



Date: February 17, 2022

To,
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai – 400 001

Scrip Code: 532820

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

This is further to our communication dated, February 15, 2022 informing the Stock Exchange about the decision of the Board of Directors of the Company to conduct Postal Ballot.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of postal ballot notice seeking the approval of members with respect to the following:

1. Alteration of Object clause of MOA of company by passing a special resolution through e-voting.
2. Material Related Party Transactions by passing an ordinary resolution through e-voting.

In compliance with Ministry of Corporate Affairs General Circular No. 14/2020 dated 8th April 2020, and General Circular No. 17/2020 dated 13th April 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, February 11, 2022 (“Cut-off date”).

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on February 18, 2022 and ends at 5.00 p.m. (IST) on March 19, 2022. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.



This Postal Ballot Notice will also be available on the Company's website www.elandapparel.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, and on the website of NSDL at www.nSDL.co.in

We request you to take the above on your record.

FOR E-LAND APPAREL LIMITED

Song Jae
Ho

Digitally signed by Song Jae Ho
DN: c=IN, o=Personal, postalCode=560102,
st=Karnataka,
2.5.4.20=6600f2d0ee55e5b82affcc5a7a664056db
628b4953579cca202bb1a5e41d337,
pseudonym=E463ED89E383171C7C2F780FEC2638
D335C6A5D4,
serialNumber=1A23BF5AF8BE78CC8C24E85700D1
5576EFOC46CD3443A8427D65C6E148C96F65,
cn=Song Jae Ho
Date: 2022.02.17 18:29:06 +05'30'

JAE HO SONG

Managing Director

DIN: 07830731

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



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NOTICE OF POSTAL BALLOT

(Pursuant to Section 108, Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

NOTICE of Postal Ballot is hereby given to the Members of E-Land Apparel Limited (‘the Company’), pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), read with the General Circular No. 14/2020 dated 8th April 2020, and General Circular No. 17/2020 dated 13th April 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and all other applicable circulars, if any, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) in view of COVID-19 pandemic, to transact the following special businesses relating to

1. Alteration of Object clause of MOA of the Company by passing a special resolution through e-voting.
2. Material Related Party Transactions by passing an ordinary resolution through e-voting.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors, at its meeting held on February 14, 2022 has appointed Ms. Kumudini Bhalerao (FCS 6667), Partner or failing her Mr. Makarand M. Joshi (FCS 5533), Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on February 18, 2022 and ends at 5.00 p.m. (IST) on March 19, 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Monday, March 21, 2022.



The said results along with the Scrutinizer's Report would be intimated to Bombay Stock Exchange Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.elandapparel.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

SPECIAL BUSINESS:

1. CONSIDER AND APPROVE THE ALTERATION OF OBJECT CLAUSE OF MOA OF COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and re-enactment (s) thereof for the time being in force) and the rules framed thereunder, the consent of the members be and is hereby accorded to alter Clause III(B) of the Memorandum of Association (MOA) i.e. the Main Objects incidental or ancillary to the attainment of the Main Objects by insertion of an additional object clause to include the following clause::

To enter into lease and rental agreement for providing the premises or property of the Company (including the factories and residential properties) on rent or lease or in any other form for the purpose of earning the benefits in form of rent or otherwise for carrying out the object of the Company".

RESOLVED FURTHER THAT any of the Directors of the Company or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS OF COMPANY:

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, 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 for the financial year 2021-22 on such



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terms and conditions as may be decided by the Board of Directors from time to time based on the approval of the Audit Committee:

Sr. No	Name of Related Party	Nature of Relationship	Transaction Value	Transaction Value
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	55,00,00,000	Sale of goods
3.	E Land Asia Holdings Pte Ltd	Holding Company	55,00,00,000	Inter corporate Borrowings
4.	E-land Retail Limited	Fellow Subsidiary	30,00,00,000	Sale of goods

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

Registered Office :

16/2B, Shri Vinayaka Indl Estate,
Singasandhra, Near Dakshin honda
Showroom, Hosur Road, Bangalore-
560068, Karnataka, India .

