E·LAND
APPAREL

Date: September 07, 2016

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

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

Dear Sir,

Sub: Notice of the 19th Annual General Meeting.

The 19th Annual General Meeting (AGM) of the Company will be held on **Friday 30th September, 2016** at 10.00 a.m. at Bay Leaf Banquet Hall, Shop No 67, 68, 69, Saraf Choudhary Nagar, Thakur Complex, Opposite Sarodev Hospital, Kandivali (East), Mumbai - 400101.The Notice of AGM is attached.

You are requested to take the note of above.

Thanking You,

Yours faithfully,

For E-Land Apparel Limited

AshitoshSheth
Company Secretary
Membership No.A25997

Attached A/a

NOTICE

NOTICE is hereby given that the 19th 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 30th day of September, 2016 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, 2016 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 consider appointment of Statutory Auditors of the Company and in this regard if thought fit, to pass, the following resolution as an Ordinary Resolution.

   "**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors Rule, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to recommendation made by the Audit Committee, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants having Firm Registration No.117366W/W-100018 , Mumbai, be and are hereby appointed as Statutory Auditors of the Company in place of Statutory Auditors M/s. S R B C & CO LLP, Chartered Accountants, having having FRN. 324982E, who shall hold office from the conclusion of ensuing 19th Annual General Meeting for a term of five consecutive years till the conclusion of 24th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting) and the Board be and is hereby authorized to fix the remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out of pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS

4. Approval for Material Related Party Transactions

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)and as per regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to enter into a contract for purchase / sale of goods /providing services with following related parties for a period as per details given here-in-below:

Name of the Related parties	Relation	Terms of Contract	Nature of Contract	Monetary value
E-Land Fashion India Pvt. Ltd.	Fellow Subsidiary	a. 01.04.2015 to 30.09.2019	a. Purchase of goods	Upto Rs. 30 crores p.a.
		b. Tenure of loan (i.e. upto 30th September, 2022)	b. Corporate guarantee to be provided by E-Land Apparel Limited	Upto Rs. 400 Crores
		c. Tenure of loan (i.e. upto 30th September, 2022)	c. Corporate guarantee to be received by E-Land Apparel Limited	Upto Rs. 60 Crores
E-Land World Co. Ltd.	Ultimate Holding	01.04.2015 to 30.09.2019	a. Sale of goods	Upto Rs. 70 crores p.a.
			b. Purchase of Dyes, Chemicals & Accessories	Upto Rs. 1 crore p.a.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution and are authorized to delegate all or any of the power herein conferred, to any other officer(s)/ authorized representative(s) of the Company."

5. Appointment of Mr. Kwang Hyuck Choi 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 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of Articles of Association of the Company and subject to approval of the Central Government and such other authority as may be required, the appointment of Mr. Kwang Hyuck Choi (DIN: 02229626) as Managing Director of the Company for a period of 3 (three) years with effect from 27th June, 2016 on the following terms and conditions be and is hereby approved:

I. Period: w.e.f. 27th June, 2016 till 26th June, 2019;

II. Remuneration payable:

(A) Salary: Rs. 5,50,000 (Rupees Five Lakhs Fifty Thousand only) per month including all perquisites, performance related incentives and allowances, with a power to the Board of Directors to increase the same upto Rs. 9,50,000 (Rupees Nine Lakhs Fifty Thousand only) per month;[H1]

(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. Kwang Hyuck Choi as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

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 the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution."

By Order of the Board of Directors

Ashitosh Sheth
Company Secretary
Membership Number: A25997

Date: 12th August, 2016
Place: Mumbai

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. 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. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.

9. 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), E – 2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 and are further requested to always quote their Folio Number in all correspondences with the Company.

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 atleast 7 days before the meeting to enable the Company to keep the information ready.

13. 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 2008-2009 is due for transfer to the IEPF by 5th December, 2016 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.

14. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voting Card etc., having photo identity) while attending the meeting.

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 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.

