

March 20, 2024

The Listing Department
BSE Limited
Phirozee Jeejeebhoy Towers
Dalal Street, 25th Floor
Mumbai – 4000010

The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata -700 001

Name of Scrip: Elitecon International Limited
Scrip Code: 539533

Dear Sir/Madam,

Sub: NOTICE OF EXTRA-ORDINARY GENERAL MEETING & BOOK CLOSURE OF THE COMPANY

Notice is hereby given that the Extra-ordinary General Meeting of the Company will be held on Friday, March 29, 2024 at 04:00 P.M. at the Registered office of the Company at 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, New Delhi -110092 to transact the businesses mentioned in the Notice.

As per the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder read with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their votes through electronic means on all the resolutions set forth in the Notice. The e-voting will commence on Tuesday, March 26, 2024 at 09:00 A.M. and will end on Thursday, March 28, 2024 at 5:00 P.M. (both days inclusive). The Company has fixed March 22, 2024 as the cut-off date (record date) for the said purpose.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, it is hereby informed that the Register of Members and Transfer Books of the Company will remain closed from Saturday, March 23, 2024 to Friday, March 29, 2024 (both days inclusive) for the purpose of Extra-ordinary General Meeting of members of the Company.

Kindly take note of the same.

Yours faithfully,
For **ELITECON INTERNATIONAL LIMITED**

Vipin Sharma
Digitally signed by Vipin Sharma
Date: 2024.03.20 14:09:12 +05'30'
(VIPIN SHARMA)
Managing Director
DIN: 01739519

Encl.: Notice of Extra-ordinary General Meeting of the Company.

Elitecon International Limited

Registered Office: 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, Delhi -110092.

CIN: L16000DL1987PLC396234 T: +91-9871761020

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

SHORTER 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),

Shorter Notice is hereby given that Extra-Ordinary General Meeting ("EGM") No. 01/2023-24, 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 Friday, March 29, 2024 at 04:00 p.m. at the registered office of the Company situated at 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, Delhi -110092 to transact the following business: -

1. 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. 40,00,00,000 (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10 each by creating additional 3,00,00,000 (Three 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. 40,00,00,000 (Rupees Forty Crore only) divided into 4,00,00,000 (Four 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.”

2. APPROVAL FOR FUND RAISING THROUGH RIGHTS ISSUE OF EQUITY SHARES.

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

“**RESOLVED THAT** pursuant to the approval of the Board of Directors (“**Board**”) of the Company vide resolution dated March 13, 2024 and the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Companies Act**”), and any other applicable laws for the time being in force including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), the uniform listing agreements executed with the BSE Limited and the Calcutta Stock Exchange (“**BSE/CSE**”/ “**Stock Exchanges**”) where the equity shares of face value of Rs. 10 each of the Company (“**Equity Shares**”) are listed, the Securities Contracts (Regulation) Act, 1956, as amended (“**SCRA**”), the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”), the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder (“**FEMA**”) and other applicable laws and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to any approvals, permissions and sanctions from any statutory/regulatory authority including Securities and Exchange Board of India (“**SEBI**”), the BSE Limited, the Registrar of Companies (“**RoC**”), the Government of India and any other appropriate governmental, statutory and regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to raise funds of upto Rs. 48,00,00,000/- (Rupees Forty Eight Crores only) by offering, issuing, and allotting partly or fully paid-up equity shares of face value of Rs. 10 each (“**Rights Equity Shares**”) by way of a rights issue (“**Issue**”) to the existing eligible equity shareholders of the Company (“**Eligible Equity Shareholders**”), as at the end of the business hours on such date as may hereafter be fixed by the Board for the Issue as the record date (“**Record Date**”) on such terms and conditions as may be decided by the Board and disclosed in the Letter of Offer to be prepared and filed in connection with the Issue,

including granting of the right to the Eligible Equity Shareholders to renounce their respective rights entitlement being so offered to them in favour of any other person(s), the right to the persons to whom the rights entitlements shall be issued or transferred to apply for the Rights Equity Shares and additional Rights Equity Shares and to decide, at its discretion, subject to applicable laws, the proportion in which such additional Rights Equity Shares shall be allotted, at such price (“**Issue Price**”) as may be determined by the Board in consultation with Lead Manager to the Issue (“**Lead Manager**”) in accordance with applicable laws, and to list the Rights Equity Shares, allotted pursuant to the Issue on BSE on the following terms and conditions:

- a. The Eligible Equity Shareholders to whom the Equity Shares are being offered shall be entitled to apply for additional Equity Shares (“**Additional Equity Shares**”) over and above their rights entitlement provided that the Eligible Equity Shareholders have subscribed to their rights entitlement in full and the allotment of such Additional Equity Shares shall be made in the proportion to be decided by the Board in its discretion on an equitable basis, having regard to the number of Equity Shares held by the Eligible Equity Shareholder as on the Record Date;
- b. The offer on rights basis as set out above shall include a right exercisable by the Eligible Equity Shareholders to whom the offer is made to renounce the Equity Shares in favour of any other person(s), provided such renunciation is made on or prior to the closing of the Issue in accordance with applicable laws and that such other person(s) are eligible to apply for additional Equity Shares, if any, subject to the application being made on or prior to the closing of the Issue and subject to applicable laws;
- c. Such Rights Equity Shares to be issued as are not subscribed in the Issue, including on account of disputed title, may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, deem not disadvantageous to the shareholders and the Company, including offering or placing such Rights Equity Shares with promoters and/or promoters’ group/employees/banks/financial institutions/investment institutions/mutual funds/foreign institutional investors/bodies corporate/underwriters or such other person(s) as the Board may, subject to applicable laws, in its absolute discretion deem fit and decide, subject to compliance with applicable laws;
- d. The Rights Equity Shares issued pursuant to the Issue shall, upon being fully paid up, be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company.
- e. The treatment of fractional entitlements for the Rights Equity Shares and the rights entitlements shall be in a manner as will be disclosed in the Issue related documents to be issued by the Company;
- f. All Rights Equity Shares so offered, issued and allotted by way of the Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, Letter of Offer, Abridged Letter of Offer, Application Form, entitlement letter, the provisions of Companies Act, FEMA, SEBI ICDR Regulations, SEBI LODR Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the other regulatory authorities, terms of the uniform listing agreements entered into by our Company with the Stock Exchange and terms and conditions as stipulated in the allotment advice or such other documents issued thereto;

