

JAIN VANIJYA UDYOG LIMITED

Regd. Office: 98, Christopher Road, Flat-1,
B-5, Vrindavan Garden, Kolkata-700 046
Ph: 033-2328 0003

Email id: info@jainvanijya.com, Website: www.jainvanijya.com

CIN: L51909WB1984PLC038212

Notice is hereby given that the 35th Annual General Meeting of the members of Jain Vanijya Udyog Limited will be held at registered office of the Company at **98, Christopher Road, Flat-1, B-5, Vrindavan Garden, Kolkata-700046** on Saturday, 28th September, 2019 at 11.30 A.M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2019, the Statement of Profit & Loss and the Cash Flow Statements for the year ended on that date and the reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Manju Soni (DIN: 00470873) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), the Articles of Association of the Company, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment for the time being in force), Mr. Vijay Laltaprasad Yadav (DIN: 02904370), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 07.08.2019, pursuant to the Articles of Association of the Company and Section 161 (1) of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Vijay Laltaprasad Yadav as a candidate for the office of Director of the Company, be and is hereby appointed as an Executive, Non – Independent Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

Place: Kolkata
Dated: 03.09.2019

By Order of the Board of Directors

Sd/-
Rahul Soni
Managing Director
(DIN:[03123082](#))

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT TO BE MEMBER OF THE COMPANY.THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.

1. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.
2. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., ABS Consultant Pvt. Limited at 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001
 - a. Email Id
 - b. PAN No
 - c. Unique Identification No.
 - d. Mother's Name
 - e. Occupation
 - f. In case of a minor (Guardian's Name and date of birth of the Member)
 - g. CIN (In case the member is a body corporate)
3. All the registers and relevant documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 11.00AM – 1.00 P.M up to the date of Annual General Meeting.
4. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
5. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

6. Electronic copy of the notice of the 35th Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
7. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
8. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
9. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
10. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., **ABS Consultant Pvt. Limited** at 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001 Contact No.:(033) 2230 1043,2243 0153, E-Mail: absconsultant99@gmail.com
11. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September, 2019 (Sunday) to 28thSeptember, 2019 (Saturday) (both days inclusive).
12. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
13. Dematerialisation of Shareholding: The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/ LAD-NRO/GN/2018/24 dated June 08, 2018, notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, whereby amending Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating that except in the case of transmission or transposition of securities, requests for the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f. December 05, 2018. SEBI thereafter extended the deadline and the aforesaid requirement of transfer of securities only in Demat form has come into force from April 01, 2019. Accordingly, Members holding share in physical form are requested to dematerialise their shareholding at the earliest to avoid inconvenience.
14. Consolidation of Multiple Folios: Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, ABS Consultant Private Limited, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
15. New Certificates: Members who have not yet surrendered their old Share Certificate(s) for exchange with new Certificate(s) bearing hologram, logo and barcoding are requested to surrender the same to the Company's Registrar and Share Transfer Agents, ABS Consultant Private Limited.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are

maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.

17. Voting through Electronic Means

I. In compliance with Section 108 of the Companies Act, 2013 and the rules framed thereunder, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting through ballot paper will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

II. Voting at the AGM: The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 25th September, 2019 (9:00 am) and ends on 27th September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019 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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are

	<p>requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> • 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 Company Name i.e. **Jain Vanijya Udyog 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 same 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 Corporate.
 - 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. 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 agarwalvj18@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th September, 2019 upto 5:00 pm without which the vote shall not be treated as valid.
19. 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 21st September, 2019. A person who is not a member as on cut off date should treat this notice for information purpose only.
20. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 9th August, 2019.

21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2019. 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 21st September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. 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. 21st September, 2019 are requested to send the written / email communication to the Company at info@jainvanijya.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. M/S. BA & Associates (Practicing Company Secretaries) (Membership No. ACS -36489) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jainvanijya.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The Calcutta Stock Exchange Limited.

Place: Kolkata
Dated: 03.09.2019

By Order of the Board of Directors

Sd/-
Rahul Soni
Managing Director
(DIN:03123082)

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

The following explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

ITEM NO: 3

Mr. Vijay Laltaprasad Yadav (DIN: 02904370) was appointed as an additional director by the board of directors of the Company w-e-f 7th August, 2019. Pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 Mr. Vijay Laltaprasad Yadav will hold office upto the date of ensuing AGM.

The Board considers it advantageous and in the interest of the Company to have Mr. Vijay Laltaprasad Yadav on Board. The matter is being placed before the Members for their consideration and approval.

None of the Directors, Key Managerial Personnel or their relatives are interested in the above said resolution.

