

Elitecon International Limited

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

CIN: L16000DL1987PLC396234 T: +91-9871761020

E-Mail: admin@eliteconinternational.com Website: www.eliteconinternational.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

(Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given that Extra-Ordinary General Meeting ("EGM") No. 01/2022-23, of the Members of Elitecon International Limited, will be conducted in the accordance with Section 108 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the *time being in force* hereinafter referred to as the "**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "**Rules**"), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to pass a Special Resolution and/or Ordinary Resolution as appended below through Electronic voting ("e-voting") to be held on Monday, June 13, 2022 at 04:00 p.m. at the registered office of the Company situated at B-4, Ground Floor, Shankar Garden, Vikaspuri New Delhi 110018 to transact the following business: -

- 1. Re-designation of Mr. Vipin Sharma (DIN: 01739519) as the Managing Director for a tenure of 5 (Five) years w.e.f. February 02, 2022.**

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 sec 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 re-designation and remuneration of Mr. **Vipin Sharma (DIN: 01739519)** as the Managing Director of the Company for a term of (5) five years commencing from 02.02.2022 till 02.02.2027 on the terms and conditions including the remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty and authority to the Board of Directors/ and Nomination and Remuneration Committee 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. Vipin Sharma, 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.

FURTHER RESOLVED 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."

- 2. Regularization the appointment of Mr. Lalit Kumar Gaur (DIN: 00326958) 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. Lalit Kumar Gaur (DIN: 00326958) who was appointed by the Board of Directors as an Additional Director (Executive Director- Professional category) of the Company with effect from March 14,

2022 and who holds office upto the date of this Extra-Ordinary 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 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.”

3. Regularization of the appointment of Mr. Haisangi Ramaprabhu Bheemashankar (DIN: 09539167) 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**, Mr. Haisangi Ramaprabhu Bheemashankar (DIN: 09539167), who was appointed as an Additional Director (Non- Executive Independent Director) with effect from March 22 , 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 Extra Ordinary 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 March 22, 2027.

FURTHER RESOLVED 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.”

4. Regularization of the appointment of Ms. Monam Kapoor (DIN: 09278005) 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. Monam Kapoor (DIN: 09278005), who was appointed as an Additional Director (Non- Executive Independent Director) with effect from April 12 , 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 Extra Ordinary 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 April 12 , 2027.

FURTHER RESOLVED 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.”

5. Re-designation of Mr. Lalit Kumar Gaur (DIN: 00326958) as the Whole Time Director for a tenure of 5 (Five.) years w.e.f. June 13 , 2022.

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 Section 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 re-designation and remuneration of Mr. Lalit Kumar Gaur (DIN: 00326958) as a Whole-Time Director of the Company for a period of five (5) years commencing from 13.06.2022 till 13.06.2027 on the terms and conditions including the remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty and authority to the Board of Directors/ and Nomination and Remuneration Committee 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 .

FURTHER RESOLVED 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.”

6. Borrowing Powers of the Company

To consider and, if thought fit, to give assent or dissent to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to Section 117, 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members be and is hereby accorded to the Board to borrow money from time to time, at its discretion, on such terms and conditions as to repayment, interest or otherwise, any sum or sums of monies together with money already borrowed by the company, apart from the temporary loans obtained from the Company's banker in the ordinary course of business up to limit of Rs. 30,00,00,000 (Rupees Thirty Crores) over and above the aggregate of paid-up share capital, free reserves and securities premium of the Company."

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.”.

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. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 each to Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10 each by creating additional 4,00,00,000 (Four 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. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five 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
M. No: 48171

Date: May 12, 2022

Place: Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses set out at Item Nos. 1 to 7 above, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EGM is enclosed along with this notice.
4. 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.
5. 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.
6. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
7. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
8. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company at www.eliteconinternational.com
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during 9.00 a.m. to 1.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holiday) up to the date of the EGM of the Company.
10. 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.
11. Members are requested to intimate change in their address if any immediately to M/s Bigshare Services Private Limited, the Company’s Registrar and Share Transfer Agents, at their office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra-400059 Email Id: rajeshm@bigshareonline.com, lawoo@bigshareonline.com.

