

ELCID INVESTMENTS LIMITED

CIN: L65990MH1981PLC025770

Regd. Office: 414 Shah Nahar (Worli) Industrial Estate, 'B' Wing, Dr. E Mosses Road, Worli, Mumbai – 400 018

Email: vakilgroup@gmail.com, Website: www.elcidinvestments.com

Tel No.: 022 66625602 Fax No.: 022 66625605

POSTAL BALLOT NOTICE

(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, pursuant to 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), to transact the following business as set out below through Postal Ballot and voting by electronic means.

The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof alongwith Postal Ballot Form and postage prepaid self-addressed Envelope are annexed herewith for your consideration.

The Board of Directors has appointed CS Manish Baldeva (FCS 6180), Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, as the Scrutinizer for conducting the postal ballot including e-voting in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to read carefully the instructions printed overleaf the Postal Ballot Form and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope. Postage will be borne by the Company. Postal Ballot Form(s), if send by courier or by registered post/speed post at the expenses of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer by not later than 5.00 p.m. on Sunday, 21st May, 2017 at the Company's Registered Office at 414 Shah Nahar (Worli) Industrial Estate, 'B' Wing, Dr. E Mosses Road, Worli, Mumbai – 400 018, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section to opt for e-voting as per the instructions.

The Scrutinizer will submit his report to the Chairman of the Company or such other person as may be authorized by the Chairman after the completion of the Scrutiny of the Postal Ballot Forms and e-voting. The result of postal ballot process shall be declared on 23rd May, 2017 at 4.00 p.m. and communicated to BSE Limited, Central Depository Services (India) Limited (CDSL) and shall also be displayed on the Company website at www.elcidinvestments.com.

Proposed Resolutions:

ITEM NO 1: ADOPTION OF NEW SET OF ARTICLES:

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

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

ITEM NO 2: APPOINTMENT OF M/S. LINK INTIME INDIA PVT. LTD AS REGISTRAR AND SHARE TRANSFER AGENT (RTA) OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Regulation 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded to the Board of Directors for appointing M/s. Link Intime India Private Limited as the Register and Share Transfer Agent of the Company on such remuneration as may be decided by the Board in consultation with the Registrar from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”

ITEM NO 3: CHANGE OF PLACE OF KEEPING OF REGISTER AND INDEX OF MEMBERS, RETURNS, ETC.:

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

“RESOLVED THAT pursuant to the provisions of Section 88, 94 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, consent of the Company be and is hereby accorded to keep the Register and Index of Members and returns under section 92 of the Companies Act 2013 together with the copies of certificates and documents required to be annexed thereto at the office of the Registrar and Share Transfer agent of the Company viz. M/s. Link Intime India Private Limited, at their office situated at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400083 or at such other place / office of the said Registrar instead of Registered office of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR ELCID INVESTMENTS LIMITED**

**VARUN VAKIL
CHAIRMAN**

Date: 13th April 2017

Place: Mumbai

Registered Office:

414 Shah Nahar (Worli) Industrial Estate,
‘B’ Wing, Dr. E Mosses Road,
Worli, Mumbai – 400 018

Notes:

1. A statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts and the reasons is annexed herewith.
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102 of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members as on 13th April 2017.
4. Resolution passed by the Members through postal ballot is deemed to be passed as if it has been passed at a General Meeting of the Members.
5. 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.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate thereof, he or she may send an e-mail to vakilgroup@gmail.com.
7. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by CSDL. The instructions for e-voting are annexed to this notice.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on 23rd May, 2017 at 4.00 p.m. at the Registered Office of the Company and shall also be displayed on the Company’s website www.elcidinvestments.com and communicated to BSE Limited, CDSL on that date.
10. The date of declaration of the result of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

E-VOTING INSTRUCTIONS:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the 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 13th April, 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 <https://www.evotingindia.com>.

(A) Procedure/Instructions for e-voting are as under:

- (i) The Shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” Tab.
- (iii) Now Enter your User ID: Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are a first time user follow the steps given below:

	For Members holding shares Physical Form
PAN	<ul style="list-style-type: none">• 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 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)	<ul style="list-style-type: none">• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the company records in order to login.• If both the details are not recorded with the company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Members holding shares in physical form will then directly reach the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant ELCID Investments Ltd. on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) **Shareholders 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.**

(xi) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 a Compliance User 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 linked in the login should be emailed 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.

