

ELITECON INTERNATIONAL LIMITED

FORMERLY KASHIRAM JAIN AND COMPANY

Regd. Off: Lachit Nagar S. R. B. Road Guwahati Assam - 781007

CIN: L70100AS1987PLC002828, Phone:- 9748261867

Email Id: admin@eliteconinternational.com Website: www.eliteconinternational.com

POSTAL BALLOT NOTICE

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

To,
The Members,
Elitecon International Limited

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the Members of Elitecon International Limited ("**the Company**") by means of Postal Ballot, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Companies (Management and Administration) Rules 2014 ("**the Rules**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The explanatory statement pursuant to Sections 102 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration. The said notice, alongwith Postal Ballot Form, has also been placed on the Company's website www.eliteconinternational.com for perusal of Members.

The Board of Directors of the Company, at its meeting held on November 10, 2020, has appointed M/s. Richa Dhamija & Company, Practicing Company Secretaries (M No. F9776), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and signatures at the designated place in the Postal Ballot Form and return the same in original duly completed in enclosed self-addressed, Business Reply Envelope (if posted in India) so as to reach the Scrutinizer not later than the close of business hours i.e., 5.00 P.M.(IST) on Thursday, December 31, 2020. Please note that Postal Ballot Form(s), received after the said date shall be deemed invalid.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company or in his absence to the Managing Director. Thereafter the results of the Postal Ballot would be announced by the Managing Director of the Company on or before Saturday, January 2, 2020 at the Registered office of the Company. The aforesaid result will be communicated to the BSE Limited, Registrar and Share Transfer Agent and will also be displayed on the Company's website. www.eliteconinternational.com

SPECIAL BUSINESS(ES)

Item No. 1

Shifting of Registered Office of the Company from the State of Assam to the State of Haryana

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 all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the state of Assam to the State of Haryana and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

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

Resolved further that the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

Registered Office:
Lachit Nagar S. R. B. Road
Guwahati Kamrup Assam 781007
CIN: L70100AS1987PLC002828
E-mail id:- admin@eliteconinternational.com

By the Order of Board
Elitecon International Limited

Sd/-
Avaiz Ali
Managing Director

Place: Guwahati
Date: 20.11.2020

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith along with Postal Ballot Form.
2. The Board of Directors of the Company ("the Board") at its meeting held on Tuesday, November 10, 2020 has appointed M/s. Richa Dhamija & Company, Practicing Company Secretaries (M No. F9776), to act as "The Scrutinizer" for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members and List of Beneficial Owners as received from National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, November 20, 2020 (cut-off date).
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 20, 2020 be considered for the purpose of voting.
5. A Member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer on or before close of business hours i.e. 5.00 P.M. (IST), on Thursday, December 31, 2020. Envelope containing Postal Ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. However, the Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.
6. Member cannot exercise his vote by proxy on Postal Ballot.
7. Copy of relevant documents referred in this notice and the accompanying Explanatory Statement are open for inspection at the registered Office of the Company on any working day, except Saturdays, Sundays and Public Holidays between 11.00 A.M (IST) and 2.00 P.M (IST) upto the last date of voting under Postal Ballot.

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 110 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed by postal ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made from Tuesday, December 01, 2020 to Thursday, December 31, 2020 and the members who have not cast their vote by remote e-voting shall be able to exercise their right for vote through ballot paper.
- III. **The process and manner for remote e-voting are as under:**
 - i) The remote e-voting period commences Tuesday, December 01, 2020 at 9:00 a.m. and ends on Thursday, December 31, 2020 at 5:00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 20, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.
- vii) 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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 serial 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.

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant < **ELITECON INTERNATIONAL LIMITED** > on which you choose to vote.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- xvii) 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.
- xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer 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 or contact them at 1800 200 5533.
1. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at hricha.dhamija@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before December 31, 2020 upto 5:00 p.m. without which the vote shall not be treated as valid.
 2. The voting rights of 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 November 20, 2020. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
 3. The shareholders shall have one vote per equity share held by them as on the cut-off date of November 20, 2020. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
 4. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 20, 2020 and not casting their vote electronically, may cast their vote by Postal ballot.
 5. Postal Ballot Notice along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 6. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. November 20, 2020 are requested to send the written/email communication to the Company at kjcl002828@yahoo.in by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 7. Ms. Richa Dhamija, Practicing Company Secretary, (C.P No. 12099) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and Postal Ballot in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of ending of Postal Ballot receiving on December 31, 2020, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if

any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

8. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014.
9. The Chairman shall, at the Voting by E-voting and Postal Ballot, 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 registered office but have not cast their votes by availing the remote e-voting facility.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.eliteconinternational.com and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed viz. The Calcutta Stock Exchanges Ltd and Bombay Stock exchange.
11. Upon completion of scrutiny of the Postal Ballot voting, the Scrutinizer will submit his report to the Chairman or in his absence to the Managing Director. The results will be declared on or before Saturday, January 02, 2020 at the Corporate Office of the Company and the Resolutions, if passed by the seventy five percentage (75%) majority shall be deemed to have passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms. The last date specified by the Company for receipt of duly completed Postal Ballot Forms shall be deemed to be the date of the General Meeting convened in that behalf. The results of the Postal Ballot shall also be communicated to Stock Exchange where the Company's shares are listed. The result will also be put up on the Company's website.

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CIN: L70100AS1987PLC002828
E-mail id:- admin@eliteconinternational.com

By the Order of Board
Elitecon International Limited

Sd/-
Avaiz Ali
Managing Director

Place: Guwahati
Date: 20.11.2020

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

Item No. 1:

As per provisions of Section 12(5) of the Companies Act, 2013, shifting of registered office of a Company outside the local limits of any city or town requires approval of shareholders by way of special resolution.

With a view to improve co-ordination and communication for ease of management, the Board of directors considered that subject to approval of shareholders, the registered office of the Company be shifted to Shop No. 7, Second Floor Ashok Vihar, Phase-2, Gurgaon, Haryana 122017 India. Since, the proposed location is Guwahati in state of Assam and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to Shop No. 7, Second Floor Ashok Vihar, Phase-2, Gurgaon, Haryana 122017.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the

proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 1 as set out in this Notice.