

# **ELITECON INTERNATIONAL LIMITED**

**(FORMERLY KASHIRAM JAIN AND COMPANY LIMITED)**

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

CIN: L70100AS1987PLC002828,

Phone: +91-9871761020

Email Id: [info@eliteconinternational.com](mailto:info@eliteconinternational.com),

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## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Elitecon International Limited (formerly known as Kashiram Jain and Company Limited), will be held on Monday, August 09, 2021 at 11.00 a.m. at the Corporate Office of the Company at B-7, Second Floor, Sector-4, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, to transact the following businesses: -

### **1. Approval for Increase in Authorised Share Capital of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 1,10,00,000 (Rupees One Crore Ten Lakh only) divided into 11,00,000 (Eleven Lakh) equity shares of Rs. 10 each to Rs. 1,50,00,000 (Rupees One Crore Fifty Lakh only) divided into 15,00,000 (Fifteen Lakh) Equity Shares of Rs. 10 each by creating additional 4,00,000 (Four Lakh) equity shares of Rs. 10 each ranking pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be substituted with the following clause:

V. The authorised share capital of the Company is Rs. 1,50,00,000 (Rupees One Crore Fifty Lakh only) divided into 15,00,000 Equity Shares of Rs. 10 (Rupees Ten only) each, with the power to increase or reduce the Capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as

may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.

**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

## **2. Approval for Issue of Equity Shares of the Company on preferential basis**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) (the “**Act**”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), the listing agreements entered into by the Company with BSE Limited (“**BSE**”) and The Calcutta Stock Exchange Limited (“**CSE**”; BSE and CSE hereinafter collectively referred to as the “**Stock Exchanges**”) on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”) and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the

Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, up to 4,25,000 (Four Lakh Twenty Five Thousand) Equity Share of face value Rs. 10/- each of the Company (“**Equity Share**”) at a price of Rs. 30/- (Rupees Thirty only) per Equity Share (“**Issue Price**”), including premium of Rs. 20 (Rupees Twenty only) per Equity Share, aggregating to Rs. 1,27,50,000/- (Rupees One Crore Twenty Seven Lakh Fifty Thousand only) to the following persons/entities for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, SEBI LODR Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members:

<b>Name</b>	<b>Category</b>	<b>Number of Equity Shares</b>
Mrs. Madhuri Singhee	Non-Promoter	2,75,000
M/s Amrac Real Estate Fund-1	Non-Promoter	1,50,000
<b>Total</b>		<b>4,25,000</b>

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of the Preferential Allotment is Friday, July 09, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable, including without limitation, issuing clarifications on the issue and allotment of Equity Shares, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz.

NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the proposed allottees, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges, utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

**3. Approval to amend existing Objects Clause of the Memorandum of Association of the Company:**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 4, Section 13, Section 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**Act**”) and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and any other applicable law(s), rule(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/appropriate regulatory and statutory authorities, consent and approval of the members of the Company be and is hereby accorded to modify the Clause III (A) “The Objects for which the Company is Established” and Clause III(B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A)” of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the existing Clause III (A) “The Objects for which the Company is Established” of the Memorandum of Association of the Company be and is hereby modified by replacing the existing sub-clause 1, 2, 3, 4 and 5 of Clause III(A) with the following new clauses, as sub-clause of 1, 2, 3 and 4 of Clause III(A):

1. To carry on the business as producers, cultivators, manufacturers, buyers, seller,

importers, exporters, processors and dealers in, all kinds of tobacco, bidies, cigarettes, cigars, smoking and chewing tobacco, snuff grinders, and other products of tobacco, match lights, matches, match boxes and pipes, smoker's requisites, and any other articles required by or which may be convenient to smokers, merchants and box merchants, and to deal in any other articles and things commonly dealt in by tobacconists.

2. To carry on the business of buying, stocking, selling, exporting, importing, blending, treating, grading, processing or otherwise dealing in raw materials, ingredients, intermediates of any description which are generally required and used in the manufacture of bidies, cigarettes, cigars etc., such as tobacco, tendu leaves, thread, wrapping paper, wrapping materials and packing materials.
3. To purchase or otherwise acquire and take over the running business and/ or establishment or establishments carrying Business of Bidi, Cigar, Cigarettes, and tobacconist in India or elsewhere and to enter into agreement or agreements with such establishment or establishments for the purpose of acquiring and taking over the stock of raw materials, finished products of tobacco, other articles, things, rights, liabilities and privileges of the said establishment or establishments.
4. To acquire, register in its own name or purchase out right or on royalty basis the patent rights, trade marks and such other rights and privileges of a running business for the manufacture, process and marketing of bidis, cigarettes, cigars and other tobacco products.

