

ELITECON INTERNATIONAL LIMITED

(FORMERLY KNOWN AS KASHIRAM JAIN AND COMPANY LIMITED)

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

Corp Off: B-7, Second Floor, Sector- 4, Noida, Uttar Pradesh, India -201301

CIN: L70100AS1987PLC002828, Phone:- 91-9871761020

Email Id: [admin@eliteconinternational.com](mailto:admin@eliteconinternational.com) Website: [www.eliteconinternational.com](http://www.eliteconinternational.com)

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**NOTICE**

Notice is hereby given that 34<sup>th</sup> Annual General Meeting of the Members of Elitecon International Limited will be held at its registered office of the Company at Lachit Nagar, S. R. B. Road, Guwahati, Kamrup, Assam- 781007 on Thursday, 30<sup>th</sup> September, 2021 at 3.00 p.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2021, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the reports of Board of Directors and Auditors thereon.
2. Appointment of Auditors to fill the Casual Vacancy

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Lodha & Co, Chartered Accountants, (Firm Registration No. 301051E), be and are hereby appointed as Statutory Auditors of the Company for the financial year 2021-2022 to fill casual vacancy caused by resignation of Ms. Poddar Agarwal & Co. , Chartered Accountants (Firm Registration No. 329486E).

**“RESOLVED FURTHER THAT** M/s Lodha & Co, Chartered Accountants, (Firm Registration No. 301051E), be and are hereby appointed as Statutory Auditors of the company for the financial year 2021-2022, from the conclusion of this Annual General Meeting till the next Annual General Meeting of the company and that she shall be eligible for re-appointment in the next Annual General Meeting of the Company, and that they shall conduct the statutory audit for the period ended 31st March, 2022, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

## **SPECIAL BUSINESS**

### **3. REGULARISATION OF ADDITIONAL DIRECTOR, MR. RAHUL (DIN: 08645446) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT**, Mr. Rahul (DIN: 08645446), who was appointed as an Additional and Independent Director with effect from 05<sup>th</sup> October, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee and that of the Board and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a period of five years up to 04<sup>th</sup> October, 2025.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

### **4. REGULARISATION OF ADDITIONAL DIRECTOR, MS. JYOTI BANSAL (DIN: 08489503) BY APPOINTING HER AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT**, Ms. Jyoti Bansal (DIN: 08489503), who was appointed as an Additional Director with effect from 18<sup>th</sup> May, 2021 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

### **5. REGULARISATION OF ADDITIONAL DIRECTOR, MR. VIPIN SHARMA (DIN: 01739519) BY APPOINTING HIM AS AN NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** Mr. Vipin Sharma (DIN: 01739519) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 26<sup>th</sup> March, 2021 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**6. REGULARISATION OF ADDITIONAL DIRECTOR, MR. LALIT KUMAR GAUR (DIN: 00326958) BY APPOINTING HIM AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** Mr. Lalit Kumar Gaur (DIN: 00326958) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19<sup>th</sup> August, 2021 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**7. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification, 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. 1,50,00,000 (Rupees One Crore Fifty Lakh only) divided into 15,00,000 (Fifteen Lakh) equity shares of Rs. 10 each to Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 each by creating additional 85,00,000 (Eighty Five Lakhs) 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. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) 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.”

## 8. RECLASSIFICATION OF PROMOTERS OF THE COMPANY

To consider and approve reclassification of Promoters of the Company and in this regard to consider and fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**;

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of Listing Regulations and other applicable laws, subject to necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of Company be and is hereby given to reclassify the following persons from “Promoter & Promoter Group Category” to “Public Category”:

S.No.	Name of Existing Promoters	No. of equity shares as on date
1	Gita Gupta	NIL
2	Chandra Rekha Gupta	NIL
3	Sunanda Agarwal	NIL
4	Jay Shanker Gupta	NIL

