

ELLORA TRADERS LIMITED

Registered Office: 16/95, The Mall, Kanpur, Uttar Pradesh -208001

Corporate Identification No. (CIN) - L27101UP1985PLC007436

Tel: +0512 2378314; E-mail: ellora.traders@rediffmail.com;

Website: www.elloratraders.com

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of M/s. Ellora Traders Limited will be held on Thursday, the 24th day of December, 2020 at 11.30 A.M at the registered office of the Company at 16/95, The Mall, Kanpur, Uttar Pradesh – 208 001, to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Shyam Kumar Pandey (Din: 08430198) who retires by rotation, and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, (including any statutory modification(s) or re- enactment thereof for the time being in force), Mrs. Pratibha Devi Beriwala (DIN - 08927546), who was appointed as an Additional Director of the Company (in the category of Non-Executive Independent Director) w.e.f. 11th November, 2020 in terms of Section 161 of the Companies Act, 2013 and article 92(1) of the Article of Association of the Company and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive period of 5 (five) years from 11th November, 2020 to 10th November 2025.



“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board
For **Ellora Traders Limited**



Susma Shaw

Susma Shaw
Company Secretary

Place: Kanpur
Date: 11th November, 2020

NOTES:

1. In view of the outbreak of COVID-19 Pandemic, the Ministry of Corporate Affairs vide its order no. **ROC/KAN/AGM EXTN. /2020/1105 dated 08.09.2020** granted extension of AGM for the Financial Year ended 31.03.2020 upto 3 Months from the due date by which the AGM ought to have been held.
2. The health of the Shareholders, staff and stakeholders of the Company is of paramount importance to us. In view of the ongoing COVID-19 pandemic the Company shall implement following measures at the Annual General Meeting to safeguard the health and safety of our attending shareholders, staffs and stakeholders of the Company:
 - Compulsory Body temperature checks will be conducted for every attending shareholder of the Company, proxy or other attendee at the entrance of AGM Venue. Any person with a body temperature of over 37.5 degree Celsius will be denied entry into the AGM venue or be required to leave the AGM Venue.
 - Each attendee would be provided with and wear a surgical face mask throughout the AGM and inside the AGM Venue.
 - The Company will maintain safe distance between seats.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**
4. In order to be effective, the instrument appointing Proxies should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. A person can act as a proxy on behalf of not more than fifty (50) members holding in aggregate, not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxies submitted by on behalf of a limited Companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable.
5. Members are requested to notify the Registrar of Company, M/s Skyline Financial Services Pvt. Ltd. at D-153A, Okhla Industrial Area, Phase-I, Delhi- 110020, Ph-011-40450193-97 and 26812682-83, any change in their address.
6. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 3 is annexed hereto.
7. The Register of Members and Share transfer Registers of the Company shall remain closed from Friday, 18th December, 2020 to Thursday, 24rd December, 2020 (both days inclusive).



8. Members desiring any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
9. Information under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed / re-appointed under item no. 2 & 3 of the Notice is annexed hereto.
10. Members/Proxies are requested to bring the copies of Annual Reports and attendance slip to the meeting.
11. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed Companies can be transferred only in dematerialised form w.e.f. 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
12. Corporate members intending to send their authorised representative to attend the Annual General Meeting (AGM) are requested to send certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the AGM.

13. Voting through electronic means and procedure thereof:

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual general Meeting 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 from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depositories Limited (NSDL).

2. The Facility for voting through ballot/polling paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot/polling paper.
3. The notice of 35th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance slip and proxy form is being dispatched to all the Members. The e-voting particulars are provided at the Bottom of Attendance slip for the 35th Annual General Meeting (AGM).



4. The remote e-voting period commences on **21.12.2020 from 9.00 A.M and ends on 23.12.2020 till 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 i.e., Thursday **17th December, 2020**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the NSDL for voting thereafter, once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
5. **The procedure and manner for remote e-voting are as under:**
How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.



c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.