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

Sd/-

**Jaeho Song
Managing Director**



NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on February 11, 2022 ('Cut-off date) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at www.elandapparel.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, and on the website of NSDL at www.nsdl.co.in
6. All the material documents referred to Statement, shall be available for inspection on the Company's website www.elandapparel.com to facilitate online inspection until last date of remote e-voting. Further, copy of a certificate received from a Practicing Company Secretary certifying that requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are fulfilled is also placed on the website of the Company at www.elandapparel.com.
7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited (CDSL) on February 11, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in



this Postal Ballot Notice.

8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, February 11, 2022 being the cut-off date fixed for the purpose.
9. The voting through electronic means will commence on Friday, February 18, 2022 at 9.00 a.m. (IST) and ends on Saturday, March 19, 2022 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
10. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
11. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before Monday, March 21, 2022.
12. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
13. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s). The Special and Ordinary Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Saturday, March 19, 2022, being the last date specified by the Company for e-voting.
14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Anubhav Saxena, Assistant Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at Toll Free No. 1800 1020 990 / 1800 224 430 or at E-mail ID : evoting@nsdl.co.in.
15. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.



GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

Process and manner for members opting for E-Voting

In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto and as per Regulation 44 of Listing Regulations, the Company is pleased to provide Member's facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by NSDL.

The instructions for e-voting are as under:

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the " Beneficial Owner " icon under "Login" which is available under " IDeAS " section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the



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	<p>remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jspVisit 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. .Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast



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	<p>your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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***



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5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Annual General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For



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joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Annual General Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in
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 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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:

1. 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 ashitosh@elandapparel.com



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2. 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 (ashitosh@elandapparel.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. .Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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.: 1800-1020-990/ 1800-22-44-30 or send a request at evoting@nsdl.co.in

Registered Office:

Shri Vinayaka
indl.estate,singasandhra,near Dakshin
honda showroom,Bangalore-560068.
CIN:L17110KA1997PLC120558
E-mail: ashitosh@elandapparel.com
Date: 14 February, 2022

**By order of the Board of Directors
For E-Land Apparel Limited
Sd/-
Jaeho Song
Managing Director**



EXPLANATORY STATEMENT

Pursuant to Sections 110 and other applicable provisions of the Companies Act, 2013 (“Act”)

ITEM NO. 1

The Company is infusing funds to expand the business by leasing/ renting out properties thus creating a rental income by altering Clause III (B) of the Memorandum of Association (MOA) i.e. the Main Objects incidental or ancillary to the attainment of the Main Objects insertion of an additional object clause to include the said business activity of leasing or giving the company’s property on rent or lease, thus generating a new source of income in the form of rental income,

In accordance with the above, the Board of Directors of the Company at their Meeting held on February 14, 2022, approved the alteration of Clause III(B) of the Memorandum of Association (MOA) i.e. the Main Objects incidental or ancillary to the attainment of the Main Objects.

The draft Copy of the Memorandum of Association of the Company is available for inspection through email at ashitosh@elandapparel.com on any working day during Business Hours till the conclusion of the Postal Ballot.

In accordance with provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time, approval of the Members of the Company by way of special resolution is required to alter Clause III(B) of the Memorandum of Association (MOA) i.e. the Main Objects incidental or ancillary to the attainment of the Main Objects. The Board of Directors believe that the proposed alteration is in the best interest of the Company and its Members and therefore recommends it as a Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 2

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.



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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 1000 crores or 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company, whichever is lower. The Company is yet to cross the limit of materiality.

The detailed particulars of material related party transactions are as follows:

Sr. No	Name of Related Party	Nature of Relationship	Transaction Value	Transaction Value
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	55,00,00,000	Sale of goods
3.	E Land Asia Holdings Pte Ltd	Holding Company	55,00,00,000	Inter corporate Borrowings
4.	E-land Retail Limited	Fellow Subsidiary	30,00,00,000	Sale of goods

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. 2 are “Material” and therefore requires approval of the Company by Ordinary Resolution.

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. 2 of this Notice as an Ordinary Resolution.



E·LAND
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Registered Office:

Shri Vinayaka
indl.estate,singasandhra,near
Dakshin honda showroom,Bangalore-
560068.

CIN: L17110KA1997PLC120558

E-mail: ashitosh@elandapparel.com

Date: February 14,2022

By order of the Board of Directors

For E-land Apparel limited

Sd/-

Jaeho Song

Managing Director