5	Badri Prasad Singhania	NIL
6	Savitri Sultania	NIL

**RESOLVED FURTHER THAT** it is hereby confirmed that:

1. The aforesaid persons along with any other person(s) related to them do not hold more than ten percent of the total -voting rights in the Company;
2. The aforesaid persons do not exercise control over the affairs of the Company whether directly or indirectly;
3. The aforesaid persons do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements;
4. The aforesaid persons not represented on the Board of the Company and shall not be represented on the Board of the Company (including through nomination of Director on the Board) for a period of 3 years from the date of Shareholders' approval w.r.t reclassification.
5. The aforesaid persons not acting as key managerial person of the Company and shall not so act for a period of 3 years from the date of Shareholders' approval w.r.t reclassification.
6. The aforesaid persons are not 'willful defaulter' as per the Reserve Bank of India Guidelines.
7. The aforesaid persons are not a fugitive economic offender.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

**9. TO APPROVE THE APPOINTMENT OF MR. LALIT KUMAR GAUR (DIN: 00326958), AS A WHOLE-TIME DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the approval of the members/shareholders of the Company be and is hereby accorded to approve the terms of appointment and remuneration of Mr. Lalit Kumar Gaur (DIN: 00326958) as a Whole-Time Director of the Company for a term of three years commencing from 19.08.2021 till 18.08.2026 on the terms and conditions including the remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted by Mr. Lalit Kumar Gaur, subject to the same not exceeding the limited specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof .

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Lalit Kumar Gaur, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Lalit Kumar Gaur, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board/Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

**RESOLVED FURTHER THAT** Mr. Lalit Kumar Gaur, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

**10. TO APPROVE THE ACQUISITION OF BUSINESS OF M/S GOLDEN TOBIE PRIVATE LIMITED (FORMERLY KNOWN AS GOLDEN TOBIE LIMITED) (HEREINAFTER REFERRED TO AS "GTPL") BY THE COMPANY ON A SLUMP SALE BASIS AS A GOING CONCERN**

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 179, 186, 188 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021, the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to acquire the Cigarettes and allied products manufacturing facility of M/s Golden Tobie Private Limited (formerly known as Golden Tobie Limited) (hereinafter referred to as "GTPL") at Plot No : 69-A, Toy City , Ecotech III, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh, India - 201306 ("Undertaking"), together with all specified tangible and intangible assets, relation to the Undertaking including its brand name, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, for a

consideration to be negotiated with GTPL and such other terms and conditions as may be deemed fit by the Board in its absolute discretion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

**Place: Noida**

**Date: September 03, 2021**

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

**Chandni Aggarwal  
Company Secretary & Compliance Officer**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 shareholders.
3. The Register of Member and Transfer Books will remain closed from the 24<sup>th</sup> day of September, 2021 to the 30<sup>th</sup> day of September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
4. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM as per Item No- 3-10, of the aforesaid notice, is furnished as Annexure to the Notice. The Directors have furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
7. Members/Proxies are requested to bring their attendance slips duly filed in along with their copies of Annual Report to the Annual general Meeting.
8. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between **11.00 A.M to 2.00 P.M** upto the date of declaration of the results of e-voting.
9. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.



10. Members are requested to intimate change in their address if any immediately to Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agents, at their office at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai- 400059  
Phone : 022-62638200 Email Id: ipo@bigshareonline.com
11. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s. Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. For members who have not registered their e-mail address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting and Annual Report for 2020-2021 will be available on Company's website <http://www.eliteconinternational.com/> for their download.
15. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.
16. At present the Company's equity shares are listed on the BSE Limited and The Calcutta Stock Exchange Limited. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN- INE669R01018. The custodian fees for the current financial year 2020-2021 have been paid to all the aforesaid Depositories.
17. For any assistance or information about shares etc. members may contact the Company.
18. **VOTING THROUGH ELECTRONIC MEANS**
  - I. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) 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 Central Depository Services (India) Limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**III. The process and manner for remote e-voting are as under:**

