

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 31st 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 Wednesday, September 30, 2015 at 11.00 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, 2015, 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. The Board decided not to declare any dividend for the Financial Year ended 31st March, 2015.
3. To appoint a Director in place of Mrs. Manju Soni (DIN: 00470873) who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, and all other provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of audit committee of the Board M/s Dawn & Associates, Chartered Accountants, (Firm Registration No.: 312089E) 71- L, Panchanantala Road, Near Haridevpur Police Phari, Kolkata-700014 be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company apart from reimbursement of out of pocket expenses and taxes as applicable.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 of the Companies Act 2013 read with Schedule V of the said Act (including any amendment, modification, variation or re-enactment thereof), and subject to approval of the Central Government, if any, the approval of the members be and is hereby accorded to the appointment of MR. SURYA PRAKASH SONI (Din 00470876) as the Managing Director of the Company for a period of five years effective from 31st March, 2015 to 30th March, 2020 as per terms & conditions including remuneration as set out in the draft agreement to be executed between him and the Company.

“RESOLVED FURTHER THAT subject to provision of section 197, 198 & schedule V & other applicable provisions of the companies act, 2013, the managerial remuneration is stated below :

- A. Remuneration payable to any one Managing Director or Whole time Director or Manager shall not exceed 5% of the Net Profit of the Company in respect of any financial year before deducting such managerial remuneration and tax & the Board of Directors be authorized to determine the remuneration and grant such increases from time to time within the limits of Schedule V of the Companies Act 2013.
- B. If more than one Managing Director or Whole time Director or Manager (if any) are appointed, remuneration payable shall not exceed 10% of the Net Profit to all such directors and managers in aggregate.
- C. In the event of inadequacy or absence of profits during the period of the agreement, the managing director shall not be entitled to remuneration subject to the provisions of Schedule V.
- D. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committees thereof from the date of his appointment however he shall be entitled to reimbursement of expenses in connection with the business of the company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Place: Kolkata
Dated: 04.08.2015

By Order of the Board of Directors

Sd/
Surya Prakash Soni
Managing Director
(DIN: 00470876)

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. An Explanatory Statement as required under section 102 of the Companies Act 2013 in respect of the business specified above is annexed hereto.
3. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., Niche Technologies Pvt. Ltd at D-511, Bagree Market, 5th Floor, 71 B R B Basu Road Kolkata-700001
 - 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)
4. 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.
5. 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.
6. 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.
7. Electronic copy of the notice of the 31st 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.
8. 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.
9. 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.
10. 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.

11. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., **Niche Technologies Pvt. Ltd**, D-511, Bagree Market, 5th Floor, 71 B R B Basu Road Kolkata-700001 Contact No.:2234-3576,2235-7270/7271, E-Mail: nichetechpl@nichetechpl.com

12. 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 September 24, 2015 (Thursday) to September 30, 2015 (Wednesday) (both days inclusive).

13. **Voting through Electronic Means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

II. Voting at the AGM: The facility for voting through postal ballot/polling 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 postal ballot/polling 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 27th September, 2015 (10:00 am) and ends on 29th September, 2015 (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 23rd September, 2015 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 requested to use the first two letters of their name and the 8 digits of the sequence number 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 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)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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
14. 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 acsrekha@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.
15. 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 23rd September, 2015.
16. 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 7th August, 2015.

17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. 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 23rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
19. 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. 23rd September, 2015 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.
20. Mrs. Rekha Agarwal (Practicing Company Secretary) (Membership No.ACS -27482) 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.
21. 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.

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. 5:

The Board of Director of the Company at its meeting held on 30th March, 2015 had discussed on appointment of Mr. Surya Prakash Soni as Managing Director of the Company for a period of 5 years w-e-f 31st March, 2015 on terms of appointment and remuneration payable to Mr. Surya Prakash Soni, Managing Director of the Company as are specified in the draft agreement executed between him and the Company, a copy of which (as has duly approved by the Board) was placed before the meeting.