**RESOLVED FURTHER THAT** the existing Clause III(B) "Matters which are necessary for furtherance of the Objects specified in Clause III(A)" of the Memorandum of Association of the Company be and is hereby modified by replacing the existing sub-clause 1 to 42 of Clause III(B) with the following new clauses:

1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To give guarantee for the payment of the money or the performance of any obligation or undertaking.
3. To raise or borrow or provide for or secure the repayment of loans borrowed or guaranteed by the company or any other person, company or body corporate in such manner as may be expedient and, in particular, by the mortgage or charge of whole or any part of property and effects or by the issue of debentures or debenture stock (perpetual or otherwise); charge upon all or any of the company's property (whether present or future) including its called or unpaid capital and to pay off the same.
4. To guarantee the repayment of the debts secured or unsecured or payable under or in respect of promissory notes, debentures, debenture stock, contracts, mortgage, charge obligations, instruments and securities of any person, firm, company, body corporate

- or any authority whether incorporated or not incorporated, and generally to guarantee or become sureties for the repayment of principal or interest or of dividend on any stock or shares of the Company or for the performance of any contract or obligation by any person, firm, company or association.
5. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
  6. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
  7. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
  8. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
  9. To undertake or promote scientific research relating to the main business or class of business of the Company.
  10. To take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
  11. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
  12. Subject to Sections 230 to 237 of the Act, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
  13. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
  14. To apply for, obtain, purchase or otherwise and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or

non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.

15. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
16. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
17. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
18. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
19. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required.
20. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
21. To establish, or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.
22. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
23. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money

- received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares.
24. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
  25. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
  26. Subject to the provisions of Section 181,182 & 183 of Companies Act, 2013, to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
  27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
  28. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
  29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine, subject to the provision of the act.
  30. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
  31. To send out to foreign countries, its director, employees or any other person or persons



for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.

32. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
33. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
34. To appoint agents, sub-agents, dealers, managers' canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, including without limitation, finalization and/or execution and/or filing of any document, form, statement etc. that may be required to give effect to the above authorization, as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the members of the Company."

#### **4. Approval for change of the Name of the Company:**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Incorporation) Rules, 2014 and other applicable rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), and subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of

the members be and is hereby accorded to change the name of the Company from “Elitecon International Limited” to “Golden Universal Limited”, as approved by the Central Government, Registrar of Companies, Shillong and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

**RESOLVED FURTHER THAT** the existing Name Clause, i.e. Clause I of the Memorandum of Association of the Company be altered and substituted with the following clause:

The name of the company is “Golden Universal Limited”

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution) be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.

**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient, including but not limited to filing necessary forms and/or returns, making application in Form INC 24 and/or any other form with the Registrar of Companies and/or the Central Government and/or any Statutory Authorities for change of name as above, and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

**5. Approval for shifting of the Registered Office of the Company from the State of Assam to the National Capital Territory of Delhi:**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), or re-enactments, thereof for the time being in force), read with Rule 30 of the Companies

(Incorporation) Rules, 2014 and subject to the confirmation of the Central Government/Regional Director or any other authority, the consent of the Members be and is hereby accorded to shift the Registered Office of the Company from the State of Assam to the National Capital Territory of Delhi.

**RESOLVED FURTHER THAT** the Clause No. II of the Memorandum of Association of the Company be substituted by the following new clause II:

“II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.”

**RESOLVED FURTHER THAT** in pursuance to the aforesaid resolution, the registered office of the Company be shifted from State of Assam to National Capital Territory of Delhi, at such place as may be decided by the Board of Directors of the Company in due course of time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution) be and are hereby severally authorized to sign the petition, application, affidavits and such other documents as may be necessary and to file the petition, affidavits and other documents before the Central Government/Regional Director, Registrar of Companies and other authorities for and on behalf of the Company and to accept modifications as may be advised/recommended by the authority(s).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion considers necessary, expedient and proper for giving effect to this resolution and matters incidental & consequential thereto.”

