



E-Land Apparel Limited

(Formerly known as "Mudra Lifestyle Limited")

20th Annual Report 2016-2017





BOARD OF DIRECTORS

Mr. Kwang Hyuck Choi	- Managing Director (Resigned w.e.f. 30 th May, 2017)
Mr. Jae Ho Song	- Managing Director (w.e.f. 30 th May, 2017)
Mr. Jung Ho Hong	- Whole-time Director
Mr. Chong Tae Baek	- Independent Director
Mr. Sivabalan Paul Pandian	- Independent Director
Mr. Kyong Hur	- Independent Director
Mrs. Elizabeth Ravi	- Independent Director

MEMBERS OF AUDIT COMMITTEE

Mr. Chong Tae Baek	- Chairman
Mr. Kyong Hur	- Member
Mrs. Elizabeth Ravi	- Member

CHIEF FINANCIAL OFFICER COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Byounghoon Yi (Resigned w.e.f. 03 rd October, 2016)	Mr. Ashitosh Sheth (Resigned w.e.f. 11 th February, 2017)
Mr. Choi Haeoi (Appointed w.e.f. 14 th February, 2017)	MS. Sunita Kanungo (Appointed w.e.f. 14 th February, 2017)

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road
Marol Andheri (East), Mumbai - 400 072
Tel : 91-22-2847 0652 | 40430200|28470653
Fax : 91-22-2847 5207
E-mail : investor@bigshareonline.com

BANKERS

State Bank of India
Axis Bank Limited
Oriental Bank of Commerce
State Bank of Patiala
Bank of India
State Bank of Hyderabad
State Bank of Travancore

AUDITORS

M/s. Deloitte Haskins and Sells LLP
Chartered Accountants,
Mumbai

SOLICITORS & LEGAL ADVISORS

J. Sagar Associates
Crawford Bayley & Co
Amarchand & Mangaldas & Suresh A Shroff & Co

REGISTERED OFFICE

Office No. 404, 4th Floor, Western Edge-I,
Western Express Highway, Magathane,
Borivali (East), Mumbai - 400066
Tel : +91-22-40972600
Fax : +91-22-40972601
CIN : L17110MH1997PLC106945

WORKS

Garmenting - Bangalore



Contents	Page No.
Notice -----	1
Directors' Report-----	10
Management Discussion & Analysis -----	17
Report on Corporate Governance -----	34
Auditor's Report -----	50
Balance Sheet -----	56
Statement of Profit & Loss -----	57
Cash Flow Statement -----	58
Notes to Accounts -----	59



NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of the Company will be held at Bay Leaf Banquet Hall, Shop No 67, 68, 69, Saraf Choudhary Nagar, Thakur Complex, Opposite Sarodev Hospital, Kandivali (East), Mumbai - 400101 on Friday, the 29th day of September, 2017 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Jung Ho Hong (having DIN: 02229634), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appoint of Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of , M/s. Deloitte Haskins & Sells LLP, Chartered Accountants having Firm Registration No.117366W/W-100018 as Statutory Auditors of the Company, for the financial year commencing from 1st April, 2016 to hold office as such from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration and out of pocket expenses as may be decided by Board of Directors of the Company."

SPECIAL BUSINESS

4. Appointment of Mr. Jae Ho Song as Managing Director of the Company and fixing his remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, 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 and subject to approval of Central Government and such other regulatory/ statutory authorities, as may be required to appoint Mr. Jae Ho Song (DIN 07830731) as Managing Director of the Company for a period of three years w.e.f. 30th May, 2017 on the following terms and conditions:

- I. Period: w.e.f. 30th May, 2017 till 29th May, 2020;
- II. Remuneration payable:
 - (A) Rs. 5.00 lakhs per month including all perquisites, performance related incentives and allowances (this remuneration can be increased upto Rs. 9.00 lakhs per month);
 - (B) Company's contribution to Provident Fund : As per Company's policy;
 - (C) Gratuity: As per Company's policy;
 - (D) Leave encashment: As per Company's policy

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Jae Ho Song, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT Mr. Jae Ho Song 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 Committee thereof, be and is hereby given power to alter or vary the terms and 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 any one Director of the Company or Company Secretary, be and are hereby severally authorized to file the necessary forms and returns with the Registrar of Companies, Maharashtra and application to the Central Government for its approval and to make necessary entries in the Statutory Registers prescribed under the Companies Act, 2013 and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



5. Appointment of Mr. Jung Ho Hong as Whole Time Director of the Company and fixing his remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, 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 and subject to approval of Central Government and such other regulatory/ statutory authorities, as may be required to appoint Mr. Jung Ho Hong (DIN 02229634) as Whole Time Director of the Company for a period of three years w.e.f. 30th September, 2017 on the following terms and conditions:

III. Period: w.e.f. 30th September, 2017 till 29th September, 2020;

IV. Remuneration payable:

- (A) Rs. 5.50 lakhs per month including all perquisites, performance related incentives and allowances (this remuneration can be increased upto Rs. 9.50 lakhs per month);
- (B) Company's contribution to Provident Fund : As per Company's policy;
- (C) Gratuity : As per Company's policy;
- (D) Leave encashment : As per Company's policy

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Jung Ho Hong, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT Mr. Jung Ho Hong 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 Committee thereof, be and is hereby given power to alter or vary the terms and 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 any one Director of the Company or Company Secretary, be and are hereby severally authorized to file the necessary forms and returns with the Registrar of Companies, Maharashtra and application to the Central Government for its approval and to make necessary entries in the Statutory Registers prescribed under the Companies Act, 2013 and do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Date: 19th August, 2017
Place: Mumbai

Sunita Kanungo
Company Secretary
Membership Number: A16678

Registered Office:

Office No. 404, 4th Floor, Western Edge-I,
Western Express Highway, Magathane,
Borivali (East), Mumbai – 400066
CIN: L17110MH1997PLC106945

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of member or members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto and forms part of this notice.



3. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
4. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as 'Listing Regulations') is annexed to the Notice. The Company is in receipt of relevant disclosures/consents from the Director pertaining to his re-appointment.
5. Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive).
6. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested document proof. Members holding shares in the electronic form may update such details with their respective Depository Participants.
7. Members / Proxy are requested to bring their Attendance Slip along with their copy of Annual Report at the time of the Annual General Meeting. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting.
8. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting.
9. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
10. Members are requested to address all correspondences, including NECS mandates, etc. to the Registrar and Share Transfer Agents – Bigshare Services Private Limited, Unit – E-Land Apparel Limited (formerly known as Mudra Lifestyle Limited), 1st, Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059 and are further requested to always quote their Folio Number in all correspondences with the Company.
11. Members holding shares in identical order of names in one or more than one folio are requested to write to the Company / RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio to facilitate better services.
12. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting.
13. Any member seeking information with regards to accounts of the Company is requested to write atleast 7 days before the meeting to enable the Company to keep the information ready.
14. Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified), the Company has transferred on due dates, the unpaid or unclaimed dividend amount for the financial year ended 2007-2008 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The balance amount lying in Unpaid Dividend Account for the financial year 2009-2010 is due for transfer to the IEPF by 5th December, 2017 as per the requirements under Section 205C of the Companies Act, 1956. The shareholders whose dividend remained unclaimed for the aforesaid financial year and subsequent financial years are requested to claim it immediately from the Company.
15. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voting Card etc., having photo identity) while attending the meeting.
16. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating members' details.

Members are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning this letter by post.

The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.
17. Route Map for the venue of the ensuing Annual General Meeting of the Company is given in the Annual Report.
18. The Notice of the AGM and instructions for remote voting, along with, the Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for hard copy of the same. For members who have not registered their email Ids, physical copies of the aforesaid documents are being sent by courier.



19. E-Voting process

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulation, the Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services Limited (CDSL) as an alternative, for all members of the company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 20th Annual General Meeting of the Company, dated 19th August, 2017 (the AGM Notice).

The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 20th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Friday, 22nd September, 2017 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, 22nd September, 2017 only.

20. The remote e-voting period begins on Tuesday, 26th September, 2017 (09:00 am) and ends on Thursday, 28th September, 2017 (5:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 22nd September, 2017 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on Thursday 28th September, 2017.

I. PROCEDURE & INSTRUCTION FOR E-VOTING:

- A. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- B. Now click on "Shareholders" to cast your votes.
- C. Fill up the following details in the appropriate boxes:
 - i. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - ii. Next enter the Image Verification as displayed and Click on Login.
 - iii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - iv. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>



D. After entering these details appropriately, click on “SUBMIT” Tab.

Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

E. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

F. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

G. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

H. Click on the EVSN for E-Land Apparel Limited on which you choose to vote.

I. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

J. Click on the Resolution File Link if you wish to view the entire AGM Notice.

K. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

L. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.

M. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

N. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

O. Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively Please follow the instructions as prompted by the mobile app while voting on your mobile.

P. Note for Non – Individual Shareholders and Custodians

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Friday, 29th September, 2017.

II. GENERAL

A. In case of any queries regarding e-voting members may refer to the Frequently Asked Questions (‘FAQs’) and e-voting manual available at www.evotingindia.com under ‘HELP’ section or write an email to helpdesk.evoting@cdslindia.com.



- B. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- C. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 22nd September, 2017.
- D. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 22nd September, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- E. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- F. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- G. M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- H. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- I. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- J. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.elandapparel.com and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results will also be immediately forwarded to the Stock Exchanges.

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

(Annexure-1)

Name of the Director	Mr. Jung Ho Hong	Mr. Jae Ho Song
DIN	02229634	07830731
Date of Birth	19 th March, 1971	3 rd December, 1977
Nationality	South Korean	South Korean
Date of Appointment on the Board	7 th February, 2012	30 th May, 2017
Designation	Whole Time Director	Managing Director
Qualification	Graduate in Laws from Hanyang University	Graduate in Textile Engineering from Soongsil University
Experience/Expertise	Vast experience in Mergers, Acquisitions and other Legal matters of the Company	Vast experience in Overseas Production (Garmenting Division) of the Company.
Shareholding in the Company	Nil	Nil
Names of other listed entities in which the director also holds Directorship	Nil	Nil
Names of other listed entities in which the director also holds membership of Committees of the Board	Nil	Nil
Relationship with existing Directors of the Company	Nil	Nil
Last Drawn Remuneration	29,40,819	NIL
No. Of Board Meeting Attended	6	NIL