12. 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.
13. 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.
14. 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.
15. 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 EGM as per Item No-1-5, 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.
16. At present the Company's equity shares are listed on the BSE Limited and the Calcutta Stock Exchange Ltd. Members are informed that the script of the Company have been activated both in Central Depositories Services Limited (CDSL) and may be dematerialized under the ISIN- INE669R01018. The custodian fees for the current financial year 2022-2023 have been paid to all the aforesaid Depositories.
17. The route map to the EGM venue is given herein.

18. Voting through Electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to the Members, a facility to exercise their right to vote on the resolution proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services ("**remote e-voting**") provided by Central Depository Services (India) Limited.
- II. The facility for voting through Polling Paper shall be made available at the meeting 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 Polling Paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM 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 Friday, June 10, 2022 (9:00 a.m. IST) and ends on Sunday, June 12, 2022 (5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, June 06, 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 during the voting period
 - iii) Click on "Shareholders" tab.
 - iv) Now Enter your User ID
For CDSL: 16 digits beneficiary 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 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:

	For Members holding shares in Demat Form and Physical Form
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/DepositoryParticipant are requested to use the first two letters of their name and the 8digits 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 numberof 0's before the number after the first two characters of the name in CAPITALletters. 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.

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 < formerly known as 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.
- 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 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 under help section or write an email to 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 June 10, 2022, 9.00 a.m. to June 12, 2022, 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 cs.goelaakash@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before June 12, 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 June 06, 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 June 06, 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 June 06, 2022 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

23. Notice of the EGM 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. June 06, 2022 are requested to send the written/email communication to the Company at 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 EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the EGM, 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 EGM, 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 EGM 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/-

(Ms. Neha Anuj)

Company Secretary

M. No: 48171

Date: May 12, 2022

Place: Delhi

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 1

The Board of the Company appointed Mr. Vipin Sharma as Managing Director for the period of the 5 (Five) years w.e.f February 02, 2022. His appointment is subject to the approval of members/shareholders of the Company in the EGM to be held on Monday, June 13, 2022 a Special Resolution.

He is a graduate and has experience of 30 years in multiple industries.

The terms and conditions of his appointment are as under:

Period: For the period of 5 years w.e.f. February 02, 2022

Remuneration:

1. Basic Salary: Rs. 1,20,000 (Rupees One Lakh Twenty 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 norms 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 the above, he shall be entitled to other benefits as per the norms of the Company;
4. Overall Remuneration: The aggregate salary, together with perquisites, allowance, benefits and amenities payable to Mr. Vipin Sharma 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. Vipin Sharma 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. Vipin Sharma under Section 190 of the Act.

Details of Mr. Vipin Sharma 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	Particulars	Amount in Rs.
	Income	9,60,150
	Profit/(Loss) before Tax	(4,00,960)
	Profit/(Loss) after Tax	(4,00,960)
e) Foreign investments or collaborations, if any.	Nil	
(II) Information about the appointee:		

a) Background details	Mr. Vipin Sharma is a Graduate and has more than 30 years of experience in the field of multiple industries.
b) Past remuneration	Nil
c) Recognition or awards	Nil
d) Job profile and his suitability	Experience of 30 years in the field of multiple industries.
e) Total Remuneration proposed	Rs. 36,00,000 /- (Rupees Thirty 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 for Mr. Vipin Sharma, is commensurate with the size of the Company and the 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 business of the Company was badly affected 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 Board recommends the Resolution at Item No. 1 of this Notice for approval of the Members.

Except for 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. 1 of this Notice.

Item No. 2:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Lalit Kumar Gaur (DIN: 00326958) as an Additional Director (Executive Director- Professional category) of the Company with effect from March 14 , 2022. Pursuant to the provisions of Section 161(1) of the Act, he holds office up to the date of this EGM and is eligible to be appointed as Director, whose office shall be liable to retire by rotation.

Further details of Mr. Lalit Kumar Gaur have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 2 of this Notice for approval of the Members.

Except for 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. 2 of this Notice.