- g. In addition to all applicable Indian laws, the Rights Equity Shares issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Rights Equity Shares are or are proposed to be marketed, or that may in any other manner apply in this relation.

RESOLVED FURTHER THAT the Rights Equity Shares to be allotted pursuant to the Issue shall be listed on BSE and that:

1. Mr. Vipin Sharma;
2. Mr. Dayanand Ray;
3. Ms. Chetna; Chief Financial Officer and

be and are hereby severally authorized to sign necessary application forms and other documents/papers and take such action as may be required in this connection.

RESOLVED FURTHER THAT Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banking Company, be and is hereby appointed as the Lead Manager to the Rights Issue of the equity shares of the Company, to inter alia carry out the activities as lead manager under the SEBI ICDR Regulations, on terms and conditions as may be mutually decided between the parties.

RESOLVED FURTHER THAT Mr. Vipin Sharma, Managing Director of the Company be and is hereby authorised for the purposes of the Issue and he shall be responsible for monitoring compliance with securities laws and redressal of investor grievances.

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, share swap or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors 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. 50,00,00,000 (Rupees Fifty 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 the Board of Directors or any Committee thereof (with further powers to delegate) is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto.

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

Date: March 20, 2024

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 to 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 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 2023-2024 have been paid to all the aforesaid Depositories.
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 process and manner for remote e-voting are as under:

i) The remote e-voting period commences on Tuesday, March 26, 2024 (9:00 a.m. IST) and ends on Thursday, March 28, 2024 (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 Friday, March 22, 2024, 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/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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 March 26, 2024, 9.00 a.m. to March 28, 2024, 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 March 28, 2024 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 March 22, 2024. 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 March 22, 2024. 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 March 22, 2024 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. March 22, 2024 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/-

(VIPIN SHARMA)

Managing Director

DIN: 01739519

Date: March 20, 2024

Place: Delhi

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

Item No. 1

Approval for increase in Authorised Share Capital of the Company

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 March 13, 2024, 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. 40,00,00,000 (Rupees Forty 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. 1 of the accompanying Notice, for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or any Key Managerial Personnel or any relative of the directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

Item No. 2

Approval for fund raising through Rights Issue of Equity Shares

Pursuant to the approval of the Board of Directors ("Board") of the Company vide resolution dated March 13, 2024 and the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Companies Act"), and any other applicable laws for the time being in force including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the uniform listing agreements executed with the BSE Limited and the Calcutta Stock Exchange ("BSE/CSE"/ "Stock Exchanges") where the equity shares of face value of Rs. 10 each of the Company ("Equity Shares") are listed, the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder ("FEMA") and other applicable laws and in accordance with the provisions of the

Memorandum of Association and the Articles of Association of the Company, and subject to any approvals, permissions and sanctions from any statutory/regulatory authority including Securities and Exchange Board of India (“SEBI”), the BSE Limited, the Registrar of Companies (“RoC”), the Government of India and any other appropriate governmental, statutory and regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to raise funds of upto Rs. 48,00,00,000/- (Rupees Forty Eight Crores only) by offering, issuing, and allotting partly or fully paid-up equity shares of face value of Rs. 10 each (“Rights Equity Shares”) by way of a rights issue (“Issue”) to the existing eligible equity shareholders of the Company (“Eligible Equity Shareholders”).

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of you Company recommends the same to the shareholders for passing of Ordinary Resolution.

Item No. 3

To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent 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.

Though, the current loans and investments of the Company is well within the limits specified under the law, as a good practice the Board considered it expedient that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 50,00,00,000 (Rupees Fifty Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of you Company recommends the same to the shareholders for passing of Special Resolution.

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

Date: March 20, 2024

Place: Delhi

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

Elitecon International Limited

Registered Office: 152, Shivani Apartments, Plot No. 63, I.P. Extention, Patparganj, Delhi -110092.

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 Friday, March 29, 2024 at 04:00 p.m. at the registered office of the Company situated at 152, Shivani Apartments, Plot No. 63, I.P. Extention, Patparganj, Delhi -110092.

**Signature of the Member/Proxy
(To be signed at the time of handing over the slip)**

Elitecon International Limited

Registered Office: 152, Shivani Apartments, Plot No. 63, I.P. Extention, Patparganj, Delhi -110092.

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: 152, Shivani Apartments, Plot No. 63, I.P. Extention, Patparganj, Delhi - 110092

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 Friday, March 29, 2024 at 04.00 p.m. at the registered office of the Company situated at 152, Shivani Apartments, Plot No. 63, I.P. Extention, Patparganj, Delhi -110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso lutio n No.	Resolutions	Optional	
		For	Against
1.	Approval for increase in authorised share capital of the Company.		
2.	Approval for fund raising through Rights Issue of Equity Shares.		

3.	To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.		
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Signed this _____ day of _____ 2024.

Affix Revenue Stamp
Signature of Shareholders(s)

Signature of Proxy holders(s)

Re.1 Revenue Stamp

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: 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj,
Delhi -110092