(B) General

- (i) 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.
- (ii) If a Member is already registered with CDSL for e-voting then you can use existing user ID and password for casting your vote.
- (iii) The e-voting period commences on Saturday, 22nd April, 2017 (9.00 a.m.) and ends on Sunday, 21st May, 2017 (5.00 p.m.). During the e-voting period, members of the Company, holding shares in physical form, as on the cut-off date of 13th April 2017, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (iv) The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 13th April, 2017.
- (v) CS Manish Baldeva (FCS 6180), Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (vi) The Scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (vii) The Results of the e-voting along with the scrutinizer’s report shall be placed on the Company’s website www.elcidinvestments.com and on the website of CDSL immediately after the result is declared by the Chairman.

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

Item No.1

The present Articles of Association (“AoA”) of the Company are based on the Companies Act, 1956. The Companies Act, 2013 is now in force and with its coming into effect, several Articles of the existing AoA of the Company require alterations, modifications or deletions. Given this position, it is considered to be appropriate and expedient to wholly replace the existing AoA by a new set of AoA.

The existing regulations of the Articles of Association are proposed to be replaced by the new set of Articles of Association as per the requirements of Table F of the First Schedule in the Companies Act 2013.

The proposed new draft of the AoA is being uploaded on the Company’s website. The members of the Company can also obtain a copy of the same at the Registered office of the company.

The Board of Directors of the Company recommends the Special Resolution as set out at item no.1 of the Postal Ballot Notice for amendment of the AoA of the Company for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Special Resolution as set out in the Postal Ballot Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 2

The Company is listed on the BSE Limited (BSE) and is in the process for Dematerialisation of its shares as per the Regulation 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. For this purpose, the Company will be applying for International Securities Identification Number (ISIN) from Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL).

Currently the shares of the Company are held in physical mode the members register is being managed in house by the Company itself. Pursuant to the Dematerialisation process it would be necessary to appoint Registrar and Transfer Agent to maintain the Register of Members as well as to deal with all transfer / transmission related activities. It is therefore thought advisable in the interest

of the Company to appoint M/s. Link Intime India Private Limited as the Company's Registrar & Transfer Agent for obtaining the RTA Connectivity from CDSL & NDSL and to act as the Registrar & Transfer Agent on behalf of the Company.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at item no.2 of the Postal Ballot Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in the Postal Ballot Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 3

The Company has proposed to dematerialize its shares and appoint M/s. Link Intime India Private Limited as the Company's Registrar & Transfer Agent under Item no. 2 of this notice. If appointed, M/s. Link Intime India Private Limited shall maintain the register of members, index of members and returns under section 92 of the Companies Act 2013 and the same shall not be available at the registered office of the Company.

The Board of Directors of the Company recommends the Special Resolution as set out at item no.3 of the Postal Ballot Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Special Resolution as set out in the Postal Ballot Notice, except to the extent of their shareholding, if any, in the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR ELCID INVESTMENTS LIMITED**

**VARUN VAKIL
CHAIRMAN**

Date: 13th April 2017
Place: Mumbai

ELCID INVESTMENTS LIMITED

CIN: L65990MH1981PLC025770

Regd. Office: 414 Shah Nahar (Worli) Industrial Estate, 'B' Wing, Dr. E Mosses
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POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

SERIAL NO. _____

- 1) Name of the First Member(s)/Beneficial Owner(s),
(IN BLOCK LETTERS) :
- 2) Name(s) of the Joint Holder(s), if any :
- 3) Postal Address :
- 4) Registered Folio No. :
- 5) No. of shares :

I/we hereby exercise my/our vote(s) in respect of the resolutions to be passed through postal ballot for the business stated in the notice of postal ballot issued by the Company dated 13th April, 2017 by recording, my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Item No.	Particulars	No. of Shares held	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Special Resolution u/s 14 of the Companies Act, 2013 for Adoption of new Articles of Association of the Company.			
2.	Ordinary Resolution for appointment of M/s. Link Intime India Private Limited as Registrar & Transfer Agent of the Company.			
3.	Special Resolution for change of place of keeping Register and Index of Member and returns at the place of Registrar of Share Transfer Agent.			

Place: Mumbai

Date: 13th April 2017

(Signature of the Member)

General Instructions

1. Members have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a member has opted for Physical Postal Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Members cast their vote through both physical Postal Ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through physical Postal Ballot shall be treated as invalid.
2. The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members as on 13th April, 2017 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
3. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.

Instructions for voting physically in Postal Ballot Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Manish Baldeva (FCS 6180), Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane and send the same so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours (i.e. 5.00 p.m.) on 22nd May, 2017. Any postal ballot form received after this date will be strictly treated as if the reply from such member has not been received.
2. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Postal Ballot Form for every folio irrespective of the number of joint holders.
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.