**By Order of the Board of Directors of  
Elitecon International Limited  
(formerly known as Kashiram Jain and Company Limited)**

**Date:** July 09, 2021  
**Place:** Ghaziabad

**(VIPIN SHARMA)**  
**Director**  
**DIN:** 01739519

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the special businesses set out at Item Nos. 1, 2 and 3 above, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EGM is enclosed along with this notice.
4. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
5. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
6. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company at <https://eliteconinternational.com/>.
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during 9.00 a.m. to 1.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holiday) up to the date of the EGM of the Company.

8. The route map to the EGM venue is given herein.

**9. Voting through Electronic means:**

- i. The remote e-voting period begins on **06<sup>th</sup> August, 2021** at **09:00 a.m.** and ends on **8<sup>th</sup> August, 2021** at **05:00 p.m.** During this period Shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30<sup>th</sup> July, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- v. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"><li>• Enter your 10 digit alpha-numeric*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA</li></ul>

Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company please enter the Shareholder id / folio number in the Dividend Bank details field as mentioned in instruction (5).</li> </ul>
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- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in de-mat 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.
- xi. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for Elitecon International Limited (formerly known as Kashiram Jain and Company Limited).
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- xviii. If a De-mat account holder has forgotten a login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xx. **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@eilteconinternational.com](mailto:info@eilteconinternational.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”)**

### **Item No. 1**

Presently the Authorised Share Capital of the Company is Rs. 1,10,00,000 (Rupees One Crore Ten Lakh only). The Board of Directors of the Company at its meeting held on July 09, 2021, proposed further infusion of the capital in the Company. For the purpose of infusion of fresh capital in the Company by way of subscription of securities issued by the Company, it is imperative that the Authorised Capital of the Company be increased so as to accommodate issuance and allotment of securities by the Company. Accordingly, it is proposed to increase the Authorised Share Capital of the Company to Rs. 1,50,00,000 (Rupees One Crore Fifty only). Owing to the increase in the Authorised Share Capital of the Company, as explained herein above, Clause V of the Memorandum of Association is also required to be altered. In terms of the provisions contained under Section 61 of the Companies Act, 2013, the Company may alter its memorandum so as to increase the Authorised Share Capital of the Company, if it is so authorized by its Articles of Association and subject to the Company securing consent from its members for such alteration.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as an Ordinary Resolution.

Mr. Vipin Sharma may be deemed to be interested in the said resolution as he is one of the three acquirers who are making an open offer for acquiring the equity shares in the Company and one of his co-acquirers M/s Amrac Real Estate Fund-1 is also one of the allottees of the proposed preferential issue of shares. Except as stated herein above, none of the Directors or any Key Managerial Personnel or any relative of the directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

### **Item No. 2**

In order to meet its general corporate requirements, the Board of Directors of the Company in its meeting held on July 09, 2021 accorded its approval for raising funds through issuance of up to 4,25,000 (Four Lakh Twenty Five Thousand) Equity Shares of Face Value of Rs. 10 each of the Company to the proposed allottees as set out below (“proposed allottees”) on a preferential basis by way of private placement subject to approval of the members of the Company.

**The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”),**



are set out below:

- a. **Objects of the preferential issue:** To meet its general corporate requirements
- b. **Type and number of securities to be issued:** It is proposed to issue and allot in aggregate and up to 4,25,000 (Four Lakh Twenty Five Thousand) Equity Share of Face Value of Rs. 10/- each of the Company (“Equity Share”), at a price of Rs. 30/- (Rupees Thirty only) per Equity Share (“Issue Price”), including premium of Rs. 20 (Rupees Twenty only) per Equity Share, aggregating to Rs. 1,27,50,000/- (Rupees One Crore Twenty Seven Lakh Fifty Thousand only).
- c. **Intention of promoters, directors and key management persons of the Company to subscribe to the equity shares:** None of the Promoter(s), Director(s) or Key Management Person(s) intends to subscribe to the Equity Shares proposed to be issued on preferential basis.
- d. **Shareholding pattern of the company before and after the issue:** The shareholding pattern before and after the offer would be as under:

