

## **ELITECON INTERNATIONAL LIMITED**

Regd. Off: B-4, Ground Floor, Shankar Garden, Vikaspuri, New Delhi-110018

CIN: L16000DL1987PLC396234

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 35<sup>th</sup> Annual General Meeting of the Members of Elitecon International Limited will be held at its registered office of the Company at B-4, Ground Floor, Shankar Garden, Vikaspuri, New Delhi-110018 on September 30, 2022 at 11:00 a.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, 2022, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2022, 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, V.N. Purohit & Co., Chartered Accountants, (Firm Registration No. 304040E), be and are hereby appointed as Statutory Auditors of the Company for the Financial Year 2022-2023 to fill casual vacancy caused by resignation of M/s. SAARK & Co. , Chartered Accountants (Firm Registration No. 021758N).

“**RESOLVED FURTHER THAT** M/s V.N. Purohit & Co., Chartered Accountants, (Firm Registration No. 304040E), be and are hereby appointed as Statutory Auditors of the company for the Financial Year 2022-2023, from the conclusion of this Annual General Meeting till the next Annual General Meeting of the company and that they 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, 2023, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

3. To appoint a director in place of Mr. Vipin Sharma (DIN: 01739519) who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

4. **REGULARISATION OF THE APPOINTMENT MR. ISH SADANA (DIN:07141836) AS AN INDEPENDENT DIRECTOR OF THE COMPANY IN THE CATEGORY OF NON- EXECUTIVE INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT**, Mr. Ish Sadana (DIN: 07141836), who was appointed as an Additional Director (Non-Executive Independent Director) with effect from June 27, 2022 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 a Non- Executive Independent Director of the Company not liable to retire by rotation, for a period of five years up to June 27, 2027.

**FURTHER RESOLVED THAT** any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

**5. REGULARIZATION OF THE APPOINTMENT OF MR. UPMANYU PATHAK (DIN: 06563100) AS A DIRECTOR IN THE CATEGORY OF (EXECUTIVE DIRECTOR- PROFESSIONAL CATEGORY)**

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

**“RESOLVED THAT** Mr. Upmanyu Pathak (DIN: 06563100) who was appointed by the Board of Directors as an Additional Director (Executive Director- Professional category) of the Company with effect from July 06, 2022 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”) , who is eligible for appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**FURTHER RESOLVED THAT** any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

**6. REGULARIZATION OF THE APPOINTMENT OF MS. PREETI (DIN: 09662113) AS A DIRECTOR IN THE CATEGORY OF NON- EXECUTIVE INDEPENDENT DIRECTOR.**

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

**“RESOLVED THAT**, Ms. Preeti (DIN: 09662113), who was appointed as an Additional Director (Non- Executive Independent Director) with effect from August 05, 2022 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 a Non- Executive Independent Director of the Company not liable to retire by rotation, for a period of five years up to August 04 , 2027.

**FURTHER RESOLVED THAT** any Director or any Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things which are necessary to give effect to the above 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** in complete subrogation of previous resolution in this regard which was passed by the members of the Company in their meeting held on June 13, 2022 and 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. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 each to Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 each by creating additional 1,00,00,000 (One Crore) 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. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 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.”

By Order of the Board of Directors

For **Elitecon International Limited**

Sd/-

**NEHA ANUJ**

**Company Secretary & Compliance Officer**

**Place:** New Delhi

**Date:** September 05, 2022

**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 September 24, 2022 to the September 30, 2022 (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/ regularization at the AGM as per Item No 3, 4 and 5 of the aforesaid notice, is furnished as Annexure to the Notice. The Directors have furnished consent/declaration for their appointment/ re-appointment/ regularization 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 between 11.00 A.M to 2.00 P.M, except holidays 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 Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Phone: 022-62638200 Email Id: lawoo@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 2021-2022 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 2021- 2022 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 September 27, 2022 at 9:00 a.m. and ends on September 29, 2022 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 September 23, 2022, 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	<p>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.</p> <p>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.</p>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant Elitecon International Limited on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and

accordingly modify your vote.

- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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 September 27, 2022, 9.00 a.m. to September 29, 2022, 5.00p.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 [cs.goelaakash@gmail.com](mailto:cs.goelaakash@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 29, 2022, 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 September 23, 2022. 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 September 23, 2022. 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 September 23, 2022 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. September 23, 2022 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. Mr. Aakash Goel, Proprietor of G Aakash & Associates, Company Secretaries, (C.P No.21629) 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 counter sign 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**

Sd/-

**NEHA ANUJ**

**Company Secretary & Compliance Officer**

**Date:** September 05, 2022

**Place:** New Delhi



## **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. 04 to 07 of the accompanying Notice:

### **Item No. 04:**

The Board of Directors appointed Mr. Ish Sadana (DIN: 07141836,) as an Additional Director, (Non- Executive Independent Director) of the Company with effect from June 27, 2022. 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. Ish Sadana have been given in the Annexure 1 to this Notice. The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Except for Mr. Ish Sadana 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.

### **Item No. 05:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Upmanyu Pathak (DIN: 06563100) as an Additional Director (Executive Director- Professional category) of the Company with effect from July 06, 2022. 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.

Further details of Mr. Upmanyu Pathak have been given in the Annexure 1 to this Notice.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members.

Except for Mr. Upmanyu Pathak 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. 4 of this Notice.

### **Item No. 06:**

The Board of Directors appointed Ms. Preeti (DIN: 09662113) as an Additional Director, (Non- Executive Independent Director) of the Company with effect from August 05, 2022. 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. Preeti have been given in the Annexure 1 to this Notice. The Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

Except for Ms. Preeti 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. 5 of this Notice.

### **Item No.07**

Presently 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 each. The Board of Directors of the Company at its meeting held on September 05, 2022, 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. 20,00,00,000 (Rupees Twenty Crores 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.

Annexure 1

**Additional Information of Directors seeking appointment or re-appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:**

<b>Name of Director</b>	Mr. Ish Sadana	Mr. Upmanyu Pathak	Ms. Preeti
<b>DIN</b>	07141836	06563100	09662113
<b>Age</b>	37 Years	53 Years	38 Years
<b>Date of Appointment</b>	27/06/2022	06/07/2022	05/08/2022
<b>Nationality</b>	Indian	Indian	Indian
<b>Designation</b>	Professional Non-Executive Independent Director	Professional Category Executive Director	Professional Non-Executive Independent Director
<b>Qualification</b>	Graduate	Graduate	Post Graduate
<b>Expertise in specific functional areas</b>	He is a Graduate in Commerce from Delhi University. He has also done CS from the Institute of Company Secretaries of India & LLB from Meerut University.	Mr. Upmanyu Pathak Gaur is a graduate and has more than 37 years of vast and rich experience in Tobacco Industry.	She is a qualified associate of the Institute of Company Secretaries of India (ICSI), and a post graduate in Business Economics from Mewar Institute

