





CORPORATE INFORMATION

Management of the Company

Mr. Jae Ho Song	(Chairman & Managing Director W.e.f 30.05.2017)
Mr. Chong Tae Baek	(Independent Director w.e.f. 31.03.2019)
Mr. Sivabalan Paul Pandian	(Independent Director w.e.f. 31.03.2019)
Mr. Kyoung Hur	(Independent Director w.e.f. 31.03.2019)
Mrs. Elizabeth Ravi	(Independent Director w.e.f 19.06.2015)
Mr. Choi Haeoi	(Chief Financial Officer w.e.f 14.02.2017)
Ms. Hemlata Gupta	(Company Secretary & Compliance Officer Appointed w.e.f. 30.05.2018)
Ms. Sunita Kanungo	(Company Secretary & Compliance Officer Resigned w.e.f. 29.05.2018)

Statutory Auditors:

M/s Hinesh Doshi & Co LLP
Chartered Accountants
3rd floor, Palai Plaza, Swami Gyan Jivandas Marg,
Dadar (East), Mumbai - 400014.

Secretarial Auditors:

DSM & Associates.
Raylon Arcade, C-502, RK Mandir Rd, Kondivita,
Andheri East, Mumbai, Maharashtra 400059.

Internal Auditors:

S.K Patodia & Associates
Chartered Accountants
Plot No. 156-158, Shree Shakambhari Corporate Park
Chakrvarti Ashok Complex, J B Nagar, Andheri East,
Mumbai, Maharashtra 400099

Registered Office:

#16/2B, Sri Vinayaka Indl Estate, Singasandra
Near Dakshin Honda Showroom House Road,
Bangalore Karnataka 560068 India

Registrar & Share Transfer Agent:

Big share Services Private Limited 1st Floor,
Bharat Tin Work Building,
Opp. Vasant Oasis Makwana Road, Marol Andheri (E),
Mumbai-400059. Tel.: 022-62638200, Fax : 022-62638299

Committees of Board

Stakeholder Relationship Committee:

- Mr. Chong Tae Baek, (Chairperson)
- Mr. Kyoung Hur
- Mrs. Elizabeth Ravi

Nomination and remuneration Committee:

- Mr. Kyoung Hur, (Chairperson)
- Mr. Chong Tae Baek
- Mr. S. P. Pandian

Audit Committee:

- Mr. Chong Tae Baek, (Chairperson)
- Mr. Kyoung Hur
- Mrs. Elizabeth Ravi

Internal Complaint Committee:

- Sunitha Albert (Chairperson)
- Usha
- Jai Ram Singh
- Vaishali
- Shakeela
- Yashpal Bhandari

Risk Management Committee:

- Mr. Jae ho Song (Chairperson)
- Mr. Chong Tae Baek

Bankers:

Oriental Bank of Commerce
State Bank of India



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NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of the Company will be held at #16/2B, Sri Vinayaka Indl Estate, Singasandra near Dakshin Honda Showroom House Road, Bangalore KA 560068 on Thursday, 26th Day of September 2019 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement as at 31st March, 2019 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Jae Ho Song (having DIN: 07830731), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. Re-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 **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 (if required) and such other regulatory/ statutory authorities, as may be required to re-appoint Mr. Jae Ho Song (DIN 07830731) as Chairman & Managing Director of the Company for a period of three years w.e.f. 01st June, 2020 on the following terms and conditions:

I. **Period:** w.e.f. 01st June, 2020 till 30th May, 2023,;

II. Remuneration payable:

- (A) Rs. 6 lakhs per month including all perquisites, performance related incentives and allowances (this remuneration can be increased up to Rs. 15 lakhs per month) which is as per Section 197 read with Schedule V of the Act;
- (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."

4. Ratification of Related Party Transaction with various parties:

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, the contract entered into



by the Company with Related Parties as detailed in the explanatory statement set out at item no 4 annexed to this notice be and are hereby ratified and approved.

