



**Date:** 30<sup>th</sup> May, 2023

**To,**  
**The General Manager**  
**Listing Department,**  
**BSE Limited,**  
P.J. Tower, Dalal Street,  
Mumbai – 400001

**Scrip Code: 532820**

**Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023**

**Reference: SEBI Circular CIR/ CFD/ CMD1/ 27/ 2019 dated February 08, 2019 and Regulation 24A of SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,

With reference to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (LODR) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report of E-Land Apparel Limited, duly signed by CS Shanu Mata& Associates, Practicing Company Secretaries for the Financial Year ended March 31, 2023.

Kindly take the same on your records.

**FOR E-LAND APPAREL LIMITED**

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**Dong Ju Kim**  
**Managing Director**  
**DIN: 08060629**

**E-LAND APPAREL LIMITED**  
Regd. Office: 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom  
Hosur Road, Bangalore 560068, Karnataka, India. CIN: L17110KA1997PLC120558  
Email Id: investor@elandapparel.com; Website: [www.elandapparel.com](http://www.elandapparel.com)  
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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF E-LAND APPAREL LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by E-Land Apparel Limited (hereinafter referred as 'the listed entity'), having its Registered Office at #16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom House Road, Bangalore KA 560068 IN Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, CS Shanu bhagwandas Mata, Proprietor of M/s. Shanu Mata and Associates, Company Secretaries have examined:

- (a) all 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/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 31st March, 2023 ("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;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Other regulations as applicable.

and circulars/ guidelines issued thereunder;

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

I (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.	Com-pliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regu-lation/ Circular No.	Deviat-ions	Acti-on Take nby	Ty-pe of Ac-tion	Det-ails of Vio-lati-on	Fin-e Amo-unt	Obser-vations/ Re-marks of the Prac-ticing Compa-ny Sec-retary	Man-agement Re-sponse	Re-marks
1.	As per regulation 30, Schedule III, Part A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Outcome of the meetings of the Board of Directors should be filed with Stock Exchanges within 30 minutes of closure of the meeting	Regulation 30, Schedule III, Part A of the SEBI (Listing Obligation and Disclosure Requirements)	Outcom-e of Meeting s of the Board of Director s, dated 14 <sup>th</sup> Novem-ber, 2022 were uploade d after expiry of 30 minutes of closure of the	NA	NA	NA	Excha-nge has not impos-ed any penalt-y for the delay till date.	No adverse comments to offer	Technical issue and Connectivity issues	NA

			meetings, due to technical and connectivity issues.							
2.	As per regulation 47 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the newspaper publication for every meeting of board of directors at which the financial results were approved needs to be filed with Stock Exchange(s) within a period of 48 hours of conclusion of the meeting.	Regulation 47 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 47, 2015,	The newspaper publication of the meeting held on 05.08.2022 at 17.00.00 was filed with Stock Exchange on 8th August, 2022 at 16.58.56 i.e. with delay of 1 (one) day.	NA	NA	NA	Exchange has not imposed any penalty for the delay till date.	No adverse comments to offer	Newspaper Publication is within 48 hours.	NA
3.	As per Section 56 of the Companies Act, 2013 provides that the transfer of shares of the company and	Section 56 of the Companies Act, 2013	There were transfer of shares in FY 2022, which	NA	NA	NA	ROC has not imposed any penalty.	No adverse comments to offer	Company is listed and there can be transfer of shares and there is no	NA

	other securities will be registered by a company		should be record in MGT-7 filed in year 2023 However the same has not been shown or recorded						Non-Compliance of Section 56. Even if there is mismatch with MGT-7, there can be demat transfer of shares and where the applicability of section 56 triggers	
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(b) The Listed Entity has taken following actions to comply with observations made in previous reports:

Sr. No.	Com-pliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regu-lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fin e Amount	Observations/ Re- marks of the Prac- ticing Compa- ny Sec- retary	Man- age- ment Re- sponse	Re- marks
1.	As per regulation 30, Schedule III, Part A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Outcome of the meetings of the Board of Directors should be filed with Stock Exchanges within 30 minutes of closure of the meeting	Regulation 30, Schedule III, Part A of the SEBI (Listing Obligation and Disclosure Requirements)	Intimation to the Stock Exchange for Outcome of Meetings of the Board of Directors, dated 14th February, 2021 were uploaded after expiry of 30 minutes of closure of the	NA	NA	NA	Exchange has not imposed any penalty for the delay till date.	No adverse comments to offer	Technical issue and Connectivity issues	NA

			meetings, due to technical and connectivity issues.							
2.	As per regulation 13(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the statement relating to Investors Complaints for every quarter need to be filed with Stock Exchange(s) within a period of 21 days from end of respective quarter	As per regulation 13(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015,	The Statement of Investor Complaints for quarter ended 30th September, 2021 was filed with Stock Exchange on 28th October, 2021 i.e. with delay of 7 (Seven) days.			NA	Exchange has not imposed any penalty for the delay till date.	No adverse comments to offer	Technical issue and Connectivity issues	NA
3	As per regulation 31 of the SEBI (Listing Obligation and Disclosure Requirements)	Regulation 23 (9) of the SEBI (Listing Obligation and Disclosure	The Shareholding Pattern for Quarter ended			NA	Exchange has not imposed any penalt	No adverse comments to offer	Technical issue and Connectivity issues	NA



	Regulations, 2015, the Shareholding pattern for every quarter needs to be filed with Stock Exchange(s) within a period of 21 days from end of respective quarter	Requirements) Regulation 2015,	30th September, 2021, was filed with Stock Exchange on 28th October, 2021, i.e. with delay of 7 (Seven) days			y for the delay till date.			
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***For Shanu Mata and Associates,  
Company Secretaries***

SHANU  
BHAGWANDAS  
MATA

Digitally signed by SHANU BHAGWANDAS MATA  
DN: cn=Shanu Mata, o=Shanu Mata & Associates, ou=Shanu Mata & Associates, email=shanumata@gmail.com, c=IN

***CS Shanu bhagwandas Mata***

***Proprietor***

***M.No. 12161***

***COP No.17999***

***UDIN: F012161E000432174***

***Date: 30/05/2023***

***Place: Mumbai***

II Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or  ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or  iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	NA
2.	<b>Other conditions relating to resignation of statutory auditor</b>		

	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	NA
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the</p>		

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
	<p>proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/	NA	NA

	CFD/CMD1/114/2019 dated 18th October, 2019.		
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III. I hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	NONE

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	YES	NONE
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	YES	NONE
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	NONE

<p>5.</p>	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>YES</p>	<p>NONE</p>
<p>6.</p>	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>YES</p>	<p>NONE</p>



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	NONE
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES	NONE
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	NONE
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NONE
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI	YES	NONE





**SHANU MATA  
& ASSOCIATES**  
Company Secretaries

	Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).		
<b>12.</b>	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	NONE

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Shanu Mata and Associates,**

**Company Secretaries**

SHANU  
BHAGWANDAS  
MATA

Digitally signed by SHANU BHAGWANDAS MATA  
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c2006a207000, postalCode=400010, ou=SHANU BHAGWANDAS  
MATA, email=shanumata@gmail.com, serial=10011, c=IN  
1.4b1.2.1.4=IN/Prakash, cn=SHANU BHAGWANDAS MATA,  
title=SEBI, email=shanumata@gmail.com, postalCode=400010, ou=SHANU  
email=CS@SHANUMATA.COM  
Date: 2023.05.30 11:40:10 +05'30'

**CS Shanu bhagwandas Mata**

**Proprietor**

**M.No. 12161**

**COP No.17999**

**UDIN: F012161E000432174**

**Date: 30/05/2023**

**Place: Mumbai**

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