



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 April 8, 2020, and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 10/2022 and 11/2022 dated December 28, 2022 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. Appointment of Mr. Dong Ju Kim as a Director of the Company.**
- 2. Appointment of Mr. Dong Ju Kim as Chairman and Managing Director of the company and fix his remuneration.**
- 3. Approval of Material Related Party Transactions**

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 December 12, 2022 has appointed Mr. Omkar Dindorkar (Certificate of Practice No. 24580), failing him, Ms. Deepti Kulkarni (Certificate of Practice No. 22502), Partners of M/s. MMJB & Associates, Practicing Company Secretaries (email: scrutinisers@mmjc.in), as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

The remote e-voting period commences from 9.00 a.m. (IST) on January 08, 2023 and ends at 5.00 p.m. (IST) on February 06, 2023. 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 Wednesday, February 08, 2023.

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.

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

Tel.: +91-22-40972600/01; Fax.: +91-22- 28472602



SPECIAL BUSINESS:

1. To Consider and approve regularization of Mr. Dong Ju Kim as a Director of the Company

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

“RESOLVED THAT pursuant to the provisions Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Dong Ju Kim (DIN: 08060629) who was appointed as an Additional Director on the Board of the Company with effect from 13th December, 2022 in terms of Section 161(1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company, on such terms and conditions, as maybe decided by the Board, and whose office shall be liable to retire by rotation.”

RESOLVED FURTHER THAT the any one of the Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

2. To consider and approve the appointment of Mr. Dong Ju Kim as the Chairperson and Managing Director of the company and fix his remuneration:

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

“RESOLVED THAT pursuant to the provisions of Section 2(76), 152, 188, 196, 197 and 203 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, the consent of members be and is hereby accorded for appointment of Mr. Dong Ju Kim (DIN: 08060629), as Chairperson and Managing Director of the Company for a period of five years w.e.f. 13th December, 2022 till 12th December, 2027 on the following terms and conditions:

1. **Period of appointment:** w.e.f. 13th December, 2022 till 12th December, 2027
2. **Period of remuneration:** w.e.f. 13th December, 2022 till 12th December, 2025
3. **Remuneration payable:**
 - A. Remuneration payable not exceeding Rs. 22 lakhs per month including all perquisites, performance related incentives and allowances can be drawn which is as per Section 197 read with Schedule V of the Act;
 - B. **Company’s contribution to Provident Fund:** As per the Company’s policy;
 - C. **Gratuity:** As per the Company’s policy;
 - D. **Leave encashment:** As per the Company’s policy

RESOLVED FURTHER THAT Mr. Dong Ju Kim shall not be paid any sitting fees for attending the meeting of the Board of Directors of the Company and/ or any Committee thereof.

RESOLVED FURTHER THAT the Board of Directors, including any Audit or Nomination or Remuneration Committee thereof, be and is hereby given power to alter or vary the terms and

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conditions of appointment and/ or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification or re-enactment thereto;

RESOLVED FURTHER THAT the any one of the Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

3. Consider and Approve the Material Related Party Transactions of the 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 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 2022-23 and on such 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 with the Company	Transaction Value (Rupees in Crores)	Nature of Transaction
1.	E-Land World Co Ltd.	Ultimate Holding Company	70	Contract for Sale of Garments to E Land World Co Ltd
2.	E-Land Fashion India Private Ltd.	Fellow Subsidiary	30	Purchase of Fabric from E Land Fashion India Private Ltd
3.	E-land Retail Limited	Fellow Subsidiary	22	Sale of Garments to E Land Retail Ltd

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.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer and Company Secretary of the

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Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

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/-

**Anup Vishwakarma
Company Secretary**

Date: 12th December, 2022

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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 including the relevant details of the Directors seeking appointment/reappointment above as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
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 December 30, 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 in this Notice, if any, shall be available for inspection based on requests received by the Company at investor@elandapparel.com on or before the last day of e-voting on postal ballot (i.e. February 06, 2023).
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 December 30, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. The voting rights of such shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
8. The voting through electronic means will commence on Sunday, January 08, 2023 at 9.00 a.m. (IST) and ends on Monday, February 06, 2023 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.

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9. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
10. 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 Wednesday, February 08, 2023.
11. 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.
12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed and shall be available on the website of the Company at www.elandapparel.com. The Special and Ordinary Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, February 06, 2023 being the last date specified by the Company for e-voting.
13. 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

14. IMPORTANT INSTRUCTIONS TO SHAREHOLDERS REGARDING UPDATION OF DETAILS WITH THE COMPANY/ REGISTRAR AND SHARE TRANSFER AGENT/ DEPOSITORY PARTICIPANT.

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. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- For shares held in electronic form: to their Depository Participants (DPs)
- For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 along with relevant proofs and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 03, 2021, and SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/687 dated December 14, 2021, to avoid freezing of their folios on or after April 1, 2023, with RTA.

