

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl
Estate, Singasandra Near Dakshin
Honda Showroom Hosur Road,
Bangalore Karnataka 560068



Date: 16-03-2026

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

Scrip Code: 532820

Subject: Postal Ballot Notice as required under Regulation 30 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'):

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice along with the Explanatory Statement, for seeking approval of Members of the Company for the below-mentioned resolutions:

S. No.	Description of Resolutions	Type of Resolution
1.	Appointment of Mr. Woo Sang Kim (DIN: 11458038) as Whole Time Director of the Company for a period of 5 years commencing from January 20, 2026	Special Resolution

The Company has completed the delivery of Postal Ballot Notice, through electronic mode, i.e. email to all shareholders of the Company on Monday, March 16, 2026.

The Remote e-Voting will commence on Tuesday, March 17, 2026, at 09:00 a.m. IST and will conclude on Wednesday, April 15, 2026, at 05:00 p.m. IST.

This is for your information and records, and we request you to treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

Yours faithfully,

FOR E-LAND APPAREL LIMITED

DONGJU KIM
Managing Director
DIN: 08060629

CIN: L17110KA1997PLC120558 **Email Id:** investor@elandapparel.com.
Website: www.elandapparel.com **Tel.:** +91-22-40972600/01; **Fax.:** +91-22- 28472602

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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 and Regulation 44 of SEBI(LODR) Regulations, 2015)

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of E-land Apparel Limited ("**the Company**"), pursuant to and in compliance with the provisions of Section 108, Section 110 read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (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, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021; General Circular No. 19/2021 dated December 08, 2021 read with General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 3/2025 dated September 22, 2025 and all other applicable circulars, if any, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and SEBI vide its various circulars and the latest being circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the SEBI and all other applicable laws, rules and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the Resolution set out below is proposed to be passed by the members of Company through Postal Ballot only by voting through electronic means ("remote e-voting").

In line with the aforementioned MCA Circulars, the companies have been advised to consider and take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the (Management and Administration), Rules, 2014 as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by Postal Ballot.

In compliance with the provisions of Section 108, 110 read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Regulation 44 of the of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SS-2, the Company has engaged National Securities Depository Limited ('NSDL'), an authorized agency, to

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provide remote e-voting facility to its Members. The procedure for remote e-voting is provided in the Notes to this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In accordance with the requirements of MCA Circulars, the Company will send Postal Ballot Notice by email, only to those members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Further, the Company has made necessary arrangements with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("RTA") for the Members to register their e-mail address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with the Company/RTA/depository participants to enable servicing of documents electronically to their e-mail address.

An explanatory statement pursuant to Section 102, 110, and other applicable provisions, if any, of the Act, pertaining to the special items setting out the material facts and reasons thereof along with the instructions/procedures for remote e-voting is annexed to this Postal Ballot Notice for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rule, 2014, the Board of Directors, at its meeting held on February 12, 2026 has appointed Mr. Vaibhav Dandawate (Certificate of Practice No. 27947), Practicing Company Secretary (email: vaibhavdandawate@mmjc.in), as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

The remote e-voting period commences from 9.00 AM (IST) on March 17, 2026 and ends at 05:00 PM (IST) on April 15, 2026. 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 on April 17, 2026.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India 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.nsd.com.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

E-LAND APPAREL LIMITED

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SPECIAL BUSINESS:

1. Appointment of Mr. Woo Sang Kim (DIN: 11458038) as Whole Time Director of the Company for a period of 5 years commencing from January 20, 2026

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Woo Sang Kim (DIN: 11458038) as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions as may be necessary, and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Woo Sang Kim (DIN: 11458038) as Whole-Time Director of the Company for a period of five (5) years, with effect from January 20, 2026 to January 19, 2031, on a remuneration not exceeding INR 15,90,000 (Indian Rupees Fifteen Lakhs Ninety Thousand Only) per month, together with such bonus and reimbursement of expenses as may be incurred by him in the performance of his duties, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice, as may be mutually agreed between the Board of Directors and Mr. Woo Sang Kim.”

RESOLVED FURTHER THAT the remuneration as stated in the annexed Explanatory Statement, payable to Mr. Woo Sang Kim during his tenure be paid as minimum remuneration in case the Company has no profit/ inadequate profits, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem

E-LAND APPAREL LIMITED

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appropriate, provided that such variation or increase, as the case may be, shall not exceed the maximum permissible limit as per Schedule V, Part II, Section II, clause (A) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary, desirable, or expedient to give effect to this resolution.”