Place: Kolkata
Dated: 03.09.2019

By Order of the Board of Directors

**Sd/-
Rahul Soni
Managing Director
(DIN:[03123082](#))**

Details of Director Proposed to be appointed/re-appointed at the Annual General Meeting

Name of Director	Mrs. Manju Soni
Age	51 years
Date of Appointment on the Board	13/12/2014
Expertise in specific field	She is a commerce graduate and is having enriched experience in framing risk management policies
Names of other Companies in which he/she holds Directorships	<ul style="list-style-type: none"> • Shree Vihar Housing & Developers Private Limited
Chairman/ Member of the committee(s) of the Board of Directors of the Company	<ul style="list-style-type: none"> • Audit Committee- Member • Nomination and Remuneration Committee- Member • Stakeholders Relationship Committee- Member
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director	Nil
Shareholding in the Company	150,000 (4.62%) Equity Shares

Name of Director	Mr. Vijay Laltaprasad Yadav
Age	43 years
Date of Appointment on the Board	07/08/2019
Expertise in specific field	He is having enriched experience of over 15 years in Finance Marketing and Business Advisory Services.
Names of other Companies in which he/she holds Directorships	<ul style="list-style-type: none"> • Royal Fantasy Constructions Private Limited • Dreamax Developers Private Limited • Ambashree Heights Private Limited
Chairman/ Member of the committee(s) of the Board of Directors of the Company	NIL
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director	NIL
Shareholding in the Company	NIL

JAIN VANIJYA UDYOG LIMITED

Regd Office: 98,CHRISTOPHER ROAD,FLAT-1,B-5 VRINDAVAN GARDEN,KOLKATA-700046

West Bengal

Tel No: 033-23280003, email:info@jainvanijya.com, Website: www.jainvanijya.com

CIN : L51909WB1984PLC038212

ATTENDANCE SLIP

I/We hereby record my/our presence at the 35 th Annual General Meeting of the Company to be held on Saturday, 28th September, 2019 at 11.30 A.M at its registered office at 98,ChristopherRoad,Flat-1,B-5 VrindavanGarden,Kolkata-700046 West Bengal	Folio/DP ID & Client ID No.:
	Name :
	Address :
	Joint holders Name :
	Shares

.....
Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Notes: Members/Proxyholders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PAN/Sequence Number

The e-Voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
25th September, 2019 at 9:00 A.M. (IST)	27th September, 2019 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

JAIN VANIJYA UDYOG LIMITED

Regd Office: 98,CHRISTOPHER ROAD,FLAT-1,B-5 VRINDAVAN GARDEN,KOLKATA-700046

West Bengal

Tel No: 033-23280003, email:info@jainvanijya.com, Website: www.jainvanijya.com

CIN : L51909WB1984PLC038212

PROXY FORM

MGT-11

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

Name of the shareholder:

Registered address:

E-mail ID:

Folio No. / Client ID:

DP ID:

I / we, being the shareholder(s) of shares of the above named company, hereby appoint

Name _____ Address _____

Email Id _____ Signature _____ or failing him

Name _____ Address _____

Email Id _____ Signature _____ or failing him

Name _____ Address _____

Email Id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Saturday, 28th September, 2019 at 11.30 A.M at its registered office at 98, Christopher Road, Flat-1, B-5 Vrindavan Garden, Kolkata-700046 West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	To adopt the audited Balance Sheet of the Company as at March 31, 2019, the Statement of Profit & Loss and the Cash Flow Statements for the year ended on that date and the reports of the Board of Directors' and Auditors' thereon.		
2.	To appoint a Director in place of Mrs. Manju Soni, who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To approve the appointment of Vijay Laltapasrad Yadav (DIN: 02904370) as executive Director.		

Signed thisday of2019

Member's Folio /DP ID& Client ID No.....

Signature of Shareholder(s).....

Signature of Proxy holder (s)

Affix
Revenue
Stamp

Note: 1. This form of Proxy in order to be effective should be duly completed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. The Proxy-holder shall prove his identity at the time of attending the Meeting. Proxies are requested to carry photo identification to the venue of the Meeting.

3. When a Member appoints a Proxy and both the Member and Proxy attend the meeting, the Proxy stands automatically revoked.

4. If appointed for more than 50 (fifty) Members, the Proxy shall choose any 50 (fifty) Members and confirm the same to the Company before the commencement of specified period for inspection. In case, the Proxy fails to do so, the Company shall consider only the first 50 (fifty) proxies received as valid.

5. Any alteration or correction made to this Proxy form must be initialled by the signatory/signatories.

6. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

Route Map

