

Elitecon International Limited

Registered Office: AltF 101, TR-442, Okhla - 4th Floor, 101, NH-19, CRRI, Ishwar Nagar, Okhla,
Tugalkabad, South Delhi, Delhi, India, 110044

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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 Member(s),

Notice is hereby given that Extra-Ordinary General Meeting ("EGM") No. 02/2025-26, of the Members of Elitecon International Limited ("the Company"), 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 Special Resolutions as appended below through Electronic voting ("e-voting") to be held on Wednesday, August 06, 2025 at 04:00 p.m. at the registered office of the Company situated at AltF 101, TR-442, Okhla - 4th Floor, 101, NH-19, CRRI, Ishwar Nagar, Okhla, Tugalkabad, South Delhi, Delhi, India, 110044 to transact the following special business: -

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE CAPITAL RAISING BY ISSUANCE OF EQUITY SHARES THROUGH QUALIFIED INSTITUTIONS PLACEMENT ("QIP") FOR AN AGGREGATE AMOUNT UPTO RS. 300,00,00,000/- (RUPEES THREE HUNDRED CRORES ONLY)

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

"RESOLVED THAT pursuant to and in accordance to the provisions of Section 23, 42, 62(1)(c) and section 179 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other relevant rules, ("Companies Act"), in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, the current Consolidated Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, (including any statutory modification(s) thereto or re-enactment thereof for the time

being in force for all the aforesaid regulations) and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued thereon by the Government of India, Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), BSE Limited ("BSE") and The Calcutta Stock Exchange of India Limited ("CSE") (collectively referred to as "Stock Exchanges"), Registrar of Companies, NCT of Delhi and Haryana ("RoC") and / or any other competent authorities, whether in India or abroad (hereinafter referred to as "Applicable Regulatory Authorities") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities or lenders of the Company in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised, to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Equity Shares or other eligible securities convertible into or exchangeable for Equity Shares or non-convertible debentures with warrants with a right exercisable by the warrant holder to exchange the said warrants for Equity Shares at a later date (hereinafter referred to as "Eligible Securities", respectively), through one or more Qualified institutions placement(s) ("QIP") in accordance with the Chapter VI of the SEBI ICDR Regulations, to any eligible investors, for an aggregate amount of up to Rs.300,00,00,000/- (Rupees Three Hundred Crores Only) (inclusive of such discount or premium to market price or prices permitted under applicable law), through issue of a Preliminary Placement Document and Placement Document and/ or other permissible/ requisite offer documents to Qualified institutional buyers within the meaning prescribed under Chapter VI of SEBI ICDR Regulations, as permitted under applicable laws and regulations, at such price, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the Book running lead manager and/or other advisors appointed by the Company.

RESOLVED FURTHER THAT in case of issue and allotment of Equity Shares or other Eligible Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations following shall apply:

1. the allotment of Securities shall only be to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations ("QIBs");
2. the allotment of the Equity Shares or other Eligible Securities, shall be completed within 365 days from the date of this special resolution being passed by the Members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
3. in case of allotment of Equity Shares, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, subject to applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares and in case of allotment of convertible Eligible Securities, either the date of the meeting in which the Board of the Company decides

to open the issue of such Eligible Securities or the date on which the holders of such Eligible Securities become entitled to apply for the Equity Shares pursuant to the conversion, as may be determined by the Board;

4. Issue shall be at such price which is not less than the price determined in accordance with Regulation 176 provided under Chapter VI of the SEBI ICDR Regulations ("QIP Floor Price"). The Board may, however, at its absolute discretion in consultation with the book running lead manager, issue Equity Shares at a discount of not more than 5% or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
5. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹250 crore) or five (in case the issue size is more than ₹250 crore), as applicable, or in a manner as may be prescribed from time to time under the SEBI ICDR Regulations;
6. Equity Shares or Eligible Securities allotted pursuant to the Issue shall not be sold for a period of 1 year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;
7. the Eligible Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid up basis;
8. the tenure of the convertible or exchangeable Eligible Securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment;
9. A minimum of 10 per cent of the Eligible Securities shall be allotted to mutual funds and any unsubscribed portion by the mutual funds may be allotted to other eligible QIB in accordance with the SEBI ICDR Regulations;
10. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company, in terms of SEBI ICDR Regulations;
11. the allotment of Securities except as may be permitted under SEBI ICDR Regulations and other applicable laws shall only be to QIBs and no allotment shall be made, either directly or indirectly, to a Promoter, or any person related to the Promoters of the Company; and
12. any subsequent QIP shall not be issued until the expiry of two weeks from the date of the prior QIP made pursuant to this special resolution.