- i) The remote e-voting period commences on 27<sup>th</sup> September, 2021 at 9:00 a.m. and ends on 29<sup>th</sup> September, 2021 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
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- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant < **KASHIRAM JAIN COMPANY LIMITED** > on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](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.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- xx) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google play store, iPhone, and Windows phone users can download the app from the App store and the Windows phone store respectively on or after 27<sup>th</sup> September, 2021, 9.00 a.m. to 29<sup>th</sup> September, 2021, 5.00 p.m. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [cskomalringan@gmail.com](mailto:cskomalringan@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29<sup>th</sup> September, 2021 upto 5:00 p.m. without which the vote shall not be treated as valid.
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2021. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 2021. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
22. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2021 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
24. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2021 are requested to send the written/email communication to the Company at [admin@eliteconinternational.com](mailto:admin@eliteconinternational.com) by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.

25. Ms. Komal Ringan, Practicing Company Secretary, (C.P No. 24745) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
27. 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 Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.eliteconinternational.com/> and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed viz. BSE Limited and The Calcutta Stock Exchange Limited.

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

**Date: September 03, 2021  
Place: Noida**

**Chandni Aggarwal  
Company Secretary & Compliance Officer**

## **EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 9 of the accompanying Notice:

### **Item No. 3**

The Board of Directors appointed Mr. Rahul (DIN: 08645446) as an Additional Director of the Company with effect from 05<sup>th</sup> October, 2020. Pursuant to the provisions of Section 161(1) of the Act, he holds office up to the date of this AGM and is eligible to be appointed as an Independent Director.

Further details of Mr. Rahul have been given in the Annexure to this Notice. The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members. Except Mr. Rahul and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested except Mr. Rahul in the passing of the aforesaid resolution.

### **Item No. 4**

The Board of Directors appointed Ms. Jyoti Bansal (DIN: 08489503) as an Additional Director of the Company with effect from 18<sup>th</sup> May, 2021. Pursuant to the provisions of Section 161(1) of the Act, she holds office up to the date of this AGM and is eligible to be appointed as an Independent Director.

Further details of Ms. Jyoti Bansal have been given in the Annexure to this Notice. The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members. Except Ms. Jyoti Bansal and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested except Ms. Jyoti Bansal in the passing of the aforesaid resolution.

### **Item No. 5**

The Board of Directors appointed Mr. Vipin Sharma (DIN: 01739519) as an Additional Director of the Company with effect from 26<sup>th</sup> March, 2021. Pursuant to the provisions of Section 161(1) of the Act, He holds office up to the date of this AGM and is eligible to be appointed as Director (non-executive), whose office shall be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

Further details of Mr. Vipin Sharma have been given in the Annexure to this Notice. The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members. Except Mr. Vipin Sharma and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested except Mr. Vipin Sharma in the passing of the aforesaid resolution.

### **Item No. 6**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Lalit Kumar Gaur (DIN: 00326958) as an Additional Director of the Company with effect from 19<sup>th</sup> August, 2021. Pursuant to the provisions of Section 161(1) of the Act, He holds office up to the date of this AGM and is eligible to be appointed as Director, whose office shall be liable to retire by rotation. The Company has, in

terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

Further details of Mr. Lalit Kumar Gaur have been given in the Annexure to this Notice. The Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members. Except Mr. Lalit Kumar Gaur and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of this Notice.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested except Mr. Lalit Kumar Gaur in the passing of the aforesaid resolution.

#### **Item No. 7**

Presently the Authorised Share Capital of the Company is Rs. 1,50,00,000 (Rupees One Crore Fifty Lakh only). The Board of Directors of the Company at its meeting held on September 03, 2021, proposed that for the purpose of infusion of fresh capital in the Company in future, 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. 10,00,00,000 (Rupees Ten Crore 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. 7 of the accompanying Notice, for the approval of the Members of the Company as an Ordinary Resolution.

