Governance Report. The policy is also available on the Company's website at <http://elandapparel.com/Eland%20-%20Risk%20Management.pdf>

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In accordance with the provisions of Section 177 (9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 22 of SEBI (LODR) Regulations 2015 the Company already has in place "Vigil Mechanism Policy" (Whistle Blower Policy) for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The policy is also available on the Company's website at <http://www.elandapparel.com/Whistle%20Blower%20Policy.pdf>

23. INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the Financial Year 2019-20 the Company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31st March, 2020 Further, the Company has complied with provisions relating to constitution of Internal Complain Committee under Sexual Harassment of woman at workplace (prevention, prohibition and Redressal) Act, 2013

24. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS & COURTS:

During the year 2019-20 No Significant & Material Orders Passed by the Regulators & Court.

25. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43 (a) (ii) of the Act read with Rule 4 (4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

26. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54 (1) (d) of the Act read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

27. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62 (1) (b) of the Act read with Rule 12 (9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

28. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67 (3) of the Act read with Rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

29. IMPACT OF COVID-19

The country witnessed lockdown being implemented in India in the second fortnight of March 2020. There were also restrictions of varying extent across larger part of the world, due to the COVID-19 pandemic. This impacted the business operations of the Company significantly. The Company started resuming operations in its manufacturing plants and warehouses after taking requisite permissions from Government authorities. Standing by its core commitment, the Company is navigating through these unprecedented times by building stronger and deeper relationships with consumers and its partners. The Company is supporting various Government Initiatives and helping communities around to fight the pandemic. Detailed information on the same has been included under the Management Discussion & Analysis report forming part of this Annual Report.

30. SECRETARIAL STANDARDS OF ICSI

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India and approved by the Central Government.

31. INDUSTRIAL RELATIONS

The relationship with the workmen and staff remained cordial and harmonious during the year and the management received full cooperation from the employees. The Company continues to focus on extensive training and developmental activities and efficiency and quality improvement initiatives. The total number of employees as on 31st March, 2020 was 2424.

32. CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of Company's business during the year under review.

33. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

Your Company had received **letter of Intent** from **E-land Aisa Holdings Pte. Limited ('EAHPL')** dated **September 01, 2020** for the proposal for ***Voluntary Delisting*** of the equity shares of face value of ₹ 10 each ("Equity Shares") of the Company and same is Communicated to Bombay Stock exchange vide letter dated September 1, 2020.

Your Company will be considering for ***Voluntary Delisting*** subject to approval of Board, Shareholders, Bombay Stock exchange (BSE), Security Exchange Board of India (SEBI) and other regulatory authority.

34. APPRECIATION / ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and express their gratitude for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible. The Board takes this opportunity to express its gratitude for the valuable assistance and co-operation extended by Government Authorities, Banks, Corporate Debt Restructuring (CDR) Cell, Financial Institutions, Vendors, Customers, Advisors and other business partners.

For and on Behalf of the Board of Directors
E-Land Apparel Limited

Date: September 04, 2020
Place: Bengaluru

SD/-
Jae Ho Song
Managing Director
DIN: 07830731

SD/-
Chong Tae Baek
Independent Director
DIN : 01566661

**“ANNEXURE - I” TO THE DIRECTORS’ REPORT****FORM AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms’ length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm’s length basis: NIL

Name(s) of the Related Party and nature of Relationship	Nature of contracts / arrangement / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts/ arrangements /transactions	Date(s) of approval by the Board	Amount paid as advances	Date on which special resolution was passed in the General meeting
Choi Haeoi (Chief financial officer)	Services in relation to CFO of the company	Ongoing	NA		14-02-2017	NA	NA

2. Details of material contracts or arrangements or transactions at Arm’s length basis:

Name of the Related Party and Relation	Nature of contract	Terms of contract	Nature of Relationship	Actual amount of the transaction	Date of approval by the Board Members	Amount paid as advances, if any
E-Land Fashion India Private Ltd.	Purchase of Goods	Purchase of Goods as per terms of agreement	Fellow subsidiary company	21,66,26,000/-	13 th February, 2019	Nil
E Land	Sale of Goods	Sale of Goods	Ultimate	35,90,17,000/-	13 th February, 2019	Nil



E-Land Apparel Limited

Annual Report 2019-2020

World Co Ltd.		as per terms of agreement	Holding Company			
E Land Asia Holdings Pte Ltd	Intercorporate Borrowings	Intercorporate Borrowings as per terms of agreement	Holding Company	41,87,50,000	13 th February, 2019	Nil

**For and on Behalf of the Board of Directors
E-Land Apparel Limited**

**Date: September 04, 2020
Place: Bengaluru**

**SD/-
Jae Ho Song
Managing Director
DIN: 07830731**

**SD/-
Chong Tae Baek
Independent Director
DIN : 01566661**



ANNEXURE – II TO DIRECTORS’ REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31st March 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L17110MH1997PLC106945
Registration Date	:	31/03/1997
Name of the Company	:	E-LAND APPAREL LIMITED
Category	:	Company Limited by Shares.
Sub-Category of the Company	:	Indian Non-Government Company.
Address of the Registered office	:	#16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom House Road, Bangalore KA 560068
Address of the Corporate office	:	Office No. 404, Western Edge-I, 4th Floor, Western Express Highway, Magathane, Borivali (East), Mumbai, Maharashtra, 400066
Contact details		Tel: (022) 40972600/01 Fax: 28472602 Email: investor@elandapparel.com http://elandapparel.com/
Whether listed company	:	Bombay Stock Exchange (BSE)
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	M/s. Bigshare Website: Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059. Contact Number : 40430200

****The company has been voluntarily delisted from National Stock Exchange (NSE) with effect from October 01, 2019.***

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Garments	14101	100%



III. **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and address of the Company	CIN / GLN	Holding subsidiary / associate	% of shares held	Applicable section
1.	E-Land Asia Holdings Pte Ltd. 50 Raffles Place, #11-03B, Singapore Land Tower, Singapore – 048623	NA (Foreign Company)	Holding	65.84%	2(46)

I **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

i. **Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year 1 st April, 2019				No. of Shares held at the end of the year 31 st March, 2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0	0	0	0	0	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0.00
c) State Govt(s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any other	0	0	0	0	0	0	0	0	0.00
Sub-total(A)(1):	0	0	0	0	0	0	0	0	0.00
(2) Foreign									
a) NRIs Individuals	--	--	--	--	--	--	--	--	--
b) Other Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	3,15,98,094	--	3,15,98,094	65.84	3,15,98,094	--	3,15,98,094	65.84	0.00
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any other	--	--	--	--	--	--	--	--	--



Sub-total (A)(2):	3,15,98,094	--	3,15,98,09	65.84	3,15,98,094	--	3,15,98,094	65.84	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3,15,98,094	--	31598094	65.84	3,15,98,094	--	3,15,98,094	65.84	0.00
B. Public Shareholding									
(1) Institutions	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	5,94,476	--	5,94,476	1.24	5,94,476	--	5,94,476	1.24	0.00
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):	5,94,476	--	5,94,476	1.24	5,94,476	--	5,94,476	1.24	0.00
(2) Non-Institutions									
a) Bodies Corp.	11,17,204	37	11,17,241	2.33	5,18,434	37	5,18,471	1.08	(1.25)
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	66,78,995	60,504	67,39,499	14.04	64,14,558	60,504	64,75,062	13.49	(0.55)
ii) Individual shareholders holding nominal	64,70,771	12,500	64,83,271	13.51	70,90,896	12,500	71,03,396	14.80	1.29



share capital in excess of Rs 1 lakh									
c) Others (specify)									
Hindu Undivided Family	11,07,114	--	11,07,114	2.31	14,02,702	--	14,02,702	2.92	0.62
Trusts	0	0	0	0.00	0	0	0	0	0.00
Clearing Member	94,191	0	94,191	0.20	58,506	0	58,506	0.12	(0.07)
Non Resident Indians (NRI)	0	0	0	0.00	0	0	0	0	0.00
Non Resident Indians (Repat)	1,79,761	0	1,79,761	0.37	1,68,490	0	1,68,490	0.35	(0.02)
Non Resident Indians (Non Repat)	76,822	0	76,822	0.16	71,272	0	71,272	0.15	(0.01)
Directors Relatives	0	0	0	0.00	0	0	0	0.00	0.00
Employee	0	0	0	0.00	0	0	0	0.00	0.00
Overseas Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
Unclaimed Suspense Account	0	0	0	0.00	0	0	0	0.00	0.00
IEPF	0	0	0	0.00	0	0	0	0.00	0.00
Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
NBFCs Registered With RBI	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(B)(2):	1,57,24,858	73,041	1,57,97,899	32.92	1,57,24,858	73,041	1,57,97,899	32.92	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1,63,19,334	73,041	1,63,92,375	34.16	1,63,19,334	73,041	1,63,92,375	34.16	0.00
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	
Grand Total	4,79,17,428	73,041	4,79,90,469	100.00	4,79,17,428	73,041	4,79,90,469	100.00	0.00



(A+B+C)									
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ii. **SHAREHOLDING OF PROMOTERS:**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	E-Land Asia Holdings Pte Ltd.	3,15,98,094	65.84	0.00	3,15,98,094	65.84	0.00	0.00

iii. **CHANGE IN PROMOTERS' SHAREHOLDING :**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	E-Land Asia Holdings Pte Ltd.	3,15,98,094	65.84	0.00	3,15,98,094	65.84	0.00	0.00

iv. **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sr. No.	NAME & TYPE OF TRANSACTION	Shareholding at the beginning of the year – 1 st April, 2019		Transactions during the year		Cumulative Shareholding at the end of the year – 31 st March, 2020	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
1	VIKRAM SHARAD SHETH			-	-		



	Market Buy	602875	1.26	30- Mar-19	0	602875	1.26
	Market Buy	-	1.26	26-Apr-19	125	603000	1.26
	Market Buy	-	1.26	03-May-19	450	603450	1.26
	Market Buy	-	1.26	10-May-19	801	604251	1.26
	Market Buy	-	1.26	17-May-19	2677	606928	1.26
	Market Buy	-	1.26	24-May-19	10	606938	1.26
	Market Buy	-	1.27	31-May-19	875	607813	1.27
	Market Buy	-	1.27	07-June-19	204	608017	1.27
	Market Buy	-	1.27	14-June-19	150	608167	1.27
	Market Buy	-	1.27	23-Aug-19	50	608217	1.27
	Market Buy	-	1.27	30-Aug-19	50	608267	1.27
	Market Buy	-	1.27	06-Sep-19	50	608317	1.27
	Market Buy	-	1.27	13-Sep-19	1183	609500	1.27
	Market Buy	-	1.27	18-Sep-19	2267	611767	1.27
	Market Buy	-	1.28	19-Sep-19	1250	613017	1.28
	Market Buy	-	1.28	26-Sep-19	208	613225	1.28
	Market Buy	-	1.28	04-Oct-19	150	613375	1.28
	Market Buy	-	1.28	18-Oct-19	1475	614850	1.28
	Market Buy	-	1.28	25-Oct-19	750	615600	1.28
	Market Buy	-	1.29	01-Nov-19	2750	618350	1.29
	Market Buy	-	1.29	08-Nov-19	2211	620561	1.29
	Market Buy	-	1.30	15-Nov-19	1650	622211	1.30
	Market Buy	-	1.30	22-Nov-19	2439	624650	1.30
	Market Buy	-	1.30	29-Nov-19	910	625560	1.30
	Market Buy	-	1.30	13-Dec-19	150	625710	1.30
	Market Buy	-	1.30	20-Dec-19	290	626000	1.30
	Market Buy	-	1.31	31-Dec-19	1150	627150	1.31
	Market Buy	-	1.31	03-Jan -20	50	627200	1.31
	Market Buy	-	1.31	10-Jan-20	84	627284	1.31
	Market Buy	-	1.31	17-Jan-20	866	628150	1.31
	Market Buy	-	1.31	24-Jan-20	6	628156	1.31
	Market Buy	-	1.31	31-Jan-20	644	628800	1.31
	Market Buy	-	1.31	07-Feb-20	100	628900	1.31
	Market Buy	-	1.31	14-Feb-20	250	629150	1.31
	Market Buy	-	1.31	21-Feb-20	40	629190	1.31
	Market Buy	-	1.31	27-Mar-20	100	629290	1.31
	AT THE END OF THE YEAR			31-Mar-20	-	629220	1.31
2	CENTRAL BANK OF INDIA	594476	1.2387		-	594476	1.24
	AT THE END OF THE YEAR			31-Mar-20	-	594476	1.24
3	RAVINDRA BISHESHWAR AGRAWAL	495845	1.03		-	495845	1.03



	Market Sell	-	1.02	09-Aug-19	(5000)	490845	1.01
	Market sell	-	1.01	17-Jan-20	(5000)	485845	1.01
	Market Sell		1.01	24-Jan-20	(1635)	484210	1.01
	AT THE END OF THE YEAR			31-Mar-20	-	484210	1.01
4	RIMA KUNAL JHAVERI	423000	0.88	-	-	423000	0.88
	AT THE END OF THE YEAR	-	-	-	-	423000	0.88
5	ANIL VISHANJI DEDHIA	399000	0.83	-	-	399000	0.83
	AT THE END OF THE YEAR	399000	0.83	-	-	399000	0.83
6	NIRAJ CHHAGANRAJ GEMAWAT	277923	0.58	-	-	277923	0.58
	AT THE END OF THE YEAR	-	-	-	-	277923	0.58
7	MARWADI SHARES AND FINANCE LTD.	199495	0.42	-	-	199495	0.42
	Market buy	-	0.42	05-Apr-2019	1128	200623	0.42
	Market sell	-	0.41	12-Apr-2019	(3740)	196883	0.41
	Market sell	-	0.37	19-Apr-2019	(20421)	176462	0.37
	Market Buy	-	0.37	26-Apr-2019	1821	178283	0.37
	Market Buy	-	0.38	03-May-19	1760	180043	0.38
	Market sell	-	0.04	10-May-19	(162081)	17962	0.04
	Market sell	-	0.04	17-May-19	(1040)	16922	0.04
	Market Buy	-	0.04	24-May-19	1379	18301	0.04
	Market sell	-	0.03	31-May-19	(5113)	13188	0.03
	Market Buy	-	0.03	07-June-19	2399	15587	0.03
	Market Buy	-	0.04	14-June-19	2810	18397	0.04
	Market Buy	-	0.04	21-June-19	852	19249	0.04
	Market Buy	-	0.04	28-June-19	858	20107	0.04
	Market Buy	-	0.05	05-Jul-19	4264	24371	0.05
	Market Buy	-	0.05	12-Jul-19	1629	26000	0.05
	Market Buy	-	0.06	19-Jul-19	701	26701	0.06
	Market sell	-	0.06	26-Jul-19	(1)	26700	0.06
	Market sell	-	0.05	02-Aug-19	(451)	26249	0.05
	Market buy	-	0.06	09-Aug-19	1748	27997	0.06
	Market sell	-	0.06	16-Aug-19	(448)	27549	0.06
	Market Buy	-	0.06	30-Aug-19	1444	28993	0.06
	Market sell	-	0.06	06-Sep-19	(1192)	27801	0.06
	Market Buy	-	0.07	13-Sep-19	3554	31355	0.07
	Market Buy	-	0.07	18-Sep-19	(379)	30976	0.07
	Market Sell	-	0.06	26-Sep-19	(1001)	29975	0.06
	Market Buy	-	0.06	04-Oct-19	434	30409	0.06
	Market Buy	-	0.06	11-Oct-19	(109)	30300	0.06
	Market Sell	-	0.06	18-Oct-19	(324)	29976	0.06
	Market Buy	-	0.07	01-Nov-19	2877	32853	0.07



	Market sell	-	0.06	08-Nov-19	(2381)	30472	0.06
	Market sell	-	0.06	15-Nov-19	(450)	30022	0.06
	Market Buy	-	0.06	22-Nov-19	114	30136	0.06
	Market Sell	-	0.06	29-Nov-19	(160)	29976	0.06
	Market buy	-	0.07	13-Dec-19	2490	32466	0.07
	Market Sell	-	0.06	20-Dec-19	(3990)	28476	0.06
	Market sell	-	0.06	31-Dec-19	(1229)	27247	0.06
	Market Buy	-	0.06	24-Jan-19	16	27263	0.06
	Market sell	-	0.06	31-Jan-19	(16)	27247	0.06
	AT THE END OF THE YEAR	-	-	-	-	27247	0.06
8	VARSHA VIKRAM SHETH	186650	0.39	-	-	186650	0.39
	Market Buy		0.39	03-May-19	150	186800	0.39
	Market Buy		0.39	10-May-19	100	186900	0.39
	Market Buy		0.39	24-May-19	25	186925	0.39
	Market Buy		0.39	14-June-19	600	187525	0.39
	Market Buy		0.39	21-June-19	300	187825	0.39
	Market Buy		0.39	23-Aug-19	60	187885	0.39
	Market Buy		0.39	30-Aug-19	25	187910	0.39
	Market Buy		0.39	06-Sep-19	50	187960	0.39
	Market Buy		0.39	13-Sep-19	40	188000	0.39
	Market Buy		0.40	04-Oct-19	2050	190050	0.40
	Market Buy		0.40	11-Oct-19	120	190170	0.40
	Market Buy		0.40	18-Oct-19	20	190190	0.40
	Market Buy		0.40	25-Oct-19	100	190290	0.40
	Market Buy		0.40	01-Nov-19	110	190400	0.40
	Market Buy		0.40	15-Nov-19	300	190700	0.40
	AT THE END OF THE YEAR	-	-		-	190700	0.40
9	ANIL JINDAL	134952	0.28	-	-	134952	0.28
	Market Buy		0.41	13-Mar-20	60000	194952	0.41
	AT THE END OF THE YEAR	-	-	-	-	194952	0.41
10	VISHANJI SHAMJI DEDHIA	150000	0.313	-	-	150,000	0.313
	AT THE END OF THE YEAR	-	-	-	-	150000	0.313
11	ANIL JINDAL HUF	151707	0.32			151707	0.32
	Market sell		0.19	13-Mar-20	(60000)	91707	0.19
	AT THE END OF THE YEAR	-	-	-	-	91707	0.19
12	SHAH ASHITKUMAR NALINKUMAR (HUF)	16088	0.03			16088	0.03
	Market Buy		0.07	10-May-19	15721	31809	0.07
	Market Sell		0.07	17-May-19	(55)	31754	0.07
	Market Sell		0.07	24-May-19	(60)	31694	0.07
	Market Sell		0.06	31-May-19	(1060)	30634	0.06



Market Sell		0.06	07-June-19	(50)	30584	0.06
Market Sell		0.06	14-June-19	(925)	29659	0.06
Market Sell		0.06	21-June-19	(161)	29498	0.06
Market Sell		0.06	05-July-19	(1109)	28389	0.06
Market Sell		0.05	12-July-19	(2056)	26333	0.05
Market Sell		0.05	19-July-19	(501)	25832	0.05
Market Sell		0.05	26-July-19	(510)	25322	0.05
Market Sell		0.05	09-Aug-19	(448)	24874	0.05
Market Sell		0.04	30-Aug-19	(3477)	21397	0.04
Market Sell		0.04	13-Sep-19	(379)	21018	0.04
Market Sell		0.04	11-Oct-19	(55)	20963	0.04
Market Buy		0.36	24-Jan-19	149984	170947	0.36
AT THE END OF THE YEAR					170947	0.36

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Jae Ho Song (Managing Director & Chairman)				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
2	Mr. Chong Tae Baek (Non-Executive-Independent Director)				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
3	Mr. Kyoung Hur (Non-Executive - Independent Director)				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
4	Mr. Sivabalan Pandian (Non-Executive-Independent Director)				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
5	Elizabeth Ravi (Non-Executive - Independent Director)				



	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
6	Choi Haeoi (Chief Financial Officer)				
	At the beginning of the year				
	At the End of the year				
7	Diwakar Jugani (Company Secretary & Compliance Officer)				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-

II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(In Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	-	35,04,64,000	-	35,04,64,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-		-	
Change in Indebtedness during the financial year				
Addition	-	8,07,13,000	-	8,07,13,000
Reduction	-	-	-	-
Net Change	-		-	
Indebtedness at the end of the financial year				
i) Principal Amount	-	43,11,77,000	-	43,11,77,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	43,11,77,000		43,11,77,000

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:



A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Not Applicable)

(in Rs.)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Jae Ho Song		
1	Gross salary	1,66,55,139		1,66,55,139
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--		--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--		--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--		--
2	Stock Option	--		--
3	Sweat Equity	--		--
4	Commission	--		--
	- as % of profit	--		--
	- others, specify	--		--
5	Others, please specify	--		--
	Total (A)	1,66,55,139		1,66,55,139

B. REMUNERATION TO OTHER DIRECTORS:

Sr. No.	Particulars of Remuneration	Name of other Directors				Total Amount
		Mr. Chong Tae Baek	Mr. Kyoung Hur	Mr. Sivabalan Pandian*	Mrs. Elizabeth Ravi	
	1. Independent Directors					
	Fee for attending board / committee meetings	60,000	90,000	30,000	1,20,000	3,00,000
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (1)	--	--	--	--	--
	2. Other Non-Executive Directors	--	--	--	--	--
	Fee for attending board / committee meetings	Nil	--	--	--	--
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (2)	--	--	--	--	--
	Total (B)=(1+2)	--	--	--	--	--



Total Managerial Remuneration	60,000	90,000	30,000	1,20,000	3,00,000
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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sr. No.	Particulars of Remuneration	Name of KMPs		
		Company Secretary & Compliance Officer	CFO	Total
		Mr. Diwakar Jugani#	Mr. Choi Haeoi	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,49,333	Nil	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission			
	- as % of profit	--	--	--
	- others, specify	--	--	--
5	Others, please specify	--	--	--
	Total		--	

****Mr. Diwakar Jugani is appointed as Company Secretary and Compliance officer with effect from November 14, 2019.***

IV PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year, no penalties were levied against the Company, its directors or any of its officers under the Companies Act, 2013 nor was there any punishment or compounding of offences against the Company, its directors or any of its officers

Type	Section of Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					



Penalty	-	Non Compliance of Regulation 6(1) of SEBI LODR Regulations, 2015, for Quarter Ended December 2019. Fine Amount :- 44,000	-	Bombay Stock exchange.	No, Company has paid the fine imposed by the exchange.
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For and on Behalf of the Board of Directors
E-Land Apparel Limited**

**Date: September 04, 2020.
Place: Bengaluru.**

**SD/-
Jae Ho Song
Managing Director
DIN: 07830731**

**SD/-
Chong Tae Baek
Independent Director
DIN : 01566661**



“ANNEXURE C” TO THE DIRECTORS REPORT

Information as per Section 134 (3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 and forming part of the Directors’ Report for the year ended 31st March, 2020.