3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to meenachowdhary@ymail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
14. You can also update your mobile number, e-mail id in the user profile detail of the folio which may be used for sending future communication(s).
 15. The voting right of a member shall be in proportion to their shares of paid up equity share capital of the Company as on cut-off date of **17.12.2020**.
 16. Any person who acquire 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. 16.12.2020, may obtain the login ID and password by sending a request at ellora.traders@rediffmail.com or evoting@nsdl.co.in or info@skylinerta.com



17. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
18. A person whose name is recorded in the register of member or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot/polling paper.
19. Ms. Meena Chowdhary, (C.P. No. 16829) Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process as well as voting through polling/ ballot papers in a fair and transparent manner.
20. 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/polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated scrutinizer's report and such report shall then be sent to the Chairman or a person authorized by him within 48 hours from the conclusion of AGM who shall countersign the same and declare the result of the voting forthwith.
22. The results declared along with the report of the scrutinizer shall be placed on the Company's website www.elloratraders.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where Company's shares are listed.



ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Provisions of Section 102(1) of the Companies Act, 2013:

Item No. 3

Pursuant to provision of section 149 of the Companies Act, 2013, every listed public Company is required to have at least one third of total numbers of directors as Independent Directors and one woman director.

Mrs. Pratibha Devi Beriwala (DIN - 08927546), was appointed as an Additional Director (in the category of Non-Executive Independent Director) on the Board upon recommendation of Nomination and Remuneration Committee of Company pursuant to provisions of Section 149, 150 and 152 and 161 of the Companies Act, 2013 read with schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the article 92(1) of the Article of association of the Company, Mrs. Pratibha Devi Beriwala hold office as up to the date of forthcoming Annual General Meeting of the Company and is eligible to be appointed as an Independent Director for a term upto 5 (five) Consecutive years.

It is proposed to appoint Mrs. Pratibha Devi Beriwala, as an Independent Director under section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from 11.11.2020 to 10.11.2025.

Mrs. Pratibha Devi Beriwala, is not disqualified from being appointed as director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as director.

The Company has received declaration from Mrs. Pratibha Devi Beriwala that she meets with the criteria of Independence prescribed under sub section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Pratibha Devi Beriwala fulfils the conditions for appointment as an Independent Director as specified in section 149(6) and schedule IV of the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Pratibha Devi Beriwala is independent of the management. The Board consider that her association would be of immense benefit to the Company and its desirable to avail services of Mrs. Pratibha Devi Beriwala as an Independent Director.

Copy of draft letter of appointment of Mrs. Pratibha Devi Beriwala as an Independent Director would be available for inspection at the registered office of the Company during normal business hours. A brief profile of Mrs. Pratibha Devi Beriwala is provided on page no. 11 of this notice.

Except Mrs. Pratibha Devi Beriwala, none of the directors, Key Managerial Personnel/or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.



The Board Recommends the Ordinary Resolution set out at item no. 3 of the Notice for approval by the members.

By Order of the Board
For **Ellora Traders Limited**



Susma Shaw

Susma Shaw
Company Secretary

Place: Kanpur
Date: 11th November, 2020

Brief Resume of Directors seeking appointment / re-appointment at the 35th Annual General Meeting pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Shyam Kumar Pandey	Mrs. Pratibha Devi Beriwala
Date of Birth	15.03.1967	19.11.1958
Date of Appointment	23.04.2019	11.11.2020
Qualification	B.Com (Hons.)	Graduation
Expertise in specific	16 years' experience in the field of accounts.	8 years' of experience in Business, Administration and Finance
Directorship held in other Listed Companies.	None	None
Membership of Committees of other Listed Companies.	None	None
Relationship between Directors inter-se	None	None

By Order of the Board
For **Ellora Traders Limited**



Susma Shaw

Susma Shaw
Company Secretary

Place: Kanpur

Date: 11th November, 2020

Route Map to the venue of 35th Annual General Meeting of the Company, to be held on Thursday the 24th Day of December, 2020.

Venue: 16/95, The Mall, Kanpur, Uttar Pradesh-208001