			of Management, CCS University (Meerut).
<b>Shares held in the Company</b>	Nil	Nil	Nil
<b>Name of the listed entities in which Director holds Directorships and Membership/Chairmanship of Committees of other Boards along with the listed entities from which the Director has resigned in the past (three) years</b>	<p><b>Other Directorships:</b></p> <p>Delta Industrial Resources Limited, Quasar India Limited, Goalpost Industries Limited, Patback Business Limited, Ravi Iron Limited, Plaza Wires Limited, Minda Finance Limited, Akna Medical Private Limited, Vardhman Health Specialties Private Limited</p> <p><b>Membership/ Chairmanship of Committees of other Boards– NIL</b></p> <p><b>Listed Entities from which the Director has resigned in the past 3 (three) years: NIL</b></p>	<p><b>Other Directorships:</b></p> <p>NTC Industries Limited, Urenu Impex Private Limited, NTCIL Infrastructure Private Limited, NTCIL Realty Private Limited, NTCIL Real Estate Private Limited, NTCIL Siliguri Estate Private Limited, Lentils Tradecom Private Limited, Lentils Vinimay Private Limited, Endive Vinimay Private Limited, Frisee Tradecom Private Limited, Navy Beans Traders Private Limited</p> <p><b>Membership/ Chairmanship of Committees of other Boards – NIL</b></p> <p><b>Listed Entities from which the Director has resigned in the past 3 (three) years: NTC Industries Limited</b></p>	<p><b>Other Directorships-</b></p> <p>A.F. Enterprises Ltd12</p> <p><b>Membership/ Chairmanship of Committees of other Boards – NIL</b></p> <p><b>Listed Entities from which the Director has resigned in the past 3 (three) years: NIL</b></p>
<b>Seeking Appointment/ re-appointment</b>	Appointment	Appointment	Appointment
<b>Rotational</b>	Not Applicable	Applicable	Not Applicable
<b>Relationship between Directors inter- se</b>	N.A.	N.A.	N.A.
<b>In case of independent</b>	He is a Graduate in	N.A.	She is a qualified associate of the

<p><b>directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b></p>	<p>Commerce from Delhi University. He has also done CS from the Institute of Company Secretaries of India &amp; LLB from Meerut University.</p>		<p>Institute of Company Secretaries of India (ICSI), and a post graduate in Business Economics from Mewar Institute of Management, CCS University (Meerut).</p>
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**By Order of the Board of Directors**

For **Elitecon International Limited**

**Sd/**

**NEHA ANUJ**

**Company Secretary & Compliance Officer**

**Date:** September 05, 2022

**Place:** New Delhi

**ELITECON INTERNATIONAL LIMITED**

Regd. Off: B-4, Ground Floor, Shankar Garden, Vikaspuri, New Delhi-110018

CIN: L16000DL1987PLC396234

Phone:- 91-9871761020

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

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(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 35<sup>th</sup> Annual General Meeting of the Company being held on Friday, the 30<sup>th</sup> Day of September at 11.00 a.m. at the Registered Office B-4, Ground Floor, Shankar Garden, Vikaspuri, New Delhi-110018

Please (√) in the box

MEMBER

PROXY

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Signature of Shareholder / Proxy

**ELITECON INTERNATIONAL LIMITED**

Regd. Off: B-4, Ground Floor, Shankar Garden, Vikaspuri, New Delhi-110018

CIN: L16000DL1987PLC396234

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:** L16000DL1987PLC396234

**Name of the Company:** Elitecon International Limited

**Registered Office:** B-4, Ground Floor, Shankar Garden, Vikaspuri, New Delhi-110018

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 35<sup>th</sup> Annual General Meeting of the Company, to be held on 30th day of September at 11.00 a.m. at the Registered Office of the Company at B-4, Ground Floor, Shankar Garden, Vikaspuri, New Delhi -110018, 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, 2022, including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2022, 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
3.	To appoint a Director in place of Vipin Sharma DIN 01739519) who retires by rotation and, being eligible, offers himself for re-appointment.
<b>Special Business:</b>	
4.	Regularisation of the appointment Mr. Ish Sadana (DIN:07141836) as an Independent Director of the Company in the category of Non- Executive Independent Director
5.	Regularization the appointment of Mr. Upmanyu Pathak (DIN: 06563100) as a Director in the category of (Executive Director- Professional Category)
6.	Regularization of the appointment of Ms. Preeti (DIN: 09662113) as a Director in the category of Non- Executive Independent Director.
7.	Approval for increase in authorised share capital of the Company.

Signed this ..... day of ..... 2022

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.

# Route Map for AGM Venue: B-4, Ground Floor, Shankar Garden, Vikaspuri New Delhi-110018