1) Conservation of Energy:

(a) Energy Conservation Measures taken by the Company:

The Company has taken various steps to reduce consumption of energy like separate meters are being installed for effectively monitoring the Section wise energy consumption.

- (b) Additional Investment and proposals, if any, being implemented for reduction of consumption of energy. Re-sizing of the motors is being done to run the motors at full load conditions.
- (c) Impact of measures (a) and (b) above for reduction of energy consumption and consequent impact on cost of production of goods. Energy conservation measures have led to reduction in the cost of production.
- (d) Total energy consumption per unit of production as per **Form “A”**.
- (e) Natural ventilation equipment installed on the sheds to conserve energy.
- (f) Installed power factor control/capacitor banks to conserve energy.
- (g) Minimizing idle running of various type of equipment like air conditioners, submersible pumps, lights, generators, compressors and ceiling fans.
- (h) Hot water recovering and re-utilization to the process machines like bleaching, dyeing and washing process cycles.

FORM A

Form for Disclosure of Particulars with respect to Conservation of Energy.

A. Power and fuel consumption:

Particulars	Garment	
	Current Year (2019 – 2020)	Previous Year (2018– 2019)
1. Electricity		
(a) Purchased		
Unit (Lakhs)	16.54	17.69
Total amount (Rs. Lakhs)	144.57	151.97
Rate/unit	8.74	8.59
(b) Own generation		
(i) Through diesel generator		



Unit (Lakhs Ltrs)	0.39	0.65
Total amount (Rs. Lakhs)	26.81	44.85
Cost/unit	68.	69
(ii)Through steam turbine/generator	NIL	NIL
Units	-	-
Total amount (Rs. Lakhs)	-	-
Cost/units	-	-
2. Coal (specify quality and where used)	NIL	NIL
Quantity (Tonnes)	-	-
Total amount (Rs. Lakhs)	-	-
Average rate	-	-
3. Furnace oil	NIL	NIL
Quantity (K. Ltrs.)	-	-
Total amount	-	-
Average rate	-	-

B. Consumption per unit of production

Standards (if any)	Garment	
	Current Year (2019 – 2020)	Previous Year (2018– 2019)
Products unit	35.21 Lakhs Pieces	40.22 Lakhs Pieces
Electricity (Rs.)	4.10 / Piece	3.78 / Piece
Furnace oil	NIL	NIL
Coal	NIL	NIL
Others	NIL	NIL

2) Technology Absorption:

I. Research and Development (R & D):

1. Specific areas in which R & D carried out by the Company:

Product and quality improvement, development, new designs, cost control and energy conservation. Substitution of raw material with cheaper options has been undertaken. New process developments and devising new innovative products are essential to improve the bottom-line of the company. New Designs for yarn dyed fabrics and up gradation to finer shirting is targeted.

2. Benefits derived as a result of the above R & D:

Product quality has improved. Cost reduction methods have been devised. Further, up gradation of quality and innovation will improve the profit margins.

3. Future plan of action:

The Company continues to focus its efforts on innovations in textile development processes.

4. Expenditure on R & D:

It is not possible to segregate the expenses on R & D.



II. Technology absorption, adoption and innovation:

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

The Company has been developing in-house modifications/improvements in process technology in its various manufacturing sections which, when found suitable, are integrated into the regular manufacturing operation.

2. Benefits derived as a result of the above efforts, e.g. Product improvement, cost reduction, product development, import substitution, etc.:

High Product quality and increased business potential

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:

- a) Technology imported
- b) Year of import
- c) Has technology been fully absorbed?
- d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action

} Not Applicable as no Imported Technology put to use.

3) Foreign Exchange Earnings & Outgo

Total foreign exchange inflow during the year was Rs. 10273.56 Lakhs (Previous period Rs. 12494.65 Lakhs) as per audited financials of 2019-20 towards Garments.

Foreign Exchange outgo during the year towards Capital Goods was Rs.44.61 Lakhs (Previous period being 13.02 Lakhs), towards Raw material was Rs. 429.68 Lakhs (Previous period Rs. 382.32 Lakhs), towards Consumable and spares parts was Rs. 202.22 Lakhs (Previous period Rs. 221.81 Lakhs), and towards Consultancy Charges was Rs. Nil (Previous Year Rs. Nil) and towards foreign travel was Rs. Nil (Previous Year Rs. Nil).

For and on Behalf of the Board of Directors
E-Land Apparel Limited

Date: September 04, 2020
Place: Bengaluru.

SD/-
Jae Ho Song
Managing Director
DIN: 07830731

SD/-
Chong Tae Baek
Independent Director
DIN : 01566661



ANNEXURE – IV TO DIRECTOR’S REPORT

CORPORATE GOVERNANCE REPORT

The Directors present the Company’s Report on Corporate Governance for the year ended March 31, 2020, in terms of Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as follows together with the Auditors Certificate annexed as **Exhibit - A** to this report, on compliance with the conditions of Corporate Governance laid down for the year ended 31st March, 2020.

1. PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance essentially is the system by which Companies are directed and controlled by the management in the best interest of the stakeholders and others. In other words, it involves a set of relationships between a Company’s management, its Board, its shareholders and other stakeholders. Corporate governance also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined. It is the way of life, rather than mere legal compulsion. It furthers investor’s confidence and commitment to the Company.

Principle Characteristics of Corporate Governance are:-

- A.** Transparency
- B.** Independence
- C.** Accountability
- D.** Responsibility
- E.** Fairness
- F.** Social Responsibility

The policies and guidelines of Corporate Governance have been implemented in all facets of your Company’s operations to build up an environment of trust and confidence amongst the stakeholders of the Company.

E-Land believes in professional management of its business which ensures that decision making powers vested in executive management are used to meet stakeholders’ aspiration and social expectations. It also ensures total transparency and complete accountability.

The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder’s expectations.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors to become competent with changing cultural and regulatory norms across the multiple jurisdictions in which the Company



conducts its business. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 (“Act”). These codes are available on the Company’s website. The Company’s corporate governance philosophy has been further strengthened through the Code of Conduct for Prevention of Insider Trading (“Insider Trading Code”).

The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under the regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS:

a) COMPOSITION OF THE BOARD OF DIRECTORS AS ON 31ST MARCH, 2020:

The Board Members are fully aware of their roles and responsibilities in discharge of the key functions. The Board Members strive to meet the expectation of operational transparency without compromising the need to maintain confidentiality of information.

As on 31st March, 2020 the Company has 5 (Five) Directors. Among the 5 Directors, the Company has a Managing Director, four Non-Executive Independent Directors including one woman Director. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Act.

Also the Independent Directors on the Board are highly experienced and competent persons from their respective fields. The Independent Directors take active part at the Board Meetings and Committee Meetings which add value in the decision making process of the Board of Directors.

The Composition of the Board and Directorship held in other Companies and Committees as on 31st March, 2020 are prescribed below:

Sr. No.	Name of the Director(s)	Category of Directorship	No. of Directorship including Company	No. of Committee positions held including Company	
				Chairman	Member
1.	Jae ho Song	Managing Director	1	0	1
2.	Kyoung Hur	Non-Executive Independent Director	4	0	1



3.	Chong Tae Baek	Non-Executive Independent Director	4	2	2
4.	Sivabalan Paul Pandian	Non-Executive Independent Director	3	0	2
5.	Elizabeth Ravi	Non-Executive-Independent Director	1	0	1

Notes:-

- All the Directors are appointed or re-appointed with the approval of the shareholders.
- None of the Directors has any business / material pecuniary relationship or transactions with the Company.
- None of the Directors has received any loans, advances from the Company during the year.
- None of the Directors are related to each other.
- None of the Directors on the Board hold directorships in more than ten public companies.
- None of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director.
- All Directors have intimated periodically about their Directorship and Membership in various Board and Committee positions of other Companies, which are within permissible limits of the Companies Act, 2013 and Corporate Governance Code.
- While considering the total No. of other outside Committee positions held, Membership in committees of Private Companies, Section 8 Companies and Foreign Companies have not been included. Only membership of audit committee and Stakeholder's Relationship Committee of public company are considered.

b) ATTENDANCE RECORD OF DIRECTORS WITH RESPECT TO BOARD MEETINGS AND GENERAL MEETINGS:**During the Financial Year 2019-20:****➤ Board Meeting:**

Four Meetings of Board of Directors were held on May 24, 2019, August 09, 2019, November 14, 2019 and February 14, 2020. The necessary quorum was present for all the meetings. The maximum gap between any two meetings was less than 120 Days.

Further, for every Board Meeting, the agenda papers along with explanatory notes are circulated in advance to the Board Members.



➤ **Last Annual General Meeting (AGM) of the Company was held on September 26, 2019.**

The Attendance of Directors at the Board Meetings and Last AGM were as under:-

Dates on which the Meetings were held	Mr. Jaeho Song	Mr. Kyoung Hur	Mr. Chong Tae Baek	Mr. Sivabalan Paul Pandian	Mrs. Elizabeth Ravi
24 th May, 2019 (Board Meeting)	Absent	Present	Present	Absent	Present
09 th August, 2019 (Board Meeting)	Present	Absent	Present	Absent	Present
14 th November, 2019 (Board Meeting)	Absent	Present	Absent	Present	Present
14 th February, 2020 (Board Meeting)	Absent	Absent	Present	Present	Present
26 September, 2019 (Annual General Meeting)	Present	Present	Present	Present	Absent

c) BOARD PROCEDURE:

- The Board meets at least once a quarter to review the results and other items on the agenda, once a year for approval of annual budgets and strategy and also on the occasion of the annual shareholders' meeting. When necessary, additional meetings are held.
- The Board Meetings are convened by giving appropriate Notice and Agenda.
- The Notice and Agenda of the board meetings is drafted by the Company Secretary if appointed or person authorized by Board of Directors of the Company along with the explanatory notes and these are distributed in advance to the directors. Every Board member is free to suggest the inclusion of items on the agenda.
- All divisions/departments in the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/ approval/ decision in the board/ committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the agenda for the board meetings. The agenda papers are prepared by the concerned officials of the respective department and are approved by the Managing Director.
- Agenda papers are circulated to the Board by the Company Secretary if appointed or person authorized by Board of Directors. Additional items on the agenda are permitted with the permission of the Chairman and with the consent of all the Directors present at the meeting.



- The Board also passes resolutions by circulation on need basis. The Company has been providing the directors with an option to participate in the board meetings through electronic mode.
- Minutes of the proceedings of the Board Meeting are prepared within stipulated time as per applicable law and thereafter the same is circulated to all Directors for their comments. The minutes of all the Committees of the Board of Directors of the Company and the minutes of the meetings of the Board of Directors of the Company are placed before the Board.
- The quarterly, half-yearly and the annual results of the Company are first placed before the Audit Committee of the Company and thereafter the same are placed before the Board of Directors.
- A Compliance Certificate, signed by the CFO and Managing Director in respect of various laws, rules and regulations applicable to the Company is placed before the Board, every quarter.

d) BRIEF PROFILE OF DIRECTORS OF THE COMPANY:**i.) Mr. Jaeho Song (DIN: 07830731)**

Mr. Jaeho Song (Din: 07830731) aged 42 years, s/o Mr. Mun Young Song is a Graduate in Textile Engineering from Soongsil University.

He joined the company in May, 2017 as an Additional Director of the company. Further, he was appointed as the Managing Director With effect from 30th May, 2017 till 29th May, 2020. He was further re-appointed in 22nd Annual General meeting of the company w.e.f. 1st June 2020 to 30th May 2023. Prior to joining the company he had experience of 16 years of working with Eland group Companies in Garment Industry.

During the Year 2018-19, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting appointed Mr. Jaeho Song as the Permanent Chairman of the Company on 2nd February, 2019, considering his hard work, Discipline, Honest & loyalty

At present Mr. Jaeho Song is Chairman & Managing Director of the Company and he is not holding any share in the Company.

Directorship and Committee membership of Mr. Jaeho Song (DIN: 07830731):

Sr.No	Name of Company	Listed / Unlisted Company	Category of Directorship	Membership in Committee
1.	E-Land Apparel Limited	Listed	Chairman and Managing Director	<ul style="list-style-type: none"> ➤ Stakeholder Relationship Committee (Member) ➤ Risk management committee (Member)

**ii.) Mr. Kyoung Hur (DIN: 00319651)**

Mr. Kyoung Hur (DIN: 00319651) aged 65 years, s/o Mr. Young Nam Hur is a BA from Soongjun University and has a rich experience in General Management in Textiles Business.

He joined the company on 5th August, 2014 as the Additional Independent Director of the company, and he was re-designated as Non-Executive 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 years.

During the year 2018-19, based on recommendation of Nomination and Remuneration Committee he was re-appointed as the Non-Executive Independent Director on passing of Special Resolution on 30th March, 2019 through Postal Ballot He shall hold office with effect from 5th August 2019 till 4th August 2024.

At present Mr. Kyoung Hur is Non-Executive Independent Director of the Company and he is not holding any share in the Company.

Table Showing Directorship and Committee membership of Mr. Kyoung Hur (DIN: 00319651):

Sr.No	Name of Company	Listed / Unlisted Company	Category of Directorship	Membership in Committee
1.	E-Land Apparel Limited	Listed	Non-Executive Independent Director	➤ Nomination and Remuneration Committee (Chairperson) ➤ Audit committee (member)
2	Keltech Offshore And Engineering Services Private Limited	Unlisted	Managing Director	NIL
3	Branee Business S & A Private Limited	Unlisted	Managing Director	NIL
4	Hindko Offshore and Engineering Services Private Limited	Unlisted	Director	NIL

**iii.) Mr. Chong Tae Baek (DIN: 01566661):**

Mr. Chong Tae Baek (DIN: 01566661) aged 60 years, s/o Mr. M. S. Baek is a 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 and has a rich experience in General Management Trading and Logistics Business on Textiles.

He joined the company on 23rd August, 2011 as an Additional Independent Director of the company, and he was re-designated 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 years up to 31st March, 2019. Further, based on recommendation of Nomination and Remuneration Committee he was re-appointed as the Non-Executive Independent Director on passing of Special Resolution on 30th March, 2019 through Postal Ballot He shall hold office with effect from 01st April 2019 till 31st March, 2024.

At present Mr. Chong Tae Baek is Non-Executive Independent Director of the Company and he is not holding any share in the Company.

Table Showing Directorship and Committee membership of Mr Chong Tae Baek (DIN: 01566661):

Sr.No	Name of Company	Listed / Unlisted Company	Category of Directorship	Membership in Committee
1.	E-Land Apparel Limited	Listed	Non-Executive Independent Director	<ul style="list-style-type: none"> ➤ Audit Committee (Chairperson) ➤ Nomination and Remuneration Committee (Member) ➤ Risk Management Committee (Chairperson) ➤ Stakeholder Relationship Committee (Chairperson)
2	Green Ville Business Solutions and Services Private Limited	Unlisted	Director	NIL
3	Macita F&B Private Limited	Unlisted	Director	NIL
4	Erom Wellcare Private Limited	Unlisted	Director	NIL

**iv.) Mr. Sivabalan Paul Pandian (DIN: 01573458):**

Mr. Sivabalan Paul Pandian (DIN: 01573458) aged 61 years, s/o Mr. Subbiah Paul Pandian, is a M.Sc. Tech from Mumbai University and has a rich experience in Textile Technologist having worked for more than 20 years in the manufacturing areas of various leading textile mills..

He joined the company on 29th April, 2007 as the Additional Director of the company, and he was re-designated 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 years up to 31st March, 2019. Further, based on recommendation of Nomination and Remuneration Committee he was re-appointed as the Non-Executive Independent Director on passing of Special Resolution on 30th March, 2019 through Postal Ballot He shall hold office with effect from 01st April 2019 till 31st March, 2024.

At present Mr. Sivabalan Paul Pandian is Non-Executive Independent Director of the Company and he is not holding any share in the Company.

Table Showing Directorship and Committee membership of Mr Sivabalan Paul Pandian (Din: 01573458):

Sr.No	Name of Company	Listed / Unlisted Company	Category of Directorship	Membership in Committee
1.	E-Land Apparel Limited	Listed	Non-Executive Independent Director	➤ Nomination and Remuneration Committee (Member)
2	Lovable Lingerie Limited	Listed	Non-Executive Independent Director	➤ Audit Committee (Member) ➤ Nomination and Remuneration Committee (Member) ➤ Stakeholder Relationship Committee (Member)
3	Pandians Marathon Academy (OPC) Private limited	Unlisted	Director	

**v.) Mrs. Elizabeth Ravi (DIN: 07213341):**

Mrs. Elizabeth Ravi (DIN: 07213341) aged 41 years, d/o Mr. Haris Chandrappa, is a B.Sc B.Ed.,M.S.W (Masters in Social Work), Diploma in Medical Laboratory Technology and DHRM (Diploma in Human Resource Management) and has a rich experience in PSI - an international NGO, working for the HIV/AIDS of the Company. Infected and affected people for a period of 1 year and 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 a period of 7 years.

She joined the company on 19th June, 2015 as the Additional Independent Director of the company, and she was re-designated as an Independent Director of the Company by the members at the 18th AGM of the Company held on 30th September, 2015 for a period of Five years up to 18th June, 2020. Board of the directors on the recommendation of Nomination and remuneration committee have further proposed to re-appoint her for 2nd term of 5 years in the ensuing annual general meeting.

At present Mrs. Elizabeth Ravi is Non-Executive Independent Director of the Company and she is not holding any share in the Company.

Table Showing Directorship and Committee membership of Mrs. Elizabeth Ravi (Din: 07213341):

Sr.No	Name of Company	Listed / Unlisted Company	Category of Directorship	Membership in Committee
1.	E-Land Apparel Limited	Listed	Non-Executive Independent Director	<ul style="list-style-type: none"> ➤ Audit Committee (Member) ➤ Stakeholders Relationship Committee (Member)

e) DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE:

Name of Director	Inter - se Relationship
Mr. Jaeho Song	No Relation
Mr. Kyoung Hur	No Relation
Mr. Chong Tae Baek	No Relation
Mr. Sivabalan Paul Pandian	No Relation
Mrs. Elizabeth Ravi	No Relation

**f) TRAINING OF NON-EXECUTIVE DIRECTORS OF THE BOARD OF DIRECTORS:**

All Non-Executive Directors appointed on the Board of the Company are introduced to the culture through induction sessions. The Executive Directors and senior management provide an overview of the operations and familiarize the Non-executive Directors on matters the morals and principles of the Company.

They are introduced to the organization structures and various procedures. Non-Executive Directors are also briefed pertaining to the group structure and subsidiaries.

Also, the Company has a detailed familiarization Programme for Non - Executive Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of such Programme are available on the website of the Company at

<http://www.elandapparel.com/FamiliarizationProgramforIndependentDirectors.pdf>.

g) NUMBER OF SHARES & CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS AS ON 31ST MARCH, 2020 IS AS UNDER:

Name of Director	Director Category	Number of Shares/convertible instruments held in the Company
Mr. Kyoung Hur	Non-Executive, Independent Director	NIL
Mr. Chong Tae Baek	Non-Executive, Independent Director	NIL
Mr. Sivabalan Paul Pandian	Non-Executive, Independent Director	NIL
Mrs. Elizabeth Ravi	Non-Executive, Independent Director	NIL

h) CONFIRMATION PERTAINING TO INDEPENDENT DIRECTORS OF THE COMPANY:

In the opinion of the Board of Directors of the Company, Mr. Kyoung Hur, Mr. Chong Tae Baek, Mr. Sivabalan Paul Pandian and Mrs. Elizabeth Ravi, Non-Executive Independent directors are independent of the management and complies with criteria of Independent Director as placed in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

i) REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR DURING THE YEAR 2019-20:

During the year 2019-20, No Independent Director has resigned before the expiry of his tenure.



j) List Of Skills/Expertise/Competencies Required To Function The Business Effectively:

Too many businesses fail because translating passion into a successful business model is a difficult task.

Developing a small business into a successful enterprise demands more than passion. Unfortunately, facts speak for themselves. Over half of new businesses fail mainly because the entrepreneur is unable to translate their passion into practical business skills. Success demands more than hard work, resilience, and expertise in your field. In order to succeed, you need to understand and to become proficient in a set of fundamental business skills. Following are the essential skills that you are required to run the business of the Company:

Financial Management Skill:

Being able to effectively manage your finances is critical. You will need to be able to forecast your cash flow and sales, as well as, monitor your profit and loss. Having sound financial management skills will help you to run your business profitably and protect your financial investment.

Marketing, Sales and Customer Service Skill:

It is important to be able to promote your products or services effectively. Providing good customer service and having a marketing strategy in place will help you to generate sales.