S. No.	Category	Pre-issue holding*		Post-issue holding	
		No. of shares held	%	No. of shares held	%
A.	<b>Promoters’ Holding</b>				
1	<b>Indian</b>				
	Individual	0	0.00%	0	0.00%
	<b>Total Indian Promoters</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>
2	<b>Foreign Promoters</b>				
	Individual	6,94,900	65.56%	6,94,900 <sup>#</sup>	46.79%
	<b>Total Foreign Promoters</b>	<b>6,94,900</b>	<b>65.56%</b>	<b>6,94,900<sup>#</sup></b>	<b>46.79%</b>
	<b>Sub-Total (A)</b>	<b>6,94,900</b>	<b>65.56%</b>	<b>6,94,900</b>	<b>46.79%</b>
B	<b>Non- Promoters’ Holding</b>				
	Banks/Financial Institutions	2,50,000	23.58%	4,00,000 <sup>#</sup>	26.94% <sup>##</sup>
	Mutual Funds and UTI	0	0.00%	0	0.00%
	Foreign Institutional Investors	0	0.00%	0	0.00%
	Bodies Corporate	16,695	1.58%	16,695	1.12%
	Directors and their relatives	0	0.00%	0	0.00%
	Foreign Nationals	0	0.00%	0	0.00%

	Foreign Bodies Corporate	0	0.00%	0	0.00%
	Non Resident Indians	0	0.00%	0	0.00%
	Trusts	0	0.00%	0	0.00%
	Clearing Members	0	0.00%	0	0.00%
	Foreign Portfolio Investors	0	0.00%	0	0.00%
	Indian Public (individuals/HUF)	98,405	9.28%	3,73,405	25.15%
	<b>Sub-Total (B)</b>	<b>3,65,100</b>	<b>34.44%</b>	<b>7,90,100</b>	<b>53.21%</b>
	<b>Grand Total (A+B)</b>	<b>10,60,000</b>	<b>100.00%</b>	<b>14,85,000</b>	<b>100.00%</b>

*\*Above shareholding pattern is prepared based on Shareholding pattern of the Company as on March 31, 2021.*

*#The current Promoter of the Company, Mr. Devanand Vishal Curtorcar, has entered into 2 (two) separate Share Purchase Agreements (SPAs), both dated July 09, 2021, with Mr. Vipin Sharma and M/s DUC Education Foundation, for sale of his entire shareholding, being 6,94,900 (Six Lakh Ninety Four Thousand Nine Hundred) Equity Shares representing 65.56% of the Existing Fully Paid Up Equity Share Capital of the Company and 46.79% of the Emerging Paid Up Equity Share Capital of the Company (after taking into consideration the Equity Shares allotted pursuant to the Preferential Issue under consideration). Mr. Vipin Sharma and M/s DUC Education Foundation (both being the parties to the SPAs) and M/s Amrac Real Estate Fund-1 (being one of the proposed allottees to the Preferential Issue under consideration), have collectively issued a Public Announcement in terms of Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) on July 09, 2021. Post the completion of the Open Offer formalities, Mr. Vipin Sharma, M/s DUC Education Foundation and M/s Amrac Real Estate Fund-1 would be classified as Promoters of the Company and their collective shareholding (post the acquisition of Equity Shares as contemplated under the SPAs and post allotment of Equity Shares pursuant to the Preferential Issue and including the Equity Shares presently held by M/s Amrac Real Estate Fund-1, but excluding the shares, if any, tendered under the Open Offer) would be 10,94,900 Equity Shares representing 73.73% of the Emerging Paid Up Equity Share Capital of the Company.*

*The post issue shareholding pattern of the Company, after considering the successful completion of the Open Offer and allotment of Equity Shares pursuant to the Preferential Issue, excluding, the Equity Shares, if any, tendered under the Open Offer, would be as under:*

<b>S. No.</b>	<b>Category</b>	<b>No. of shares held</b>	<b>%</b>
A.	<b>Promoters’ Holding</b>		
1	<b>Indian</b>		
	<i>Individual</i>	4,20,000	28.28%