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Members are further requested to note that non-availability of correct bank account details such as MICR (“Magnetic Ink Character Recognition”), IFSC (“Indian Financial System Code”) etc., which are required for making electronic payment will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or RTA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company’s RTA at <https://www.bigshareonline.com/Resources.aspx> and on the Company’s website at <https://www.elandapparel.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.

Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

- a. Form ISR – 3: For opting out of nomination by shareholder(s)
- b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)

Further, Non-Resident Indian Members are requested to inform RTA, immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not

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furnished earlier.

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.	<ol style="list-style-type: none">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.nsd.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 remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at:

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	<p>https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. 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. 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. 4. 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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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/login or www.cdslindia.com and click on New System Myeasi. 2. 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 your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
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

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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. 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 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

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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 investor@elandapparel.com and the Company’s RTA client co-ordinator to shwet@bigshareonline.com.
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 (investor@elandapparel.com and shwet@bigshareonline.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

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

Sd/-

**Anup Vishwakarma
Company Secretary**

Date: 12th December, 2022

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EXPLANATORY STATEMENT

Pursuant to Sections 102 and other applicable provisions of the Companies Act, 2013 (“Act”)

ITEM NO. 1 & 2:

- 1. To Consider and approve regularization of Mr. Dong Ju Kim as a Director of the Company:**
- 2. To consider and approve the appointment of Mr. Dong Ju Kim as the Chairperson and Managing Director of the company and fix his remuneration:**

00000000000000000000Mr. Dong Ju Kim, Korean National aged 55 years, holds the qualification of BA -Business Administrator/ Economics from Yonsei University, South Korea. He has 24 years of vast experience in the Garment, Textile spinning, Weaving dying Industry. He has also obtained the required Specialization/ Expertise in Garment & Textile Business. Mr. Dong Ju Kim is working with Eland group for the last 24 years in various positions CEO, COO, MD and educationally Highly qualified graduate & having rich experience in Biz. Strategy and _ operation, planning, Administration in Garment & Textile industry & grew up from CEO, COO to Managing Director Level with his hard work, Discipline, Honest & loyalty.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dong Ju Kim as an Additional Director of the Company with effect from 13th December 2022 in accordance with Section 161 of the Act and further subject to the approval of the members of the Company, approved the appointment of Mr. Dong Ju Kim as Chairman and Managing Director of the Company for a period of five years effective from 13th December, 2022.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item no. 1 and Special Resolution as set out at 2. of the Notice for your approval.

Pursuant to the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013, it is required to obtain the approval of members by way of a special resolution in case the Company is having inadequate profits. The members are hereby informed that the Company is having inadequate profits for the financial year 2021-22. All the necessary disclosures pursuant to Schedule V are hereby disclosed in **Annexure A**.

Further, the brief resume of Director being 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) are hereby disclosed in **Annexure B**.

Except Mr. Dong Ju Kim, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel is concerned or interested in the said resolution

ITEM NO. 3

To Consider and Approve the Material Related Party Transactions of the Company:

A. Details and the benefits of the Material Related Party Transaction:

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 beyond threshold limits prescribed under Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015.

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Also, 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 previous Audited Financial Statement of the Company, whichever is lower.

The Audit Committee and Board of Directors in their respective meetings held on September 01, 2022 have approved the material related party transactions, the details of which are mentioned below.

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(6) 4th Proviso of SEBI (LODR) Regulations 2015.

B. Disclosures under the Companies Act and Listing Regulations:

Name of the Related Parties	E Land World Co Ltd.	E Land Fashion India Private Ltd.	E Land Retail Ltd
Name of Director(s) or Key Managerial Personnel who is related	None	None	None
Nature of Relationship	E Land World Co Ltd. is part of E Land Group and is the related party as it's an “Ultimate Holding Co.” of E Land Apparels Limited.	E Land Fashion India Private Ltd. is part of E Land Group and is the related party as it's a “Fellow Subsidiary Company” of E Land Apparels Limited.	E Land Retail Ltd. is part of E Land Group and is the related party due to existence of Common Control.
Material terms of the transaction including nature, monetary value, duration	Contract for Sale of Garments to E Land World Co Ltd on a continuous basis and in the ordinary course of business, not exceeding Rs. 70 crores for FY 2022-23.	Purchase of Fabric from E Land Fashion India Private Ltd on a continuous basis and in the ordinary course of business, not exceeding Rs. 30 crores for FY 22-23	Sale of Garments to E Land Retail Ltd on a continuous basis and in the ordinary course of business, not exceeding Rs. 22 crores for FY 22-23