Communication and Negotiation Skill:

Communication and negotiation with your suppliers, potential investors, customers and employees is very important to have. Having effective written and verbal communication skills will help you to build good working relationships. Every communication should reflect the image you are trying to project.

Management Skill:

These means offering other people opportunities to do work, even if you think it will benefit your own clout or resume to do it yourself. Delegation is an important part of time and resource management. If you take everything on yourself, chances are your work in key areas will suffer. Someone that excels in business will be able to manage their own workload by appropriately directing the appropriate colleagues and subordinates for the best tasks.

Strategic Planning Skill:

Strategic planning is a very important business activity. Strategic planning is a process of defining your company's strategy or direction and making decisions on allocations of resources of capital and people. The key is to know how to project your company's future performance, within a three-to-five year framework or more, supported by your well-defined business plan.



In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies of the Directors as given below:

Skills And Its Description	Mr. Jae Ho Song	Mr. Chong Tae Baek	Mr. Kyong Hur	Mr. Shivabalan Pandian	Mrs. Elizabeth Ravi
Leadership experience of running large enterprise	✓	✓	✓	✓	✓
Experience of crafting Business Strategies	✓	✓	✓	✓	✓
Understanding of Consumer and Customer Insights in diverse environments and conditions	✓	✓	✓	✓	✓
Finance and Accounting Experience	✓	✓	✓	✓	✓
Experience in overseeing large and complex Supply Chain	✓	✓	✓	✓	✓
Understanding use of Digital / Information Technology	✓	✓	✓	✓	✓
Experience of large companies and understanding of the changing regulatory landscape	✓	✓	✓	✓	✓



Communication and Negotiation Skill	✓	✓	✓	✓	✓
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k) REMUNERATION OF DIRECTORS:**I. Preamble:**

The Company pays remuneration by way of salary, allowances and perquisites, performance allowance etc. to the Chairman, Managing Director and Company Secretary on recommendation of the Nomination & Remuneration Committee as approved by the Board of Directors and shareholders of the Company subject to approval of the Central Government if necessary.

II. Details of the remuneration of the Directors of the Company for the financial year 2019-20 are as follows:

<u>Name of the Director</u>	<u>Basic Salary</u>	<u>Perquisites</u>	<u>Sitting Fees</u>	<u>Commission</u>	<u>Total</u>
Mr. Jae Ho Song	1,66,55,139	-	-	-	1,66,55,139
Mr. Chong Tae Baek	-	-	60,000	-	60,000
Mr. Kyoung Hur	-	-	90,000	-	90,000
Mr. Shivabalan Pandian	-	-	30,000	-	30,000
Mrs. Elizabeth Ravi	-	-	1,20,000	-	1,20,000

III. Service Contracts:

In accordance with the applicable provisions of the Companies Act, 2013 our shareholders approve the salary, benefits of Executive Directors. We enter into service contracts with each of our Directors containing the terms and conditions of employment including salary, performance bonus and other benefits including perks to be received by the Executive Directors.

IV. Notice Period:

The terms of our employment arrangements with Shri. Asit D. Javeri , Shri. Abhishek Asit Javeri and Smt. Seema Asit Javeri Provided or upto six months' notice period.

V. Severance/ Compensation fees:

The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of Directors.



VI. Criteria for making payment to Non - Executive Directors:

• **Sitting Fee:**

Each Non-Executive Director is paid per meeting attended a sitting fee of Rs. 15,000/- for Board Meeting and Rs. 15,000- for Audit Committee Meeting.

• **Commission:**

Currently the Company is not paying Commission to its Non-Executive Director.

• **Payment and other consideration to independent directors:**

An Independent director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related commission up to a certain percentage of net profits in such proportion, as may be permissible under the applicable law.

3. COMMITTEES OF THE BOARD:

Currently the Company is having 7 committees of the Board:

- A. Audit Committee
- B. Stakeholders Relationship Committee
- C. Nomination and Remuneration Committee
- D. Risk Management Committee
- E. Internal Complaint Committee
- F. Finance Committee
- G. Inquiry Committee

A. AUDIT COMMITTEE:

i) **COMPOSITION:**

The Company has an Independent Audit Committee presently comprising of 3 Non - Executive - Independent Director as Members of the Committee, all being learned and experts having adequate knowledge in the field of finance. Minutes of each Audit Committee are placed and discussed in the next meeting of the Board.

As required under section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with part C of schedule II thereto, the Board has complied with composition of Audit Committee which comprises of the following Non - Executive - Independent Director:



Name of the Member	Status & Category	Director Category
Mr. Chong Tae Baek	Chairman & Member	Non-Executive - Independent Director
Mr. Kyoung Hur	Member	Non-Executive - Independent Director
Mrs. Elizabeth Ravi	Member	Non-Executive - Independent Director

ii) **CHANGE IN COMPOSITION:**

There was no change in the composition of the Audit Committee during the Financial Year 2019-20.

iii) **TERMS OF REFERENCE OF THE AUDIT COMMITTEE:**

The Audit Committee shall have the authority to investigate into any matter that may be prescribed under Company Law for the time being in force and within its terms of reference.

Role of the Audit Committee, inter-alia, includes the following: -

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board the appointment, remuneration and terms of appointment of auditors of the company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (C) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - ii) Changes, if any, in accounting policies and practices and reasons for the same.
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv) Significant adjustments made in the financial statements arising out of audit findings.
 - v) Compliance with listing and other legal requirements relating to financial statements.
 - vi) Disclosure of any related party transactions.
 - vii) Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.



- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Approval or any subsequent modification of transaction of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertaking or assets of the company, whenever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- The Audit Committee also reviews the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

Further, Additional Terms of Reference of Audit Committee for discharging its Obligation under SEBI (Prohibition of Insider Trading) Regulations, 2015 was added which are as follows:

- To verify that the systems for internal control towards compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015 are adequate and operating effectively at least once in a financial year.
- To review and verify the report on internal control.
- To strengthen the internal control system placed for compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015.



- To review and verify the report to be provided by Compliance officer on compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015 and code of conduct at such frequency as may be stipulated by the Board of Directors.

iv) ATTENDANCE RECORD OF THE MEMBERS:

The committee met 4 (Four) times during the Financial Year 2019-20 held on 24th may 2019, 09th august 2019 , 14th November 2019, 14th February 2020 The attendance records of each member of the Audit Committee at the Meeting are as follows:

Dates on which the Meetings were held	Attendance of Members		
	Mr. Chong Tae Baek (Chairman)	Mr. Kyoung Hur (Member)	Mrs. Elizabeth Ravi (Member)
24 th may 2019	Present	Present	Present
09 th August, 2019	Present	Absent	Present
14 th November, 2019	Absent	Present	Present
14 th February, 2020	Present	absent	Present

Statutory Auditor and Internal Auditors and Secretarial Auditors have been permanent invitees to the Audit Committee Meetings besides Chairman, Managing Director & Chief Financial Officer as an Invitee. The gap between two consecutive meetings did not exceed 120 Days. The necessary quorum was present for all the meetings.

B. STAKEHOLDERS RELATIONSHIP COMMITTEE**i) COMPOSITION:**

The Stakeholders Relationship Committee presently consists of 2 Non-Executive - Independent Director and 1 Executive Director as Members of the Committee. Minutes of each Committee Meeting are placed and discussed in the next meeting of the Board.

The Shareholders' Relationship Committee of the Board is in compliance with the provisions of Section 178 (5) of the Companies Act and Regulation 20 of the SEBI Regulations read with Part D of Schedule II. The Stakeholder Relationship Committee comprises of the following Members:-

Name of the Member	Status & Category	Director Category
Mr. Chong Tae Baek	Chairman & Member	Non-Executive - Independent Director
Mr. Jae ho Song	Member	Chairman & Managing Director
Mrs. Elizabeth Ravi	Member	Non-Executive - Independent Director



ii) **CHANGE IN COMPOSITION:**

There was no change in the composition of the Stakeholder relationship Committee during the Financial Year 2019-20.

iii) **TERMS OF REFERENCE OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The terms of reference of shareholders grievances committee inter-alia considers the following matters:-

- To consider and approve requests for transfers, transmissions, Dematerialization/ Re-materialization and issue of fresh share certificates on replacement/ subdivision/ consolidation, issue of duplicate share certificate on loss whether by theft, misplacement or otherwise.
- To review the status of Dematerialization of Company's shares and matters incidental thereto.
- To review and monitor the approval to the transfers and transmission made by any Director under executive authority delegated to him from time to time.
- To monitor the matters of litigation related to shareholders and take decisions relating thereto.
- To consider, review and monitor the matters related to the shareholders grievances.
- To consider and finalize the report on Corporate Governance to be annexed with the Annual Report of the Company.
- To deal with any other matters related and/or incidental to the shareholders.

The Committee has authorized its Registrar and Transfer Agent (RTA) to redress any complaints received from members of the Company. To expedite the matter of Share Transfer, RTA has been authorized to approve the Share Transfer Requests received for and on behalf of the Company. The committee periodically reviews the report sent by RTA in this regard.

During the Financial Year 2019-20, the status of Compliant is as follows:

No. of Investor complaints pending at the beginning of the quarter	No. of Investor complaints received during the quarter	No. of Investor complaints disposed of during the quarter	No. of Investor complaints unresolved at the end of the quarter
0	0	0	0

iv) **ATTENDANCE RECORD OF THE MEMBERS:**

The attendance record of each member of the Stakeholder Relationship Committee at the Meeting held on 15th June 2020 is as follows. (Due to ongoing COVID pandemic SEBI has extended the last day to hold Meeting of Stakeholder relationship committee from March 31, 2020 to June 30, 2020)



Dates on which the Meetings were held	Attendance of Members		
	Mr. Chong Tae Baek (Chairman)	Mr. Jae Ho Song (Member)	Mrs. Elizabeth Ravi (Member)
15 th June, 2020	Present	Present	Not Applicable

All share transfer and correspondence thereon are handled by the Company's Registrars and Share Transfer Agents viz. Bigshares Services Private Limited situated at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059.

C. NOMINATION AND REMUNERATION COMMITTEE:

i) **COMPOSITION:**

The Nomination & Remuneration Committee of the Board is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Regulations read with Part D of Schedule II. The minutes of the Remuneration Committee meetings are reviewed and noted by the Board from time to time. This Committee shall have the authority to Investigate into any matter that may be prescribed under Company Law for the time being in force and shall also comply with the terms of reference as specified herein as under:

- The Nomination & Remuneration Committee shall have meetings periodically as it may deem fit.
- The Nomination & Remuneration Committee shall invite such of the executives to be present at the meetings of the Committee required by it.
- The Nomination & Remuneration Committee shall have the following powers and functions:
 - To recommend to the Board, the terms and conditions of appointment of key Management personnel.
 - To seek information from any employee.
 - To obtain outside legal or other professional advice.

The Nomination and Remuneration Committee consists of 3 (three) Non-Executive - Independent Director as Members of the Committee. The Nomination & Remuneration Committee comprises of the following Members: -

Name of the Member	Status & Category	Director Category
Mr. Kyoung Hur	Chairman & Member	Non-Executive - Independent Director
Mr. Chong Tae Baek	Member	Non-Executive - Independent Director
Mr. S. P. Pandian	Member	Non-Executive - Independent Director



ii) **CHANGE IN COMPOSITION:**

There was no change in the composition of the Nomination & Remuneration Committee during the Financial Year 2019-20.

iii) **CRITERIA FOR SELECTION OF NON-EXECUTIVE DIRECTORS:**

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - Qualification, expertise and experience of the Directors in their respective fields;
 - Personal, Professional or business standing;
 - Diversity of the Board
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.
- The Company has not paid any remuneration to Non-Executive Directors except the sitting fees for attending the meetings of the Board of Directors and its Committees thereof held during the financial year 2019-20.
- Non-executive Directors do not hold any shares of the Company and there are no pecuniary relationships or transactions of them, vis-à-vis the Company, except as mentioned above. The Company has not granted any stock option to any of its Directors.
- The Non-Executive Directors are paid sitting fees for attending the meetings of the Board of Directors and Committees within the ceilings prescribed by the Central Government.
- The quantum of sitting fees payable to Independent Directors of the Company is in terms of provisions of the Act.
- The details of the sitting fees paid to the Independent Directors of the Company during the financial year 2019-20 is given under MGT 9 annexed to the Director's Report.



iv) **TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE:**

The terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down, and recommend to the Board their appointment and removal.

v) **ATTENDANCE RECORD OF THE MEMBERS:**

Two Meetings of the Nomination and Remuneration Committee were held during the Financial Year 2019-20 i.e. on 9th august 2019 and 14th November, 2019.

Dates on which the Meetings were held	Attendance of Members		
	Mr. Kyoung Hur (Chairman)	Mr. Chong Tae Baek (Member)	Mrs. Sivabalan Pandian (Member)
09 th August, 2019	Present	Present	Absent
14 th November, 2019	Present	Absent	Present

vi) **REMUNERATION POLICY:**

- The Remuneration Policy of the Company for managerial personnel is primarily based on the performance of the Company and track record, potential and performance of individual managerial personnel. The Remuneration Committee recommends to the Board the compensation package of the Executive Directors of the Company.
- Since the appointment of the Executive Director is by virtue of their employment with the Company, their service contract, notice period and severance fees, if any, is governed by the remuneration policy of the Company.
- The Company does not have any Employee Stock Option Scheme.
- The details of remuneration paid to Managing Director of the Company during the Financial Year 2019-20 is given in MGT 9 annexed to Director’s Report.



The remuneration policy of the Company is directed towards rewarding performance based on review of achievements on a periodic basis and is in consonance with the existing industry practice which is hosted on the website of the Company at <http://elandapparel.com/Nomination%20&%20Remuneration%20Policy.pdf>.

D. RISK MANAGEMENT COMMITTEE:**i) COMPOSITION:**

As per the Regulation 21(5) of Listing Regulations 2015, this Regulation shall be applicable to top 100 listed entities determined on the basis of market capitalization as the end of the immediate Financial Year. Even though it is not mandatory requirement for the Company to constitute the Risk Management Committee, the Company has constituted Risk Management Committee consisting of 2 (two) Director as Members of the Committee. The Risk Management Committee comprises of the following Members: -

Name of the Member	Status & Category	Director Category
Mr. Jae ho Song	Chairman & Member	Chairman & Managing Director
Mr. Chong Tae Baek	Member	Non-Executive - Independent Director

ii) CHANGE IN COMPOSITION:

There was no change in the composition of the Risk Management Committee during the Financial Year 2019-20.

iii) ROLE AND RESPONSIBILITIES OF THE COMMITTEE INCLUDES THE FOLLOWING:

- Framing of Risk Management Plan and Policy and monitoring and implementation of Risk Management Plan and Policy. To keep the identified risk at zero level or minimum level.
- Procedure for Risk Minimization and periodically reviewing and evaluating the Risk Management Policy.
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.
- Performing such other functions as may be necessary or appropriate for the performance of its aforesaid function.

**iv) RISK MANAGEMENT POLICY:**

The Company is committed to managing risk in a manner appropriate to achieve its strategic objectives. As required under Listing Regulations, the Company has formulated a Risk Management Policy. The Policy is available on the website of the Company <http://elandapparel.com/Eland%20-%20Risk%20Management.pdf>.

v) ATTENDANCE RECORD OF THE MEMBERS:

No Meeting of the Risk Management Committee was held during the Financial Year 2019-20.

E. INTERNAL COMPLAINT COMMITTEE FOR PREVENTION AND PROHIBITION OF SEXUAL HARASSMENT OF WOMAN:**i) COMPOSITION:**

Pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“Act”), the Board of Directors constituted the committee known as Internal Complaint Committee (“ICC”) for prevention and prohibition of sexual harassment of woman which comprises of the following Members:

Name of Member	Nature of Membership	Director Category
Sunitha Albert	Manager- Merchandiser (President)	-
Usha	Sr. Executive –HR (Conveyer)	-
Jai Ram Singh	Sr. Manager – HR & Admin (Internal Expert)	-
Vaishali	Sr. Designer (Member)	-
Shakeela	Manager- Merchandiser (Member)	-
Yashpal Bhandari	GM- Accounts & Finance (Member)	-



ii) **TERMS OF REFERENCE OF COMMITTEE:**

- Prevent discrimination and sexual harassment against women, by promoting gender amity among employees;
- Make recommendations to the Managing Director / Director for changes/elaborations in the rules for staff and employees to lay down procedures for the prohibition, resolution, settlement and prosecution of acts of discrimination and sexual harassment against women, by the employees;
- Deal with cases of discrimination and sexual harassment against women, in a time bound manner, aiming at ensuring support services to the victims and termination of the harassment;

F. FINANCE COMMITTEE:

TERMS OF REFERENCE OF COMMITTEE:

Following powers, duties and responsibilities have been delegated to the Finance Committee:

- Borrowings from banks / financial institutions up to an aggregate limit of Rs. 800 Crores subject to the total borrowing not to exceed the maximum cap pursuant to Section 180 (1)(c) of the Companies Act, 2013.
- Granting Loans to companies / firms / individual, whether subsidiaries / associates or otherwise for the purpose of business, subject however that the aggregate of loans granted and outstanding to all such companies / firms / individuals, subsidiaries or associates at any time shall not exceed the applicable ceiling prescribed under Section 186 or other applicable provisions of the Companies Act, 2013.
- Opening / closing of bank accounts, opening letters of credit issue / renew / cancel bank guarantees and other banking matters.
- Approval of authorized signatories and delegation of powers to sign cheques, etc. for operating the bank accounts of the Company.
- Miscellaneous financial matters.

G. INQUIRY COMMITTEE:

i) **COMPOSITION:**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 the Board is required to constitute a committee called an Inquiry committee which shall discharge its functions to assist the Board of Directors to enquire into Leak and Suspected Leak of UPSI Company.

The Inquiry Committee is constituted with the following Members: -



Name of the Member	Status & Category	Director Category
Mr. Jae ho Song	Chairman & Member	Chairman & Managing Director
Mr. Jairman Singh	Member	-
Mr. Yashpal Bhandari	Member	-

ii) **ROLES OF THE COMMITTEE:**

The role of the Committee shall be as follows:

- Consider complaints received in writing on leak or suspected Leak of UPSI and conduct inquiry thereof;
- Initiate inquiry on its own motion on leak or suspected Leak of UPSI;
- Devise process for inquiry in case of leak and suspected Leak of UPSI;
- Report the results of an inquiry to and make recommendations of actions to be taken by the Board of Directors of the Company.

iii) **POWERS OF THE COMMITTEE:**

The power of the Committee shall be as follows:

- To investigate, in cases of leak or suspected leak of UPSI;
- To require the attendance of the person supposed to be acquainted with the facts and circumstances of the leak or suspected Leak of UPSI, for the purpose of the investigation;
- To examine, either orally or in writing, any person supposed to be acquainted with the facts and circumstances of the leak or suspected Leak of UPSI;
- To reduce into writing any statement made to the Committee in the course of examination;
- To make a separate and true record of the statement of each such person whose statement is recorded;
- To require the attendance of the witnesses unless their appearance is not necessary for the just decision of the case and to examine the witnesses and;
- To require the production of documents (physical/electronic) in connection to the investigation.

4. GENERAL BODY MEETINGS:

A. DETAILS OF LAST 3 ANNUAL GENERAL MEETING:

Financial Year	Date of AGM	Venue of AHM	Time of AGM	No. of Special Resolution passed
2016-17	29/09/2017	Bay Leaf Banquet Hall, Shop No 67, 68, 69, Saraf Choudhary Nagar, Thakur Complex, Opposite Sarodev Hospital, Kandivali (East), Mumbai	10.00 A.M.	2**



2017-18	29/09/2018	Bay Leaf Banquet Hall, Shop No 67, 68, 69, Saraf Choudhary Nagar, Thakur Complex, Opposite Sarodev Hospital, Kandivali (East), Mumbai	10.00 A.M.	NIL
2018-19	26/09/2019	16/2B, Sri Vinayaka Indl Estate, Singasandra, Near Dakshin Honda Showroom House Road, Bangalore KA 560068, India.	11.00 A.M.	2

Table Showing Special resolution passed during last three financial year:-

2016-17	Appointment of Mr. Jae Ho Song as Managing Director of the Company and fixing his remuneration.
2017-18	Appointment of Mr. Jung Ho Hong as Whole Time Director of the Company and fixing his remuneration.
2018-19	Re-appointment of Mr. Jae Ho Song as Managing Director of the Company and fixing his remuneration.

Following details of are the special Resolution passed through Postal Ballot during financial year 2019-20:-

- To approve re-appointment of Mr. Chongtae Baek as an Independent Director of the Company
- To approve re-appointment of Mr. Sivabalan Paul Pandian as an Independent Director.
- To approve re-appointment of Mr. Kyoung Hur as an Independent Director.

Further, no Special Resolution is proposed to be passed through Postal Ballot as on the date of this Report.

B. EXTRA ORDINARY GENERAL MEETINGS:

In addition to Annual General Meeting, the Company holds General Meetings of the members of the Company as and when situation arises. During the year under review, the Company had not conducted any Extra Ordinary General Meeting.

C. POSTAL BALLOT:

During the year, the members have approved the following Ordinary and Special Resolutions by way of Postal Ballot. Brief Voting details are as under.