CIN: L17110KA1997PLC120558

Email: investor@elandapparel.com

Website: <http://www.elandapparel.com>

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**By order of the Board of Directors
For E-LAND APPAREL LIMITED**

**Sd/-
Dong Ju Kim
Chairman & Managing Director
DIN: 080600629**

**Date: March 12, 2026
Place: Bangalore**

E-LAND APPAREL LIMITED

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NOTES TO THE POSTAL BALLOT NOTICE

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 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 March 13, 2026 (‘Cutoff 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. Any member who is not a member as on the said record date shall treat this notice for information purposes only.
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 Exchange i.e. Bombay Stock Exchange of India 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 registered office of the company on or before the last day of e-voting on postal ballot (i.e., investor@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

E-LAND APPAREL LIMITED

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Depository Services (India) Limited (CDSL) on March 13, 2026 being the record 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 March 17, 2026 at 09:00 AM (IST) and will end on April 15, 2026 at 05:00 PM (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.
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 authorised by him 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 April 17, 2026.
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 will be communicated to all the Stock Exchanges where the equity shares of the Company are listed and will be available on the website of the Company at www.elandapparel.com. The Special Resolutions, if passed by not less three times the number of votes, if any, cast against the resolution by members so entitled and voting shall be deemed to have been passed on April 15, 2026 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. Abhijeet Gunjal, 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.com.

E-LAND APPAREL LIMITED

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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 the 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 the 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting"

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Karnataka 560068



under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. If you are 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.jsp>
4. 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



E-LAND APPAREL LIMITED

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-

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depository participants	Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom Hosur Road, Bangalore Karnataka 560068



B) Login Method 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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E-LAND APPAREL LIMITED

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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.com 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.

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

How to 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 vaibhavdandawate@mmjc.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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

E-LAND APPAREL LIMITED

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Estate, Singasandra Near Dakshin Honda
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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 : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at pritamd@nsdl.com / evoting@nsdl.com

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
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. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom Hosur Road, Bangalore Karnataka 560068



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.

Registered Office:
16/2B, Sri Vinayaka Indl Estate,
Singasandra Near Dakshin Honda
Showroom Hosur Road, Bangalore
Karnataka 560068

**By order of the Board of Directors
For E-LAND APPAREL LIMITED**

**Sd/-
Dong Ju Kim
Chairman & Managing Director
DIN: 080600629**

**Date: March 12, 2026
Place: Bangalore**

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl
Estate, Singasandra Near Dakshin Honda
Showroom Hosur Road, Bangalore
Karnataka 560068



EXPLANATORY STATEMENT

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

Item No. 01

Appointment of Mr. Woo Sang Kim (DIN: 11458038) as Whole Time Director of the Company for a period of 5 years w.e.f. January 20, 2026:

The members are informed that pursuant to provisions of Rule 2 (1)(k) of Companies (Specification of definition details) Rules, 2014; "Executive Director" means a whole time director as defined in clause (94) of Section 2 of the Act and pursuant to provisions of Section 196(4) of the Companies Act, 2013; Whole Time Director shall be appointed / re-appointed and terms and conditions of such appointment / re-appointment including remuneration payable shall be approved by the Board of Directors, which shall be subject to approval of the shareholders at the next general meeting of the Company.

The Board of Directors, at their meeting held on January 20, 2026, based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, appointed Mr. Woo Sang Kim (DIN: 11458038) as an Additional Executive Director. Further after considering the various factors the Board has sanctioned to pay remuneration to Mr. Woo Sang Kim (DIN: 11458038) for the period of three years i.e. till January 19, 2029 on such terms as agreed between the Board and the above mentioned Director.

Given the aforesaid facts of Mr. Woo Sang Kim, it is proposed to appoint Mr. Woo Sang Kim (DIN: 11458038) as Whole-Time Director of the Company for a period of five-year w.e.f. January 20, 2026 subject to the further approval of Shareholders of the Company.

Mr. Woo Sang Kim fulfils the requirement of his role of Skills/expertise/ competence as a Director as as specified below:

1. All Round Leadership skills
2. Knowledge of domain of fashion industry
3. Overall global sourcing, garment production, and quality management skills
4. Expertise in global sourcing strategy, garment quality control, and branch operations management

He has certified that he is not disqualified to become a Director under the Act and not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority. Statements of Particulars pursuant to Schedule-V of the Act, LODR Regulations and SS- 2 are given as annexure 'A' to this explanatory statement and shall be deemed to be part of this explanatory statement.

