

**ANNUAL REPORT OF  
2016-17  
OF  
JAIN VANIJYA UDYOG  
LIMITED**

# JAIN VANIJYA UDYOG LIMITED

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**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](mailto:info@jainvanijya.com), Website: [www.jainvanijya.com](http://www.jainvanijya.com)

CIN: L51909WB1984PLC038212

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Notice is hereby given that the 33<sup>rd</sup> 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, 30<sup>th</sup> August, 2017 at 1.00 P.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, 2017, 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.
3. 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 S Dalmia & Co, Chartered Accountants, (Firm Registration No.:329297E) be and are hereby appointed as the Auditors of the Company, in place of M/s Dawn & Associates, Chartered Accountants, retiring auditor, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2022, 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**

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

**“RESOLVED THAT** Mr. Rahul Soni (Din 03123082) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 28<sup>th</sup> July, 2017 and who as per the provisions of the Section 161(1) of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section

160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** subject 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. Rahul Soni (Din 03123082) as the Managing Director of the Company for a period of five years effective from 28<sup>th</sup> July, 2017 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 Managing Director 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: 28.07.2017

**By Order of the Board of Directors**

Sd/-  
**Manju Soni**  
**Director & CFO**  
**(DIN: 00470873)**

**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.

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 33<sup>rd</sup> 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 24<sup>th</sup> August, 2017 (Thursday) to 30<sup>th</sup> August, 2017 (Wednesday) (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. 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.
14. **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 27<sup>th</sup> August, 2017 (9:00 am) and ends on 29<sup>th</sup> August, 2017 (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 23<sup>rd</sup> August, 2017 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

	<ul style="list-style-type: none"> <li>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.</li> </ul>
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"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>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).</li> </ul>

- (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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.
15. 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](mailto:helpdesk.evoting@cdslindia.com) on or before 29<sup>th</sup> August, 2017 upto 5:00 pm without which the vote shall not be treated as valid.
16. 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 23<sup>rd</sup> August, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.

17. 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 14<sup>th</sup> July, 2017.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> August, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. 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 23<sup>rd</sup> August, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
20. 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. 23<sup>rd</sup> August, 2017 are requested to send the written / email communication to the Company at [info@jainvanijya.com](mailto:info@jainvanijya.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
21. 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.
22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jainvanijya.com](http://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: 28.07.2017

**By Order of the Board of Directors**

**Sd/-  
Manju Soni  
Director & CFO  
(DIN: 00470873)**

**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. 4:**

The Board of Director of the Company at its meeting held on 28<sup>th</sup> July, 2017 had discussed on appointment of Mr. Rahul Soni as Managing Director of the Company for a period of 5 years w-e-f 28<sup>th</sup> July, 2017 on terms of appointment and remuneration payable to Mr. Rahul 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.

In terms of the provisions of the Companies Act, 2013 consent of the shareholders is required for appointment of Mr. Rahul 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. Rahul Soni, Managing Director will be available for 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. Rahul Soni is, in any way, concerned or interested in the proposed resolution.

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

<b>Name of Director</b>	Mrs. Manju Soni
<b>Age</b>	50 years
<b>Date of Appointment on the Board</b>	13/12/2014
<b>Expertise in specific field</b>	She is a commerce graduate and is having enriched experience in framing risk management policies
<b>Names of other Companies in which he/she holds Directorships</b>	<ul style="list-style-type: none"><li>• Shree Vihar Housing &amp; Developers Private Limited</li><li>• Everest Infonet Private Limited</li><li>• Anuneet Commoddeal Private Limited</li><li>• Arunesh Vinimay Private Limited</li></ul>
<b>Chairman/ Member of the committee(s) of the Board of Directors of the Company</b>	<ul style="list-style-type: none"><li>• Audit Committee- Member</li></ul>

<b>Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director</b>	Nil
<b>Shareholding in the Company</b>	150,000 (4.62%) Equity Shares