	<i>Trust</i>	<i>2,74,900</i>	<i>18.51%</i>
	<i>Banks/Financial Institutions</i>	<i>4,00,000</i>	<i>26.94%</i>
	<b><i>Total Indian Promoters</i></b>	<b><i>10,94,900</i></b>	<b><i>73.73%</i></b>
2	<i>Foreign Promoters</i>		
	<i>Individual</i>	<i>0</i>	<i>0.00%</i>
	<b><i>Total Foreign Promoters</i></b>	<b><i>0</i></b>	<b><i>0.00%</i></b>
	<b><i>Sub-Total (A)</i></b>	<b><i>10,94,900</i></b>	<b><i>73.73%</i></b>
<b>B</b>	<b><i>Non- Promoters' Holding</i></b>		
	<i>Banks/Financial Institutions</i>	<i>0</i>	<i>0.00%</i>
	<i>Mutual Funds and UTI</i>	<i>0</i>	<i>0.00%</i>
	<i>Foreign Institutional Investors</i>	<i>0</i>	<i>0.00%</i>
	<i>Bodies Corporate</i>	<i>16,695</i>	<i>1.12%</i>
	<i>Directors and their relatives</i>	<i>0</i>	<i>0.00%</i>
	<i>Foreign Nationals</i>	<i>0</i>	<i>0.00%</i>
	<i>Foreign Bodies Corporate</i>	<i>0</i>	<i>0.00%</i>
	<i>Non Resident Indians</i>	<i>0</i>	<i>0.00%</i>
	<i>Trusts</i>	<i>0</i>	<i>0.00%</i>
	<i>Clearing Members</i>	<i>0</i>	<i>0.00%</i>
	<i>Foreign Portfolio Investors</i>	<i>0</i>	<i>0.00%</i>
	<i>Indian Public (individuals/HUF)</i>	<i>3,73,405</i>	<i>25.15%</i>
	<b><i>Sub-Total (B)</i></b>	<b><i>3,90,100</i></b>	<b><i>26.27%</i></b>
	<b><i>Grand Total (A+B)</i></b>	<b><i>14,85,000</i></b>	<b><i>100.00%</i></b>

- e. **Proposed time frame within which the preferential issue of Warrants shall be completed:** Pursuant to Regulation 170(1) of the SEBI ICDR Regulations, the allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution. The first proviso to the said regulation further provides where the allotment is pending on account of any approval from any Regulatory Authority / Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

Presently the Equity Shares of the Company are listed on the BSE Limited and The Calcutta Stock Exchange Limited. Accordingly, in term of Regulation 28(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the allotment pursuant to the preferential issue under consideration, is subject to receipt of in-principle approval from BSE Limited.

Accordingly, the allotment pursuant to the preferential issue shall be completed within 15 days from the date of passing of special resolution or receipt of in-principle approval from BSE Limited, whichever is later.

f. **the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

➤ **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees**

<b>Names of the proposed allottees</b>	<b>Details of Ultimate Beneficial Owners</b>
Mrs. Madhuri Singhee	Mrs. Madhuri Singhee is an Individual Investor residing at 4-A, C 1 Lane, Sainik Farm, Khanpur, Delhi-110062
M/s Amrac Real Estate Fund-1	<p>M/s Amrac Real Estate Fund-1 is a scheme launched by M/s Amrac Investment Trust, a Category II Alternative Investment Fund registered with SEBI (“AIF”).</p> <p>As on date, there are 2 (two) Investors in the Scheme:</p> <ol style="list-style-type: none"> <li>1. Mr. Kapil Chugh</li> <li>2. M/s Anchor Classic General Trading LLC (a Limited Liability Company having its Registered Office at Damac Executive Heights, 19th Floor, Palladium Business Centre, Al Barsha, Dubai, United Arab Emirates 33262, which is ultimately controlled by Mr. Eman Khamis Bakhit Khamis (51% Share) and Mr. Nikhil Wadhwa (49% Share).</li> </ol> <p>The AIF is in the nature of a Trust whose Sponsor is Mr. Kapil Chugh. Further the Trustee of the AIF is Vistra ITCL (India) Limited (formerly known as IL&amp;FS Trust Company Limited) (“Trustee”).</p> <p>The Investment Manager of the Trust is M/s Amrac Advisors Private Limited, a Company incorporated under the provisions of the Companies Act, 2013 and having its Registered Office at M-79A, Ground Floor, Malviya Nagar New Delhi, 110017. The ultimate beneficial owners of M/s Amrac Advisors Private Limited is Mr. Kapil Chugh and Mr. Yogesh Kumar Chugh.</p>

➤ **Particulars of Proposed Allottees and percentage of pre and post Preferential Issue capital that may be held by them**