RESOLVED FURTHER THAT, in the event that Equity Shares are issued and allotted through QIP in accordance with Chapter VI of the SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

1. makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;

2. makes a rights issue of Equity Shares;
3. consolidates its outstanding equity shares into smaller number of shares;
4. divides its outstanding equity shares including by way of stock split;
5. re-classifies any of its equity shares into other securities of the issuer; and
6. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT the Equity Shares created, issued, offered and/or to be allotted upon conversion of any Eligible Securities or as may be necessary in accordance with the terms of the Issue, shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s).

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Eligible Securities or Equity Shares, the Board is authorised to seek listing of any or all of such Eligible Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT the Board duly authorized by the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board or any other committee duly authorized by the Board

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or other Eligible Securities, the Board thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determining terms and conditions for issuance of Equity Shares or other Eligible Securities including the number of such Equity Shares or other Eligible Securities that may be offered, issue price and discounts permitted under applicable law, timing for issuance of such Equity Shares or other Eligible Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with book running lead manager, legal advisors, depository, custodian, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreement(s) including but not limited to placement document and filing such documents (in draft or final form) with regulatory authority including SEBI or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or other Eligible Securities and take all steps which are incidental and ancillary in this

connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution, ratified and confirmed in all respects.

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

2. ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into by the Company with the BSE Limited (“BSE”) and The Calcutta Stock Exchange Limited (“CSE”) (currently suspended from CSE) (referred to as “Stock Exchanges”) on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, upto 7,27,27,273 (Seven Crores Twenty Seven Lakhs Twenty Seven Thousand Two Hundred Seventy Three) Equity Shares of the Company at a price of Rs.55/- (Rupees Fifty Five only) per Equity Share (“Issue Price”), aggregating to Rs. 400,00,00,000 (Rupees Four Hundred Crores Only) on Preferential basis to the following persons / entities for consideration other than cash i.e. swap of Equity Shares :

- 7,27,27,273 (Seven Crores Twenty Seven Lakhs Twenty Seven Thousand Two Hundred Seventy Three) Equity Shares of Elitecon International Limited to be issued as part consideration for acquisition of 300 (Three Hundred) Equity shares of AED 1000 each totalling AED 300,000 representing 100% paid-up equity capital of Prime Place Spices Trading L.L.C, owned by Proposed Allottee(s), in such form and manner and in accordance with the applicable provisions of Companies Act, 2013, SEBI ICDR Regulations, SEBI LODR Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members to the below mentioned person under the category of Promoter/Non-Promoter-Group:

S. No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted
1.	Mr. Santosh Sharma	Non-Promoter	7,27,27,273

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Equity Shares shall be July 07, 2025 being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e. August 06, 2025 being the date of the Extraordinary General Meeting of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares to be allotted, shall be subject to the following terms and conditions:

- Full consideration of Equity Shares shall be paid by the allottee at the time of allotment of such Equity Shares.
- The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.
- The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- The Equity Shares so allotted shall be in dematerialized form, shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Equity shareholders from the Stock Exchange in accordance with the SEBI LODR Regulations and all other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT, for the purpose of giving effect to above resolution, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable, including without limitation, issuing clarifications on the issue and allotment of Equity Shares, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottees, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT 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.”

3. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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 Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time Rs.1000,00,00,000 (Rupees One Thousand Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

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**

Date: July 15, 2025
Place: Delhi

Sd/-
(VIPIN SHARMA)
Managing Director
DIN: 01739519

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. 1,2 & 3 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. At present the Company's equity shares are listed on the BSE Limited and the Calcutta Stock Exchange Limited. 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- **INE669R01026**.
 16. The route map to the EGM venue is given herein.
 17. **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 INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**
- i. The voting period begins on Sunday, August 03, 2025 (09:00 A.M.) and ends on Tuesday, August 05, 2025 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of

Monday, July 21, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the

	<p>meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL

(holding securities in demat mode) login through their Depository Participants (DP)	for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

v. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on **“SUBMIT”** tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant ELITECON INTERNATIONAL LIMITED on which you choose to vote.
- x. 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.
- xi. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.

- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; kjcl002828@yahoo.in (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDS) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

18. Mr. Aakash Goel, Proprietor of M/s. 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.
19. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting by show of hands is not allowed.
20. 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.
21. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website <https://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 Calcutta Stock Exchange Limited ("Stock Exchanges").