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. 8**

The Company is in receipt of fresh requests under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the following Promoters of the Company:

1. Gita Gupta: Seeking re-classification from 'Promoter & Promoter Group' to the Public Category, as she is no more associated with the Company as member, Promoter or in any other way.
2. Chandra Rekha Gupta: Seeking re-classification from 'Promoter & Promoter Group' to the Public Category, as she is no more associated with the Company as member, Promoter or in any other way.
3. Sunanda Agarwal: Seeking re-classification from 'Promoter & Promoter Group' Category to the Public Category, as she is no more associated with the Company as member, Promoter or in any other way.

4. Jay Shanker Gupta: Seeking re-classification from 'Promoter & Promoter Group' to the Public Category, as he is no more associated with the Company as member, Promoter or in any other way.

5. Badri Prasad Singhania: Seeking re-classification from 'Promoter & Promoter Group' to the Public Category, as he is no more associated with the Company as member, Promoter or in any other way.

6. Savitri Sultania: Seeking re-classification from 'Promoter & Promoter Group' to the Public Category, as she is no more associated with the Company as member, Promoter or in any other way.

Earlier the said Promoters had vide their letters dated July 30, 2020 and July 31, 2020, submitted their respective requests for seeking re-classification from Promoter & Promoters' Group. However due to operational difficulties, the said requests could not be completed. Accordingly, the members of the Promoters and Promoters' Group of the Company, mentioned at serial nos. 1 to 6 had withdrawn their earlier request. Further the members of the Promoters and Promoters' Group of the Company, mentioned at serial nos. 1 to 6 had submitted fresh request for seeking re-classification from Promoter & Promoters' Group. The requests received from the abovementioned Promoters of the Company were notified to BSE Limited and the Calcutta Stock Exchange Limited ("CSE") on August 11, 2021. However, the Company has made an application with CSE seeking delisting of its Equity Shares from the said Stock Exchange, presently the said application is under process at CSE.

The Company had received the fresh request letters from the following persons falling under the category of promoters/promoter Group of the Company requesting to be reclassified from "Promoter & Promoter Group Category" to "Public Category":

<b>S.No.</b>	<b>Name of Existing Promoters</b>	<b>No. of equity shares as on date</b>
1	Gita Gupta	NIL
2	Chandra Rekha Gupta	NIL
3	Sunanda Agarwal	NIL
4	Jay Shanker Gupta	NIL
5	Badri Prasad Singhania	NIL
6	Savitri Sultania	NIL

The aforesaid persons do not hold any shares of the Company, do not exercise any control over the Company and are not engaged in the management of the Company. The aforesaid persons are not represented on the Board of Directors of the Company and are also not holding any Key Managerial position in the Company. The Company has also not entered into any Shareholders Agreement with them. Further none of the aforesaid persons have got any veto Rights as to voting power or control of the Company. They do not have any Special Information Rights. The aforesaid persons have requested the Company to reclassify them from 'Promoter & Promoter Group' to the Public Category.

Based on letters received from above persons, the matter was discussed by the Board of Directors at their meeting held on August 14, 2021 and the Board has considered and approved the fresh requests received from the above mentioned existing Promoters and Persons related to Promoters, for reclassifying them from "Promoter & Promoter Group Category" to "Public Category", subject to the approval of the members of the Company in the ensuing Annual General Meeting and the other regulatory authorities, if any, in terms of



Regulation 31 A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereof.

Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations”) is the main regulation which deals with reclassification of promoter shareholding. It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following conditions are satisfied according to Regulation 31A:

- a. shall not hold more than ten percent of the total voting rights in the listed entity,
- b. shall not exercise control over the affairs of the listed entity directly or indirectly, and
- c. shall not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements.
- d. shall not be a 'wilful defaulter' as per the Reserve Bank of India Guidelines and should not be a fugitive economic offender.
- e. the outgoing promoter not represented on the Board of the Company and shall not be represented on the Board of the Company (including through nomination of Director on the Board) for a period of 3 years from the date of Shareholders' approval w.r.t reclassification.
- f. the outgoing promoter not acting as key managerial person of the Company and shall not so act for a period of 3 years from the date of Shareholders' approval w.r.t reclassification.