1. To approve re-appointment of Mr. Chongtae Baek as an Independent Director of the Company (Special Resolution)
2. To approve re-appointment of Mr. Sivabalan Paul Pandian as an Independent Director (Special Resolution)
3. To approve re-appointment of Mr. Kyoung Hur as an Independent Director (Special Resolution)



4. To consider and approve Related Party Transaction with various parties (Ordinary Resolution)
5. Ratification of Related Party Transactions (Ordinary Resolution)

i. **POSTAL BALLOT PROCEDURE:**

In compliance with Sections 108, 110 and other applicable provisions of the Act, read with related Rules, the Company provides electronic voting facility to all its Members, to enable them to cast their votes electronically. The Company dispatches the postal ballot notices and forms along with postage pre-paid business reply envelopes to its Members whose names appear in the Register of Members/the List of beneficiaries as on a cut-off date. The Postal Ballot Notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and the applicable Rules. The Company engages the services of Big share Private Limited for the purpose of providing e-voting facility to all its Members. The Members have the option to vote either by physical ballot or by e-voting. Voting rights are reckoned on the paid-up value of shares registered in names of Members as on the cutoff date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the Scrutinizer on or before the end of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last day of e-voting. The Scrutinizer submits his/her report to the Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the Chairman or Director authorized by the Board. The results are also displayed on the website of the Company, www.elandapparel.com besides being communicated to both the Stock Exchanges on 1st April, 2019 and the Registrar and Transfer Agent.

ii. **Voting Pattern**

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



Particulars	Type of Resolution	Total valid Votes	Total valid Votes cast in favor	Total valid Votes cast against	% of Votes in favor of aggregate votes polled	% of Votes in against of aggregate votes polled
Promoter and Public Institution and Public Non Institution	Special Resolution	3,16,17,223	3,16,14,922	2,301	99.99	0.01
Promoter and Public Institution and Public Non Institution	Special Resolution	3,16,17,223	3,16,14,941	2,282	99.99	0.01
Promoter and Public Institution and Public Non Institution	Special Resolution	3,16,17,223	3,16,14,841	2,382	99.99	0.01
Promoter and Public Institution and Public Non Institution	Ordinary Resolution	19,079	18,347	732	96.16	3.84
Promoter and Public Institution and Public Non Institution	Ordinary Resolution	19,089	18,338	751	96.07	3.93

iii. **Person who conducted the postal ballot exercise: -**

M/s Makarand Joshi & Company, Practicing Company Secretaries, was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

5. DISCLOSURES:

a) **MANAGEMENT DISCLOSURES:**

The Senior Management Personal have been making disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management Personnel has entered into any such transactions during the year.



b) MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, within its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large, The particulars of transactions between the Company and its related parties as per the Indian Accounting Standard -24 are set out at Note 31 in Notes to Accounts in the Annual Report. The particulars of contracts or arrangements with related parties as defined under Section 188 of the Companies Act, 2013 in the prescribed Form AOC-2 is annexed hereto and marked as Annexure - I and forms part of this Report. The Company also has the policy on Materiality of Related Party Transaction. The details of such policy are available on the website of the Company at <http://www.elandapparel.com/Policy%20on%20Related%20Party%20Transactions%20-%20E-Land.pdf>

c) STATUS OF REGULATORY COMPLIANCES:

The Company has complied with all the mandatory requirements of Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is reviewed by the Board from time to time.

d) STRICTURES AND PENALTIES:

During the year 2019-20 Bombay Stock exchange vide Letter LIST/COMP/532820/REG. 6 (1) –DEC-19/297/2019-20 had imposed penalty of Rs. /- 44,000 for Non Compliance of Regulation 6 of SEBI LODR Regulations, 2015 company had duly paid the fine imposed by the Bombay Stock exchange.

Except the above penalty No other penalties have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

e) RISK MANAGEMENT FRAMEWORK:

The Board of Directors has adopted the Risk Management Policy which assess and manage the risk and provides an approach to the top Management to identify potential events that may affect the Company, to manage the risk within its risk appetite and to provide reasonable assurance regarding the achievement of objectives of the Company. The Senior Management priorities the risk and finalize the action plan for mitigation of the key risks.



f) **WHISTLE BLOWER POLICY:**

Pursuant to Section 177 (9) of Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board & its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations, the Board of Directors at its meeting held on 14th November, 2014, adopted the Whistle Blower Policy and Vigil Mechanism for directors and employees to report concerns of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. No personnel have been denied access to the audit committee.

Further the Whistle Blower Policy revised through Circular Resolution passed by Board of Directors of the Company on 30th March, 2019. The same is also available on the website of the Company <http://elandapparel.com/Whistle%20Blower%20Policy.pdf>

g) **PROHIBITION OF INSIDER TRADING CODE:**

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended by SEBI (Prohibition of Insider Trading) Regulations, 2015, which is effective from May 15, 2015, the Company has adopted a code of conduct for prohibition of insider trading. The Code is applicable to all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company. As per the Code, the trading window is closed during the time of declaration of results and material events, etc. Disclosure of shareholding is taken from all the Directors and Designated Employees and other connected persons of the Company.

h) **CEO/CFO CERTIFICATION:**

The certificate is placed before the Board by the Chairman and Managing Director & CFO of the Company. This certificate is being given to the Board pursuant to Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule II Part B of the said regulations.

The aforesaid certificate duly signed by the Chairman and Managing Director & CFO in respect of the Financial Period ended 31st March, 2020 has been placed before the Board in the meeting held on September 04, 2020 is Annexed hereto and marked as **Exhibit - B** to this report.

i) **CODE OF CONDUCT AND CERTIFICATE ON COMPLIANCE THEREOF:**

Certificate signed by the Managing Director stating that the members of Board and Senior Management personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management is annexed hereto and marked as **Exhibit – C** to this report.



j) DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT:

During the year 2019-20, the Company has not raised any amount through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

k) SUBSIDIARIES:

The Company does not have a material non-listed Indian subsidiary whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year

l) ACCEPTANCE OF RECOMMENDATION OF COMMITTEE:

During the year 2019-20, all the suggestions / recommendations of all the committees of the Board, have been accepted by the Board of Directors.

m) DISQUALIFICATION / DEBAR OF DIRECTORS OF THE COMPANY:

A certificate provided M/s. DSM & Associates, Practicing Company Secretaries was placed before the Board of Directors of the Company in its meeting held on September 04, 2020. On the basis of certificate provided by M/s. DSM & Associates. Practicing Company Secretary the Board of Directors of the Company take a cognizance that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority. Certificate provided by M/s. DSM & Associates. Practicing Company Secretary is annexed hereto and marked as **Exhibit – C** to this report.

6. MEANS OF COMMUNICATION:

The quarterly, half-yearly and annual results were published in daily Newspapers which included Business Standard / Financial Express & the Regional Language Newspapers (Kannad) in Vartha Bharti. The same were sent to Stock Exchanges are promptly filed on BSE Listing Centre and NEAPS (NSE Electronic Application Processing System).

The Company's website www.elandapparel.com contains a separate dedicated section 'Investor' where all the information required by the shareholder is available. Annual Report of the Company, Notices of Postal Ballot, outcome of Board Meeting etc. are regularly updated on the website. The Company's presentations to institutional investors and analysts, if made would be put up on the website of the Company.

7. GENERAL SHAREHOLDER INFORMATION:

**a) DETAILS OF AGM OF 2019-20:**

Date : December 29, 2020
Time : 11.00 A.M.
Venue : 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom House Road, Bangalore 560068 Karnataka. **(Through Video Conferencing)**

b) FINANCIAL YEAR:

1st April, 2019 to 31st March, 2020.

c) NAME OF THE STOCK EXCHANGE WHERE COMPANY'S SHARES ARE LISTED AND CONFIRMATION OF PAYMENT OF LISTING FEES TO STOCK EXCHANGES:

Bombay Stock Exchange
Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001
Phones : 91-22-22721233/4, 91-22-66545695

The company has been voluntarily delisted from National Stock Exchange (NSE) with effect from October 01, 2019.

The Company has duly paid the listing fees to Bombay Stock Exchange & Custodial Fees to Central Depository Services (India) Limited and National Securities Depository Limited for the Financial Year 2019-20.

d) DATE OF BOOK CLOSURE:

23RD Day of September, 2020 to 30th Day of September, 2020 (Both days inclusive)

e) FINANCIAL CALENDAR (2019-20):

First Quarterly Results	9 th August 2019
Second Quarterly Results	14 TH November 2019
Third Quarterly Results	14 th February 2020
Financial Year ending	13 th July 2020

f) (TENTATIVE) RESULTS FOR FINANCIAL YEAR 2020-21:

June 30, 2019	2nd week of August 2019
September 30, 2019	2nd week of November 2019
December 31, 2019	2nd week of February 2020
March 31, 2020	4th week of May 2020
Annual General Meeting	September, 2020

**g) SUSPENSION OF SECURITIES OF THE COMPANY FROM STOCK EXCHANGE:**

During the year 2019-20, the Company's securities have not been suspended from trading on BSE Limited.

h) STOCK CODE OF COMPANY:

Name of Stock Exchange	Code
BSE Ltd (BSE)	532820
ISIN No.	INE311H01018

i) OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS:

Not Applicable

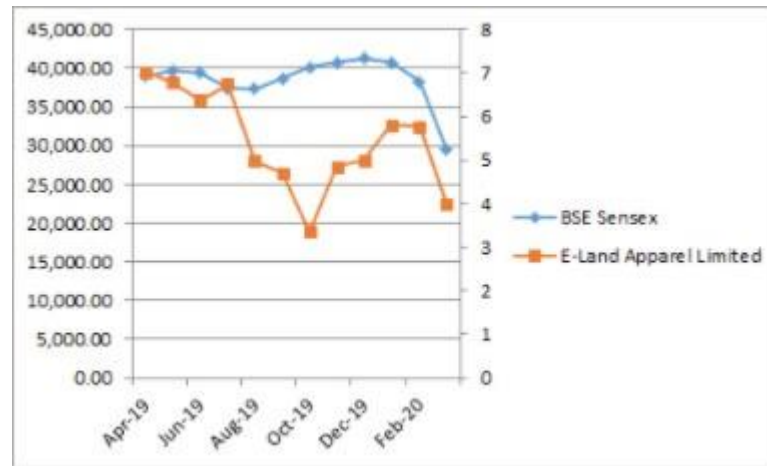
j) DEMATERIALIZATION OF SHARES:

The Company's shares are tradable compulsorily in electronic form. The Company has established through its Registrar and Share Transfer Agents, connectivity with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). 99.85% of the equity shares of the company have been dematerialized as on 31st March, 2020.

Details of No. of shares held in dematerialized and physical mode as on 31st March, 2020:

Particulars	No. of Shares	Percentage of Total issued Capital
Held in Dematerialized form in CDSL	83,79,011	17.30
Held in Dematerialized form in NSDL	3,95,38,417	82.55
Physical Form	73,041	00.15
Total	4,79,90,469	100.00

k) PERFORMANCE IN COMPARSION TO BROAD BASED INDICES (SUCH AS SENSEX/CRISIL INDEX):



(Source: BSE Website)

l) STOCK MARKET PRICE DATA FOR THE YEAR 2019-20:

Month (April 2019 to March 2020)	BSE		NSE	
	High (Rs)	Low(Rs)	High (Rs)	Low(Rs)
April	8.24	5.83	8.20	5.70
May	7.84	6.3	7.20	6.20
June	6.99	5.92	6.70	5.70
July	7.12	6.01	6.75	5.75
August	7.3	4.47	6.85	4.25
September	5.12	4.3	5.00	4.40
October	4.93	3.06	-	-
November	4.9	3.12	-	-
December	5.4	3.94	-	-
January	6.5	4.67	-	-
February	6.1	5.52	-	-
March	5.99	3.99	-	-

(Source: BSE website & NSE Website)

***The company has been voluntarily delisted from National Stock Exchange (NSE) with effect from October 01, 2019.**

m) INVESTOR SERVICES:

The Company has appointed Big share Services Pvt. Ltd, whose address is given below, as its Registrar and Transfer Agents. The Registrar handles all matters relating to the shares of the Company including transfer, transmission of shares, dematerialization of share certificates, subdivision /consolidation of share certificates and investor grievances.



Details of Big share Services Pvt. Ltd are as follows:

Address	1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059
Telephone No	022 - 40430200 / 62638200
E-mail address	investor@bigshareonline.com
Fax No	022 - 28475207 / 62638299

n) **SHARE TRANSFER SYSTEM:**

All the transfers received are processed by Registrar and Transfer Agents. Share transfers are registered and returned within maximum of 15-20 days from the date of lodgment if documents are complete in all respects. In case the shares are transferred through demat mode, the procedure is adopted as stated in Depositories Act, 1996.

o) **DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020:**

Range (In Rs.)	Total Holders	% of Total Holders	Total Holding in Rupees	% of Total Capital
1 – 500	10541	77.96	16,76,069	3.49
501 – 1000	1311	9.70	11,28,872	2.35
1001 – 2000	699	5.17	11,13,268	2.32
2001 – 3000	290	2.14	746,397	1.56
3001 – 4000	122	0.90	4,41,737	0.92
4001 – 5000	134	0.99	6,41,315	1.34
5001 – 10000	200	1.48	14,99,945	3.13
100001 – 99999999	224	1.66	4,07,42,866	84.90
Total	13581		4,79,90,469	100.00

p) **SHAREHOLDING PATTERN AS ON 31ST MARCH, 2020:**

Category	No. of Shareholders	No. of Shares	% of Shareholding
Promoters/Directors/Directors Relative	1	3,15,98,094	65.84
Financial Institutions and Banks	1	5,94,476	1.24
Bodies Corporate	96	5,20,583	1.08
Resident Individuals	12,496	1,35,53,826	28.25
Clearing Member	27	87,348	0.18
NRIs	111	2,56,903	0.54



Total	13828	4,79,90,469	100
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q) UNCLAIMED DIVIDEND:

The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of 7 years to the **Investor Education and Protection Fund (IEPF)** established by the Government. The Company has already transferred the unclaimed dividend to the IEPF. No unpaid dividend.

r) SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL:

As stipulated by SEBI a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out periodically and thereon is submitted to the Stock Exchanges. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

s) ADDRESS FOR CORRESPONDENCE:

E-LAND APPAREL LIMITED	BIGSHARE SERVICES PVT. LTD
16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom House Road, Bangalore 560068 Karnataka	1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059
Tel.: +91-22-40972600/01	Tel.: 022 - 40430200 / 62638200
Fax.: +91-22- 28472602	Fax No.: 022 - 28475207 / 62638299
E-mail: investor@elandapparel.com	E-mail: investor@bigshareonline.com
Website: http://elandapparel.com/	Website: www.bigshareonline.com/

t) PLANT LOCATIONS:

Particulars of Unit	Address
Unit No-1	40, Basapura Road, Electronic City Post, Begur Hobli, Bangalore-5600100.
Unit no-2	16/2B, Sri Vinayaka Indl, Estate, Singasandra, Near Dakshin Honda Showroom, Hosur Road, Bangalore-560068
Unit No-3	1857 Hanumantha Nagar, B M Road, Channapatna, Ramanagar- 562160/571501



Unit No-4	No.-9, m. Yarandlahalli sub I/o Bommsandra, Industrial area, Bommsandra, Anekal, Bangalore
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8. OTHER DISCLOSURES**(a) Maintenance of the Chairman's Office:**

The Company has an Executive Chairman and the office provided to him for performing his executive duties is also utilized by him for discharging his duties as Chairman. No separate office is maintained for the Non-Executive Chairman of the Audit Committee but Secretarial and other assistance is provided to him whenever needed, in performance of his duties.

(b) Shareholders' Rights:

Un-audited quarterly and audited yearly financial results are sent to the stock exchanges and published in the newspapers as per the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

(c) Reporting of internal auditor:

The Internal Auditor directly reports to the Audit Committee.

(d) Preferential Allotment

There has been no preferential allotment or qualified institutions placement done by the Company during the financial year.

(e) Total fees paid to Statutory Auditors of the Company

M/s Hinesh Doshi & Co LLP, Chartered Accountants (ICAI Firm Registration No. 103677W/W-100056) the Company's Statutory Auditor, is responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

As required under Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the total fees paid by the Company to the statutory auditor and all entities in the network firm / entity of which the statutory auditor is a part is Rs. 8,00,000.

(f) Disclosure under the Sexual Harassment of Women at Workplace Prevention, Prohibition & Redressal) Act, 2013

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made there under for



prevention and redressal of complaints of sexual harassment at workplace. The Company also has an Internal Committee comprising of two male and two female members. During the year under review:-

- a) Number of complaints filed during the financial year: NIL
- b) Number of complaints disposed of during the financial year: NIL
- c) Number of complaints pending as on end of the financial year: NIL

(g) Hedging of Risk:

Company is not having material exposure to foreign exchange therefore there is no major heading Risk.

9. DISCRETIONARY REQUIREMENTS:

The Company complies with following non-mandatory requirements of Regulation 27(1) of the Listing Regulations.

a) **FINANCE COMMITTEE:**

Although it is not mandatory, the Board of Directors of the Company has constituted a Finance Committee, the details of which have been provided under Section "Finance Committee".

b) **Reporting of Internal Auditor**

The Internal Auditor reports directly to the Audit Committee. They attend various workshops and seminars to keep themselves abreast with the changing business environment.

**For and on Behalf of the
Board of Directors E-Land Apparel Limited**

**Date: September 04, 2020
Place: Bangalore**

**SD/-
Jae Ho Song
Managing Director
DIN: 07830731**

**SD/-
Chong Tae Baek
Independent Director
DIN : 01566661**



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
E-Land Apparel Limited

1. We have examined the compliance of conditions of Corporate Governance by E-Land Apparel Limited ('The Company) for the year ended on 31st March, 2020 as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certificate of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.



Opinion

7. Based on our examination of the relevant records and according to the information and explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 during the year ended March 31, 2020.

Other Matters and Restriction of Use

8. We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
9. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For Hinesh Doshi & Co LLP
Chartered Accountants
Firm Registration No: 103667W/W100056

Hinesh R Doshi
Partner
Membership No: 042539
Place: Mumbai
Date: 4th September, 2020
UDIN: 20042539AAAAIV7728



CEO/CFO CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

The Board of Directors,
Eland Apparel Limited

- A. I have reviewed the Financial Statements and the CashFlow Statement of Eland Apparel Limited for the year ended 31st March, 2020 and to the best of our knowledge and belief:
- I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or inviolation of the company's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectifying these deficiencies.
- D. I have indicated to the Auditors and the Audit Committee:
- I. Significant changes in internal control over financial reporting during the year;
 - II. Significant changes in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - III. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Eland Apparel Limited

SD/-

Mr. Choi Haoi

Chief Financial Officer

PAN: BHMPC3338P

Date: September 04, 2020.



EXHIBIT - C

CODE OF CONDUCT AND CERTIFICATE ON COMPLIANCE THEREOF

This is to confirm that Company has adopted the Code of Conduct for Directors and Senior Management of the Company and is available on the website of the Company.

I hereby confirm that the Company has obtained affirmation from all the Members of the Board and the Senior Management Personnel that they have complied with the Code of Conduct for the Financial Year 2019-20.

This certificate is being given pursuant to Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

For Eland Apparel Limited

SD/-

Mr. Jae Ho Song

Managing Director

DIN: 07830731

Date: September 04, 2020.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

The Members of

E-Land Apparel Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **E-Land Apparel Limited**, having CIN L17110KA1997PLC120558 and having registered office at 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom House Road, Bangalore – 560 068, Karnataka, India, (hereinafter referred to as “the Company”) produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2020 or a part thereof of their appointment, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of the Directors	DIN	Date of appointment in the Company
1.	Jaeho Song	07830731	30/05/2017
2.	Kyoung Hur	00319651	30/09/2014
3.	Chongtae Baek	01566661	30/09/2011
4.	Sivabalan Paul Pandian	01573458	26/09/2007
5.	Elizabeth Ravi	07213341	30/09/2015



(Formerly known as Mudra Lifestyle Limited)

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on my verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

***For DSM & Associates,
Company Secretaries***

CS Sanam Umbargikar

Partner

M.No.26141

COP No. 9394

UDIN: A026141B000634311

Date: 31/08/2020

Place: Mumbai



ANNEXURE V TO DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS

OVERVIEW OF THE ECONOMY

GLOBAL ECONOMY

Although slowdown in the manufacturing sector and trade tensions between the US and China were among the many factors that softened the economic outlook for 2019, the year did begin on a firm footing. The projected global economic growth, albeit downgraded, was 2.9%. Despite the economic and financial headwinds, growth in developing Asia was projected to remain a robust 5.5% during 2019 (Asian Development Outlook, Update, and September 2019). However, in 2019-20, the Indian economy grew by 4.2% against 6.1% expansion in 2018-19 whereas China's growth was 6.1% in 2019 vs. 6.7% in 2018. Growth among advanced economies was forecast to drop to 2% during the year although growth in Sub-Saharan Africa was projected to accelerate to 3.1% (Source: World Economic Outlook, International Monetary Fund). However, due to the COVID-19 pandemic, the International Monetary Fund has projected a sharp contraction of the global economy to a status much worse than what resulted from the 2008-09 financial crisis.

INDIAN ECONOMY

India continues to be one of the fastest growing emerging economies in the world. A slowdown in the manufacturing and construction sector has lately affected GDP growth slightly below 5% in the current fiscal. An impending revival in demand, positive consumption pattern and rising disposable income, makes India the most sought after investment destinations. Already the fifth largest economy in the world, India is supposed to take its place among the world's top three economic powers in the next 10-15 years. The pandemic has undoubtedly affected India, but with the economic stimulus and the gradual opening up of the lockdown the situation can be expected to improve. Interstate movement of goods is gradually picking up and retail financial transactions are showing a healthy trend.

ANALYSIS AND REVIEW

INDIAN TEXTILE & APPAREL INDUSTRY

India is now a fast emerging market inching to reach half a billion middle income population by 2030. All these factors are good for the Indian textile industry in a long run. Even though the global economic crisis seems to be worsening day-by-day, as long as economies are emerging and growing as those in South and South East Asia, textile industry is here to grow provided it takes competition and innovation seriously. Read below to have an insight of the stand of the Indian Textile Industry in the economy.