By Order of the Board of Directors
For **ELITECON INTERNATIONAL LIMITED**

Sd/-
(VIPIN SHARMA)
Managing Director
DIN: 01739519

Date: July 15, 2025
Place: Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to all the Special Business mentioned in the accompanying Notice:

ITEM 1: TO CONSIDER AND APPROVE THE PROPOSAL FOR CAPITAL RAISING BY ISSUANCE OF EQUITY SHARES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT (“QIP”) FOR AN AGGREGATE AMOUNT UPTO RS. 3,00,00,00,000/- (RUPEES THREE Hundred CRORES ONLY)

The Board at its meeting held on July 09, 2025 recommended to the Shareholders to give their consent through Special resolution, to raise funds through issuance of securities or any equity based instrument(s) (“Securities”) as may be appropriate to persons who may or may not be the existing shareholders through Qualified institutions placement (“QIP”) and/ or any other permitted modes at a price to be determined as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, as amended (the “SEBI ICDR Regulations”) or as per other applicable rules and regulations, aggregating up to Rs.3,00,00,00,000/- (Rupees Three Hundred Crores Only), under section 42 read with sections 62 and 179 of the Companies Act, 2013, as amended or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead manager, legal advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended, and rules made there under from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws.

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

1. Object of the QIP

The Company proposes to utilize the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages for the following:

- Part payment of purchase consideration for the acquisition of Prime Place Spices Trading L.L.C., a Dubai based business entity engaged in Trading of Spices, Nuts, Coffee, Tea & Confectionary and Chocolate.

The total purchase consideration payable by Elitecon International Limited to Mr. Santosh Sharma, who holds 100% of Equity shares of Prime Place Spices Trading L.L.C., for the proposed acquisition is Rs. 700,00,00,000/- (Rupees Seven Hundred Crores Only) ("Total Consideration") which is to be paid in the following manner:

Sr. No.	Component	Amount (In Rupees)	Source of Funds
1	Foreign Remittance	3,00,00,00,000	Issuance of Equity Shares through Qualified Institutions Placement (“QIP”)
2	Share Swap	4,00,00,00,000	Preferential Issue of Equity Shares of Elitecon International Limited to Mr. Santosh Sharma, the Owner of the Target Company

Depending upon future circumstances and in terms of BSE Notice No. 20221213-47 dated December 13, 2022, in case, it is difficult to quantify the exact amount of fund to be used, there may be a deviation of +/- 10% of the amount specified for that object of issue size, as the objects are based on management estimates and other commercial and technical factors.

The details for deployment of funds will be specifically mentioned in the Preliminary placement document/ placement document or other requisite offer document in terms of applicable circulars of BSE in this regard.

2. Total number of shares or other securities to be issued

The total amount to be raised, in one or more tranches, by issuance of Eligible Securities through Qualified Institutions Placement (“QIP”) would be aggregating up to Rs.3,00,00,00,000/- (Rupees Three Hundred Crores Only).

The issue of Eligible Securities may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board or its duly constituted committee may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the Lead manager and other agencies and subject to the relevant regulations and other applicable laws, regulations, rules and guidelines, in accordance with applicable law.

3. Pricing

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, or other applicable laws. In the event of a QIP, pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations.

4. Relevant Date

The relevant date for determining the issue price of the Eligible Securities by way of QIP, subject to and in accordance with the SEBI ICDR Regulations be: a. in case of allotment of Equity Shares in a QIP, the date of meeting in which the Board decides to open the proposed issue, and/ or; b. in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such

convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

5. Class or Classes of persons to whom the Securities will be offered

The Securities will be offered and issued to such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines.

6. Intention of the Promoter, Directors, Key Managerial Personnel or Senior Management

The Promoter, Directors, KMPs or Senior Management shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with Applicable Laws.

7. Transferability of Securities

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

8. Proposed time within which the allotment shall be completed

In case of the QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at item no.1 of this Notice. The allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law. The Equity Shares that may be created, offered, issued and allotted by the Company through QIP shall rank pari-passu in all respects with the existing equity shares of the Company, including entitlement to dividend. The Equity Shares to be allotted would be listed on the stock exchanges where the equity shares of the Company are listed. The offer, issue and allotment of equity shares through QIP would be subject to the receipt of the regulatory approvals, if any. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post issue of Securities that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

ITEM NO. 2 ISSUANCE OF EQUITY SHARES ON AS PREFERENTIAL BASIS

For the purpose of acquisition of an Overseas Business entity, the Board of Directors of the Company in its meeting held on Wednesday, July 09, 2025, accorded its approval for issuance of Equity Shares upto 7,27,27,273 (Seven Crores Twenty Seven Lakhs Twenty Seven Thousand Two Hundred Seventy Three) Equity Shares ("Shares") to the proposed allottee, as set in the notice ("Proposed Allottee") on a preferential basis by way of private placement subject to approval of the members of the Company.