16. Route Map for the venue of the ensuing Annual General Meeting of the Company is given in the Annual Report.

17. The Notice of the AGM and instructions for remote evoting, 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.

18. **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 19th Annual General Meeting of the Company, dated 12th August, 2016 (the AGM Notice).

The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 19th 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, 23rd September, 2016 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, 23rd September, 2016 only.

19. The remote e-voting period begins on 27th September, 2016 (09:00 am) and ends on 29th September, 2016 (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. 23rd September, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 29th September, 2016.

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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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.

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 on or after 30th June 2016. 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 30th September, 2016.

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 23rd September, 2016.

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. 23rd September, 2016, 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. Kwang Hyuck Choi**
DIN	02229634	02229626
Date of Birth	19th March, 1971	3rd October, 1961
Nationality	South Korean	South Korean
Date of Appointment on the Board	7th February, 2012	23rd August, 2011
Designation	Whole Time Director	Whole Time 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 :	45,91,734	45,41,988
No of Board Meetings attended:	4	1

Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 3

The explanatory statement for this item is being provided voluntarily though strictly not required as per Section 102 of the Companies Act, 2013 ("the Act").

The Members are informed that M/s. S R B C & CO LLP, Chartered Accountants, Statutory Auditors of the Company have expressed their unwillingness to be re-appointed as Auditors of the Company from the conclusion of the Annual General Meeting of the Company.

Hence, the Board of Directors of the Company on the recommendation of Audit Committee at its meeting held on 12th August, 2016 has appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), Mumbai, as Statutory Auditors of the Company, subject to the approval of the members of the Company at this Annual General Meeting.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, being eligible, have indicated their willingness to serve as Statutory Auditors of the Company, if appointed at this Meeting. Their appointment as Statutory Auditors, if approved, by the members of the Company, will take effect from the conclusion of this Annual General Meeting. Further, as required under the provisions of Sections 139 and 141 of the Act, M/s. Deloitte Haskins & Sells LLP, have confirmed that their appointment, if made at this Annual General Meeting, shall be in accordance with the provisions of the Act, Chartered Accountants Act, 1949 and the rules and regulations made there under.

None of the Directors / Key Managerial Personnel of the Company / their respective relatives is in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the Notice.

The Board recommends the ordinary resolution set forth at item no. 3 of the Notice, for the approval of the members of the Company.

Item No. 4:

The Company had already obtained the required approval of Shareholders on 14th January, 2015 through Postal Ballot.

However, as per Regulation 23 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as "the Listing Regulations") all existing material related party contracts or arrangements entered into prior to the date of notification of the Listing Regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of the Listing Regulations.

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations, approval of members by Ordinary Resolution is required for all material transactions with related parties.

All the transactions put up for approval are in the ordinary course of business and at arm's length. Since the transactions are repetitive in nature and considering the large volume of the transactions, the contracts / arrangements /transactions are material in nature and hence require the approval of the members of the Company by way of an ordinary resolution.

In view of the same, the details of the said transactions are as under:

Name of the Related parties	Relation	Terms of Contract	Nature of Contract	Monetary value
E-Land Fashion India Pvt. Ltd.	Fellow Subsidiary	a. 01.04.2015 to 30.09.2017	a. Purchase of goods	Upto Rs. 30 crores p.a.
		b. Tenure of loan (i.e. upto 30th September, 2022)	b. Corporate guarantee to be provided by E-Land Apparel Limited	Upto Rs. 400 Crores
		c. Tenure of loan (i.e. upto 30th September, 2022)	c. Corporate guarantee to be received by E-Land Apparel Limited	Upto Rs. 60 Crores
E-Land World Co. Ltd.	Ultimate Holding	01.04.2015 to 30.09.2017	a. Sale of goods	Upto Rs. 70 crores p.a.
			b. Purchase of Dyes, Chemicals & Accessories	Upto Rs. 1 crore p.a.
Any other relevant information		The transactions are repetitive in nature.		