Name of proposed allottee	Category	Pre-issue shareholding		Allotment	Post issue shareholding	
		No. of shares	%		No. of shares	No. of shares
Mrs. Madhuri Singhee	Non-Promoter	0	0.00%	2,75,000	2,75,000	18.52%
M/s Amrac Real Estate Fund-1	Non-Promoter	2,50,000	23.58%	1,50,000	4,00,000	26.94%

➤ **Change in Control:**

Mr. Vipin Sharma and M/s DUC Education Foundation, have entered into 2 (two) separate Share Purchase Agreements (SPAs), both dated July 09, 2021, with the current Promoter of the Company, Mr. Devanand Vishal Curtorcar, for acquisition of his entire shareholding, being 6,94,900 (Six Lakh Ninety Four Thousand Nine Hundred) Equity Shares representing 65.56% of the Existing Fully Paid Up Equity Share Capital of the Company and 46.79% of the Emerging Paid Up Equity Share Capital of the Company (after taking into consideration the Equity Shares allotted pursuant to the Preferential Issue under consideration).

The acquisition of Equity Shares pursuant to the SPAs by Mr. Vipin Sharma and M/s DUC Education Foundation, alongwith subscription of shares by M/s Amrac Real Estate Fund-1, would result in change in Control of the Company, subject to successful completion of the formalities prescribed under SEBI SAST Regulations.

Mr. Vipin Sharma and M/s DUC Education Foundation (both being the parties to the SPAs) and M/s Amrac Real Estate Fund-1 (being one of the proposed allottees to the Preferential Issue under consideration), have collectively issued a Public Announcement in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations on July 09, 2021.

Post the completion of the Open Offer formalities, Mr. Vipin Sharma, M/s DUC Education Foundation and M/s Amrac Real Estate Fund-1 would be classified as Promoters of the Company and their collective shareholding (post the acquisition of Equity Shares as contemplated under the SPAs and post allotment of Equity Shares pursuant to the Preferential Issue and including the Equity Shares presently held by M/s Amrac Real Estate Fund-1, but excluding the shares, if any, tendered under the

Open Offer) would be 10,94,900 Equity Shares representing 73.73% of the Emerging Paid Up Equity Share Capital of the Company.

**g. Pricing of preferential issue:**

The equity shares of Company are listed at BSE Limited and The Calcutta Stock Exchange Limited (collectively referred to as the “Stock Exchanges”). However, in terms of Regulation 165 of the SEBI ICDR Regulations, the shares of the Company are infrequently traded on the said Stock Exchanges; therefore, the Equity Shares pursuant to the Preferential Issue, will be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI ICDR Regulations. As per the said Regulation, if the shares are infrequently traded, the price is needed to be determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Registered Office of the Company.

The floor price of the Equity Shares proposed to be allotted pursuant to the Preferential Issue which has been determined in accordance with Regulation 165 of the SEBI ICDR Regulations is Rs. 29.20 per Equity Share. The price at which the Equity Shares are proposed to be allotted pursuant to the Preferential Issue is Rs. 30 (Rupees Thirty only) per Equity Share, including a Premium of Rs. 20 (Rupees Twenty only) per Equity Share which is not less than the floor price determined in the manner set out above.

Further, as required under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the SEBI ICDR Regulations. If recomputed price is higher than the price paid on allotment, difference shall be collected from the proposed allottees. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees within the time stipulated under the SEBI ICDR Regulations, the Equity Shares allotted shall continue to be locked in till the time such amounts are paid by them.

**h. Relevant Date:**

In accordance with SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Equity Shares shall be Friday, July 09, 2021, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the Extra-Ordinary General Meeting.

**i. Auditors' Certificate:**

The Certificate issued by M/s Poddar Agarwal & Co., Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be placed before the Extraordinary General Meeting of the members of the Company.

**j. Lock in Period:**

The Equity Shares proposed to be allotted shall be locked in for such period as may be specified under the SEBI ICDR Regulations.

Further the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 167 of the SEBI ICDR Regulations.