INTRODUCTION

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. The textile industry is also labor intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganized sector consists of handloom, handicrafts and sericulture, which are operated on a



small scale and through traditional tools and methods. The second is the organized sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralized power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

MARKET SIZE

Textile and apparel trade is predicted to grow at a CAGR of 6.4% during the period 2020-29. Apparel trade is likely to grow at a CAGR of 5.5% and textiles at a CAGR of 7% during the period. Rising disposable income, population, and rapid urbanisation in the emerging economies such as India, the period. Rising disposable income, population, and rapid market growth. The Indian apparel industry was estimated to be worth \$62 growing at CAGR of ~7.6% over 2019-29 period.

Where does the Indian Textile Industry Stand now?

A General Impression of the Indian textile industry looking in the past makes one understand that the industry is in a pinch. Why so? These are the reasons:

- 1) Global recession and low purchases by consumers
- 2) Less export orders due to reductions in inventories by global retail giants like Wal-Mart
- 3) Price of raw materials like cottons and increase in labour cost.
- 4) Infrastructure bottlenecks such as power, particularly in Karnataka.

INDIAN TEXTILE INDUSTRY OPPORTUNITIES

The fundamental strength of Indian textile industry is its strong production base with wide range of fibers/yarns. These are natural fibers such as cotton, jute, silk and wool and synthetic/man-made fibers like polyester, viscose, nylon and acrylic. In producer-driven value chains, large, usually transnational, manufacturers play the central roles in coordinating production networks. Textile industry is capital- and technology-intensive comparable with automobiles, aircraft, computers, semiconductors and heavy machinery industry. Buyer-driven value chains are those in which large retailers, marketers and branded manufacturers play the pivotal roles in setting up decentralized production networks in a variety of exporting countries, typically located in developing countries. This pattern of trade-led industrialization has become common in labor intensive, consumer-goods industries such as garments, footwear, toys, handicrafts and consumer electronics. Large manufacturers control the producer-driven value chains at the point of production, while marketers and merchandisers exercise the main leverage in buyer-driven value chains at the design and retail stages. Apparel is an ideal industry for examining the dynamics of buyer-driven value chains. The relative ease of setting up clothing companies, coupled with the prevalence of developed-country protectionism in this sector, has led to an unparalleled diversity of garment exporters in the third world. Apparel is an ideal industry for examining the dynamics of buyer-driven value chains. The global apparel market size is expected to reach US \$2.6 trillion in 2025 growing by a projected rate of 4%. The major growth drivers of the global apparel market will be the developing economies, mainly China and India, both growing in double digits. China will become the biggest apparel market adding more than US \$378 bn. in market size by 2025, while India will be the second most attractive apparel market adding around US \$121bn. by 2025. A large and growing domestic demand coupled with increasing spending power of people in these two countries will result in the combined addition of

around US \$ 500 bn. in the global apparel market size by 2025. The combined apparel market size of China and India i.e. US \$ 795 bn. is expected to exceed combined market size of EU and USA i.e. US \$ 775 bn, by 2025. India has a share of approximately 5% of the global textile and apparel trade.

INDIAN TEXTILE INDUSTRY CHALLENGES (OPPORTUNITIES AND THREATS)

The Indian textile industry is highly fragmented and is being dominated by the unorganized sector and small and medium industries. The changing government policies at the state and central government levels are posing major challenges to the textile industry. The tax structures GST (Goods and Service Tax) make the garments expensive. Another important threat is raising interest rates and labor wages and workers' salaries. There is higher level of attrition in the garment industry. Although central government is wooing the foreign investors the investment is coming in the textile industry. In India places such as Bangalore, Mumbai, New Delhi and Tirupur are the hubs of textile garment industries. These manufacturers have ability to produce the entire range of woven wear and knitwear at low cost with reasonably good quality within the short notices. The Indian textile industry has its own limitations such as accesses to latest technology and failures to meet global standards in the highly competitive export market. There is fierce competition from China, Bangladesh and Sri Lanka in the low price garment market. In the global market tariff and non-tariff barriers coupled with quota is posing major challenge to the Indian textile Industry. The environmental and social issues like child labor and personal safety norms are also some of the challenges for the textile industry in India.

IMPACT OF PANDEMIC COVID-19

Besides all, the world has witnessed a major crises led by the spread through of Pandemic Coronavirus (COVID-19) emerging from China during the month December 2019 and thereafter spreading through in almost all countries of world. In India, outbreak of Pandemic COVID-19 occurred during the month of January 2020. Thus, the Hon'ble Prime Minister Shri Narendra Modi to break the chain for the spread of this pandemic disease of COVID-19 had imposed the Nationwide Lockdown w.e.f. 21st March 2020 in the country.

The adverse impact of coronavirus Covid -19 on India's apparel and textile industry is beginning to show in Bengaluru, the country's largest textile manufacturing hub that employs about 2.5 lakh workers. Many of the highly employment-intensive clothing units in and around the city are either shutting down their operations or laying off employees, even as Karnataka is limping back to normalcy from the Covid-induced lockdown. At least four clothing manufacturing units in Bengaluru, of Garden City Fashion, Sonal Garments, Texport Industries and Punith Creations, have shut their operations or laid off half their workforce by August 2020. Many factories are expected to tread the same path.

As a consequence of this outbreak Covid-19 and thereafter lockdown, all economic activities came to standstill and had caused a major setback for all industries due to this unforeseen event. Various guidelines were issued by government department of Ministry of Home Affairs (MHA) during lockdown period for the safeguard of all including employees and working class people to fight against such situations. However, Industries started their operations at a very slow pace as millions practice social distancing to stem the spread of COVID-19 (coronavirus). This unplanned events have caused huge devastating impact on the organization. As a result, company is either currently experiencing or anticipating significant constraints on cash and working capital, including potential liquidity challenges.

The Company had faced disruption in their operation which has caused the major difficulty to timely execute the work and have further led to financial losses by way of cancellation of Orders. Loss of Income and negative cash flow due to such event had made difficult to bear the basic operational cost as there was no major benefits from to the Industry from the stimulus package introduced by the government. Considering the fact that the situation is exceptional and is changing dynamically, the Company is not in a position to gauge with certainty, the future impact

on its operations. Further, due such current pandemic situation, company is sure that demand in garments will take some time certainly for pick up.

CONCLUSION

The Indian textile industry requires support from both the Central and State governments to become competitive in the Global market. The Skill India and Make-in India programs of Central government headed by Prime Minister Shri Narendra Modi is helping the industry in getting required skilled manpower and good market for textile products. It is high time for the textile industry to upgrade their technology and implement ERP to streamline supply chain and enhance customer relations management activities. These measures are enabling the industry in becoming competitive in the global market. The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the last decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The organized apparel segment is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 13 per cent over a 10-year period The Union Ministry of Textiles, which has set a target of doubling textile exports in 10 years, plans to enter into bilateral agreements with Africa and Australia along with working on a new textile policy to promote value addition, apart from finalizing guidelines for the revised Textile up gradation Fund Scheme (TUFS). The Indian textile and apparel industry has been adversely impacted in the short to mid-term due to lockdown and lower consumer spends. The sector is reeling under liquidity and cost pressure as well due to the unprecedented damage caused by COVID-19 In 2020-21. However The Indian cotton textile industry is expected to showcase a stable growth in FY 2021-22, supported by stable input prices, healthy capacity utilization and steady domestic demand. High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market. The domestic market for apparel and lifestyle products, currently estimated at US\$ 85 billion, is expected to reach US \$160 billion by 2025.

DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE & INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Discussion of Financial Performance with respect to Operational Performance & Internal Control Systems and their Adequacy has been discussed in Directors Report.

HUMAN RESOURCE MANAGEMENT AND INDUSTRIAL RELATIONS:

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company is committed to nurturing, enhancing and retaining its top talent through superior learning and organizational development. This is a part of our Corporate HR function and is a critical pillar to support the organization's growth and its sustainability in the long run.

Human resources continue to be an invaluable and intangible asset and a key success factor for the Company to grow and sustain its market position in a highly competitive environment. Your Company firmly believes that people are the pivotal force behind the growth and excellence in business operations. The overall performance and the market position of the Company are the result of combined strength of its people.

E-Land Apparel Limited

(Formerly known as Mudra Lifestyle Limited)

Annual Report 2019-2020

The company focuses on developing leadership skills, building talent for the future, and improving organizational & human capability through competency mapping of managerial positions in all areas of the Company's operations. The Company is committed to provide the best environment to its employees to work and to inculcate a sense of ownership and pride.

Sr. No	Particulars of Ratio	31.03.2020	31.03.2019
1.	Debtors Turnover	8.27	8.11
2.	Inventory Turnover	9.27	8.97
3.	Interest Coverage Ratio (%)	9.63%	6.18%
4.	Current Ratio	1.34	1.84
5.	Debt Equity Ratio	-1.24	-1.26
6.	Operating Profit Margin (%)	-3.08%	1.40%
7.	Net Profit Margin (%)	-35%	24%

Key Financial Ratios:

Details pertaining to Net-worth of the Company:

Particulars	31.03.2020 (In Rs.)	31.03.2019 (In Rs.)
Net-worth	-35,857.96	-30,645.15

CAUTIONARY STATEMENT:

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principle markets, changes in Government regulations, Tax regimes, economic developments, within India and the countries in which the Company conducts business and other ancillary factors. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements might differ materially from those either expressed or implied herein.

For and on Behalf of the Board of

Directors

E-Land Apparel Limited

Date: September 04, 2020

Place: Bengaluru.

SD/-

Jae Ho Song

Managing Director

DIN: 07830731

SD/-

Chong Tae Baek

Independent Director

DIN : 01566661



“ANNEXURE - VI” TO THE DIRECTORS’ REPORT

Disclosure under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Remuneration) Rules, 2014

- i. **The ratio of the remuneration of each Director/ KMP to the median remuneration of the employees of the Company for the financial year 2019- – 2020:**

Name	Designation	Percentage Increase
Mr. Jae Ho Song	Managing Director	8.6
Mr. Choi Haeoi	Chief Financial Officer	Nil
Mr. Diwakar Jugani	Company Secretary	Not Comparable

Apart from the above Directors, the other directors are non-executive & independent and they do not receive any remuneration and hence the details are not furnished.

Sr. No.	Name of Employee	Designation	Remuneration	Nature of Employment	Date of Commencement of Employee	Date of Birth of Employee	If the employee is a relative of Director or Manager
1.	Mr. Jae Ho Song	Managing Director	16655139	Managing Director	30/05/2017	03/12/1977	NA
2.	Mr. Kim Seong Jin	Factory Manager	13017748	Manager	01/06/2016	15/08/1997	NA
3.	Mr. Seomoon Jae Hyun	General Manager	8113043	Manager	01/06/2017	17/05/1961	NA
4.	Mr. S Selvakumar	C.E.O Production	2845056	Manager	25/08/2014	26/07/1970	NA
5.	Mr. Yashpal Bhandari	General Manager- Accounts & Finance	2235336	Manager	15/04/2014	28/09/1979	NA
6.	Mr. Jai Ram Singh	Sr. Manager – HR	1899216	Manager	23/10/2018	25/03/1976	NA
7.	Mr. Sasi Kumar L	Factory Manager	2013000	Manager	27/06/2016	10/08/1977	NA
8.	Mr. Raghu Ram Naidu	Production Manager	1624536	Manager	02/07/2013	28/03/1975	NA
9.	Mr. Giriraj	Sr. Manager- Hr	1,497,396	Manager	25/07/2013	07/01/1976	NA



10.	Mr. S Karunand	Manager – Fabric Sourcing	1396188	Manager	23/12/2016	04/06/1982	
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- ii. The median remuneration of employees of the Company during the Financial Year was **Rs. 10,000/-**
- iii. Percentage increase in the median remuneration of employees in the Financial Year 2019– 2020 **(0.19%)**
- iv. The number of permanent employees on the rolls of company:**2424**
- v. The explanation on the relationship between average increase in remuneration and company performance:

The increase in remuneration is linked to the performance of the company as a whole, the performance of the concerned division, performance of the employees and other factors like industry trends and economic environment.

- vi. Comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company for the financial year 2018 – 2019:

Remuneration paid to Key Managerial Personnel (to MD, WTD, CFO & CS)	Total Turnover of the Company	Net Loss of the Company
Mr. Jae Ho Song Managing Director	16655139	52,12,81,392.84
Mr. Choi Haeoi Chief Financial Officer	Nil	
Mr. Diwakar Jugani Company Secretary	249333/-	

- vii. The key parameters for any variable component of remuneration availed by the directors:

None

- viii. Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

- ix. Details of the employees employed for full year or part of the year having remuneration of Rs. 1.02 Crores p.a. where employed for the full year:

1. Mr. Jae Ho Song(Managing Director of the Company)
2. Mr. Kim Seong Jin (Factory Manager)

Details of the employees employed for the part of the year and having salary of not less than Rs. 5 lakhs per month:

None

Details of the employees employed for the full year or part of the year was receipt of remuneration in that year which in the aggregate or as the case may be at a rate which in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company:

None



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

Annual Report 2019-2020

**For and on Behalf of the Board of Directors
E-Land Apparel Limited**

**Date: September 04, 2020
Place: Bengaluru**

**SD/-
Jae Ho Song
Managing
Director
DIN: 07830731**

**SD/-
Chong Tae Baek
Independent
Director
DIN : 01566661**



ANNEXURE VII TO DIRECTOR REPORT

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2020

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

To,

The Members,

E-Land Apparel Limited

L17110KA1997PLC120558

(Formerly known as Mudra Lifestyle Limited)

16/2B, Sri Vinayaka Indl Estate, Singasandra

Near Dakshin Honda Showroom House Road,

Bangalore – 560 068

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **E-Land Apparel Limited**. (hereinafter called “**The Company**”). Secretarial Audit was conducted in a manner that provided to me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Due to restricted movement and COVID-19 pandemic, we have conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 (“Audit Period”), generally complied with the statutory provisions listed hereunder and also that



the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2020** according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made thereunder;

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings [**Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment**]
- (iv) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009);
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (ii) Provisions of the following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the company during the Financial Year under report:
 - (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);



- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period)

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/ groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure I.

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by ICSI under the provisions of the Companies Act, 2013;
- (ii) SEBI (LODR) Regulations, 2015 and the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations, that :

1. *As per section 203(4) of the Companies Act, 2013 vacancy of KMP shall be filled-up by the Board within a period of six months, however the vacancy caused due to the resignation of CS Hemlata Gupta dated 31/03/2020 was filled up by the Company by the appointment of CS Diwakar Jugani dated 14/11/2020, after the delay of the prescribed period.*
2. *As per regulation 13(3) of LODR, Statement of Investor Complaint to be filed with the exchanges on a quarterly basis, within twenty one days from the end of each quarter. But Statement of Investor Complaint for the quarter ended June, 2019 and December, 2019 was incorrectly filed at the exchange. Whereas the correct/ revised filing of the same was carried out by the Company.*



3. *As per Regulation "Persons" mentioned in the 30(1) and 30(2) of SEBI (Substantial acquisition of Shares & Takeovers) Regulations, 2011, Persons mentioned in the have to disclose their shareholding, pursuant to Regulation 30(3), within seven working days from the end of each financial year to every stock exchange where the shares of the target company are listed and at the registered office of the target company. Annual Disclosure for the financial year ended 31st March, 2019, and 31st March, 2020, has been submitted by the promoter to the Company as well as Stock Exchange. However the same disclosure was not reflecting on the Portal of www.bseindia.com at that time due to some technical issue. Currently it is reflecting.*

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes were sent seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the financial year the company had voluntarily delisted its securities from National Stock Exchange of India Limited (NSE).

We further report that the compliance by the Company for the applicable Financial Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, quarterly financial results under Regulation 33 of SEBI (LODR) Regulations, 2015 and the annual financial statements, Cost Records has not been reviewed in this audit report, since the same have been subject to the statutory financial audit/cost audit by other designated professionals. This report is to be read with our letter of even date which is annexed as **Annexure I** and forms an integral part of this report.



We further report that during the audit period of the Company, there was no specific events/action having a major bearing on the Company and also laws, rules, regulations, guidelines, standards etc. referred to above.

*For DSM & Associates,
Company Secretaries*

CS Sanam Umbargikar

Partner

M.No.26141.

CP No.9394.

UDIN: A026141B000634309.

Place: Mumbai

Date: 31/08/2020



'Annexure I'

To,

The Members,

E-Land Apparel Limited

(Formerly known as Mudra Lifestyle Limited)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



*For DSM & Associates,
Company Secretaries*

CS Sanam Umbargikar

Partner

M.No.26141.

CP No.9394.

UDIN: A026141B000634309.

Place: Mumbai

Date: 31/08/2020



ANNEXURE VIII TO DIRECTORS' REPORT

Secretarial Compliance Report of E-Land Apparel Limited

For the year ended 31st March, 2020

I, CS Sanam Umbargikar, partner of M/s. DSM & Associates, Company Secretaries, have examined:

- (a) A the documents and records made available to us and explanation provided by **E-Land Apparel Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filings, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the Listed Entity during Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the Listed Entity during Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Listed Entity during Review Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013 (not applicable to the Listed Entity during Review Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirements (Regulations/ Circulars/ guidelines including specific clause)	Deviation	Observations/ Remarks of the Practicing Company Secretary
1.	As per regulation 13(3) of LODR, Statement of Investor Complaint to be filed with the exchanges on a quarterly basis, within twenty one days from the end of each quarter.	Statement of Investor Complaint for the quarter ended June, 2019 and December, 2019 was incorrectly filed at the exchange. Whereas the correct/ revised filing of the same was carried out by the Company.	No adverse comments to offer
2.	As per the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018,	Intimation to the Stock Exchange for Closure of Trading Window for	Exchange has not imposed any penalty



	effective from April 1, 2019, the "Closure of Trading Window" shall be applicable from the end of every quarter till 48 hours after the declaration of Financial Results.	the Quarter ended 31 st March, 2019, was filed on 4 th April, 2019 i.e. in delay of 4 days.	for the delay till date.
3.	Persons mentioned in the Regulation 30(1) and 30(2) of SEBI (Substantial acquisition of Shares & Takeovers) Regulations, 2011, have to disclose their shareholding, pursuant to Regulation 30(3), within seven working days from the end of each financial year to every stock exchange where the shares of the target company are listed and at the registered office of the target company.	Annual Disclosure for the financial year ended 31 st March, 2019, and 31 st March, 2020, has been submitted by the promoter to the Company as well as Stock Exchange. However the same disclosures are not reflecting on the Portal of www.bseindia.com.	No adverse comments to offer

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circular/ guidelines issued thereunder:

Sr. No.	Action Taken by	Details of Violation	Details of action taken e.g. fines, warning letters, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any
NIL				

(d) The Listed Entity has taken following actions to comply with observations made in previous reports:



Sr. No.	Observations/ remarks of the Practicing Company Secretary, in previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2019	Actions taken by the Listed Entity/ Management Reply to the observations, if any	Comments of the Practicing Company Secretary
NIL				

***For DSM & Associates,
Company Secretaries***

***CS Sanam Umbargikar
Partner***

M.No.26141.

CP No.9394.

UDIN: A026141B000442095

Place: Mumbai.

Date: 13thJuly, 2020.

INDEPENDENT AUDITOR'S REPORT

To the Members of E-Land Apparel Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **E-Land Apparel Limited** ("the Company"), which comprise the **Balance Sheet as at March 31, 2020**, the Statement of Profit and Loss (including Other Comprehensive loss), the Statement of Cash Flows and the Statement of changes in equity for the year ended on that date, and notes to financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31st March 2020, and its losses (financial performance including other comprehensive loss), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matter	How our audit addressed the key audit matter
<p>The Company has incurred losses during the current year and in earlier years. Its net worth is eroded as at that March 31, 2020. These may create a doubt regarding the Company's ability to continue as a going concern. However, the financial statements have been prepared on a going concern basis in view of the financial support from the holding company and the management's plan to generate cash flows through operations and sale of certain non-core assets which would enable the Company to meet its financial obligations as and when they fall due. We considered this to be a key audit matter because management's assessment is largely dependent on the support obtained from its Holding Company.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> • Obtained the management assessment of appropriateness of Going Concern basis of accounting. • Discussed with the management on future business and their plans to liquidate certain assets to ensure availability of liquid funds. • Verified that the holding company has supported the Company in the past when the need arose. • Verified the support letter obtained by the Company from its holding company indicating that holding company will take necessary actions to organize for any shortfall in liquidity in Company that may arise to meet its financial obligations during the period of 12 months from the balance sheet date. <p>Based on the above procedures, we noted the management assessment of going concern basis of accounting as appropriate.</p>

Emphasis of Matter

- We draw attention to Note 38 in the annual financial statements, which describes uncertainties, the Company is facing as a result of COVID-19 and the management evaluation of its operations and financial reporting for the year ended 31st March, 2020. Such assessments are dependent on the circumstances as they evolve in the subsequent periods.
- We draw attention to Note 39 in the annual financial statements for the year ended 31st March, 2020, wherein the management of the company has detected fraud in the company. As of the reporting date, from the total vendor accounts which were verified, wrongful discounting and swindling with the vendor payment from Company bank account identified were for Rs. 2,65,06,890/- Company has recovered amount of Rs. 1,17,95,540/- and is in the process of recovering the balance amount of Rs. 1,47,11,350/-.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risk of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether has adequate internal financial controls systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive loss, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid/provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 34 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2020.