Your Directors recommend the passing of the Resolution in the Notice as an Ordinary Resolution.

None of the Directors/ Key Managerial Personal of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the Notice except to the extent of their shareholding, if any, in the Company.

#### **Item No. 9**

The Board of the Company recommends the appointment of Mr. Lalit Kumar Gaur as a Whole-Time Director of the Company for a period of 3 years, since he is above 70 years of age, his appointment is subject to the approval of members/shareholders of the Company in the Annual General Meeting to be held on Thursday, 30<sup>th</sup> September, 2021 as a **Special Resolution**.

Mr. Lalit Kumar Gaur is a graduate and has more than 44 years of vast and rich experience in Tobacco & Real Estate Industry. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business of all the industrial units of Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

The terms and conditions of his appointment are as under:

**Period:** For the period of 3 years w.e.f. August 19, 2021

**Remuneration:**

1. Basic Salary: Rs. 50,000 (Rupees Fifty Thousand only) per month, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the HR policy of the Company;
2. He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;
3. In addition to above, he shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the HR Policy of the Company;
4. Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Lalit Kumar Gaur in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);
5. Mr. Lalit Kumar Gaur shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Lalit Kumar Gaur under Section 190 of the Act. Details of Mr. Lalit Kumar Gaur are provided in the "Annexure" to the Notice;

The disclosure pursuant to Clause (iv) of Section II of Schedule v of the Companies Act, 2013, is as under:

(I) General Information									
a) Nature of Industry	The Company is the business of tobacco and allied products.								
b) Date or expected date of commencement of commercial production	Not Applicable								
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable								
d) Financial performance based on given indicators	<table border="1"><thead><tr><th>Particulars</th><th>Amount in Rs.</th></tr></thead><tbody><tr><td>Income</td><td>960150</td></tr><tr><td>Profit/(Loss) before Tax</td><td>(400960)</td></tr><tr><td>Profit/(Loss) after Tax</td><td>(400960)</td></tr></tbody></table>	Particulars	Amount in Rs.	Income	960150	Profit/(Loss) before Tax	(400960)	Profit/(Loss) after Tax	(400960)
Particulars	Amount in Rs.								
Income	960150								
Profit/(Loss) before Tax	(400960)								
Profit/(Loss) after Tax	(400960)								
e) Foreign investments or collaborations, if any.	Nil								
(II) Information about the appointee:									

a) Background details	Mr. Lalit Kumar Gaur is a graduate and has more than 44 years of vast and rich experience in Tobacco & Real Estate Industry.
b) Past remuneration	Nil
c) Recognition or awards	Nil
d) Job profile and his suitability	Highly accomplished Sales Leader with over 44 years of notable experience and a proven track record of Tobacco & Real Estate industry starting up Channel Sales, Strategic Planning, Business Management, Sales & Marketing and Customer Management. Managed Product Distributions in varied Geographical Locations with strong ability to adopt in multicultural business environment.
e) Remuneration proposed	₹ 60000/- (Rupees Six Lakh only) (Per Annum)
f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration as proposed of Mr. Lalit Kumar Gaur, is commensurate with the size of the Company and nature of its businesses.
g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable
(III) Other information:	
a) Reasons of loss or inadequate profits	The Company could not commence its new line of business due to outbreak of the Covid-19 pandemic
b) Steps taken or proposed to be taken for improvement	The Company is proposing to seek investors to arrange funds for its business and to scale up its operations
c) Expected increase in productivity and profits in measurable terms	Not Available

The details as Secretarial Standard-2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is as under:

Director Name	Mr. Lalit Kumar Gaur
DIN**	00326958
Date of Birth (Age)	02/03/1949 (72 years)
Qualifications	Graduate
Experience/ Nature of Expertise	Highly accomplished Sales Leader with over 44 years of notable experience and a proven track record of Tobacco & Real Estate industry
Terms and Conditions of appointment /re-appointment alongwith the details of remuneration sought to be paid and the last remuneration drawn.	Mr. Sharma is proposed to be re-appointed for a period of 3 year with effect from 19.08.2021, on the terms, conditions and remuneration as has already been provided under the explanatory statement.