**k. Undertakings**

The Company hereby undertakes that:

- (i) It would re-compute the price of the Equity Shares in terms of the provisions of SEBI ICDR Regulations, where it is so required;
- (ii) The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the afore referred to Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (iii) Neither the Company nor its Directors or Promoters or the Proposed Allottees have been declared as wilful defaulter in terms of the SEBI ICDR Regulations.
- (iv) Neither the Company nor its Directors or Promoters or the Proposed Allottees have been declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.
- (v) Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.
- (vi) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- (vii) The proposed allottees have not sold or transferred any Equity Shares during the six months preceding the relevant date.

- (viii) During the period from April 1, 2021 till the date of this notice, the Company has not made any preferential allotment
- (ix) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized form only

The Board recommends the Resolution set out under Item No. 2 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

Mr. Vipin Sharma may be deemed to be interested in the said resolution as he is one of the three acquirers who are making an open offer for acquiring the equity shares in the Company and one of his co-acquirers M/s Amrac Real Estate Fund-1 is also one of the allottees of the proposed preferential issue of shares. Except as stated herein above, none of the Directors or any Key Managerial Personnel or any relative of the directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

### **Item No. 3**

#### **Approval to amend existing Objects Clause of the Memorandum of Association of the Company**

In terms of the Share Purchase Agreements dated July 09, 2021, entered by the current Promoter, Mr. Devanand Vishal Curtorcar with Mr. Vipin Sharma and M/s DUC, Education Foundation (collectively referred to as the “New Promoter”), the New Promoter intend to start a new line of business in the Company and accordingly change the objects and the name of the Company so that it may lawfully carry on the new business. The New Promoters desire to pursue objects which would enable them to carry on business of producing, cultivating, manufacturing, buying, selling, importing, exporting, processing, dealing in all kinds of tobacco, bidies, cigarettes, cigars, smoking and chewing tobacco, snuff grinders, and other products of tobacco, match lights, matches, match boxes and pipes, smoker’s requisites etc.

Accordingly, to enable the New Promoters to pursue the new business in the Company, it is proposed to amend its Main Objects Clause III(A) of Memorandum of Association of the Company, by replacing the existing clauses sub-clause 1, 2, 3, 4 and 5 of Clause III(A) with the following new clauses, as sub-clause of 1, 2, 3 and 4 of Clause III(A) as set out at item no. 3 of this Notice.

Further, owing to the change in the present business activity of the Company, it is necessary to change Clause III(B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A)”. Hence it is proposed to amend Clause III(B) “Matters which are necessary for



furtherance of the Objects specified in Clause III(A)” by replacing the existing sub-clause 1 to 42 of Clause III(B) with the new clauses as set out at item no. 3 of this Notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office and at the Corporate Office of the Company during normal business hours on any working day, till the date of the Extraordinary General Meeting, i.e. August 09, 2021.

The Board recommends the Resolution set out under Item No. 3 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

Mr. Vipin Sharma may be deemed to be interested in the said resolution as he is one of the three acquirers who are making an open offer for acquiring the equity shares in the Company and one of his co-acquirers M/s Amrac Real Estate Fund-1 is also one of the allottees of the proposed preferential issue of shares. Except as stated herein above, none of the Directors or any Key Managerial Personnel or any relative of the directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

#### **Item No. 4**

##### **Approval for change of the Name of the Company**

In terms of the change in the main business activity of the Company, as contemplated under Item No. 3 above, it is desirable to change the name of the Company to be in sync with the new business activities proposed to be pursued by the Company. Accordingly, the Board of Directors of the Company in its meeting held on July 01, 2021, had, subject to the approval of the members of the Company by way of a Special Resolutions and further subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, accorded its approval for the proposed change in the name of the Company.

Further, the Company is in receipt of name availability letter dated July 05, 2021 from the Registrar of Companies, Central Registration Centre, informing no objection w.r.t. change in the name of the Company from “Elitecon International Limited” to “Golden Universal Limited”.

Accordingly, the Board of Directors of the Company propose to change the name of the Company from “Elitecon International Limited” to “Golden Universal Limited” along with the consequent amendment to the Memorandum of Association and Articles of Associations of the Company.

The Board recommends the Resolution set out under Item No. 4 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

Mr. Vipin Sharma may be deemed to be interested in the said resolution as he is one of the three acquirers who are making an open offer for acquiring the equity shares in the Company and one of his co-acquirers M/s Amrac Real Estate Fund-1 is also one of the allottees of the proposed preferential issue of shares. Except as stated herein above, none of the Directors or any Key Managerial Personnel or any relative of the directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

#### **Item No. 5**

#### **Approval for shift the Registered Office of the Company from the State of Assam to the National Capital Territory of Delhi**

The Board of Directors of the Company in their meeting held on July 09, 2021, proposed to shift the registered office from State of Assam to the National Capital Territory of Delhi, subject to the approval of shareholders and Central Government.