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<p>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.</p>	<ul style="list-style-type: none"> • Maximum Value of the Transaction – Rs. 70 crores. • Revenue from Operations of the Company as on March 31, 2022 – Rs. 177.57 crores • Percentage of transaction against turnover = 39.42% 	<ul style="list-style-type: none"> • Maximum Value of the Transaction – Rs. 30 crores. • Revenue from Operations of the Company as on March 31, 2022 – Rs. 177.57 crores • Percentage of transaction against turnover = 16.90% 	<ul style="list-style-type: none"> • Maximum Value of the Transaction – Rs. 22 crores. • Revenue from Operations of the Company as on March 31, 2022 – Rs. 177.57 crores • Percentage of transaction against turnover = 12.40%
<p>Justification as to why the proposed related party transactions are in the interest of the listed entity.</p>	<p>These material Related Party Transactions are operational in nature.</p> <p>Further, in order to secure continuity of supply and purchase of goods on beneficial terms, is seeking approval of the members on the terms detailed mentioned above.</p> <p>The Audit Committee reviews all the information provided by the management pertaining to the related party transactions as well as rationale for the said transactions. The Company has robust governance process for related party transactions.</p> <p>The said related party transaction also qualifies as a transaction under ordinary course of business. In addition, as per the Company's current governance practice and Related Party Transaction Policy, all related party transactions are reviewed by the Audit Committee on quarterly basis.</p>		

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. 3 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. 3 of this Notice as an Ordinary Resolution.

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ANNEXURE A TO THE EXPLANATORY STATEMENT

Information as required under Part II of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting.

1. General Information			
a) Nature of industry	The Company is engaged in the business of manufacturing and export of fashion garments		
b) Date or Expected date of commencement of The company is an existing company and is in operation for commercial production	The company is an existing company and is in operation for commercial production since 31st March, 1997		
c) In case of new companies, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	Not applicable as the Company is an existing Company		
d) Financial performance based on given indicators	Particulars	Year ended 31st March, 2022 (in lakhs)	Year ended 31st March, 2021 (in lakhs)
	Operational & Other Income	18,300.02	12,450.25
	Less : Expenses	(22,304.43)	(17,750.21)
	Loss/profit before tax	(4,004.41)	(5,299.96)
	Less/(Add): Provision for Taxation	-	-
	Exceptional Items	1,144.27	-
	Other Comprehensive Income	2,142.20	20.42
	Deferred Tax	-	-
	Loss after tax	(717.94)	(5,279.54)
e) Foreign investments or collaborations, if any	Nil		
2. Information about the appointee Mr. Dong Ju Kim			
a) Background details	Mr. Dong Ju Kim, Korean National aged 55 years, holds the qualification of BA -Business Administrator / Economics from Yonsei University, South Korea. He has 24 years of vast experience in the Garment, Textile spinning, Weaving dying Industry. He has also obtained the required Specialization/ Expertise in Garment & Textile Business. Mr. Dong Ju Kim is working with Eland group for the last 24 years in various positions CEO, COO, MD and educationally Highly qualified graduate & having rich experience in Biz. Strategy and operation, planning, Administration in Garment & Textile industry & grew up from CEO, COO to Managing Director Level with his hard work, discipline, Honesty & loyalty. He is South		

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	Korean National.
b) Past Remuneration	Nil
c) Recognition or awards	Revolutionized the TNC, Vietnam Company of the group.
d) Job profile and his suitability	Mr. Dong Ju Kim is being appointed as the Managing Director by the Board of Directors of Company. Mr. Dong Ju Kim has a vast experience of the Garmenting & Textile Activities in his past employment in E-Land Group in Korea
e) Remuneration proposed	Remuneration not exceeding Rs. 22 lakhs per month including all perquisites, performance related incentives and allowances can be drawn which is as per Section 197 read with Schedule V of the Act;
f) Comparative remuneration profile with respect to industry, size of Company, profile of the position and person	The remuneration proposed to the director is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses
g) Pecuniary relationship directly or indirectly with company, or relationship with the managerial, if any Company	Other than the remuneration stated above, Mr. Kim has no other pecuniary relationship directly or indirectly with the company.
3. Other information	
a) Reasons of loss or inadequate profits	Due to unfavorable market conditions, Global recession, High input cost, inflationary trend, the Company could not achieve high levels of profits
b) Steps taken or proposed to be taken for improvement	The Company has taken cost cutting and restructuring measures to improve profitability
c) Expected increase in productivity and profits in measurable terms	The Company hopes increase in revenue and profits improved margins in coming years

ANNEXURE B TO THE EXPLANATORY STATEMENT

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

Name of the Director	Mr. Dong Ju Kim
Director Identification Number	08060629
Category	Director, Chairman and Managing Director
Date of Birth	12 th July, 1967
Nationality	South Korean
Date of First Appointment on the Board	13 th December, 2022
Relationship with Directors	None
Qualification	BA - Business Administrator / Economics (1986-1990)
Experience/ Expertise in specific functional area	Biz. Strategy and operation, planning, area Administration in Garment & Textile industry.
Details of Board Meetings attended by the Director during the year	None

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Terms and Conditions of Appointment along with remuneration	As per the Resolution and Explanatory Statement read with Annexure A
Remuneration last drawn	Nil
List of Directorships held in other Companies	E-Land Fashion India Private Limited
Membership/Chairmanship of Committees across other Companies	Nil
Number of shares held in the Company	Nil

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Email: investor@elandapparel.com

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

Sd/-

**Anup Vishwakarma
Company Secretary**

Date: 12th December, 2022

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