

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
ELITECON INTERNATIONAL LIMITED**



(THE COMPANIES ACT 2013)
(COMPANY LIMITED BY SHARES)

Memorandum of Association

of

Elitecon International Limited

- I. The Name of the Company is *Elitecon International Limited.**
- II. **The Registered Office of the Company is situated at National Capital Territory of Delhi.**
- III. ***(A) THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:-**
 1. To carry on the business as producers, cultivators, manufacturers, buyers, seller, importers, exporters, processors and dealers in, all kinds of tobacco, bidies, cigarettes, cigars, smoking and chewing tobacco, snuff grinders, and other products of tobacco, match lights, matches, match boxes and pipes, smoker's requisites, and any other articles required by or which may be convenient to smokers, merchants and box merchants, and to deal in any other articles and things commonly dealt in by tobacconists.
 2. To carry on the business of buying, stocking, selling, exporting, importing, blending, treating, grading, processing or otherwise dealing in raw materials, ingredients, intermediates of any description which are generally required and used in the manufacture of bidies, cigarettes, cigars etc., such as tobacco, tendu leaves, thread, wrapping paper, wrapping materials and packing materials.
 3. To purchase or otherwise acquire and take over the running business and/ or establishment or establishments carrying Business of Bidi, Cigar, Cigarettes, and tobacconist in India or elsewhere and to enter into agreement or agreements with such establishment or establishments for the purpose of acquiring and taking over the stock of raw materials, finished products of tobacco, other articles, things, rights, liabilities and privileges of the said establishment or establishments.
 4. To acquire, register in its own name or purchase out right or on royalty basis the patent rights, trade marks and such other rights and privileges of a running business for the manufacture, process and marketing of bidis, cigarettes, cigars and other tobacco products.

***(Amended pursuant to Special Resolution passed at 32nd Annual General Meeting held on 16th September, 2019.**



****(Amended pursuant to Special Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 9th August 2021)**

5. To carry on the business of processing, farming, manufacturing, distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic foods products and drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption.
6. To carry on the business of manufacturing, processing, and trading in organic food products of all types, including fruits, vegetables, grains, all kind of Rice, dairy products, Nuts, meat products, Sugar and other related items.
7. To design, develop, produce, and supply various types of organic food products, including snacks, confectionery, bakery products, beverages, and other related items.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECT SPECIFIED IN CLAUSE III (A)

1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To give guarantee for the payment of the money or the performance of any obligation or undertaking.
3. To raise or borrow or provide for or secure the repayment of loans borrowed or guaranteed by the company or any other person, company or body corporate in such manner as may be expedient and, in particular, by the mortgage or charge of whole or any part of property and effects or by the issue of debentures or debenture stock (perpetual or otherwise); charge upon all or any of the company's property (whether present or future) including its called or unpaid capital and to pay off the same.
4. To guarantee the repayment of the debts secured or unsecured or payable under or in respect of promissory notes, debentures, debenture stock, contracts, mortgage, charge obligations, instruments and securities of any person, firm, company, body corporate or any authority whether incorporated or not incorporated, and generally to guarantee or become sureties for the repayment of principal or interest or of dividend on any stock or shares of the Company or for the performance of any contract or obligation by any person, firm, company or association.
5. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or



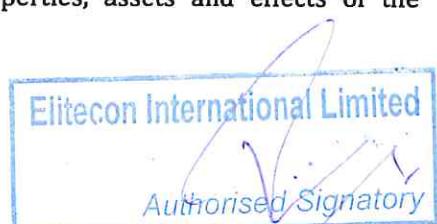
companies carrying on or engaged in the main business or transaction of this Company.

6. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
7. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
8. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
9. To undertake or promote scientific research relating to the main business or class of business of the Company.
10. To take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
11. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
12. Subject to Sections 230 to 237 of the Act, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
13. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
14. To apply for, obtain, purchase or otherwise and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, patterns,



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

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



company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.

23. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares.
24. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
25. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
26. Subject to the provisions of Section 181,182 & 183 of Companies Act, 2013, to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give of procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
28. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
29. To pay for any property or rights acquired by or for any services rendered to the



Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine, subject to the provision of the act.

30. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
31. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
32. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
33. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
34. To appoint agents, sub-agents, dealers, managers' canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

*****(Amended pursuant to Special Resolution passed at 32nd Annual General Meeting held on 16th September, 2019)**

*****(Amended pursuant to Special Resolution passed at Extra Ordinary General Meeting of the Members of the Company held on 9th August, 2021)**

*****(Amended pursuant to Special Resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 02nd September 2024)**



IV. The Liability of the members is Limited.

V. **V. The Authorized Share Capital of the Company shall be Rs.300,00,00,000/- (Rupees Three Hundred Crores only) divided into 300,00,00,000 (Three Hundred Crores only) Equity Shares having a face value of Re. 1/- (Rupee One Only) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to 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 the 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.**

******(Amended pursuant to Ordinary Resolution passed at the Extra ordinary General meeting of the members of the Company held on 29th March, 2024)**

******(Amended pursuant to Ordinary Resolution passed at the Extra ordinary General meeting of the members of the Company held on 18th December, 2024)**

******Clause V of the existing MOA is amended pursuant to sub-division of Equity Shares having face value of Rs. 10/- (Rupees Ten Only) into Equity shares having face value of Re. 1/- (Rupee One Only) each fully paid up vide Ordinary resolution passed by the members in the Extra Ordinary General Meeting held on June 02, 2025.**



We, the several persons, whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Article of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names :

Names, addresses, descriptions and occupations of the subscribers.	Number of shares taken by each subscriber.	Signatures of the subscriber.	Signature of witnesses with addresses and occupations.
Dilip Kumar Jain S/o Sri M. C. Jain Opp. Police Reserve Gauhati Business	100 (One Hundred)	Sd/- D. K. Jain	
Sanjay Kumar Jain S/o Sri D. C. Jain 526 Sreemanta Market A. T. Road, Gauhati Business	1 (One)	Sd/- S. K. Jain	
Saroj Kumar Jain S/o Sri M. C. Jain Opp. Police Reserve Gauhati Business	100 (One Hundred)	Sd/- S. K. Jain	
Pradip Kumar Jain S/o Sri D. C. Jain 526 Sreemanta Market A. T. Road, Gauhati Business	1 (One)	Sd/- P. K. Jain	Sd/- H. S. Kumbhat Chartered Accountant G. N. B. Road Gauhati
Omprakash Jain S/o Sri Kashiram Jain Mahatma Gandhi Road Gauhati Business	100 (One Hundred)	Sd/- O. P. Jain	
Ajay Kumar Jain S/o Sri Kashiram Jain Mahatma Gandhi Road, Gauhati Business	1 (One)	Sd/- A. K. Jain	
Anil Kumar Jain S/o Sri Kashiram Jain Mahatma Gandhi Road, Gauhati Business	1 (One)	Sd/- A. K. Jain	
Total :		304	(Three Hundred Four only)

Dated the 15th day of December, 1987.

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