The Board of Directors of the Company is of the opinion that shifting of the registered office of the Company to the National Capital Territory of Delhi would be more beneficial to the Company as it will provide an edge to the Company and would be feasible from the point of administrative convenience, economical and efficient management of the affairs of the Company. Further, shifting of registered office to the National Capital Territory of Delhi will also enable the Company to attain the long-term strategic business objectives.

Previously the approval of shareholders for shifting was accorded by postal ballot and the application for approval of Hon'ble Regional Director was filed but due to lockdown, Covid - 19 and unavoidable circumstances, the application could not be resubmitted and it got lapsed.

Accordingly, the Board of Directors of the Company decided to commence the process of shifting of the registered office of the Company, as contemplated above, afresh and in-principally approved the proposal for shifting the registered office from State of Assam to National Capital Territory of Delhi, in its meeting held on July 09, 2021. With a view to improve coordination and communication and for ease and effective management, the Board of Directors considered that the registered office of the Company be shifted to any place within the National Capital Territory of Delhi, as may be decided by Board, so as to enable the Company to carry out its operation more economically and efficiently.

Since the proposal for shifting of the registered office is the subject to the approval of

shareholders and Central Government and further involves amendment of Clause II of the Memorandum of Association of the Company which can be affected by passing the special resolution subject to the confirmation of the Central Government/Regional Director in terms of Section 13 of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules 2014, approval of the members is being sought by way of intended Special Resolution.

The Board recommends the Resolution set out under Item No. 5 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

None of the directors, Key Managerial Personnel and relatives be considered as concerned or interested in the recommended resolution except to the extent of their shareholding.

**By Order of the Board of Directors of  
Elitecon International Limited  
(formerly known as Kashiram Jain and Company Limited)**

**Date:** July 09, 2021

**Place:** Ghaziabad

**(VIPIN SHARMA)**

**Director**

**DIN:** 01739519

# **ELITECON INTERNATIONAL LIMITED**

**(FORMERLY KASHIRAM JAIN AND COMPANY LIMITED)**

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

CIN: L70100AS1987PLC002828,

Phone: +91-9871761020

Email Id: [info@eliteconinternational.com](mailto:info@eliteconinternational.com),

Website: [www.eliteconinternational.com](http://www.eliteconinternational.com)

ATTENDANCE SLIP PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

Folio No./DP ID/ Client ID No.	
No. of Shares Held	

## **ATTENDANCE SLIP**

I/We record my/our presence at the Extra-Ordinary General Meeting of the Company at B-7, Second Floor, Sector-4, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301 on Monday, August 09, 2021 at 11:00 A.M.

Name of the Shareholder(s) (in Block Letters)	
Signature of the Shareholder(s)	
Name of the Proxy (in Block Letters)	
Signatures of the Proxy	

**NOTE:** You are requested to sign and handover this slip at the entrance of the meeting venue.

# **ELITECON INTERNATIONAL LIMITED**

**(FORMERLY KASHIRAM JAIN AND COMPANY LIMITED)**

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

CIN: L70100AS1987PLC002828,

Phone: +91-9871761020

Email Id: [info@eliteconinternational.com](mailto:info@eliteconinternational.com),

Website: [www.eliteconinternational.com](http://www.eliteconinternational.com)

## **Form No. MGT-11 Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L70100AS1987PLC002828		
Name of the Company:	ELITECON INTERNATIONAL LIMITED		
Registered Office:	Lachit Nagar, S. R. B. Road, Guwahati, Kamrup, Assam- 781007		
Name of the member(s):			
Registered address:			
E-mail Id:			
Folio No/Client Id		DP ID	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
2	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
3	Name			
	Address			
	E-mail id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, August 09, 2021 at 11:00 A.M. at B-7, Second Floor, Sector-4, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301

Signed this.....day of.....2021

Signature of Shareholder :.....

Signature of Proxy holder(s) :.....

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**

Affix  
Revenue  
Stamp

# Map for EGM Venue