The terms and conditions of the Preferential Allotment of Shares are as stated in the Resolution.

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

a) The objects of the preferential issue:

The Company proposes to utilize the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages for the following:

- Part payment of purchase consideration for the acquisition of Prime Place Spices Trading L.L.C., a Dubai based business entity engaged in Trading of Spices, Nuts, Coffee, Tea & Confectionary and Chocolate.

The total purchase consideration payable by Elitecon International Limited to Mr. Santosh Sharma, who holds 100% of Equity shares of Prime Place Spices Trading L.L.C., for the proposed acquisition is Rs. 700,00,00,000/- (Rupees Seven Hundred Crores Only) ("Total Consideration") which is to be paid in the following manner:

Sr. No.	Component	Amount (In Rupees)	Source of Funds
1	Foreign Remittance	3,00,00,00,000	Issuance of Equity Shares through Qualified Institutions Placement ("QIP")
2	Share Swap	4,00,00,00,000	Preferential Issue of Equity Shares of Elitecon International Limited to Mr. Santosh Sharma, the Owner of the Target Company

b) Type and number of securities to be issued

It is proposed to issue and allot in aggregate and upto 7,27,27,273 (Seven Crores Twenty Seven Lakhs Twenty Seven Thousand Two Hundred Seventy Three) Equity Shares for consideration other than cash i.e. swap of shares at an issue price of Rs.55/- (Rupees Fifty Five Only) ("Issue Price") per Share each, aggregating to Rs.400,00,00,000 (Rupees Four Hundred Crores Only) .

c) Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares as per resolution at Item No. 2 to this notice:

Sr. No.	Category	Pre-Preferential Issue		Post Preferential Issue	
		Shares	%	Shares	%
A	Promoters' Holding				
1	Indian				
	Individuals/HUF	16,00,00,000	10.01	16,00,00,000	9.57
	Body Corporates	79,00,00,000	49.42	79,00,00,000	47.27
2	Foreign				
	Sub total A	95,00,00,000	59.43	95,00,00,000	56.84

B	Non-Promoters Holding				
	Banks/Financial Institutions	-	-	-	-
	Foreign Institutional Investors	-	-	-	-
	Bodies Corporate	52,50,809	0.33	52,50,809	0.31
	Directors and their relatives	-	-	-	-
	Foreign Nationals	-	-	-	-
	Foreign Bodies Corporate	-	-	-	-
	Non Resident Indians	51,28,903	0.32	7,78,56,176	4.66
	Trusts	-	-	-	-
	Clearing Members	35,501	0.00	35,501	0.00
	Foreign Portfolio Investors	61,08,25,000	38.21	61,08,25,000	36.55
	Indian Public (individuals/HUF)	2,72,59,787	1.71	2,72,59,787	1.63
	Sub total B	64,85,00,000	40.57	72,12,27,273	43.16
	Grand Total (A + B)	1,59,85,00,000	100.00	1,67,12,27,273	100.00

d) Proposed time frame within which the preferential issue of Equity Shares shall be completed

In terms of provisions contained under SEBI ICDR Regulations the **Equity Shares** shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of **Equity Shares** is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of **15 (fifteen) days from the date of receipt of last of such approvals or permissions.**

Since the Equity Shares of the Company are listed on BSE Limited (“BSE”) and the Calcutta Stock Exchange Limited (currently suspended from CSE) (BSE referred to as the “Stock Exchange”), the allotment is subject to receipt of in-principle approval from the Stock Exchange, we have not applied for the in-principle approval from CSE as the Company have already applied for the Delisting of its securities from CSE. Accordingly, the allotment of **Equity Shares** pursuant to the preferential issue shall be completed within 15 (fifteen) days from the date of passing of special resolution or receipt of in-principle approval from the Stock Exchange, whichever is later.

e) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted ,the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment

The Shares are proposed to be allotted to person other than promoters / promoter group of the Company. The details of the proposed allottee is as per the following table. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No.	Proposed Allottee	Ultimate Beneficial Owners of the proposed allottees	Pre-Preferential issue		Issue of Equity Shares	Post-Preferential issue	
			Shares	%		Shares	%
1.	Santosh Sharma	-	3,00,000	0.02%	7,27,27,273	7,30,27,273	4.37%

f) Change in control

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares, assuming that all the Shares allotted pursuant to the resolution have been exercised into Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

g) the price at which the allotment is proposed and the basis on which the price has been arrived at:

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

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Registered Office of the Company and the said Certificate can be found on the website of the Company at the following link <https://eliteconinternational.com>.