For HINESH R. DOSHI & CO LLP
Chartered Accountants
Firm Registration No: 103677W/W100056

HINESH R DOSHI
Partner
Membership No. 042539
UDIN: 20042539AAAHR8252

Place: Mumbai
Date: 13th July,
2020

Annexure A to the Auditor's Report

Referred to in Paragraph 2 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of **E-Land Apparel Limited** of even date

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we report that:

- i. In respect of companies fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - b) The Company has a programme of physical verification of its fixed assets by which fixed assets are verified in a phased periodic manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us, the records examined by us and based on the examination of the registered sale deed/transfer deed/conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the company as at the balance sheet date.

In respect of immovable properties of land that have been taken on lease and disclosed as fixed asset in the financial statements, the lease agreements are in the name of the company, where the company is the lessee in the agreement.

- ii. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii. The Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investment and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the company has not accepted any deposits during the year and does not have any unclaimed deposits
- vi. To our knowledge and explained to us, the maintenance of cost records has not been specified by the Central Government under Section 148(1) of the companies Act, 2013.

vii. According to information and explanations given to us, in respect of statutory dues:

- a) Undisputed statutory dues pertaining to Provident fund and Employees' State Insurance, Income Tax have not been regularly deposited with the appropriate authorities and there have been delays in a number of cases.
- b) The undisputed amounts payable in respect of Value Added tax in arrears as at March 31, 2020 for a period of more than six months from the date they became payable are as follows:

Name of Statute	Nature of the dues	Amount (in lakhs)	Period to which the amount relates	Due date	Date of subsequent payment
Sales Tax	Central Sales Tax	1.07	2014-15 and 2015-16	April 21, 2015 and August 21, 2015	Not Paid
Income Tax	Interest on Tax Deducted at source	39.31	2007 to 2012	7 th day of the subsequent month	Not Paid

- c) Details of dues of Income tax, Sales tax, Duty of Customs, Duty of Excise, and Value Added tax which have not been deposited as on March 31, 2020 on account of disputes, are as follows:

Name of Statute	Nature of the dues	Forum where Dispute is pending	Period to which the amount relates	Amount (Rs. lakhs)
Income Tax Act, 1961	Income Tax	Commissioner of Tax (Appeals)	2008-09 and 2009-10	140.36
Sales Tax	Sales Tax, including interest and penalty	Commissioner of Sales Tax, Maharashtra	2001-02 and 2004-05	250.22

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions, banks and government. The Company has not issued any debentures.

- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under this clause is not applicable.
- x. We draw attention to Note 39 in the standalone annual financial statements, wherein the management of the company has detected fraud in the company. As of the reporting date, from the total vendor accounts which were verified, wrongful discounting and swindling with the vendor payment from Company bank account identified were for Rs. 2,65,06,890/-. Employees were terminated from immediate effect and the company is in the process of recovery. Company has recovered amount of Rs. 1,17,95,540/- and is in the process of recovering the balance amount of Rs. 1,47,11,350/-.
- xi. In our opinion and according to the information and explanations given to us, the company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, provisions of this clause is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. During the Year, the company has not made any preferential allotment or private placement of shares fully or partly paid convertible debentures and hence, reporting under this clause is not applicable to the Company.
- xv. In Our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For HINESH R. DOSHI & CO LLP
Chartered Accountants
Firm Registration No: 103677W/W100056

HINESH R DOSHI
Partner
Membership No. 042539
UDIN: 20042539AAAHR8252
Place: Mumbai
Date: 13th July,
2020

Annexure B to the Auditors' Report

Referred to in Paragraph 2(f) under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of E-Land Apparel Limited of even date

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

We have audited the internal financial controls over financial reporting of **E-Land Apparel Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2020:

- a. The company did not have adequate internal controls for timely reconciliations of vendor ledger balances.
- b. The company had inadequate controls towards getting acknowledgments for the disbursements done towards outstanding vendor balances.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects/possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2020, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Explanatory paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of E-land Apparel Limited Company, which comprise the Balance Sheet as at March 31, 2020, and the

related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. The material weaknesses identified as above was considered in determining the nature, timing and extent of audit tests applied in our audit of the March 2020 financial statements of the company and this report does not affect our report dated 13th July, 2020 on which we expressed an unqualified opinion on the financial statements.

For HINESH R. DOSHI & CO LLP
Chartered Accountants
Firm Registration No: 103677W/W100056

HINESH R DOSHI
Partner
Membership No. 042539
UDIN: 20042539AAAAHR8252

Place: Mumbai
Date: 13th July,
2020

E-LAND APPAREL LIMITED
Balance Sheet as at March 31, 2020

(₹ in Lakhs)

Particulars	Note No	As at 31st Mar 2020	As at 31 March 2019
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	4(a)	4,054.40	4,177.16
(b) Other Intangible assets	5	9.75	21.99
(c) Capital Work-in-progress	4(b)	1,727.07	118.56
(d) Right - of - use asset	4(c)	1,024.22	-
(e) Financial Assets			
(i) Investments			
a) Other investments	6	1.00	1.00
(ii) Other financial assets	7(a)	174.20	257.99
(f) Other non-current assets	8(a)	303.91	394.77
Total Non - Current Assets		7,294.55	4,971.47
Current assets			
(a) Inventories	9	1,582.01	1,639.47
(b) Financial assets			
(i) Other Investments	10	13.17	18.47
(ii) Trade receivables	11	1,676.29	1,937.31
(iii) Cash and cash equivalents	12	223.72	670.80
(iv) Bank balances other than (iii) above	12	26.39	1,078.20
(v) Other financial assets	7(b)	11.38	19.53
(c) Other current assets	8(b)	1,087.31	1,184.20
Total Current Assets		4,620.27	6,547.99
Total Assets		11,914.82	11,519.46
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	13	4,799.05	4,799.05
(b) Other equity	14	(40,657.01)	(35,444.20)
Total Equity		(35,857.96)	(30,645.15)
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	4,277.63	3,504.64
(ii) Other financial liabilities	16(a)	14.00	14.00
(iii) Lease Liability	16(c)	899.06	-
(b) Provisions	17(a)	339.63	341.35
(c) Other non-current liabilities	18(a)	38,805.13	34,752.49
Total Non - Current Liabilities		44,335.45	38,612.48
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	34.14	-
(ii) Trade payables	20	-	-
- Due to Micro Small & Other Enterprise		6.42	-
- Due to Others		2,089.67	3,028.42
(iii) Other financial liabilities	16(b)	32.14	5.66
(iv) Lease Liability	16(d)	187.03	-
(b) Provisions	17(b)	177.74	166.07
(c) Other current liabilities	18(b)	910.15	351.98
Total Current Liabilities		3,437.29	3,552.13
Total Liabilities		47,772.74	42,164.61
Total Equity and Liabilities		11,914.82	11,519.46

For Hinesh Doshi & Co LLP
Chartered Accountants
Firm Registration No- 103677W/W100056

For and on behalf of the Board of Directors
E-Land Apparel Limited

Hinesh R. Doshi
Partner
Membership No. 042539
Place: Mumbai
Date: July 13, 2020

Jae Ho Song
Managing Director
DIN: 7830731
Place: Bangalore
Date: July 13, 2020

Chong Tae Baek
Independent Director
DIN: 01566661
Place: Bangalore
Date: July 13, 2020

Choi Haeoi
Chief Financial Officer
Place: Bangalore
Date: July 13, 2020

E-LAND APPAREL LIMITED
Statement of Profit and Loss for the Year ended March 31, 2020

(₹ in Lakhs)

Particulars	Notes	For the Year ended 31st Mar, 2020	For the year ended 31 March, 2019
Revenue from operations	21	14,934.90	17,201.89
Other income	22	312.75	404.61
Total revenue [A]		15,247.65	17,606.50
Expenses			
Cost of raw materials consumed	23	7,801.39	9,296.74
Changes in inventories of finished goods, work-in-progress	24	35.33	195.55
Employee benefits expenses	25	5,417.02	5,252.70
Finance cost	26	4,822.52	3,945.06
Depreciation & amortization expense	4	439.06	194.39
Other expenses	27	1,975.16	2,873.94
Total expenses [B]		20,490.48	21,758.38
Loss before tax [A-B]		(5,242.83)	(4,151.88)
Tax expense			
Current tax expenses		-	-
Deferred tax (Refer Note 37)		-	-
Total Tax Expense		-	-
Loss after tax for the year		(5,242.83)	(4,151.88)
Other Comprehensive Income			
(i) Items that will not be reclassified to Profit or Loss			
(a) Remeasurements of the defined benefit Plans - Gains / (losses)		30.04	28.72
(b) Surplus on revaluation on land		-	-
Total Other comprehensive Income		30.04	28.72
Total Comprehensive Income		(5,212.79)	(4,123.16)
Earnings per share	32		
Basic (Rs)		(10.92)	(8.65)
Diluted (Rs)		(10.92)	(8.65)
Nominal value per share (Rs.)		10	10
See accompanying notes forming part of the financial statements		2 to 40	

For Hinesh Doshi & Co LLP
Chartered Accountants
Firm Registration No- 103677W/W100056

For and on behalf of the Board of Directors
E-Land Apparel Limited

Hinesh R. Doshi
Partner
Membership No. 042539
Place: Mumbai
Date: July 13, 2020

Jae Ho Song
Managing Director
DIN: 7830731
Place: Bangalore
Date: July 13, 2020

Chong Tae Baek
Independent Director
DIN: 01566661
Place: Bangalore
Date: July 13, 2020

Choi Haeoi
Chief Financial Officer
Place: Bangalore
Date: July 13, 2020

E-Land Apparel Limited

Cash flow statement for the year ended March 31, 2020

(₹ in Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Cash flows from operating activities		
Net loss before tax	(5,242.83)	(4,151.88)
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation and amortisation	439.06	194.39
(Profit)/Loss on sale of property, plant and equipment	27.98	5.87
Interest income	(29.80)	(38.71)
Dividend income	(0.15)	(0.15)
Sundry balances (written back) / written off (Net)	8.85	217.07
Interest / finance charges	4,822.52	3,910.37
Bad debts written off	1.24	100.44
Provision / (Reversal of Provision) for doubtful receivables	61.82	87.16
Provision / (Reversal of Provision) for Advances to suppliers	(107.81)	25.59
Unrealized foreign exchange loss / (gain)	(48.91)	110.81
Operating cash flow before working capital changes	(68.04)	460.96
<u>Movements in working capital:</u>		
Decrease / (Increase) in inventory	57.45	557.00
Decrease / (increase) in trade receivables	189.11	584.17
Decrease / (increase) in Other assets (Financial & Non- financial)	1,096.03	(953.22)
Decrease / (increase) in Current Investments	5.30	4.31
(Decrease) / increase in Trade Payables	(1,040.14)	(586.33)
(Decrease) / increase in Other Liabilities (Financial & Non-financial)	1,184.49	1,663.50
(Decrease) / increase in Provisions	9.94	22.34
Cash generated / (used) from operating activities before taxes	1,434.14	1,752.73
Direct taxes (paid)/ Reversal of taxes	-	-
Net cash generated / (used) in operating activities (A)	1,434.14	1,752.73
Cash flows from investing activities		
Purchase of property, plant and equipment including CWIP and capital advances	(1,828.35)	(94.37)
Proceeds from sale of property, plant and equipment	11.24	18.52
Interest income	17.88	38.71
Investments/ (redemption) in bank deposits (having original maturity of more than three months)	26.39	1,078.20
Dividends	0.15	0.15
Net cash generated / (used) in investing activities (B)	(1,772.70)	1,041.21
Cash flows from financing activities		
Interest/finance charges paid	(40.41)	0.02
Payment of Lease Liability	(315.24)	-
Proceeds / Repayment with respect to loans	247.14	(2,503.70)
Net cash generated / (used) in investing activities (C)	(108.51)	(2,503.68)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(447.08)	290.27

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Cash and cash equivalents at the beginning of the year	670.80	380.54
Cash and cash equivalents at the end of the year	223.72	670.80
Components of Cash and cash equivalents		
Cash on hand	2.68	2.91
Balances with Bank - in current account	221.04	667.89
	223.72	670.80

For Hinesh Doshi & Co LLP
Chartered Accountants
Firm Registration No-103677W/W100056

For and on behalf of the Board of Directors
E-Land Apparel Limited

Hinesh R. Doshi
Partner
Membership No. 042539
Place: Mumbai
Date: July 13, 2020

Jae Ho Song
Managing Director
DIN: 7830731
Place: Bangalore
Date: July 13, 2020

Chong Tae Baek
Independent Director
DIN: 01566661
Place: Bangalore
Date: July 13, 2020

Choi Haeoi
Chief Financial Officer
Place: Bangalore
Date: July 13, 2020

E-LAND APPAREL LIMITED
Statement of changes in equity

a. Equity share capital (₹ in Lakhs)

Particulars	Amount
Balance at March 31, 2018	4,799.05
Changes in equity share capital during the year	-
Balance at March 31, 2019	4,799.05
Changes in equity share capital during the year	-
Balance at March 31, 2020	4,799.05

(₹ in Lakhs)

b. Other Equity	Reserves and Surplus				Items of Other Comprehensive Income	Total Other Equity
	Securities premium	General Reserves	Deficit in Statement of Profit and Loss	Capital Contribution	Revaluation surplus	
Balance as at April 1, 2018	14,245.60	591.82	(58,171.19)	14,322.83	739.18	(28,271.75)
Add / (Less):						
Loss for the year	-	-	(6,216.96)	-	-	(6,216.96)
Adjustment of capital contribution on account of early repayment of loan taken from a group company	-	-	-	(984.21)	-	(984.21)
Gain/(loss) on Remeasurement of defined benefit obligation (net of tax)	-	-	28.72	-	-	28.72
Balance as at March 31, 2019	14,245.60	591.82	(64,359.43)	13,338.62	739.18	(35,444.20)
Balance as at April 1, 2019	14,245.60	591.82	(64,359.43)	13,338.62	739.18	(35,444.20)
Add:						
Loss for the year	-	-	(5,242.83)	-	-	(5,242.83)
Adjustment of capital contribution on account of early repayment of loan taken from a group company	-	-	-	-	-	-
Add / Less:						
Gain/(loss) on Remeasurement of defined benefit obligation (net of tax)	-	-	30.04	-	-	30.04
Balance as at March 31, 2020	14,245.60	591.82	(69,572.22)	13,338.62	739.18	(40,657.01)

For Hinesh Doshi & Co LLP
Chartered Accountants
Firm Registration No- 103677W/W100056

For and on behalf of the Board of Directors
E-Land Apparel Limited

Hinesh R. Doshi
Partner
Membership No. 042539
Place: Mumbai
Date: July 13, 2020

Jae Ho Song Managing Director DIN: 7830731 Place: Bangalore Date: July 13, 2020	Chong Tae Baek Independent Director DIN: 01566661 Place: Bangalore Date: July 13, 2020	Choi Haeoi Chief Financial Officer Place: Bangalore Date: July 13, 2020
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1. CORPORATE INFORMATION

E-land Apparel Limited (“the Company”) is a listed public limited company incorporated in 1997. Its shares are listed on two stock exchanges in India. The Company is primarily engaged in the business of manufacture and sale of garments. The Company caters to both domestic and international markets.

2. BASIS FOR PREPARATION AND PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation and presentation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Assets held for sale are measured at lower of carrying amount or fair value less cost to sell.

2.2. Summary of significant accounting policies

i. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable.

Revenue from the sale of goods is recognized when the goods are delivered and title is passed, i.e., when all the following conditions are satisfied:

- The Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;

E-LAND APPAREL LIMITED
Notes to Financial Statements

- It is probable that the economic benefits associated with the transaction will flow to the Company; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from services are recognized when services are rendered and related costs are incurred;

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend income is accounted for when the right to receive payment has been established.

Rental income on assets given under operating lease arrangements is recognized on a straight-line basis over the period of the lease

ii. Government grant

Government grants are recognized at fair value where there is reasonable assurance that the grant will be received and all the conditions will be complied by the Company

Government grants relating to income are recognized in profit and loss account in a systematic manner, in order to match them with the corresponding costs.

Government grants related to property, plant and equipment are recognized as deferred income and are recognized in the profit and loss account in a systematic basis, based on the compliance of conditions attached with the grant.

iii. Property, Plant and Equipment

All Property, Plant and Equipment, except Land are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on Property, Plant and Equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Company has considered the following useful lives for providing depreciation:

E-LAND APPAREL LIMITED
Notes to Financial Statements

Tangible Assets	Useful Life (in Years)
Buildings	30
Plant and equipment	20
Furniture and fixtures	10
Office equipment	5
Vehicles	8
Electric Installations	10
Computers	3

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

In case of Land, the Company has elected to adopt revaluation model as per which it is carried at revalued amount which is equal to its fair value. Revaluations are made at sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period. The surplus arising on account of revaluation is recognized in other comprehensive income and accumulated in equity under the heading "Revaluation surplus".

iv. Intangible assets

Acquired Intangible Assets - Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses, if any. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses, if any. The useful lives of intangible assets that is considered for amortization of intangible assets are as follows:

Intangible Asset	Useful life (in years)
Computer Software	3

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in Statement of Profit and Loss when the asset is de-recognised.

v. Inventories

Inventories are valued at the lower of weighted average cost and the net realizable value. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads. Raw materials and stores and spares are valued at weighted average cost.

E-LAND APPAREL LIMITED
Notes to Financial Statements

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

vi. **Financial Instruments**

Financial assets and financial liabilities:

Financial assets and financial liabilities are recognized when the company becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

Subsequent measurement:

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

Financial Assets

Financial Assets at fair value through other comprehensive Income- Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss- Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the Statement of Profit and Loss.

Financial liabilities

Financial liabilities are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method.

E-LAND APPAREL LIMITED
Notes to Financial Statements

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Equity Instrument

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognized by the Company are recognized at the proceeds received net off direct issue cost.

vii. Impairment of financial assets (other than at fair value)

The Company assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

De-recognition of financial assets

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in Statement of Profit and Loss if such gain or loss would have otherwise been recognized in Statement of profit and loss on disposal of that financial asset.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

viii. Impairment of non- financial asset

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

ix. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

x. Foreign Currency transactions and translations

The functional currency of the Company is Indian Rupee (Rs). Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated. Exchange differences on monetary items are recognized in the Statement of Profit and Loss in the period in which they arise.

xi. Employee Benefits

Defined Contribution Plan

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are recognized as an expense when employees have rendered service entitling them to the contributions.

E-LAND APPAREL LIMITED
Notes to Financial Statements

Defined Benefit Plan

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement, comprising actuarial gains and losses is recognized in other comprehensive income in the period in which they occur.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- b) in case of non-accumulating compensated absences, when the absences occur.

Other Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

xii. Borrowing Costs

Borrowing costs include:

- (i) interest expense calculated using the effective interest rate method,
- (ii) finance charges in respect of finance leases, and
- (iii) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

E-LAND APPAREL LIMITED
Notes to Financial Statements

xiii. Leases

At inception of contract, the Company assesses whether the Contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At inception or on reassessment of a contract that contains a lease component, the Company allocates consideration in the contract to each lease component on the basis of their relative standalone price.

As a lessee

i. Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to dismantle. Right-of-use assets are depreciated on a straight-line basis over the lease term as per the contract. The Company presents right-to-use assets under non-current assets in the Balance Sheet.

ii. Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Company generally uses its incremental borrowing rate at the lease commencement date if the discount rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount is remeasured when there is a change in future lease payments arising from a change in index or rate. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. The Company presents lease liabilities under financial liabilities in the Balance Sheet.

iii. Short term leases and leases of low value of assets

The Company applies the short-term lease recognition exemption to its short-term leases. It also applies the lease of low value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognized as rental expense and is generally recognized on a straight-line basis over the term of the relevant lease.

Leases (till 31 March 2019)

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As a lessee

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Assets held under finance leases are initially capitalized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability.

Rental expense from operating leases is generally recognized on a straight-line basis over the term of the relevant lease.

As lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

xiv. Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Company has incurred losses and hence no current tax is calculated.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit

E-LAND APPAREL LIMITED
Notes to Financial Statements

nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

xv. Provisions and Contingent Liabilities

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized in the financial statements.

xvi. Earnings per share

Basic earnings per share are computed by dividing of profit/loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

xvii. Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

2.3. Changes in Accounting Policies

Recent Accounting Pronouncements

i. New accounting pronouncements adopted by the Company during the current financial year

Ind AS 116, Leases:

Ind AS 116 Leases was notified in March 2019 and it replaces Ind AS 17 Leases. Ind AS 116 is effective for annual periods beginning on or after April 1, 2019. The Company has applied Ind AS 116 'Leases' (Ind AS 116) with a date of initial application of April 1, 2019 using modified retrospective approach and hence not restating the previous year's financial statements.

Contracts previously identified as lease under Ind AS 17 has not reassessed as to whether a contract is, or contains, a lease under Ind AS 116 The Company has made use of the following practical expedients available in its transition to Ind AS 116 -

- a) The Company has applied a single discount rate to a portfolio of leases of similar assets in similar economic environment. Consequently, the Company has recorded its lease liability using the present value of remaining lease payments, discounted using the incremental borrowing rate at the date of initial application and the right-of- use asset after adjusting the prepaid rent.
- b) The Company excluded the initial direct costs from measurement of the right of use of asset;
- c) The Company does not recognize right of use assets and lease liabilities for leases with less than twelve months of lease term and low-value assets on the date of initial application.
- d) The incremental borrowing rate of discount applied to lease liabilities as at April 1, 2019 is 13.8%.

On adoption of Ind AS 116,

- a) The Company had recognized right-of-use assets Rs. 1,283.54 lakhs and corresponding lease liabilities Rs. 1,231.40
- b) Prepaid rent on leasehold land, which were earlier classified under "Other Assets" have been reclassified to right-of-use assets by Rs. 52.14 lakhs.

