



E-LAND APPAREL LIMITED

CIN: L17110MH1997PLC106945

Registered Office: Office No. 404, 4th Floor, Western Edge – I, Western Express Highway, Magathane, Borivali (East), Mumbai-400 066. Tel.: 022-40972600; Fax: 022-40972601

Website: www.elandapparel.com, Email: investor@elandapparel.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out in this notice are proposed to be passed by Postal Ballot /electronic voting (e-voting). The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolutions setting out the material facts and reasons thereof are annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai (C.P. No. 3531), as Scrutinizer for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions given overleaf the postal ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer at Bigshare Services Private Limited, C/o E-Land Apparel Limited, E/2, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai-400072, India on or before 5.00 p.m. on Wednesday, 22nd March, 2017 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

The Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility to its Members as an alternative mode to cast their votes electronically, instead of replying in physical Postal Ballot Form through post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility. It may be noted that e-Voting is optional. In case a member votes through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting facility and sends his vote through physical vote also, the vote cast through e-voting facility shall only be considered and the voting through physical Postal Ballot will not be considered by the Scrutinizer. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of the Postal Ballot Forms received in electronic and physical modes. The result of the voting will be declared by the Managing Director or Whole Time Director or by such other person as may be authorized by him, in writing on Friday, 24th March, 2017 by 5:00 p.m. at the Registered Office of the Company and will be communicated to the Stock Exchanges, Central Depository Services (India) Limited (CDSL) and shall also be displayed on the Company's website at www.elandapparel.com.

PROPOSED RESOLUTIONS:

ITEM NO.1:

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM STATE OF MAHARASHTRA TO STATE OF KARNATAKA

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

"RESOLVED THAT pursuant to the provisions of Section 12,13 and other applicable provisions, if any, of Companies Act, 2013 ('the Act'), read with Companies (Incorporation) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to approval of Regional Director or the Central Government and such other authority and subject to such approvals, permissions and sanctions, as may be required from time to time under the provisions of the Act or any other law for the time being in force, consent of Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from State of Maharashtra (Mumbai) to State of Karnataka (Bengaluru) and that Clause II of Memorandum of Association of company be substituted and replaced as under:

II. The Registered Office of the Company will be situated in the State of Karnataka.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from '404, Western Edge -1, Western Express Highway, Borivali (East), Mumbai - 400 066, Maharashtra' situated under the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai to '16/2B, Sri Vinayaka Industrial Estate, Singasandra, near Dakshin Honda Showroom, Hosur Road, Bengaluru – 560068 situated under the Jurisdiction of Registrar of the Companies, Karnataka, Bengaluru.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors (hereinafter called the 'Board', which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or Company Secretary, of the company be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take all such steps and to do such acts, deeds and things as they may deem necessary and expedient or incidental for the purpose of giving effect to this resolution."

ITEM NO.2:

MAINTENANCE OF THE REGISTER OF MEMBERS AND OTHER STATUTORY REGISTERS AT A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 94 and other applicable provisions if any, of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to keep and maintain the Register of Members, the Index of Members and other statutory registers to be maintained under Section 88 of the Act and the copies of all annual returns and copies of certificates and documents to be maintained under Section 92 of the Act at the Corporate Office of the Company currently situated at Office No. 404, 4th Floor, Western Edge – I, Western Express Highway, Magathane, Borivali (East), Mumbai – 400066, in the State of Maharashtra instead of the Registered Office of the Company at Bengaluru in the State of Karnataka (i.e. place other than Registered Office where the Registers, returns and other documents are proposed to be kept).

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matter related thereto"

ITEM NO.3:

SALE OF AN UNDERTAKING U/S SECTION 180(1)(a) OF COMPANIES ACT, 2013 TO PROSPECTIVE BUYER(S)

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other provisions, if any, of Companies Act, 2013, read with applicable rules if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of the Articles of Association of the Company and subject to such other applicable statutes and regulations and such other requisite approvals, consents and clearance from the Company's Lenders, CDR, and/ or other Institutions or bodies, statutory authorities, if and wherever necessary, and as may be required, consent of the Members of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (the 'Board', which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, assign, transfer, convey and deliver the assets (used machineries) at Unit 2 and 3 located at 40, Baspura Road, Electronic City Post, Begur Hobli, Bengaluru- 560010 including certain identified employees of the Company and for such consideration as decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government / Quasi Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

Place: Mumbai
Date: 14/02/2017

SUNITA KANUNGO
Company Secretary
Mem. No.: A16678

NOTES:

1. The statement pursuant to Section 102 of the Act stating all material facts and reasons for the proposed resolutions is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday 10th February, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members, whose email ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed Business Reply Envelope.
3. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
4. Member(s) can opt for only one mode for voting i.e. either by physical ballot or e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms shall be treated as invalid.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investor@elandapparel.com. The Registrar and Share Transfer Agents / Company shall forward the same along with self-addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday 10th February, 2017.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically through the e-voting facility arranged by CDSL. The e-voting facility is available at the link <https://www.evotingindia.com>. The instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. on Wednesday, 22nd March, 2017. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. on Wednesday, 22nd March, 2017, it will be considered as if no reply from the Members has been received.
10. The Scrutinizer will submit his report to the Managing Director of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Managing Director or Whole Time Director or by such other person as may be authorized by him in writing on Friday, 24th March, 2017 by 5.00p.m. at the Registered Office of the Company and shall also be displayed on the Company's website at www.elandapparel.com and communicated to the Stock Exchanges and Central Depository Services (India) Limited (CDSL) on that date.
11. The resolutions, if passed, by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Wednesday, 22nd March, 2017.
12. All the material documents referred to in the Statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 22nd March, 2017.

VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on resolution set forth in the Notice of Postal Ballot dated 14th February, 2017. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link www.evotingindia.com.

The procedure and instructions for e-voting are as follows:

- 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:

| | |
|--|--|
| PAN | <p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

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 cast 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 **C-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 Postal Ballot 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 and 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.

- Institutional Members (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 of Postal Ballot dated 14th February, 2017

General:

(a) In case of any queries regarding e-voting you may refer to the 'user manual for Members to cast their votes' available at www.evotingindia.com under 'HELP'.

(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.

© The e-voting period commences on Tuesday, 21st February, 2017 (09:00 a.m.) and ends on Wednesday, 22nd March, 2017 (05:00 p.m.). During the e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of

Friday 10th February, 2017 may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

- (d) The voting rights of the Members 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 10th February, 2017
- (e) CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Registered Office of the Company is presently situated in State of Maharashtra at Office No. 404, 4th Floor, Western Edge – I, Western Express Highway, Magathane, Borivali (East), Mumbai-400 066. However, all the garment manufacturing units and the majority of the Company's business is operated from Bengaluru. Thereby, it will be prudent to shift the Registered Office from Maharashtra (Mumbai) to Karnataka (Bengaluru) to enable the Company to handle its business activities more efficiently and run its business more economically and conveniently.

The Registered Office of the Company will be shifted from 'Office No. 404, 4th Floor, Western Edge – I, Western Express Highway, Magathane, Borivali (East), Mumbai-400 066, Maharashtra' situated under the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai to '16/2B, Sri Vinayaka Indl, Estate, Singasandra, Near Dakshin Honda Showroom, Hosur Road, Bengaluru-560068, (Karnataka)' situated under the jurisdiction of Registrar of Companies, Karnataka. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12 and 13 of the Companies Act 2013 read with Rules made thereunder, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Regional Director/Central Government.

The altered copy of Memorandum of Association of the Company will be available for inspection at the registered office of the Company to any member during any working day between 11:00 a.m. and 1:00 p.m.

The Board recommends the special resolution as set out at item no 1 of the notice for approval of Members.

None of the Directors, Key Managerial Personnel of the Company or relatives of directors, Key Managerial Personnel are deemed to be concerned or interested financially or otherwise in the said resolution.

ITEM NO.2

The Registered office of the Company is currently situated at Mumbai. The Registered Office of the Company will be shifted from Mumbai to Bengaluru. Subject to passing of Resolution at Item No. 1 of this notice however, certain banking and administrative operations will continue to remain in Corporate Office i.e. Mumbai.

In terms of provisions of Section 94 of Companies Act, 2013 every company is required to keep the statutory registers at the registered office of the Company unless a Special resolution of Members is passed authorizing the keeping of register at any other place in India in which more than one tenth of the total members entered in the register of member's reside.

In the interest of operational and administrative convenience, it is proposed to maintain the Register of Members, Index of Members and copies of annual returns and other Statutory Registers at the Company's Corporate Office, Mumbai Maharashtra, a place other than its Registered Office. Approval of Members is required under section 94 of the Companies Act, 2013 for effecting change in the place at which the Register and Index of Members etc are to be kept.

The Board recommends the special resolution as set out at item no 1 of the notice for approval of Members.

None of the Directors, Key Managerial Personnel of the Company or relatives of directors, Key Managerial Personnel are deemed to be concerned or interested financially or otherwise in the said resolution.

ITEM NO.3

As per the provisions of Section 180 (1)(a) of the Companies Act, 2013, (the Act), the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the Members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of Companies Act, 2013 is an undertaking in which the investment of the Company exceeds twenty percent of its net worth as per the Audited Balance Sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the Company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the Audited Balance Sheet of the preceding financial year.

Accordingly, it is proposed to authorize the Board to sell, assign, transfer, convey and deliver the certain identified Business Assets including used Machineries and other assets at Unit 2 and 3 located at 40, Baspura Road, Electronic City Post, Begur Hobli, Bengaluru- 560010 including identified employees of the Company for such consideration as decided by the Board of Directors of the Company.

The Board recommends the special resolution as set out at item no. 3 of the notice for approval of Members.

None of the Directors, Key Managerial Personnel of the Company or relatives of directors, Key Managerial Personnel are deemed to be concerned or interested financially or otherwise in the said resolution.

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

Place: Mumbai
Date: 14/02/2017

SUNITA KANUNGO
Company Secretary
Mem. No.: A16678