<b>Name of Director</b>	Mr. Rahul Soni
<b>Age</b>	28 years
<b>Date of Appointment on the Board</b>	28/07/2017
<b>Expertise in specific field</b>	He is a commerce graduate and is having enriched experience in the field on Finance.
<b>Names of other Companies in which he/she holds Directorships</b>	<ul style="list-style-type: none"> <li>• Shree Vihar Housing &amp; Developers Private Limited</li> <li>• Sthirlakshmi Merchants Pvt Ltd.</li> <li>• Everest Infonet Private Limited</li> <li>• Kavish Marketing Private Limited</li> <li>• Vachan Dealers &amp; Suppliers Private Limited</li> </ul>
<b>Chairman/ Member of the committee(s) of the Board of Directors of the Company</b>	<ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee-Member</li> <li>• Nomination and Remuneration Committee-Member</li> </ul>
<b>Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director</b>	Nil
<b>Shareholding in the Company</b>	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](mailto:info@jainvanijya.com), Website: [www.jainvanijya.com](http://www.jainvanijya.com)**  
**CIN : L51909WB1984PLC038212**

**ATTENDANCE SLIP**

<p>I/We hereby record my/our presence at the 33<sup>rd</sup> <b>Annual General Meeting</b> of the Company to be held on <b>Wednesday, 30<sup>th</sup> August, 2017 at 1.00 P.M</b> at its registered office at 98,Christopher Road,Flat-1, B-5 Vrindavan Garden, Kolkata-700046 West Bengal</p>	<b>Folio/DP ID &amp; Client ID No.:</b>
	<b>Name :</b>
	<b>Address :</b>
	<b>Joint holders Name :</b>
	<b>Shares</b>

.....  
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.

**ELECTRONIC VOTING PARTICULARS**

EVSN	USER ID	PAN/Sequence Number
<b>170805010</b>		

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

Remote e-Voting Start On	Remote e-Voting End On
<b>27<sup>th</sup> August, 2017 at 9:00 A.M. (IST)</b>	<b>29<sup>th</sup> August, 2017 at 5:00 P.M. (IST)</b>

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

**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 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday, 30<sup>th</sup> August, 2017 at 1.00 P.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	Vote (Optional)	
		For	Against
1.	To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2017, 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 appoint M/s S Dalmia & Co, Chartered Accountants, Auditors to hold office from conclusion of this Annual General Meeting (AGM) till the AGM to be held in the year 2022.		
4.	Appointment of Mr. Rahul Soni (Din 03123082) as Managing Director for a Period of 5 years w.e.f. 28 <sup>th</sup> July, 2017.		

Signed this .....day of .....2017

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.

## **DIRECTOR REPORT**

For The Financial Year 2016-17

Dear Members,

The Directors have pleasure in presenting their 33<sup>rd</sup> Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31st, 2017.

### 1. **Financial Performance of the Company**

**(Rs in'000)**

<b>Particulars</b>	<b>2016-17</b>	<b>2015-16</b>
Revenue from Operations	2,755.74	8,351.70
Other Income	4,872.65	8,539.91
<b>Total Income</b>	<b>7,628.39</b>	<b>16,891.61</b>
Less: Expenditure	5535.29	18,526.44
Depreciation	554.01	516.61
<b>Total Expenses</b>	<b>6,089.30</b>	<b>19,043.05</b>
<b>Profit/ (Loss) before tax</b>	<b>1,539.09</b>	<b>(2,151.44)</b>
Less: Current Tax	320.379	-
Deferred Tax	53.035	41.19
<b>Profit/(Loss) for the year</b>	<b>1,165.68</b>	<b>(2192.63)</b>
<b>Earnings per share (of Rs. 10/- each)</b>		
a) Basic	0.36	(0.67)
b) Diluted	0.36	(0.67)

### 2. **Dividend**

The board decided not to recommend any payment of dividend for the financial year 2016-17.

### 3. **Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

The provisions of Section 125(5) of the Companies Act, 2013 do not apply on the company as no dividend has been declared during the year.

#### **4. Public Deposits**

Being a non-deposit taking Company, the Company has not accepted any deposits from the public within the meaning of the provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

#### **5. Reserves**

The Directors have proposed to transfer Rs. 233,136 to Reserve during the year.

#### **6. Brief description of the Company's working during the year/State of Company's affair**

The Company is registered as a Non-Banking Finance Company with Reserve Bank of India and is mainly engaged in Financing and investments as its principal business.