Date of first appointment on the Board	19.08.2021
Shareholding in the Company	Nil
Relationship with other Directors, Manager, and other Key Managerial Personnel	**
No. of Meetings of the Board attended during the year	Nil
Other Directorships, Membership/ Chairmanship of Committees of other Boards.	Other Directorships: <ul style="list-style-type: none"> <li>• Golden Tobie Private Limited</li> <li>• Golden Biofuels Limited</li> <li>• L.U. Housing Projects Private Limited</li> </ul> Chairmanship of Committees of other Boards - Nil

\*\*Mr. Lalit Kumar Gaur is a Director of M/s Golden Tobie Private Limited. Mr. Vipin Sharma, one of the Directors of the Company, is also a Director of M/s Golden Tobie Private Limited. Mr. Lalit Kumar Gaur is not related to any other Director of the Company.

#### **Item No. 10**

The Company is in discussions with M/s Golden Tobie Private Limited (formerly known as Golden Tobie Limited) (hereinafter referred to as "GTPL") for purchase of its Cigarettes and allied products manufacturing facility located at Plot No : 69-A, Toy City , Ecotech III, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh, India – 201306 on a slump sale basis. The negotiations with GTPL are in progress and the Company has appointed M/s Grant Thornton as a consultant for finalising the business transfer agreement. Your Company is hopeful of finalising the term of this arrangement on or before the date of the Annual General Meeting so that it can provide a clear perception to the members of the Company.

Except for Mr. Vipin Sharma and Mr. Lalit Kumar Guar, none of the Directors/ Key Managerial Personal of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the Notice except to the extent of their shareholding, if any, in the Company.

#### **Additional Information of Directors seeking re-appointment at the 34<sup>th</sup> Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

(Annexure as referred to Item No. 3 to 6 & 9 of the Notice)

<b>Name of Director</b>	<b>Mr. Vipin Sharma</b>	<b>Mr. Lalit Kumar Gaur</b>	<b>Mr. Rahul</b>	<b>Ms. Jyoti Bansal</b>
Age	55 Years	72 Years	23 Years	29 Years
Date of Appointment	23/03/2021	19/08/2021	05/10/2020	18/05/2021
Nationality	Indian	Indian	Indian	Indian

Designation	Professional Non Executive Director	Whole- Time Director	Independent Director	Independent Director
Qualification	Graduate	Graduate	Graduate	Post Graduate (CS)
Expertise in specific functional areas	He is a Graduate from Meerut University and has experience of over 30 years in varied business.	Mr. Lalit Kumar Gaur is a graduate and has more than 44 years of vast and rich experience in Tobacco & Real Estate Industry.	He is a graduate and has experience of 3 years in administration and related matters	She holds a Masters' degree in Commerce from ZDHC College, Delhi University. She also holds a degree in Law from CCS University and is a Fellow member of Institute of Company Secretaries of India. She has over 3 years of experience in Corporate and Secretarial matters.
Shares held in the Company	Nil	Nil	Nil	Nil