As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on the resolution wherein approval of material Related Party Transactions is sought from the members. Accordingly, all related parties of the Company, the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are, in any way, deemed to be concerned or interested financial or otherwise in the said resolution except to the extend of their shareholding in the Company.

Your Directors recommend Resolution No. 4 as an Ordinary Resolution for approval by the unrelated members.

Item No. 5:

Mr. Kwang Hyuck Choi, a Korean National, aged about 55 years is a Graduate in Textile Engineering (BS) from Soong Sil University. He has vast experience in the General Management in Overseas Production.

Mr. Choi was re-appointed as Whole-Time Director of the Company w.e.f. 30th September, 2014 for a period of three years and his tenure expired on 29th September, 2017. Taking in view his vast experience in the Garmenting activities and in handling the Garment Division of the Company since his appointment and as recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 27th June, 2016 appointed him as Managing Director of the Company for a further period of three years with effect from 27th June, 2016 to 26th June, 2019 on the terms and conditions as detailed in the resolution as set out in item no. 5 of this notice, subject to approval of members of the Company and the Central Government.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 5 of the Notice for your approval.

Except Mr. Kwang Hyuck Choi, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

ADDITIONAL INFORMATION FOR ITEM NOS. 4

The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

I.	**General Information**			
(1)	Nature of industry	The Company is engaged in the business of manufacturing and export of fashion garments.		
(2)	Date or Expected date of commencement of commercial production	The company is an existing company and is in operation for commercial production since 31st March, 1997.		
(3)	In case of new companies, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	Not applicable as the Company is an existing Company.		
(4)	Financial performance based on given indicators			(Rs. In Lakhs)
	Particulars	**FY 2013-14 (Amount is Rs.)**	**FY 2014-15 (Amount is Rs.)**	**FY 2015-16 (Amount is Rs.)**
	Sales (Gross)	32,183.48	17,503.16	23,454.56
	Loss Before Tax & Extra-Ordinary Item	(11,623.00)	(1,845.89)	(1376.75)
	Loss After Tax & Exceptional Item	(1,333.44)	(3,902.34)	(1867.12)
	Shareholders Fund	(10,839.02)	(16,415.16)	(18580.83)
	Rate of Dividend on Equity	-	-	-
(5)	Foreign investments or collaborations, if any	Nil		
II.	**Information about the appointee Mr. Kwang Hyuck Choi**			
(1)	Background details	Mr. Kwang Hyuck Choi, a Korean National, aged about 55 years is a Graduate in Textile Engineering (BS) from Soong Sil University. He has vast experience in the General Management in Overseas Production. Mr. Choi is holding the position of Whole-Time Director in E-Land Apparel Limited w.e.f. 30thSeptember, 2011.		
(2)	Past Remuneration	Rs. 45,41,988 p.a. as a Whole-Time Director of E-Land Apparel Limited.		
(3)	Recognition or awards	N.A.		
(4)	Job profile and his suitability	Mr. Choi has been appointed as the Whole-Time Director by the Board of Directors and is in Charge of the Garment Division of the Company. Mr. Choi has a vast experience of the Garmenting Activities in his past employment in E-Land Group in Korea.		
(5)	Remuneration proposed	Rs. 5,50,000/- per month as Managing Director since 27th June, 2016, with a power to the Board of Directors to increase the same upto Rs. 9,50,000 (Rupees Nine Lakhs Fifty Thousand only) per month.		
(6)	Comparative remuneration profile with respect to industry, size of Company, profile of the position and person	At par with the industry standards in which the Company operates.		
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Other than the remuneration stated above, Mr. Choi has no other pecuniary relationship directly or indirectly with the Company.		
III.	**Other information**			
(1)	Reasons of loss or inadequate profits	Due to unfavorable market conditions, Global recession, High input cost, inflationary trend, the Company could not achieve high levels of profits.		
(2)	Steps taken or proposed to be taken for improvement	The Company has taken cost cutting and restructuring measures to improve profitability.		
(3)	Expected increase in productivity and profits in measurable terms	The Company hopes increase in revenue and profits by improved margins in coming years.		