#### **7. Change in the nature of business, if any**

The company has not changed its nature of business during the current financial year.

#### **8. Material Changes and Commitments**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

#### **9. Adequacy of Internal Financial Controls with reference to Financial Statements**

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

#### **10. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company does not have any Subsidiary, Joint Venture or an Associate Company.

#### **11. Statutory Auditors**

The Statutory Auditors, M/s Dawn & Associates, Chartered Accountants, has conducted the audit for the financial year 31<sup>st</sup> March, 2017.



## **12. Auditors' Report**

The observations made by the Auditors are self-explanatory and do not require any further clarification. Further, the explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report shall be given.

## **13. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, Mr. Anand Kumar Khandelia was appointed as the Secretarial Auditors of the Company to carry out the secretarial audit for the year ending 31st March, 2017. There is no qualification, reservation or adverse remark or disclaimer made by the company secretary in the secretarial audit report.

## **14. Secretarial Audit Report**

A Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report.

There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

## **15. Internal Audit Report**

M/S N H AGARWAL & ASSOCIATES, Chartered Accountants, the internal auditor has submitted his report based on the internal audit conducted during the year.

## **16. Issue and Allotment of Equity Shares during the Financial Year**

The Company has not issued any of its securities with differential rights during the year under review. It has not bought back any of its securities and has neither issued sweat equity or bonus shares nor has provided any stock option scheme to the employee.

## **17. Extract of the Annual Return**

The extract of Annual Return in form no.MGT-9 as required under Section 92 of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, for the financial year ending March 31, 2017 is annexed hereto as Annexure and forms part of this report.

## **18. Conservation of energy, Technology absorption and Foreign exchange earnings and Outgo**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review. The company does not have any Foreign Exchange transactions during the financial year.

## **19. Corporate Social Responsibility (CSR)**

As the company does not have net worth of rupees five hundred crore or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crore or more during any financial year, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable.

## **20. Directors:**

### **A) Changes in Directors and Key Managerial Personnel**

There was no change in the composition of Director \KMP during the year under review.

### **B) Declaration by an Independent Director(s) and re- appointment**

Mr. Harsh Vardhan Mahipal and Mr. Arjay Gupta, Independent Directors of the Company have confirmed that they fulfilled all the conditions of the Independent Directorship as laid down in sub-section (6) of Section 149 of the Companies Act, 2013 and the rules made there under and the same have been noted by the Board.

### **C) Formal Annual Evaluation**

In compliance with the Schedule IV of the Companies Act 2013, a meeting of the Independent Directors of the company was held to review and evaluate the performance of the Non- Independent Directors and the chairman of the company taking into account the views of the Executive Directors and Non-Executive Directors, assessing the quality, quantity and timeliness of flow of information between the company management and the Board and also to review the overall performance of the Board.

## **21. Number of meetings of the Board of Directors**

During the financial year ended 31st March, 2017, 4 (Four) Meetings of the Board of Directors of the Company was held on the following dates:

- i) 27/05/2016
- ii) 10/08/2016
- iii) 11/11/2016 and
- iv) 09/02/2017

The maximum time gap between two board meetings did not exceed 120 days.

## **22. Committees of the Board**

Currently, the Board has three committees: the audit committee, the nomination and remuneration committee, and the stakeholder's relationship committee. A detailed note on the composition of the Board and its committees is provided in the corporate governance report section of this Annual Report.

## **23. Details of establishment of vigil mechanism for directors and employees**

Pursuant to sub-section (9) & (10) of section 177 of the Companies Act, 2013, read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Whistle Blower Policy (Vigil mechanism) for Directors and Employees of the Company to report their genuine concerns or grievances. The Audit Committee as empowered by the Board of Directors to monitor the same and to report to the Board about the complaints in an unbiased manner.

#### **24. Particulars of Loans, Guarantees or Investments**

The provisions of section 186 in respect to Loans, Guarantees or Investments of the Companies Act, 2013 have been complied with.