Mr. Surya Prakash Soni possesses experience of over 20 years in the field of Capital Market, Financial Sector and Business Strategy. He is associated with the company as director since 13/12/2014

In terms of the provisions of the Companies Act, 2013 consent of the shareholders is required for appointment of Mr. Surya Prakash Soni as Managing Director of the Company. The Board recommends the resolution for approval of the members as an ordinary resolution. A copy of Board Resolution and the appointment letter issued to Mr. Surya Prakash Soni, Managing Director will be available 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.

None of the Directors of the Company except Mr. Surya Prakash Soni is, in any way, concerned or interested in the proposed resolution.

Place: Kolkata

Dated: 04.08.2015

By Order of the Board of Directors

Sd/

Surya Prakash Soni
Managing Director
(DIN: 00470876)

**Details of Director Proposed to be appointed/re-appointed at the Annual General Meeting
(In pursuance to Clause 49 of the Listing Agreement)**

Name of Director	Mr. Surya Prakash Soni	Mrs. Manju Soni
Age	52 years	48 years
Date of Appointment on the Board	13/12/2014	13/12/2014
Expertise in specific field	He possesses experience of over 20 years in the field of Capital Market, Financial Sector and Business Strategy	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 • Sthirlakshmi Merchants Pvt Ltd • Kavish Marketing Private Limited • Vachan Dealers & Suppliers Private Limited • Anuneet Commodeal Private Limited • Arunesh Vinimay Private Limited 	<ul style="list-style-type: none"> • Shree Vihar Housing & Developers Private Limited • Sthirlakshmi Merchants Pvt Ltd • Everest Infonet Private Limited • Kavish Marketing Private Limited • Anuneet Commodeal Private Limited • Arunesh Vinimay Private Limited
Chairman/ Member of the committee(s) of the Board of Directors of the Company	<ul style="list-style-type: none"> • Nomination and Remuneration Committee- Member • Stakeholders Relationship Committee- Member 	<ul style="list-style-type: none"> • Audit Committee- Member
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director	Nil	Nil
Shareholding in the Company	150,000 (4.62%) Equity Shares	150,000 (4.62%) Equity Shares

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 31 st Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 11.00 A.M at its registered office at 98,Christopher Road,Flat-1, B-5 Vrindavan Garden, 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/Proxy holders 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.

JAIN VANIJYA UDYOG LIMITED.

Regd Office: 98,CHRISTOPHER ROAD,FLAT-1,B-5 VRINDAVAN GARDEN,KOLKATA-700046
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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 31st Annual General Meeting of the Company, to be held on Wednesday 30th September, 2015 at 11.00 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 receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2015, 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.	The Board decided not to declare any dividend for the Financial Year ended 31 st March, 2015.		
3.	To appoint a Director in place of Mrs. Manju Soni, who retires by rotation and being eligible, offers herself for re-appointment.		
4.	To appoint Auditors to hold office from conclusion of the 31 st Annual General Meeting until the conclusion of the 32 nd Annual General Meeting and to authorize the Board to fix their remuneration.		
5.	Appointment of Mr. Surya Prakash Soni as Managing Director of the Company		

Signed thisday of2015
Member's Folio /DP ID & Client ID No.....
Signature of Shareholder(s).....
Signature of Proxy holder (s)

Affix
Revenue
Stamp

Note: 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.

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

(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30th SEPTEMBER, 2015)

1. Name & Registered Address of Sole/First named Member :
2. Joint Holders Name (If any) :
3. Folio No. / DP ID & Client ID :
4. No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held 30th September, 2015 at 98, Christopher Road, Flat-1, B-5 Vrindavan Garden, Kolkata-700046 West Bengal 11.00 A.M and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PAN/Sequence Number
150827001		

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

Remote e-Voting Start On	Remote e-Voting End On
27th September, 2015 at 10:00 A.M. (IST)	29th September, 2015 at 5:00 P.M. (IST)

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

Place: Kolkata

Dated: 28.08.2015

By Order of the Board of Directors

Sd/

Surya Prakash Soni
Managing Director
(DIN: 00470876)