Directorship in other Companies	Golden Sandhar Mills Limited, Indo International Tobacco Limited, Golden Tobie Private Limited, Golden Gases Private Limited, Golden Cryo Private Limited, Zenith Telecommunications Private Limited, Golden Bio Energy Limited, Lemon Electronics Limited, Victronics Communications Private Limited	Golden Tobie Private Limited, Golden Biofuels Limited, L.U. Housing Projects Private Limited	Bhawna Facilities Management Services Private Limited	Renesola Power Private Limited, Rnsgreen Energy Private Limited, Ajay Industrial Corporation Limited, Neotiss Limited
Seeking Appointment/ re-appointment	Appointment	Appointment	Appointment	Appointment
Rotational	Applicable	Applicable	Not Applicable	Not Applicable
Relationship between Directors inter-se	Mr. Vipin Sharma is a Director of M/s Golden Tobie Private Limited. Mr. Lalit Kumar Gaur, one of the Directors of the Company, is also a Director of M/s Golden Tobie Private Limited.	Mr. Lalit Kumar Gaur is a Director of M/s Golden Tobie Private Limited. Mr. Vipin Sharma, one of the Directors of the Company, is also a Director of M/s Golden Tobie Private Limited.	N.A	N.A

ELITECON INTERNATIONAL LIMITED

FORMERLY KNOWN AS KASHIRAM JAIN AND COMPANY LIMITED

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

Corp Off: B-7, Second Floor, Sector- 4, Noida, Uttar Pradesh, India -201301

CIN: L70100AS1987PLC002828, Phone:- 91-9871761020

Email Id: [admin@eliteconinternational.com](mailto:admin@eliteconinternational.com) Website: [www.eliteconinternational.com](http://www.eliteconinternational.com)

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**ATTENDANCE SLIP**

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id*		Client Id*	
Regd. Folio No.		No. of Shares	

\*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I/we hereby record my/our presence at the 34<sup>th</sup> Annual General Meeting of the Company being held on Thursday, the 30<sup>th</sup> day of September, 2021 at 03.00 p.m. at the Registered Office Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam.

Please (√) in the box

MEMBER  PROXY

\_\_\_\_\_  
Signature of Shareholder / Proxy

ELITECON INTERNATIONAL LIMITED

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

Corp Off: B-7, Second Floor, Sector- 4, Noida, Uttar Pradesh, India -201301

CIN: L70100AS1987PLC002828, Phone:- 91-9871761020

Email Id: [admin@eliteconinternational.com](mailto:admin@eliteconinternational.com) Website: [www.eliteconinternational.com](http://www.eliteconinternational.com)

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**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:** L51909AS1987PLC002828

**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 holder(s) of ..... shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address:

E-mail Id:

Signature: \_\_\_\_\_

or failing him/her

2. 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 34<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 30<sup>th</sup> day of September, 2021 at 03.00 p.m. at the Registered Office of the Company at Lachit Nagar, S. R. B. Road, Guwahati, Kamrup, Assam- 781007, and at any adjournment thereof in respect of such resolutions as are indicated below:



<b>Resolution No.</b>	<b>Resolutions</b>
<b>Ordinary Business:</b>	
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2021, including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2021, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the reports of Board of Directors and Auditors thereon.
2.	Appointment of Auditors to fill the Casual Vacancy
<b>Special Business:</b>	
3.	Regularisation of Additional Director, Mr. Rahul (DIN: 08645446) by appointing him as an Independent Director of the Company.
4.	Regularisation of Additional Director, Ms. Jyoti Bansal (DIN: 08489503) by appointing her as an Independent Director of the Company
5.	Regularisation of Additional Director, Mr. Vipin Sharma (DIN: 01739519) by appointing him as a Non-Executive Director of the Company
6.	Regularisation of Additional Director, Mr. Lalit Kumar Gaur (DIN: 00326958) by appointing him as an Executive Director of the Company
7.	Approval for increase in authorised share capital of the company
8.	Reclassification of Promoters of the Company
9.	To approve the appointment of Mr. Lalit Kumar Gaur (DIN: 00326958), as a Whole-Time Director
10.	To approve the acquisition of business M/s Golden Tobie Private Limited (formerly known as Golden Tobie Limited) (hereinafter referred to as "GTPL") by the Company on a slump sale basis as a going concern

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

Affix Revenue Stamp
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Signature of shareholder(s)

Signature of Proxy holder(s)

**Notes:**

1. 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.
2. Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.