Sr. No	Name of Related Party	Transaction Value	Nature of Transaction
1.	E Land Fashion India Private Ltd.	38,85,44,000	Purchase of Goods
2.	E Land Retail Ltd	21,48,51,000	Sale of Goods

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."

**By Order of the Board of Directors
For E-Land Apparel Limited**

**SD/-
Mr. Jae Ho Song
Chairman & Managing Director
DIN 07830731**

Date: 09th August, 2019

Place: Bangalore

Registered Office:

#16/2B, Sri Vinayaka Indl Estate, Singasandra
Near Dakshin Honda Showroom House Road,
Bangalore KA 560068

CIN: L17110KA1997PLC120558

Email: investor@elandapparel.com

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

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.

Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote pursuant to Section 113 of the Companies Act, 2013.

In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company
4. Register of Members and the Share Transfer Books of the Company will remain closed from 19th September, 2019 to 26th September, 2019 (both days inclusive).



5. 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.
6. 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.
7. 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.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
9. Members are requested to address all correspondences, including NECS mandates, etc. to the Registrar and Share Transfer Agents – Bigshare Services Private Limited, Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059 are further requested to always quote their Folio Number in all correspondences with the Company.

Tel: 022 - 40430200 / 62638200

Fax: 022 - 28475207 / 62638299

Email ID: investor@bigshareonline.com

Website: www.bigshareonline.com

However, keeping in view the convenience of Shareholders, documents relating to shares will continue to be received by the Company at its Corporate Office.

Telephone No. 022-40972600,

Email: investor@elandapparel.com

10. 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.
11. 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.
12. Any member seeking information with regards to accounts of the Company is requested to write at least 7 days before the meeting to enable the Company to keep the information ready.
13. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voting Card etc., having photo identity) while attending the meeting.
14. Any persons, 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. 19th September 2019, may obtain the login ID and password by sending a request at Issuer / RTA.
15. 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 up-dation 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.
16. Route Map for the venue of the ensuing Annual General Meeting of the Company is provided with the Notice of AGM.
17. All documents referred to in the accompanying notice and the explanatory statements are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays & Public holiday, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.



18. Members who have not registered their E-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
19. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut of date 19th September, 2019.
20. Pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and Secretarial Standards issued by the Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Directors of the Company seeking re-appointment along with the details of other Directorships, memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se is set out in the Brief Resume appended to this Notice.
21. The Notice of the AGM and instructions for remote e 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.
22. The Members who have not yet registered their e-mail addresses are requested to register the same with RTA / Depositories. Members, who want to receive hard copies of all the communication, have to make a specific request to the Company by sending a letter in hard form in this regard to the RTA or the Company.
23. Mrs. Kumudini Paranjape, partner of M/s Makarand M Joshi & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer the voting and remote e-voting process in a fair and transparent manner.
24. 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 "remote e-voting" or "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.
25. 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 make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favor 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 forth with.
26. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NSDL the results shall simultaneously be communicated to both the Stock Exchanges.
27. **E-Voting process**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, the Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through National Securities Depository Limited (NSDL) 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 22nd Annual General Meeting of the Company, dated 09th August, 2019 (the AGM Notice).

The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 22nd 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 Mrs. Kumudini Paranjape, partner of M/s Makarand M Joshi & Co., Practicing Company Secretaries 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 19th September, 2019 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. 19th September, 2019 only.

28. The remote e-voting period begins on 22nd September, 2019 (09.00 A.M) and ends on 25th September, 2019 (05.00 P.M). 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. 19th September, 2019 may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting after 5.00 p.m. on 25th September, 2019.



I. PROCEDURE & INSTRUCTION FOR E-VOTING:

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. 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.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****.
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***

6. Your password details 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, your ‘initial password’ is communicated to you on your postal address.
7. 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.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. 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 kumudiniparanjape@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 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.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. 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., 19th September, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
5. 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.
6. Mrs. Kumudini Paranjape, partner of M/s Makarand M Joshi & Co., Practicing Company Secretaries 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.
7. 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.
8. 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 NSDL 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.