#### **25. Particulars Of Contracts Or Arrangements With Related Parties**

The company has no material individual transactions with its related parties which are covered under section 188 of the Companies Act, 2013, which are not in the ordinary course of business and not undertaken on an arm's length basis during the financial year 2016-17.

#### **26. Managerial Remuneration**

During the year so the Company has not provided any Managerial Remuneration to the Directors.

#### **27. Order of Court**

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

#### **28. Sexual Harassment of Women at Work Place**

The Company has in place a policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

#### **29. Corporate Governance Certificate**

The Corporate Governance certificate from the auditor regarding compliance of conditions of corporate governance as stipulated in SEBI LODR Regulations, 2015 of the Listing agreement has been annexed with the report.

#### **30. Corporate Governance Report and Management Discussion & Analysis Reports**

The Corporate Governance Report and Management Discussion & Analysis Report have been annexed with the report.

#### **31. Risk management policy**

The company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

#### **32. Operational Review**

The Company discloses standalone unaudited financial results on a quarterly basis, audited financial results on an annual basis. The Company has complied with all the norms prescribed by the Reserve Bank of India (RBI) including the Fair practices, Anti Money Laundering and Know Your Customer (KYC) guidelines.

#### **33. NBFC Company**

The Company is engaged in the Business of Non Banking Financial Institution and it has obtained a certificate of Registration from the Reserve Bank of India. The Company has not accepted any deposit from the public. The Company has complied with Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions -2007.

### **34. BSE Listing**

The Company has applied for listing of its equity shares at BSE Ltd. The Company has received in principle approval from BSE vide letter dated 6<sup>th</sup> April, 2016 however, the final approval is still awaited.

### **35. Familiarization Programme for Independent Directors**

In terms of Reg. 25(7) of the SEBI (LODR) Regulations, 2015 the Company is required to conduct the Familiarization Programme for Independent Directors (IDs) to familiarize them about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various initiatives.

### **36. Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **37. Acknowledgements**

The Directors would like to express their appreciation of the co-operation and assistance received from the shareholders, bankers and other business constituents during the year under review.

**For and on behalf of the Board of Directors**

**Sd/-  
Surya Prakash Soni  
Managing Director  
(DIN: 00470876)  
Place: Kolkata  
Date: 25/05/2017**

**Sd/-  
Manju Soni  
Director & CFO  
(DIN: 00470873)**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L51909WB1984PLC038212
2	Registration Date	27/11/1984
3	Name of the Company	JAIN VANIJYA UDYOG LIMITED
4	Category/ Sub-category of the Company	Company Limited by shares/ Indian Non Government Company
5	Address of the Registered office & contact details	98, CHRISTOPHER ROAD, FLAT-1, B-5, VRINDAVAN GARDEN, KOLKATA-700046, Phone: 033 2328 0003
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s ABS Consultant Pvt. Limited Address: 99, Stephen House, 6th Floor 4, B.B.D. Bag (East), Kolkata-700 001 Phone:(033) 2230 1043,2243 0153 Email ID: absconsultant99@gmail.com

<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other financial service activities	649	100.00%

<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
N.A					

<b>IV. SHARE HOLDING PATTERN</b>									
(Equity share capital breakup as percentage of total equity)									
<b>(i) Category-wise Share Holding</b>									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	205,750	205,750	6.33%	-	205,750	205,750	6.33%	0.00%
b) Central Govt	-	-	-	-	-	-	-	-	0.00%
c) State Govt(s)	-	-	-	-	-	-	-	-	0.00%
d) Bodies Corp.	-	-	-	-	-	-	-	-	0.00%
e) Banks / FI	-	-	-	-	-	-	-	-	0.00%
f) Any other	-	-	-	-	-	-	-	-	0.00%
<b>Sub Total (A) (1)</b>	-	205,750	205,750	6.33%	-	205,750	205,750	6.33%	0.00%
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	0.00%
b) Other Individuals	-	-	-	-	-	-	-	-	0.00%
c) Bodies Corp.	-	-	-	-	-	-	-	-	0.00%
d) Any other	-	-	-	-	-	-	-	-	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	-	-	-	-	-	0.00%
<b>TOTAL (A)</b>	-	205,750	205,750	6.33%	-	205,750	205,750	6.33%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	0.00%
b) Banks / FI	-	-	-	-	-	-	-	-	0.00%
c) Central Govt	-	-	-	-	-	-	-	-	0.00%
d) State Govt(s)	-	-	-	-	-	-	-	-	0.00%
e) Venture Capital Funds	-	-	-	-	-	-	-	-	0.00%
f) Insurance Companies	-	-	-	-	-	-	-	-	0.00%
g) FIs	-	-	-	-	-	-	-	-	0.00%
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	0.00%
i) Others (specify)	-	-	-	-	-	-	-	-	0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	0.00%