During the year ended March 31, 2020, the Company recognized in the statement of profit and loss

- a) Depreciation expense from right-of-use assets of Rs. 259.32 lakhs (Refer to Note 4 (c))
- b) Interest expenses on lease liabilities of Rs. 169.93 lakhs (Refer to Note 26)
- c) Rent expense amounting to Rs. 72.23 pertaining to leases of low-value assets leases with less than twelve months of lease term has been included under rent expenses (Refer to Note 27)

The term of lease agreements entered by the company ranges from 6 to 10 years. Lease payments during the year are disclosed under financing activities in the statement of cash flows.

The comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted.

The adoption of Ind AS 116 did not have any material impact on the Company's statement of profit and loss and earnings per share.

The difference between the lease obligation disclosed as of March 31, 2019 under Ind AS 17 and the value of the lease liabilities as of April 1, 2019 is primarily on account of practical expedients exercised for low value assets and short term leases, as at adoption of the standard, in measuring lease liability and discounting the lease liabilities to the present value in accordance with Ind AS 116.

2.4. Approval of financial statements

These financial statements were approved for issuance by the Board of Directors of the Company on July 13, 2020.

3. Use of estimates and judgements

In the application of the Company's accounting policies, which are described in note 2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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

Impairment of investments, Property Plant and Equipment and Intangible Assets

The Company reviews its carrying value of investments, Property, Plant and Equipment and Intangible Assets annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful lives of property, plant and equipment

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

E-LAND APPAREL LIMITED
Notes to financial statements

4(a). Property, plant and equipment (₹ in Lakhs)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Carrying amounts of:		
Freehold land	2,248.20	2246.17
Buildings	557.84	580.28
Plant and equipment	1,116.11	1175.22
Electrical equipments	14.26	16.05
Furniture and fixtures	89.96	107.68
Office equipment	12.33	28.09
Vehicles	10.80	16.86
Computers	5.10	7.02
	4,054.40	4,177.16

Particulars	Fixed Assets								(₹ in Lakhs)
	Tangible Assets								Total of Tangible Assets
	Land	Building	Plant and Equipment	Electrical installations	Furniture and fixtures	Office equipment	Vehicles	Computers	
Cost as at March 31, 2018	2,246.17	648.51	1,468.86	106.10	155.31	72.34	42.11	20.69	4,760.09
Additions			13.90		4.35	2.45		4.01	24.71
Disposals			87.91						87.91
Revaluation increase	-								
Adjustment towards Impairment			(12.46)	-	-	-	-	12.46	-
Cost as at 31st Mar 2019	2,246.17	648.51	1,382.39	106.10	159.66	74.80	42.11	37.16	4,696.89
Depreciation									
Opening accumulated depreciation	-	45.86	180.23	88.27	34.15	29.13	19.43	26.50	423.57
Depreciation / amortisation expense for the year	-	22.37	90.46	1.78	17.83	17.58	5.82	3.64	159.48
Eliminated on disposal of assets			(63.52)						(63.52)
Accumulated depreciation as at March 31, 2018	-	68.23	207.17	90.05	51.98	46.71	25.25	30.14	519.53
Carrying amount as at March 31, 2019	2,246.17	580.28	1,175.22	16.05	107.68	28.09	16.86	7.02	4,177.16
Cost as at 31st Mar 2019	2,246.17	648.51	1,382.39	106.10	159.66	74.80	42.11	37.16	4,696.89
Additions	2.03		77.53		0.91	0.23		0.79	81.49
Disposals	-		182.49						182.49
Revaluation increase									-
Adjustment towards Impairment	-								-
Cost as at 31st Mar 2020	2,248.20	648.51	1,277.43	106.10	160.57	75.03	42.11	37.95	4,595.90
Accumulated Depreciation									
Opening accumulated depreciation	-	68.24	207.17	90.05	51.99	46.71	25.25	30.14	519.55
Depreciation / amortisation expense for the year	-	22.43	97.22	1.79	18.62	15.99	6.07	2.71	164.84
Eliminated on disposal of assets			143.07						143.07
Accumulated depreciation as at 31st Mar 2020	-	90.67	161.32	91.84	70.61	62.70	31.32	32.85	541.31
Carrying amount as at 31st Mar 2020	2,248.20	557.84	1,116.11	14.26	89.96	12.33	10.80	5.10	4,054.40

4(b). Capital Work - in - progress

Particulars	Amount (in lakhs)
Amount as on 31st March, 2019	118.56
Amount as on 31st March, 2020	1,727.07

E-LAND APPAREL LIMITED
Notes to financial statements

4(c). Right-of-Use Asset

Gross Carrying Value:

(₹ in Lakhs)

Particulars	Category of ROU asset	Total
	Leasehold Land	
Reclassification amount on adoption of Ind AS as at 1st Apr	699.98	699.98
Additions	583.56	583.56
Disposals	-	-
As at March 31,2020	1,283.54	1,283.54
Accumulated Depreciation	-	-
Depreciation	259.32	259.32
Disposals	-	-
As at March 31,2020	259.32	259.32
Net Book Value as at March 31, 2020	1,024.22	1,024.22

5. Other Intangible Assets

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Carrying amounts of :		
Computer Software	9.75	21.99
	9.75	21.99

Intangible Assets

(₹ in Lakhs)

Particulars	Intangible Assets	
	Computer software	Total of Intangible Assets
Cost as at March 31, 2018	121.75	121.75
Additions	3.05	3.05
Disposals	-	-
Cost as at 31st March 2019	124.80	124.80
Amortisation		
Opening accumulated amortisation	67.91	67.91
Amortisation for the year	34.90	34.90
Eliminated on disposal of assets	-	-
Accumulated amortisation as at 31st March 2019	102.81	102.81
Carrying amount as at 31st March, 2019	21.99	21.99
Cost as at March 31, 2019	124.80	124.80
Additions	2.70	2.70
Disposals	-	-
Cost as at 31st Mar 2020	127.50	127.50
Amortisation		
Opening accumulated amortisation	102.81	102.81
Amortisation for the year	14.94	14.94
Eliminated on disposal of assets	-	-
Accumulated amortisation as at 31st Mar 2020	117.75	117.75
Carrying amount as at 31st Mar 2020	9.75	9.75

E-LAND APPAREL LIMITED

Notes to financial statements for the Year ended March 31, 2020

6 Non-Current Investments

Particulars	As at	As at
	31 March, 2020	31 March, 2019
	₹ in Lakhs	₹ in Lakhs
10,000 (31 March, 2020: 10,000 & 1 April, 2019: 10,000) Fully paid up Shares of The Bharat Co-op. Bank (Mumbai) Ltd. of ₹10 each.	1.00	1.00
Total	1.00	1.00

7(a) Other financial Assets

Particulars	Non-Current	
	As at	As at
	31 March, 2020	31 March, 2019
	₹ in Lakhs	₹ in Lakhs
Security deposit	174.20	257.99
Total	174.20	257.99

7(b) Other financial Assets

Particulars	Current	
	As at	As at
	31 March, 2020	31 March, 2019
	₹ in Lakhs	₹ in Lakhs
Security deposit	1.21	1.21
Receivable on sale of fixed assets	-	0.51
Rent receivable	10.17	7.19
Interest on accrued deposits	-	10.62
Total	11.38	19.53

8(a) Other Assets

Particulars	Non-current	
	As at	As at
	31 March, 2020	31 March, 2019
	₹ in Lakhs	₹ in Lakhs
Capital advances	-	0.03
<u>Balances with government authorities:</u>		
-VAT Receivable	30.26	36.83
Prepaid expense	-	23.97
Slump sale receivable	-	230.72
Advance Tax/ TDS receivable	126.53	103.22
	156.79	394.77
<u>Balances with government authorities:</u>		
-VAT Receivable	95.16	95.16
	95.16	95.16
Less: Provision for doubtful loans and advances	(95.16)	(95.16)
Other Receivables (Refer Note 8(a)(i) below)	147.12	-
Total	303.91	394.77

Note 8 (a)(i)- Other Receivables represents the amount which is recoverable from terminated employees and is considered as unsecured. Company considers same as receivable and hence have not done any provision for the same.

8(b) Other Assets

Particulars	Current	
	As at	As at
	31 March, 2020	31 March, 2019
	₹ in Lakhs	₹ in Lakhs
Capital advances	136.47	0.78
Advance given to suppliers	51.96	99.23
<u>Balances with government authorities:</u>		
- Export incentive receivable	167.92	197.68
- GST Receivable	722.62	870.86
Prepaid expenses	7.15	14.53
Advance to employees	1.19	1.12
	1,087.31	1,184.20

E-LAND APPAREL LIMITED
Notes to financial statements for the Year ended March 31, 2020

Unsecured, considered doubtful		
<u>Balances with government authorities:</u>		
- Export incentive receivable	119.50	350.91
Advances recoverable in cash or kind	157.30	265.11
	276.80	616.02
Less: Provision for doubtful loans and advances	(276.80)	(616.02)
Total	1,087.31	1,184.20

9 Inventories (valued at lower of cost and net realizable value)

Particulars	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Raw materials	434.31	477.89
Work-in-progress	271.41	202.19
Finished goods	707.68	812.25
Consumables / Accessories	168.61	147.14
Total	1,582.01	1,639.47

Details of inventory

Particulars	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Raw materials		
Fabric	434.31	477.89
	434.31	477.89
Work-in-progress		
Fabric Cutting / Batching	271.41	202.19
	271.41	202.19
Finished goods		
Garments	707.68	812.25
	707.68	812.25
Consumables		
Trims	168.61	147.14
	168.61	147.14

10 Current Investments

Particulars	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Equity Instruments		
a) Strides Shasun Limited 3,125 (31 March, 2020: 3,125 & 1 April, 2019: 3,125) Shares of Face Value of ₹10 each fully paid up	10.08	14.74
b) Mahanagar Telephone Nigam Limited 13,000 (31 March, 2020: 13,000 & 1 April, 2019: 13,000) Shares of Face Value of ₹10 each fully paid up	0.79	1.55
c) Solara Active 520 (31 March, 2020: 520 & 1 April, 2019: 520) Shares of Face Value of ₹10 each fully paid up	2.30	2.18
Total	13.17	18.47

11 Trade receivables

Particulars	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	1,676.28	1,937.31
Unsecured, considered doubtful	1,131.91	1,052.91
	2,808.19	2,990.21
Less: Accrual for expected credit losses	(1,131.91)	(1,052.91)
Total	1,676.29	1,937.31

12 Cash and Cash equivalents

Particulars	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Cash and cash equivalents:		
Cash on hand	2.68	2.91
Balances with banks		
(i) In current accounts	221.04	667.90
(ii) Deposits with original maturity of less than three months	-	1,031.81
Other bank balances		
- Deposits with original maturity for more than 3 months	26.39	46.39
Total cash and cash equivalents	250.11	1,749.01

13 Equity Share capital

Particulars	As at	As at
	31 March, 2020 ₹ in Lakhs	31 March, 2019 ₹ in Lakhs
<u>Authorized</u> 6,00,10,000 (31 March 2020: 6,00,10,000 & 1 April 2019: 6,00,10,000) Equity Shares of ₹10 each	6,001.00	6,001.00
<u>Issued, Subscribed & fully Paid up</u> 4,79,90,469 (31 March 2020: 4,79,90,469 & 1 April 2019: 4,79,90,469) Equity Shares of ₹10/- each fully paid up	4,799.05	4,799.05
Total	4,799.05	4,799.05

(i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31st Mar, 2020		As at 31st Mar, 2019	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At the beginning of the year	47,990,469	4,799.05	47,990,469	4,799.05
Fresh Issue/other changes	-	-	-	-
Outstanding at the end of the year	47,990,469	4,799.05	47,990,469	4,799.05

(ii) Details of rights, preferences and restrictions attached to each class of shares:

The company has only one class of share capital namely Equity Shares having par value of ₹10 per share. Each holder of Equity Share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

(iii) Details of shareholders holding more than 5% shares in the company:-

Name of Shareholders	As at 31st Mar, 2020		As at 31st Mar, 2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding
E-Land Asia Holdings Pte Ltd. (Holding Company)	31,598,094	65.84	31,598,094	65.84

(iv) Shares held by holding company:

Particulars	As at 31 March, 2020 ₹ in Lakhs	As at 31st Mar, 2019 ₹ in Lakhs
E-Land Asia Holdings Pte Ltd. (Holding Company) 31,598,094 (31 March, 2020: 31,598,094 & 1 April, 2019: 31,598,094) equity shares of ₹10 each fully paid	3,159.81	3,159.81

14 Other Equity

Particulars	As at	As at
	31 March, 2020 ₹ in Lakhs	31 March, 2019 ₹ in Lakhs
Securities Premium Account	14,245.60	14,245.60
General Reserve	591.82	591.82
<u>Retained Earnings</u>		
Opening balance	(64,359.43)	(58,171.23)
Add: Loss for the year	(5,242.83)	(4,151.88)
Add: Remeasurements of the defined benefit Plans - Gains / (losses)	30.04	28.72
Less: Adjustments towards		
- Impact of IND AS 115	-	(2,065.04)
Closing Balance	(69,572.22)	(64,359.43)
Revaluation surplus (Other comprehensive income)	739.18	739.18
<u>Capital contribution</u>		
Deemed Capital contribution from related party	13,338.63	13,338.63
Total	(40,657.01)	(35,444.20)

E-LAND APPAREL LIMITED

Notes to financial statements for the Year ended March 31, 2020

15 Non-Current Borrowings

Particulars	As at	As at
	31 March, 2020 ₹ in Lakhs	31 March, 2019 ₹ in Lakhs
Unsecured Borrowings		
From related parties		
(i) From Holding company	3,352.03	2,715.78
(ii) From other related party	925.60	788.86
Total	4,277.63	3,504.64

i) The company has taken 3 External commercial borrowings in total from the holding company. All the loans are repayable as a bullet payment at the end of the maturity period of the respective ECBs. The details of the ECBs received by the company from its holding company is as follows:

Type	Purpose	Principle Amount (in USD)	Interest Rate	Repayment Date
ECB 1	Working capital	1,917,724	4.31%	8th July, 2033
ECB 2	Construction of factory building	2,000,000	4.10%	4th January, 2033
ECB 3	Construction of factory building	300,000	4.55%	27th December, 2022
Total		4,217,724		

ii) Loans from other related parties is at interest rate of 8.5% and repayment of the same will start from FY 2024 - 2025

16(a) Other financial Liabilities

Particulars	Non-current	
	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Rent deposits received	14.00	14.00
Total	14.00	14.00

16(b) Other financial Liabilities

Particulars	Current	
	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Payable on purchase of fixed assets	32.13	5.65
Unclaimed Dividend*	0.01	0.01
Total	32.14	5.66

* There are no amounts payable/due to be credited to Investor Education & Protection Fund as at 31 March, 2020.

16(c) Lease Liability

Particulars	Non-current	
	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Lease Liability	899.06	-
Total	899.06	-

16(d) Lease Liability

Particulars	Current	
	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Lease Liability	187.03	-
Total	187.03	-

E-LAND APPAREL LIMITED

Notes to financial statements for the Year ended March 31, 2020

17 (a) Provisions

Particulars	Non-Current	
	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Provision for employees benefits		
- Gratuity	193.00	199.09
- Compensated absences	146.63	142.26
Total	339.63	341.35

17 (b) Provisions

Particulars	Current	
	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Provision for employees benefits		
- Gratuity	41.86	35.72
- Compensated absences	54.96	49.43
Provision for disputed matters	80.92	80.92
Total	177.74	166.07

18 (a) Other Liabilities

Particulars	Non-current	
	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Liability on account of straightlining of lease rentals	-	7.86
Advance from Holding company	38,805.13	34,744.63
Total	38,805.13	34,752.49

18 (b) Other Liabilities

Particulars	Current	
	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Advance from Group company	721.95	138.34
Advance received from customers	19.47	33.73
Statutory remittances (Contribution to PF & ESIC, withholding taxes, VAT, Servicetax, Excise duty, etc.)	168.73	179.91
Total	910.15	351.98

19 Current Borrowings

Particulars	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Loan from related party*	34.14	-
Total	34.14	-

*Loan from related party is taken at an interest rate of 8.5% which is repayable by the company in the year 2020.

20 Trade Payables

Particulars	As at 31 March, 2020 ₹ in Lakhs	As at 31 March, 2019 ₹ in Lakhs
Dues to Micro and Small enterprises	6.42	-
Dues to other than Micro and Small enterprises:		
Other than acceptances	1,228.35	2,229.47
Accrual of expenses	861.32	798.95
Total	2,096.09	3,028.42

E-LAND APPAREL LIMITED

Notes to financial statements for the Year ended March 31, 2020

21 Revenue from Operations

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
Sale of products (Refer Note 21(a))	13,255.04	16,255.64
Sale of services	950.28	399.49
Other operating revenue		
Scrap sales	18.56	15.83
Export incentives	671.62	520.40
Other- Sale of fabric and accessories	39.40	10.53
Revenue from operations	14,934.90	17,201.89

Note 21(a) Details of products sold

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
Finished goods		
Garments	13,255.04	16,255.64
	13,255.04	16,255.64

22 Other Income

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
Interest		
- on deposits with banks	17.88	36.88
- on others	11.91	16.59
Dividend income on current investment	0.15	0.15
Provisions/ liabilities no longer required written back	169.03	217.07
Net gain on foreign currency transactions and translations	92.34	38.62
Other non-operating income (Refer Note 22 (a) below)	21.44	95.30
Total	312.75	404.61

Note 22 (a) Other non-operating income includes:

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
Rental income	21.44	20.75
Miscellaneous income	-	74.55
Total	21.44	95.30

23 Cost of raw materials consumed

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
Opening stock including consumables	625.02	986.47
Purchase	7,779.29	8,935.29
Less: Closing stock including consumables	(602.92)	(625.02)
Total	7,801.39	9,296.74

Details of raw materials consumed

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
Fabric	6,264.97	7,819.33
Consumables / Accessories	1,536.42	1,477.41
	7,801.39	9,296.74

E-LAND APPAREL LIMITED

Notes to financial statements for the Year ended March 31, 2020

24 Changes in inventories of finished goods and work in progress

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
<u>Inventories at the end of the year</u>		
Finished Goods	707.70	812.25
Work-in-progress	271.41	202.19
	(A) 979.11	1,014.44
<u>Inventories at the beginning of the year</u>		
Finished Goods	812.25	1,014.39
Work-in-progress	202.19	195.60
	(B) 1,014.44	1,209.99
Total (B-A): Net (increase)/Decrease	35.33	195.55

25 Employee benefits expenses

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
Salaries and wages	4,795.70	4,605.05
Contribution to provident and other funds	449.36	495.04
Gratuity expense	93.05	92.47
Staff welfare expenses	78.91	60.13
Total	5,417.02	5,252.70

26 Finance Costs

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
<u>Interest</u>		
-on borrowings from related parties	4,240.55	3,910.35
-others	294.83	0.02
Bank Charges	40.41	34.69
Loss due to modification in terms of loan *	246.73	-
Total	4,822.52	3,945.06

* During the year, there was change in the terms of loan from other related party due to which the company has incurred a modification loss during the year of Rs. 246.73 lakhs.

27 Other Expenses

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
Power and fuel	230.05	242.62
Water expenses	7.38	6.71
Job work charges	366.93	370.24
<u>Repairs and maintenance:-</u>		
Building	49.77	15.22
Plant and machinery	2.23	3.78
Others	57.54	43.60
Payment to auditors (Refer to Note 27(a) below)	8.00	17.58
Freight & forwarding charges	199.55	289.86
Insurance	6.72	11.60
Rent	72.23	429.27
Rates and taxes	134.91	293.27
Director sitting fees	3.00	3.60
Sundry balance written off	70.07	204.14
Bad debts written off	1.24	100.44
Provision for doubtful debts and advances	61.82	87.16
Provision for Advances to Suppliers	-	64.89
Loss on account of fair valuation of equity investments measured at fair value through profit & loss	5.30	4.30
Loss on sale of fixed assets (net)	27.98	5.87
Travelling & conveyance	258.67	265.36
Legal & professional Charges	190.55	152.09
Security Services	81.60	95.80
Brokerage & Commission	19.60	49.71
Communication expenses	17.78	16.30
Miscellaneous expenses	102.25	100.53
Total	1,975.16	2,873.94

Note 27 (a) Remuneration to auditors

Particulars	For the Year ended 31st Mar, 2020 ₹ in Lakhs	For the year ended 31 March, 2019 ₹ in Lakhs
To Statutory auditor		
For statutory audit	6.00	6.00
For taxation matters	1.00	-
For other services	1.00	11.58
	8.00	17.58

28. Segment reporting

Disclosure on Operating segments

The Company is engaged in the business of manufacturing and sale of garments. The Chief Operating Decision Maker reviews the operations of the Company as a unit of manufacturing and sale of garments, which is considered to be the only reportable segment by the Management.