Item No. 3:

The Board of Directors appointed Mr. Haisangi Ramaprabhu Bheemashankar (DIN: 09539167) as an Additional Director, (Non- Executive Independent Director) of the Company with effect from March 22, 2022. Pursuant to the provisions of Section 161(1) of the Act, he holds office up to the date of this EGM and is eligible to be appointed as an Independent Director.

Further details of Mr. Haisangi Ramaprabhu Bheemashankar 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 for Mr. Haisangi Ramaprabhu Bheemashankar 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. 4:

The Board of Directors appointed Ms. Monam Kapoor (DIN: 09278005) as an Additional Director, (Non- Executive Independent Director) of the Company with effect from April 12, 2022 . Pursuant to the provisions of Section 161(1) of the Act, she holds office up to the date of this EGM and is eligible to be appointed as an Independent Director.

Further details of Ms. Monam Kapoor 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 for Ms. Monam Kapoor 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.

Item No. 5

The Board of the Company recommends re-designation of Mr. Lalit Kumar Gaur as Whole-Time Director for the period of the 5 (Five) years w.e.f June 13, 2022, since he is above 70 years of age, his appointment is subject to the approval of members/shareholders of the Company in the EGM to be held on Monday, June 13, 2022 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 5 years w.e.f. June 13, 2022.

Remuneration:

1. Basic Salary: Rs. 1,00,000 (Rupees One lakhs 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 norms 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 to other benefits as per the norms 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>9,60,150</td> </tr> <tr> <td>Profit/(Loss) before Tax</td> <td>(4,00,960)</td> </tr> <tr> <td>Profit/(Loss) after Tax</td> <td>(4,00,960)</td> </tr> </tbody> </table>	Particulars	Amount in Rs.	Income	9,60,150	Profit/(Loss) before Tax	(4,00,960)	Profit/(Loss) after Tax	(4,00,960)
Particulars	Amount in Rs.								
Income	9,60,150								
Profit/(Loss) before Tax	(4,00,960)								
Profit/(Loss) after Tax	(4,00,960)								
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 the 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	Rs. 30,00,000/- (Rupees Thirty 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 for 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 business of the Company was badly affected 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

Item No: 6

Keeping in view the future financial requirements to support its business, the Company may need supplementary funds. The Company may, raise funds from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital, free reserves and security premium the Company. Hence it is proposed to increase the borrowing limits above the aggregate of paid up share capital, free reserves and securities premium of the Company.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested, financial or otherwise in the resolutions of this Notice except to the extent of their shareholding and outstanding stock options/RsUs in the Company or to the extent of the shareholding of companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions.

The Board recommends the special resolution for approval of the Members.

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

Name of Director	Mr. Vipin Sharma	Mr. Lalit Kumar Gaur	Mr. Haisangi Ramaprabhu Bheemashankar	Ms. Monam Kapoor
DIN	01739519	00326958	09539167	09278005
Age	55 Years	72 Years	60 Years	33 Years
Date of Appointment/re-designation	26-03-2021/ 02-02-2022	14-03-2022/ 13-06-2022	22-03-2022	12-04-2022
Nationality	Indian	Indian	Indian	Indian
Designation	Managing Director	Executive Director-Whole Time Director	Non- Executive Independent Director.	Non- Executive Independent Director.
Qualification	Graduate	Graduate	Post Graduate in M.A. (History) and B.A. (Economics)	Graduate in Computer Application (B.C.A) & Post Graduate Diploma in Business Management in Operations Management
Expertise in specific functional areas	He has more than 30 years of vast and rich experience in multiple industries.	He has more than 44 years of rich experience in Tobacco & Real Estate Industry.	He joined Government of India as IRS Officer in the year 1987 and served for 34 years across the country in Customs, Central Excise, Service tax and GST Departments in various capacities such as AC, DC, JC, Addl. Commissioner, Principal Commissioner and Chief Commissioner. He had retired as Principal Chief Commissioner. GST and Customs, Nagpur and Bhopal in July, 2021.	She has more than 8 years of experience in the field of Information Technology, Finance Management, Business Management etc.
Shares held in the Company	4,20,000 shares	Nil	Nil	Nil

