



**E-LAND  
APPAREL**

Date: 30<sup>th</sup> September, 2018

**The General Manager,  
Department of Corporate Services  
BSE Limited,  
New Trading Ring,  
Rotunda Building, 1<sup>st</sup> Floor,  
P.J Towers, Dalal Street,  
Fort, Mumbai- 400 001  
Scrip Code: 532820**

**The Manager  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G-Block,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai- 400 051  
Symbol: ELAND**

Dear Sir,

**Sub: Submission of Voting Results of 21<sup>st</sup>Annual General Meeting of E-Land Apparel Limited as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015**

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, the Company had provided electronic voting facility ("remote e-voting") and voting through Poll to its Members on all resolutions set out in the Notice of 21<sup>st</sup>Annual General Meeting of the Company which was duly convened on Saturday, September 29, 2018 at 10 a.m. at Bay Leaf Banquet Hall, Shop No 67, 68, 69, SarafChoudhary Nagar, Thakur Complex, Opposite Sarodev Hospital, Kandivali East, Mumbai - 400 101

The Board had appointed Mr. Manish L Ghia Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai (C.P. No. 3531) Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's Report, all resolutions contained in the Notice of 21<sup>st</sup>Annual General Meeting have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the consolidated voting results of the business transacted at 21<sup>st</sup>Annual General Meeting in the prescribed format along with the Consolidated Report of the Scrutinizer on remote e-voting & voting through Poll at the Meeting.

Request you to take the above on record and oblige.

**For E-land Apparel Limited**

  
**JaeHo Song  
Managing Director  
DIN: 07830731**

**CONSOLIDATED REPORT OF THE SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 and

Rule 20 & 21 of Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman

E-Land Apparel Limited

Office No. 404, 4<sup>th</sup> Floor, Western Edge-I,  
Western Express Highway, Magathane,  
Borivali (East), Mumbai - 400066

Respected Sir,

**Sub: Consolidated Scrutinizer's Report for passing of Resolutions through e-voting process and voting by poll at 21<sup>st</sup> Annual General Meeting (AGM) of the Members of E-Land Apparel Limited (the Company) held on Saturday, 29<sup>th</sup> September, 2018.**

1. We, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a) Conducting poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time;
  - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - c) Scrutinizing the votes cast through Polling Paper (at the AGM) for those members, who have not casted their votes through e-voting facility;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 03 as set out in the Notice of 21<sup>st</sup> AGM of the members of the Company dated 5<sup>th</sup> September, 2018.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. Our responsibility as a Scrutinizer for the e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services



Limited ("CDSL"), the agency engaged by the Company to provide e-voting facility, and Poll conducted at the AGM in a fair and transparent manner.

3. As per the confirmation received from the Company:
  - a. The Notice of the AGM dated Wednesday, 5<sup>th</sup> September, 2018 along with statement setting out material facts was dispatched to all the members by courier at their registered addresses on Wednesday, 5<sup>th</sup> September, 2018 and by e-mail on Friday, 7<sup>th</sup> September, 2018 to those members, whose e-mail id are registered with the Registrar and Share Transfer Agent / Company / Depositories.
  - b. The said Notice was dispatched on the basis of Register of Members made available by M/s. Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 31<sup>st</sup> August, 2018.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Lakshadeep" on Friday, 7<sup>th</sup> September, 2018.
5. In terms of the aforesaid Notice, voting period through electronic means was kept open for 3 (Three) days from Tuesday, 25<sup>th</sup> September, 2018 (9.00 a.m.) upto Friday, 28<sup>th</sup> September, 2018 (5.00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 22<sup>nd</sup> September, 2018.
7. As required under the said rules, after the closure of physical voting by polling papers at the AGM, the votes casted through poll were counted; thereafter the votes casted under the e-voting facility were unblocked in the presence of CS Nikita Somaiya and Ms Rutika Nandwana, representatives of the Scrutinizer who are not in employment with the Company.
8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.



Summary of the e-voting and poll at the AGM is as follows:

**A. ORDINARY BUSINESS**

Resolution No.1

| Particulars   |                  |                    |                           |   |                        |                        |                                      |                                    |
|---|------------------|--------------------|---------------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 and the Reports of the Directors and the Auditors thereon. |                  |                    |                           |   |                        |                        |                                      |                                    |
| Category  | Mode of Voting   | No. of shares held | No. of valid votes polled | % of votes Polled on outstanding shares | No. of Votes in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter and Promoter Group   | E-Voting         | 31598094           | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   | Poll             |                    | 31598094                  | 100.00                                  | 31598094               | 0                      | 100.00                               | 0.00                               |
|   | <b>Total (A)</b> | <b>31598094</b>    | <b>31598094</b>           | <b>100.00</b>                           | <b>31598094</b>        | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| Public-Institutions   | E-Voting         | 612094             | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   | Poll             |                    | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|   | <b>Total (B)</b> | <b>612094</b>      | <b>0</b>                  | <b>0.00</b>                             | <b>0</b>               | <b>0</b>               | <b>0.00</b>                          | <b>0.00</b>                        |
| Public-Non Institutions   | E-Voting         | 15780281           | 23496                     | 0.15                                    | 4287                   | 19209                  | 18.25                                | 81.75                              |
|   | Poll             |                    | 14536                     | 0.09                                    | 14536                  | 0                      | 100.00                               | 0.00                               |
|   | <b>Total (C)</b> | <b>15780281</b>    | <b>38032</b>              | <b>0.24</b>                             | <b>18823</b>           | <b>19209</b>           | <b>49.49</b>                         | <b>50.51</b>                       |
| <b>Total (A+B+C)</b>  |                  | <b>47990469</b>    | <b>31636126</b>           | <b>65.92</b>                            | <b>31616917</b>        | <b>19209</b>           | <b>99.94</b>                         | <b>0.06</b>                        |
| Result: May be considered as passed with requisite majority.  |                  |                    |                           |   |                        |                        |                                      |                                    |

Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast |
|---|----------------------------|
| 2   | 771                        |



Resolution No.2

| Particulars  |                |                    |                           |   |                        |                        |                                      |                                    |
|--|----------------|--------------------|---------------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Ordinary Resolution to appoint a Director in place of Mr. Jae Ho Song (having DIN: 07830731), who retires by rotation and being eligible, offers himself for re-appointment. |                |                    |                           |   |                        |                        |                                      |                                    |
| Category   | Mode of Voting | No. of shares held | No. of valid votes polled | % of votes Polled on outstanding shares | No. of Votes in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter and Promoter Group  | E-Voting       | 31598094           | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|  | Poll           |                    | 31598094                  | 100.00                                  | 31598094               | 0                      | 100.00                               | 0.00                               |
|  | Total (A)      | 31598094           | 31598094                  | 100.00                                  | 31598094               | 0                      | 100.00                               | 0.00                               |
| Public-Institutions  | E-Voting       | 612094             | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|  | Poll           |                    | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|  | Total (B)      | 612094             | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
| Public-Non Institutions  | E-Voting       | 15780281           | 23496                     | 0.15                                    | 3137                   | 20359                  | 13.35                                | 86.65                              |
|  | Poll           |                    | 14536                     | 0.09                                    | 14536                  | 0                      | 100.00                               | 0.00                               |
|  | Total (C)      | 15780281           | 38032                     | 0.24                                    | 17673                  | 20359                  | 46.47                                | 53.53                              |
| Total (A+B+C)  |                | 47990469           | 31636126                  | 65.92                                   | 31615767               | 20359                  | 99.94                                | 0.06                               |
| Result: May be considered as passed with requisite majority.   |                |                    |                           |   |                        |                        |                                      |                                    |

Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast |
|---|----------------------------|
| 2   | 771                        |



Resolution No.3

| Particulars  |                  |                    |                           |   |                        |                        |                                      |                                    |
|--|------------------|--------------------|---------------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Ordinary Resolution for appointment of M/s. Hinesh R Doshi & Co. LLP , Chartered Accountants, Mumbai as Statutory Auditor of the Company, in place of outgoing Statutory Auditor M/s. Deloitte Haskins & Sells LLP, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26 <sup>th</sup> Annual General Meeting of the Company on such remuneration as may be decided by Board of Directors of the Company |                  |                    |                           |   |                        |                        |                                      |                                    |
| Category   | Mode of Voting   | No. of shares held | No. of valid votes polled | % of votes Polled on outstanding shares | No. of Votes in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
| Promoter and Promoter Group  | E-Voting         | 31598094           | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|  | Poll             |                    | 31598094                  | 100.00                                  | 31598094               | 0                      | 100.00                               | 0.00                               |
|  | <b>Total (A)</b> | <b>31598094</b>    | <b>31598094</b>           | <b>100.00</b>                           | <b>31598094</b>        | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| Public-Institutions  | E-Voting         | 612094             | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|  | Poll             |                    | 0                         | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |
|  | <b>Total (B)</b> | <b>612094</b>      | <b>0</b>                  | <b>0.00</b>                             | <b>0</b>               | <b>0</b>               | <b>0.00</b>                          | <b>0.00</b>                        |
| Public-Non Institutions  | E-Voting         | 15780281           | 23496                     | 0.15                                    | 4287                   | 19209                  | 18.25                                | 81.75                              |
|  | Poll             |                    | 14536                     | 0.09                                    | 14536                  | 0                      | 100.00                               | 0.00                               |
|  | <b>Total (C)</b> | <b>15780281</b>    | <b>38032</b>              | <b>0.24</b>                             | <b>18823</b>           | <b>19209</b>           | <b>49.49</b>                         | <b>50.51</b>                       |
| <b>Total (A+B+C)</b>   |                  | <b>47990469</b>    | <b>31636126</b>           | <b>65.92</b>                            | <b>31616917</b>        | <b>19209</b>           | <b>99.94</b>                         | <b>0.06</b>                        |
| Result: May be considered as passed with requisite majority.   |                  |                    |                           |   |                        |                        |                                      |                                    |

Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast |
|---|----------------------------|
| 2   | 771                        |

We further report that:

- a. we have received all the documents as mentioned in Sections 105 and 113 of the Act and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. the Registers, all other papers and relevant records relating to the E-Voting and Poll at the AGM, shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

For Manish Ghia & Associates  
Company Secretaries



A handwritten signature in black ink, appearing to read "mlyg".

CS Manish L. Ghia  
Partner

M. No. FCS 6252; C. P. No. 3531

Place: Mumbai

Date: 29<sup>th</sup> September, 2018

Countersigned and received the report:

A handwritten signature in black ink, appearing to read "Gurur".

Chairman/ Authorized Signatory  
E-Land Apparel Limited

Place: Mumbai

Date: 29/09/18