Geographical information:

Revenue (revenue from operations) within India and outside India are as follows:

Country	Revenue	
	For the Year ended March 31, 2020	For the Year ended March 31, 2019
India	4,661.34	4,707.24
Outside India	10,273.56	12,494.65
Total	14,934.90	17,201.89

(₹ in Lakhs)

29. Employee benefit plans

Defined contribution plans

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the said schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognises the amount paid / payable to such funds in the Statement of Profit and Loss. The contributions made by the Company towards these schemes are as follows:

Particulars	For the year ended	
	March 31, 2020	March 31, 2019
Employer's contribution to provident fund	322.76	337.01
Employer's contribution to Employee State Insurance Scheme	108.31	158.03

(₹ in Lakhs)

Defined benefit plans

The Company offers gratuity, a defined employee benefit scheme to its employees. The said plan typically exposes the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk

Interest risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Longevity risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Salary risk : Higher than expected increases in salary will increase the defined benefit obligation

No other post-retirement benefits are provided to these employees. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

Disclosure of Defined Benefit Cost for year ended 31st March 2020 and year ended 31 March 2019

I. Components of Employer Expense	For the year ended March 31, 2020	For the year ended March 31, 2019
Particulars	(₹ in Lakhs)	(₹ in Lakhs)
Current service cost	77.97	76.65
Past service cost and loss/(gain) on curtailments and settlement	-	-
Service cost	77.97	76.65
Net interest cost	15.08	15.82
Total expense recognised in P&L	93.05	92.47

Other Comprehensive Income (OCI)	For the year ended March 31, 2020	For the year ended March 31, 2019
Particulars	(₹ in Lakhs)	(₹ in Lakhs)
Actuarial (gain)/loss due to change in financial assumption	(7.08)	(16.89)
Actuarial (gain)/loss due to experience adjustments	(20.15)	(11.82)
Actuarial (gain)/loss due to change in demographic assumption	(2.80)	-
Actuarial (gain)/loss arising during period	(30.04)	(28.72)
Actual return on plan assets less interest on plan assets	-	-
Actuarial (gains)/ losses recognized in OCI	(30.04)	(28.72)

Defined Benefit Cost	For the year ended March 31, 2020	For the year ended March 31, 2019
Particulars	(₹ in Lakhs)	(₹ in Lakhs)
Service cost	77.97	76.65
Net interest on net defined benefit liability / (asset)	15.08	15.82
Actuarial (gains)/ losses recognized in OCI	(30.04)	(28.72)
Defined Benefit Cost	63.01	63.76

Key Assumptions

Discount Rate	5.75%	6.95%
Rate of salary increase	6.00%	8.00%

Net Balance Sheet position

Particulars	As at March 31, 2020	As at March 31, 2019
	(₹ in Lakhs)	(₹ in Lakhs)
Defined benefit obligation (DBO)	234.86	234.81
Fair value of plan assets (FVA)	-	-
Funded status [surplus/(deficit)]	234.86	234.81
Effect of Asset ceiling	-	-
Net defined benefit asset/ (liability)	234.86	234.81

Reconciliation of net defined benefit liability	As at March 31, 2020	As at March 31, 2019
Particulars	(₹ in Lakhs)	(₹ in Lakhs)
Opening net liability	234.81	233.77
Transfer in/(out) obligation	-	-
Transfer in/(out) plan assets	-	-
Employee benefit Expense for the year:		
Service cost	77.97	76.65
Net interest on net defined benefit (liability)/ asset	15.08	15.82
Amount recognised in OCI	(30.04)	(28.72)
Contribution to plan assets	-	-
Benefit paid directly by the Company	(62.96)	(62.72)
Closing net defined benefit liability	234.86	234.81

Disclosure of Defined Benefit Cost for the year ended 31st March, 2020 and year ended 31st March, 2019

Change in Defined Benefit Obligation (DBO)	As at March 31, 2020	As at March 31, 2019
Particulars	(₹ in Lakhs)	(₹ in Lakhs)
DBO at end of prior period	234.81	233.77
Current service cost	77.97	76.65
Interest cost on the DBO	15.08	15.82
Curtailment (credit)/ cost	-	-
Settlement (credit)/ cost	-	-
Past service cost - plan amendments	-	-
Remeasurements due to:		
Actuarial loss / (gain) arising from change in financial assumptions	(7.08)	(16.89)
Actuarial loss / (gain) arising from change in demographic assumptions	(2.80)	-
Actuarial loss / (gain) arising on account of experience changes	(20.15)	(11.82)
Benefits paid directly by the Company	(62.96)	(62.72)
Benefits paid from plan assets	-	-
Liabilities assumed / (settled)*	-	-
DBO at end of current period	234.86	234.81

Expected benefit payments for the year ending	As at March 31, 2020
Particulars	(₹ in Lakhs)
Year 1	41.86
Year 2	40.37
Year 3	39.41
Year 4	35.78
Year 5	30.44
Year 6 to Year 10	80.60

Current and Non Current Liability portion	As at March 31, 2020	As at March 31, 2019
Particulars	(₹ in Lakhs)	(₹ in Lakhs)
Current Liability	41.86	35.72
Non Current Liability	193.00	199.09
Net Asset/(Liability)	234.86	234.81

Sensitivity Analysis

DBO on base assumptions	234.86	(Rs. in Lakhs) 234.81
-------------------------	--------	--------------------------

Discount Rate

Particulars	As at March 31, 2020	As at March 31, 2019
Discount Rate	5.75%	6.95%
1 Effect on DBO due to 50 bps increase in Discount Rate	-1.86%	-2.00%
2 Effect on DBO due to 50 bps decrease in Discount Rate	1.93%	2.08%

Salary escalation rate

Salary Escalation Rate	5.75%	6.95%
1 Effect on DBO due to 50 bps increase in Salary Escalation Rate	1.92%	2.05%
2 Effect on DBO due to 50 bps decrease in Salary Escalation Rate	-1.86%	-1.99%

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

30. Financial Instruments**Capital management**

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders. The capital structure of the Company consists of net debt and total equity of the Company. The management of the Company reviews the capital structure on a semi-annual basis.

The capital structure is as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
Total equity attributable to the equity share holders of the company	(35,857.96)	(30,645.15)
Borrowings (Current and Non-current)	4,311.77	3,504.64
Total capital (borrowings and equity)	(31,546.19)	(27,140.51)

Categories of financial instruments

Particulars	(₹ in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
Financial Assets		
Measured at fair value through profit or loss (FVTPL)		
(a) Mandatorily measured:		
Investments in Equity shares (Refer Notes 6 and 10)	14.17	19.47
Measured at amortised cost		
(a) Cash and bank balances	250.11	1,749.01
(b) Other financial assets at amortised cost (including trade receivables) [Refer Notes 7 and 11]	1,861.87	2,214.83
Financial liabilities		
Measured at amortised cost	7,540.08	6,552.72

Financial risk management objectives

The Company's risk management is carried out by Treasury department under policies laid down by the management. The Company's activities expose it to market risk (which includes currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. Treasury department monitors the risk exposures on a periodical basis and reports to the Board of directors on the risks that it monitors and policies implemented to mitigate risk exposures.

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

The carrying amounts of the Company's foreign currency denominated monetary

As at 31st March, 2020			
Particulars	(Rs. In lakhs)		
	USD	Euro	Total
Financial Assets	1,845.44	38.21	1,883.65
Financial Liabilities	3,527.93	-	3,527.93

As at 31st March, 2019			
Particulars	(Rs. In lakhs)		
	USD	Euro	Total
Financial Assets	1,672.79	37.15	1,709.94
Financial Liabilities	2,775.48	-	2,775.48

Foreign currency sensitivity analysis

The Company is mainly exposed to USD on account of outstanding trade receivables, trade payables, and borrowings.

The following table details the Company's sensitivity to a 5% increase and decrease in INR against the USD. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. The amounts given below are the impact on loss and equity where the INR weakens 5% against USD. Positive number indicates decrease in loss / increase in equity whereas negative number indicates increase in loss / decrease in equity. For a 5% strengthening of the INR against USD, there would be equivalent amount of loss as mentioned in the below table.

Particulars	(Rs. In lakhs)			
	For the year ended March 31, 2020		For the year ended March 31, 2019	
	Effect on profit for the year if Rupee weakens against USD	Effect on loss for the year if Rupee strengthens against	Effect on profit for the year if Rupee weakens against	Effect on loss for the year if Rupee strengthens against
Financial assets	92.27	(92.27)	83.64	(83.64)
Financial liabilities	(176.40)	176.40	(138.77)	138.77
Net Effect on profit/(Loss)	(84.13)	84.13	(55.13)	55.13

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. Ongoing credit evaluation is performed on the financial condition of accounts receivable. The Company monitors its trade receivables on case to case basis, depending on the ageing of days the receivables are due. Credit risk also arises from cash and cash equivalents, financial instruments and deposits with banks.

Reconciliation of loss allowances provision - Trade receivables

(Rs. In lakhs)	
Loss allowance on March 31, 2018	957.55
Change in loss allowance	95.36
Loss allowance on March 31, 2019	1,052.91
Change in loss allowance	79.00
Loss allowance on March 31, 2020	1,131.91

Liquidity risk

Liquidity risk is the risk that the company could be unable to meet its short term financial demands.

Ultimate responsibility for liquidity risk management rests with the management, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual short term and long term cash flows, and by matching the maturity profiles of financial assets and liabilities.

Liquidity analysis for non derivative financial liabilities-

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The table have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company is required to pay. The contractual maturity is based on the earliest date on which the Company would be required to pay.

Financial Liabilities	Due within (years)			Total	Carrying amount
	Less than 1 year	1 - 3 years	3+ years		
	(Rs. In lakhs)				
Borrowings from related parties	34.14	-	4,020.83	4,054.97	4,311.77
Trade payables and others	2,128.23	14.00	-	2,142.23	2,142.23
Lease Liability (undiscounted)	336.91	972.49	217.83	1,527.23	1,086.08
Total	2,499.27	986.49	4,238.66	7,724.43	7,540.08

Financial Liabilities	Due within (years)			Total	Carrying amount
	Less than 1 year	1 - 3 years	3+ years		
	(Rs. In lakhs)				
Borrowings from related parties	-	115.06	5,423.21	5,538.27	3,504.64
Trade payables and others	3,034.08	14.00	-	3,048.08	3,048.08
Lease Liability (undiscounted)	-	-	-	-	-
Total	3,034.08	129.06	5,423.21	8,586.35	6,552.72

Equity Price Risk

The Company is exposed to equity price risks arising from equity investments. If equity prices had been 5% higher/lower, loss for the year ended March 31, 2020 would increase/decrease by Rs. 0.66 lakhs (for the year ended March 31, 2019: increase/decrease by Rs. 0.92 lakhs) as a result of the changes in fair value of equity investments.

Fair Valuation Techniques and Inputs used

Assets measured at fair value	Fair value as at		Fair value hierarchy	Basis for valuation
	March 31, 2020	March 31, 2019		
Investments in Equity Shares	13.17	18.47	Level 1	Quoted market price
Land	2,248.20	2,246.17	Level 3	Market approach

The management considers that the carrying amount of financial assets and financial liabilities recognised in these financial statements approximate their fair values .

31. Related Parties Disclosure:

Name of Related Parties and Description of relationship:

Key Management Personnel	Relationship
Mr. Jae Ho Song	Managing Director (w.e.f May 30, 2017)
Mr. Haeoi Choi	Chief Financial Officer (w.e.f. February 14, 2017)

Ultimate Holding Company

E Land World Co. Ltd.

Holding Company

E Land Asia Holdings Pte Ltd

E-LAND APPAREL LIMITED
Notes to financial statements

Fellow Subsidiary Companies *

E Land Fashion India Private Ltd.
E.Land International Fashion (Shanghai) Co., Ltd
Wish Trading (Shanghai) Co. Ltd.
ELand Fashion (Shanghai) Co. Ltd
E Land Retail Ltd
E-Land Fashion Hong Kong Limited
WHOAU Holdings Inc.
Wish Fashion (Shanghai) Co.Ltd

* Related Parties with whom transactions have taken place during the year

₹ in Lakhs

Nature of Transaction	Key Management		Ultimate Holding		Holding Company		Fellow Subsidiary	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1) Transactions during the year								
Purchase								
E Land Fashion India Private Ltd.	-	-	-	-	-	-	2,166.26	3,885.44
E.Land International Fashion (Shanghai) Co., Ltd	-	-	-	-	-	-	8.05	24.06
Wish Trading (Shanghai) Co. Ltd.	-	-	-	-	-	-	172.78	122.41
E Land World Co. Ltd.	-	-	-	1.33	-	-	-	-
Job work expenses								
E Land Fashion India Private Ltd.	-	-	-	-	-	-	(1.06)	56.70
Sale of Products								
E Land World Co. Ltd.	-	-	3,590.17	5,732.91	-	-	-	-
E Land Fashion India Private Ltd.	-	-	-	-	-	-	-	-
E.Land International Fashion (Shanghai) Co., Ltd	-	-	-	-	-	-	207.75	347.29
E Land Fashion (Shanghai) Co. Ltd	-	-	-	-	-	-	14.84	41.20
E Land Retail Ltd	-	-	-	-	-	-	1,306.84	2,148.51
E-Land Fashion Hong Kong Limited	-	-	-	-	-	-	-	-
E Land Asia Holdings Pte Ltd	-	-	-	-	65.17	442.65	-	-
Wish Fashion (Shanghai) Co.Ltd	-	-	-	-	-	-	-	19.08
Job work revenue								
E Land Fashion India Private Ltd.	-	-	-	-	-	-	665.67	33.39
Notional Interest expense on Borrowings								
E Land Asia Holdings Pte Ltd	-	-	-	-	4,187.50	5,976.94	-	-
E Land Fashion India Private Ltd.	-	-	-	-	-	-	-	91.65
Interest expense on Borrowings								
E Land Asia Holdings Pte Ltd	-	-	-	-	126.21	36.36	-	-
E Land Fashion India Private Ltd.	-	-	-	-	-	-	371.60	-
Advance Received								
E Land Asia Holdings Pte Ltd	-	-	-	-	357.78	-	-	-
E Land World Co. Ltd.	-	-	95.88	-	-	-	-	-
Borrowings from Group Company.								
E-Land Fashion India Private Ltd.	-	-	-	-	-	-	200.00	-
E Land Asia Holdings Pte Ltd	-	-	-	-	213.00	1,388.20	-	-
Repayment of borrowings								
E Land Fashion India Private Ltd.	-	-	-	-	-	-	400.72	7.78

Nature of Transaction	Key Management		Ultimate Holding		Holding Company		Fellow Subsidiary	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
2) Outstanding balances as at year end:								
Non-current borrowings								
E Land Asia Holdings Pte Ltd	-	-	-	-	3,352.03	2,715.78	-	-
E Land Fashion India Private Ltd.	-	-	-	-	-	-	925.60	788.86
Capital Contribution								
E Land Asia Holdings Pte Ltd	-	-	-	-	-	-	-	-
E Land Fashion India Private Ltd.	-	-	-	-	-	-	13,338.63	13,338.63
Other Non-current liabilities								
E Land Asia Holdings Pte Ltd	-	-	-	-	38,805.13	34,882.97	-	-
Current Borrowings								
E Land Fashion India Private Ltd.	-	-	-	-	-	-	34.14	-
Other Current liabilities								
E Land Asia Holdings Pte Ltd	-	-	-	-	268.29	-	-	-
Trade Payables								
E Land World Co. Ltd.	-	-	34.22	34.22	-	-	-	-
E Land Fashion India Private Ltd.	-	-	-	-	-	-	135.70	1,087.92
E.Land International Fashion (Shanghai) Co., Ltd	-	-	-	-	-	-	-	19.16
Wish Trading (Shanghai) Co. Ltd.	-	-	-	-	-	-	89.91	6.60
Mr. Song Jae Ho	9.31	13.86	-	-	-	-	-	-
Trade Receivables								
E Land World Co. Ltd.	-	-	49.91	270.93	-	-	-	-
E Land Fashion (Shanghai) Co. Ltd	-	-	-	-	-	-	106.13	97.16
E Land Retail Ltd	-	-	-	-	-	-	91.38	124.75
E.Land International Fashion (Shanghai) Co., Ltd	-	-	-	-	-	-	127.81	143.82
WHOAU Holdings Inc.	-	-	-	-	-	-	105.22	105.22
E-Land Fashion Hong Kong Limited	-	-	-	-	-	-	10.44	10.44
Other Assets								
Slump sale receivable								
E Land Fashion India Private Ltd.	-	-	-	-	-	-	-	230.72

There are no write-off /write back of debt due from/to related parties
Provision made in respect of dues from related parties is ₹342.60 lakhs (As at 31 March, 2019: ₹ 332.15 lakhs)

Key Management personnel Remuneration for the year ended-

Particulars	2019-20	2018-19
Sitting fee	3.00	3.60
Short term employee benefits (other than sitting fee)	167.36	158.64
Total	170.36	162.24

Earnings per share

Particulars		For the year ended March 31, 2020	For the year ended March 31, 2019
Loss after tax as per Statement of Profit and Loss (Rs. in Lakhs)	(A)	(5,242.83)	(4,151.88)
Weighted average number of equity shares outstanding (Basic)	(B)	47,990,469	47,990,469
Weighted average number of equity shares outstanding (Diluted)	(C)	47,990,469	47,990,469
Nominal value of shares (Rs.)		10	10
Earnings per share (basic) (Rs.)	(A/B)	(10.92)	(8.65)
Earnings per share (diluted) (Rs.)	(A/C)	(10.92)	(8.65)

33 Leases - Ind AS 116

Lessee:

₹ in Lakhs	
Amount recognised in Profit & Loss account	For the Year ended March 31, 2020
Depreciation of Right-of-use asset	259.32
Interest on Lease Liabilities	169.93
Expenses related to short term leases	72.23
Expenses related to leases of low value assets, excluding short term leases of low value assets	-
Total	501.48

The following table sets out the maturity analysis of lease liability to be paid after the reporting date:

₹ in Lakhs	
Particulars	As at March'2020
Less than 1 year	187.03
1-3 years	706.03
3-5 years	193.03
5 years and above	-
Total	1,086.09

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period:

₹ in Lakhs	
Particulars	As at March'2020
As at 1st April, 2019	658.40
Additions during the year	573.00
Accretion of interest	169.93
Payments	315.24
Total as on 31st March, 2020	1,086.09
Non-Current (Refer Note 16(c))	899.06
Current (Refer Note 16(d))	187.03

34 Contingent Liabilities and Capital Commitments

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Works Contract Tax - Pertains to dues along with interest and penalty (Refer Note i)	250.22	250.22
Claims against the Company not acknowledged as debts	-	16.77
Income-tax matters under appeal relating to certain disallowances under the Income Tax Act, 1961 (Refer Note i)	140.36	140.36

(i) The above amount is based on the notice of demand / Assessment Orders by the tax authorities and the Company is contesting these claims. Outflows, if any, arising out of these claims would depend on the outcome of the decisions of the appellate authorities and the Company's rights for future appeals before the judiciary. No reimbursements are expected.

- 35 The Company has incurred losses of Rs. 5,242.83 lakhs for the year ended 31st March,2020 (year ended March 31,2019 - Rs. 4,151.88 lakhs) and the accumulated losses amounting to Rs. 40,657.01 lakhs (Previous year Rs. 35,444.20 lakhs) exceeds the paid up capital and reserves as on that date. These conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and, therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business. The Management is currently implementing a plan to increase turnover, improve profitability and financial position, sell certain non-core assets and has assessed that it will be able to meet the working capital requirements for the next 12 months based on its cash flow projections. The Holding company has also confirmed financial support to the Company to continue as a going concern. The Company is therefore being viewed as a going concern and the financial statements have been prepared under the going concern assumption.

- 36 In respect of the Company's leasehold land at Doddaballapura, the Company had entered into a lease cum sale agreement with the Karnataka Industrial Areas Development Board (KIADB) wherein the Company has to develop the land, construct building and set up a manufacturing unit of readymade garments and will provide employment opportunities as per the terms mentioned in the agreement. The Company is in the process of complying with the aforesaid conditions.
- 37 In view of the accumulated losses and in accordance with Ind AS 12 - "Income Taxes", the Management believes that there is no reasonable certainty supported by convincing evidence for recognizing deferred tax asset on carry forward losses.
- 38 Due to outbreak of Covid-19 a Nationwide Lockdown was been imposed by the Government of India vide MHA Order w.e.f. 23rd March and thereafter it was only during mid of May 2020 it had granted permission to certain extent to run the factory. Since the Lockdown period all our business operation remained on standstill and was disrupted till mid of May 2020. Due to outbreak of Covid-19, many workers have migrant from Bangalore to other states. Hence due to such migration the Company had to face the shortage of workers for the operation of factory.

As per Government (Ministry Home Affairs) MHA Guidelines, the Government had allowed to operate the Factory with all Safety and Security measures to fight against the Covid-19. Hence, company started our operation at our Factory with 50% of its previous capacity only. The safety of employees who are now required to step out for work is being ensured and they have been mandated to use protective gear and take all safety precautions.

However, company was not able to operate at its full extent to meet its minimum operating cost. Due to loss of Income/Sale and negative cashflow it became very difficult for the company to operate and to manage even the minimum operational cost. However, Company expects to receive carrying amount of all its assets including trade receivables, inventory and advances in ordinary course of business.

However, Considering the fact that the situation is exceptional and is changing dynamically, the Company is not in a position to gauge with certainty, the future impact on its operations. Company is sure that demand in garments will take some time certainly for pick up. In spite of many challenges of Covid-19 situation, we are expecting new opportunity in protective apparel and textile industry to overcome the situation.

- 39 At the time of vendor reconciliation, it has been observed that there has been wrongful discounting of payments to vendors and swindling away with Company funds by two employees of the Company. On further enquiry, both the employees have accepted to indulge in such activities. As of the reporting date, from the total vendor accounts which were verified, both employees have agreed for the wrongful discounting and swindling with the payment of Rs. 2,70,06,890/- from the Company bank account. Company has recovered amount of Rs. 1,22,95,540/- from both the employees. Company is in the process of recovering the balance amount of Rs. 1,47,11,350/- which is included under "Other Non- Current Assets" and same is unsecured. Company is also in process of further investigating the unreconciled vendor ledgers and quantifying the total amount involved. Company has terminated both the employees with immediate effect and the company has taken legal steps to recover the amount from them.
- 40 The comparative figures of previous year have been rearranged / reclassified wherever necessary, to correspond with current period / year presentation.