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	Other Directorships: NIL Membership/ Chairmanship of Committees of other Boards –NIL Listed Entities from which the Director has resigned in the past (three)years: NIL	Other Directorships: NIL Membership/ Chairmanship of Committees of other Boards – NIL Listed Entities from which the Director has resigned in the past 3 (three) years: NIL	Other Directorships: NIL Membership/ Chairmanship of Committees of other Boards: NIL Listed Entities from which the Director has resigned in the past 3(three) years: NIL	Other Directorships: 1)Krishna Ventures Limited 2)Oscar Global Limited. 3)Rajnish Wellness Limited Rita Finance And Leasing Limited 4) Rita Finance And Leasing Limited Membership/ Chairmanship of Committees of other Boards: She is the member of the following Committee: 1)Audit Committee 2)Nomination & Remuneration Committee 3)Stakeholder Relationship Committee In Rita Finance And Leasing Limited Listed Entities from which the Director has resigned in the past 3(three) years :NIL
Seeking Appointment/ re-appointment	Appointment	Appointment	Appointment	Appointment
Rotational	Applicable	Applicable	Not Applicable	Not Applicable
Relationship between Directors inter-se	NA	NA	NA	NA
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	A	NA	He joined Government of India as IRS Officer in the year 1987 and served for 34 years across the country in Customs, Central Excise, Service tax and GST Departments in various capacities such as AC, DC, JC, Addl. Commissioner, Principal Commissioner and Chief Commissioner. He had retired as Principal Chief Commissioner. GST and Customs, Nagpur and Bhopal in July, 2021.	She has more than 8 years of experience in the field of Information Technology, Finance Management, Business Management etc.

Item No. 7

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 May 12, 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. 50,00,00,000 (Rupees Fifty 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.

By Order of the Board of Directors
For **Elitecon International Limited**

Sd/-
(Ms. Neha Anuj)
Company Secretary
M. No: 48171

Date: May 12, 2022

Place: Delhi

Elitecon International Limited

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

CIN: L16000DL1987PLC396234 T: +91-9871761020

E-Mail: admin@eliteconinternational.com Website: www.eliteconinternational.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

**Applicable for investors holding shares in Electronic form.*

Applicable for investors holding shares in Electronic form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Monday, June 13, 2022 at 04:00 p.m. at the registered office of the Company situated at B-4, Ground Floor, Shankar Garden, Vikaspuri New Delhi -110018

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

Elitecon International Limited

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

CIN: L16000DL1987PLC396234 T: +91-9871761020

E-Mail: admin@eliteconinternational.com Website: www.eliteconinternational.com

Form No. MGT-11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: 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:	
*DP Id. / Client Id.	Regd. Folio No.

(* Applicable for members holding share(s) in electronic form)

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

1. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
2. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
3. Name : _____
Address : _____
E-mail ID : _____
Signature : _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, June 13, 2022 at 04.00 p.m. at the registered office of the Company situated 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:

Resol ution No.	Resolutions	Optional	
		For	Against
1.	To approve the re-designation of Mr. Vipin Sharma (DIN: 01739519) as the Managing Director for a tenure of 5 (Five) years w.e.f. February 02, 2022.		
2.	To regularise the appointment of Mr. Lalit Kumar Gaur (DIN: 00326958) as a Director in the category of (Executive Director-Professional category)		
3.	To regularize the appointment of Mr. Haisangi Ramaprabhu Bhemashankar (DIN: 09539167) as a Director in the category of Non- Executive Independent Director.		

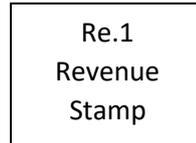
4.	To regularize the appointment of Ms. Monam Kapoor (DIN: 09278005) as a Director in the category of Non- Executive Independent Director.		
5.	To re-designate of Mr. Lalit Kumar Gaur (DIN: 00326958) as the Whole Time Director for a tenure of 5 (Five.) years w.e.f. June 13 , 2022		
6.	Borrowing Powers of the Company		
7.	Approval for increase in authorised share capital of the Company		

Signed this _____ day of _____ 2022.

Affix Revenue Stamp

Signature of Shareholders(s)

Signature of Proxy holders(s)



Note:

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. For the resolution and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
3. It is optional to put a (√) in the appropriate column against the Resolution indicated in the Box. If, you leave the 'For' and 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

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