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl
Estate, Singasandra Near Dakshin Honda
Showroom Hosur Road, Bangalore
Karnataka 560068



Pursuant to Regulation 17(1C) of the LODR Regulations, the Company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Based on the rationale provided in this explanatory statement and its annexures, the Board has proposed the appointment of Mr. Woo Sang Kim as a regular Director to the members of the Company through this postal ballot notice, whose period of office shall be determined to be liable to retire by rotation as proposed in Item no. 1 as well as Whole time Director of the Company for a period of Five years from January 20, 2026 on the remuneration and terms and conditions as specified in the Item no. 1 of this Notice.

It is necessary to pay the competitive remuneration to managerial personnel to retain the talent in the Company. Therefore, it is proposed that in the event of no profit, or the profits of the Company are inadequate, during the tenure of Director, the Company may pay remuneration to them exceeding the limit under the Schedule V of the Act in compliance thereof including any statutory modifications or re-enactment thereof. Statement of particulars pursuant to Schedule-V of the Act, LODR Regulations and SS-2 The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act, LODR Regulations and SS- 2 are as under:

The terms of appointment including payment of managerial remuneration and perquisites, in addition to the applicable policies of the Company, are given below, subject to such revision as the Board/ Nomination & Remuneration Committee of the Board may sanction from time to time:

1. **Duties:** The Whole Time Director who is in the whole time employment of the Company, shall subject to superintendence, control and directions of the Board of Directors, devote his whole time to the business of the Company and carry out such duties as may be entrusted to him by Board or Managing Director from time to time, in the best interest of the business of the Company and the business of any one or more of its associated companies, subsidiaries and /or joint ventures, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies, subsidiaries and/or JVs or any other executing body or any Committee of such a Company. The Whole Time Director shall not be accountable to the Company for any benefits received as Director or Member of such associate, subsidiaries and/or JVs of the Company.
2. **Remuneration:**
 - i. **Salary Limit:** Not exceeding INR 15,90,000 - (Indian Rupees Fifteen Lakhs Ninety Thousand Only) per Month, payable as remuneration for his services, with authority to the Board of Directors and / or Nomination and Remuneration Committee (NRC) to determine the amount of salary payable and the amount of increment payable on an annual basis within the said limit. However, while

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom Hosur Road, Bangalore Karnataka 560068



determining the annual increments, the Board and / or NRC will consider factors like Company's overall performance, compensation benchmark etc. The salary shall be paid monthly in accordance with the Company's normal payroll practices.

- ii. **Commission:** Commission on the incremental 'turnover' of the Company will be paid. (Turnover defined under Section 2 (91) of the Companies Act, 2013).
- iii. **Reimbursement of Expenses:** Reimbursement of Expenses will be subject to actual expenses incurred by him.
- iv. **Perquisites:** He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration
- v. **Minimum Remuneration:** In the event of loss or inadequacy of profits in any five financial years during the currency of 03 years tenure of services of Mr. Woo Sang Kim as the Whole Time Director of the Company, the aforementioned amount of salary, commission, perquisites, and other allowances be considered as minimum remuneration and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The Board recommends the resolutions under Item No. 1 for your approval. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, financially or otherwise concerned or interested in the said resolution apart from their shareholding or directorship in the Company except Mr. Woo Sang Kim.

A brief profile of Mr. Woo Sang Kim and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice as "**Annexure I**".

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in "**Annexure-II**" to the Notice.

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom Hosur Road, Bangalore Karnataka 560068



Annexure I

Brief details of Directors being appointed pursuant to Regulation 36(3)(a) of the Listing Regulations and Information pursuant to Clause 1.2.5 of the Secretarial Standard – II on General Meetings (SS-2) regarding Director seeking appointment / re-appointment:

Particulars	Mr. Woo Sang Kim
DIN	11458038
Date of Birth and Age	March 29, 1976 (49 years)
Date of First Appointment	January 20, 2026
Qualifications	Graduation
Expertise in specific functional areas	Mr. Woo Sang Kim is an experienced fashion industry professional with over 20 years in global sourcing, garment production, and quality management. He has held key roles at ELAND Group, LF Corp, and Hyungji Fashion Group. Skilled in international operations, he combines expertise in business administration and fashion design to deliver efficient and customer focused results.
Terms and conditions of appointment / re-appointment	Terms and Conditions as may be mentioned in Appointment Letter.
Details of Remuneration last drawn	Nil
Details of Remuneration sought to be paid	INR 15,90,000 per Month
Number of Board meetings attended during the year. (From April 1, 2025, to February 2026)	Nil