In accordance with the foregoing, the pricing of the Shares to be allotted on preferential basis is Rs.55/- (Rupees Fifty Five Only) per Shares.

h) Relevant Date

In accordance with SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Equity shares shall be July 07, 2025, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Extra-ordinary General Meeting of the Company, i.e. August 06, 2025.

i) Lock in

The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

j) Practicing Company Secretary Certificate

The Certificate issued by M/s G Aakash & Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of the ensuing Extra-ordinary General Meeting of the Company i.e. August 06, 2025, and the said certificate may be accessed on the Company's website at the link: <https://eliteconinternational.com>

k) Undertakings

The Company hereby undertakes that:

- (i) It would re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the afore referred to Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (iii) Neither the Company nor its Directors or Promoters have been declared as willful defaulters in terms of the SEBI ICDR Regulations.
- (iv) Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.
- (v) The Company has obtained a valuation report from Mr. Hitesh Jhamb, Registered Valuer, Registered Valuer, as per the provisions of rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014, for determining the issue price of the Shares to be allotted pursuant to the proposed Preferential Allotment.
- (vi) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- (vii) The Proposed Allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (viii) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

Item No. 3 TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 (3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 (2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule no.11 (1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186 (3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In line with the long-term objectives of the Company and for expanding its business further, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186 (2) of the 'Act'.

And accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to increase the existing limit to Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves, and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more as specified in Section 186 (2) of the 'Act' at any point of time.

The resolution is accordingly recommended for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding, if any.

By Order of the Board of Directors
For **ELITECON INTERNATIONAL LIMITED**

Date: July 15, 2025
Place: Delhi

Sd/-
(Mr. Vipin Sharma)
Managing Director
DIN: 01739519

Elitecon International Limited

Registered Office: AltF 101, TR-442, Okhla - 4th Floor, 101, NH-19, CRRI, Ishwar Nagar, Okhla,
Tugalkabad, South Delhi, Delhi, India, 110044

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 Physical 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 Wednesday, August 06, 2025 at 04:00 p.m. at the registered office of the Company situated at AltF 101, TR-442, Okhla - 4th Floor, 101, NH-19, CRRI, Ishwar Nagar, Okhla, Tugalkabad, South Delhi, Delhi, India, 110044.

Signature of the Member/Proxy

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

Elitecon International Limited

Registered Office: AltF 101, TR-442, Okhla - 4th Floor, 101, NH-19, CRRI, Ishwar Nagar, Okhla,
Tugalkabad, South Delhi, Delhi, India, 110044

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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: AltF 101, TR-442, Okhla - 4th Floor, 101, NH-19, CRRI, Ishwar Nagar, Okhla,
Tugalkabad, South Delhi, Delhi, India, 110044

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 Wednesday, August 06, 2025 at 04:00 p.m. at the registered office of the Company situated at AltF 101, TR-442, Okhla - 4th Floor, 101, NH-19, CRRI, Ishwar Nagar, Okhla, Tugalkabad, South Delhi, Delhi, India, 110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

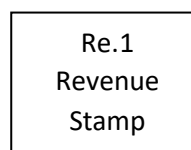
Resolution No.	Resolutions	Optional	
		For	Against
1.	To Consider And Approve The Proposal For Capital Raising By Issuance Of Equity Shares By Way Of Qualified Institutions Placement ("QIP") For An Aggregate Amount Up to Rs.300,00,00,000 (Rupees Three Hundred Crores Only)		
2.	Issuance of Equity Shares on as Preferential Basis		
3.	To make Investments, give Loans, Guarantees and Security in Excess of Limits Specified under Section 186 of the Companies Act, 2013		

Signed this _____ day of _____ 2025.

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: AltF 101, TR-442, Okhla - 4th Floor, 101, NH-19, CRRl, Ishwar Nagar, Okhla, Tugalkabad, South Delhi, Delhi, India, 110044