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl
Estate, Singasandra Near Dakshin Honda
Showroom Hosur Road, Bangalore
Karnataka 560068



Directorships held in other companies	He is not holding directorship in any other listed entity.
Listed Entities from which resigned as Director. in past 3 years:	He has not resigned from any of the listed entity in past 3 years.
Memberships / Chairmanships of committees of other Companies	He does not hold Committee memberships/ Chairmanships in any company.
Shareholding of Director including shareholding as a beneficial owner	Nil
Relationships between directors inter-se	There is no inter se relationship between him and any other member of the Board and other KMPs

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom Hosur Road, Bangalore Karnataka 560068



Annexure II

Disclosures as required under sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V:

I. General Information

- (1) Nature of industry: The Company is engaged in the business of manufacture and sale of garments.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable as the Company is an existing Company
- (4) Financial performance based on given indicators

(₹ In Lakhs)

	2024-2025	2023-2024
Turnover	31,034.05	21,539.37
Other Income	994.85	710.50
Total Income	31,034.05	22,249.89
Profit Before Tax	1,027.38	(3,982.51)
Profit After Tax	1,366.39	(3,982.51)
Paid-up Equity Capital	4,799.05	4,799.05
Reserves & Surplus	(53,276.93)	(54,652.05)

- (5) Foreign investments or collaborations, if any: Nil

II. Information about the appointee:

<i>Background details</i>	<p>Mr. Woo Sang Kim is a seasoned professional in the apparel and fashion industry with over two decades of experience in global sourcing, garment production, and supply chain management.</p> <p>He holds a bachelor's degree from Sunkyungkwan University with specialization in Business Administration and Fashion Design. He began his career with E-Land Group in 2002 and held several leadership roles, including Country Manager of the E-Land Bangladesh Liaison Office and Sourcing Manager for E-Land China Children Division.</p> <p>He later served as General Manager of LF Golf Sourcing BSU at LF Corp. Mr. Woo Sang Kim also worked with Hyungji Fashion Group and currently serves with E-Land Apparel. He possesses expertise in global sourcing</p>
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E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom Hosur Road, Bangalore Karnataka 560068



	strategy, garment quality control, and branch operations management, and is proficient in Korean and English.
<i>Past remuneration</i>	-
<i>Recognition or awards</i>	-
<i>Job profile and his suitability</i>	Mr. Woo Sang Kim is an experienced fashion industry professional with over 20 years in global sourcing, garment production, and quality management. He has held key roles at ELAND Group, LF Corp, and Hyungji Fashion Group. Skilled in international operations, he combines expertise in business administration and fashion design to deliver efficient and customer focused results.
<i>Remuneration proposed</i>	INR 15,90,000 per Month
<i>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</i>	Taking into consideration the size of the Company, profile, knowledge the skills and responsibilities shouldered by Mr. Woo Sang Kim, the remuneration proposed to be paid is commensurate with the remuneration packages paid to him similar counterparts in other companies.
<i>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</i>	Apart from receiving managerial remuneration, he does not have any Pecuniary relationship directly or indirectly with the Company, or relationship with the directors or KMP or promoters. He is not holding any share in the Company.

III. Other information:

- (1) Reasons of loss or inadequate profits: Currently Company has adequate profits. The Company is passing a special resolution pursuant to the proviso of the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Woo Sang Kim.
- (2) Steps taken or proposed to be taken for improvement: Series of strategic and operational measures is expected to result in the improvement in the present position. The Company has

E-LAND APPAREL LIMITED

Regd. Office: 16/2B, Sri Vinayaka Indl Estate, Singasandra Near Dakshin Honda Showroom Hosur Road, Bangalore Karnataka 560068



further strategically planned to address various issues and enhance its profits and has put in place measures to reduce cost and improve the bottom-line.

- (3) Expected increase in productivity and profits in measurable terms: The Company has been aggressively pursuing and implementing its strategies to improve its financial performance.

Registered Office:
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Showroom Hosur Road, Bangalore
Karnataka 560068

**By order of the Board of Directors
For E-LAND APPAREL LIMITED**

**Sd/-
Dong Ju Kim
Chairman & Managing Director
DIN: 080600629**

**Date: March 12, 2026
Place: Bangalore**