<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	2250000	-	2250000	69.25%	2250000	-	2250000	69.25%	0.00%
ii) Overseas	-	-	-	-	-	-	-	-	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	32,250	32,250	0.99%	-	32,250	32,250	0.99%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	600,000	11,000	611,000	18.81%	600,000	11,000	611,000	18.81%	0.00%
c) Others (specify)	-	-	-	-	-	-	-	-	0.00%
Non Resident Indians	-	-	-	-	-	-	-	-	0.00%
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	0.00%
Foreign Nationals	-	-	-	-	-	-	-	-	0.00%
Clearing Members	-	-	-	-	-	-	-	-	0.00%
Trusts	-	-	-	-	-	-	-	-	0.00%
Hindu Undivided Family	150,000	-	150,000	4.62%	150,000	-	150,000	4.62%	0.00%
<b>Sub-total (B)(2):-</b>	<b>3,000,000</b>	<b>43,250</b>	<b>3,043,250</b>	<b>93.67%</b>	<b>3,000,000</b>	<b>43,250</b>	<b>3,043,250</b>	<b>93.67%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	<b>3,000,000</b>	<b>43,250</b>	<b>3,043,250</b>	<b>93.67%</b>	<b>3,000,000</b>	<b>43,250</b>	<b>3,043,250</b>	<b>93.67%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>3,000,000</b>	<b>249,000</b>	<b>3,249,000</b>	<b>100.00%</b>	<b>3,000,000</b>	<b>249,000</b>	<b>3,249,000</b>	<b>100.00%</b>	<b>0.00%</b>

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year 31/03/2016			Shareholding at the end of the year 31/03/2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Aashish Jajodia	22950	0.71%	0.00%	22950	0.71%	0.00%	0.00%
2	Aditya Jajodia	41000	1.26%	0.00%	41000	1.26%	0.00%	0.00%
3	Devendra Prasad Jajodia	36000	1.11%	0.00%	36000	1.11%	0.00%	0.00%
4	Gourav Jajodia	5000	0.15%	0.00%	5000	0.15%	0.00%	0.00%
5	Kanchan Jajodia	10500	0.32%	0.00%	10500	0.32%	0.00%	0.00%
6	Rajiv Jajodia	46650	1.44%	0.00%	46650	1.44%	0.00%	0.00%
7	Rina Jajodia	8250	0.25%	0.00%	8250	0.25%	0.00%	0.00%
8	Sangeeta Jajodia	15400	0.47%	0.00%	15400	0.47%	0.00%	0.00%
9	Sanjiv Jajodia	15000	0.46%	0.00%	15000	0.46%	0.00%	0.00%
10	Seema Jajodia	5000	0.15%	0.00%	5000	0.15%	0.00%	0.00%
<b>TOTAL</b>		<b>205750</b>	<b>6.33%</b>	<b>0.00%</b>	<b>205750</b>	<b>6.33%</b>	<b>0.00%</b>	<b>0.00%</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	205750	6.33%	205,750	6.33%
	Changes during the year	There was no change in the promoter shareholding during the year.			
	At the end of the year	-	-	205750	6.33%



**(iv) Shareholding Pattern of top ten Shareholders***(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year 31/03/2016		Cumulative Shareholding during the year 31/03/2017	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Bumpur Power Pvt Ltd						
	At the beginning of the year	01/04/2016		300,000	9.23%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	300,000	9.23%
2	Durgapur Construction Pvt. Ltd						
	At the beginning of the year	01/04/2016		300,000	9.23%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	300,000	9.23%
3	Glaze Construction (P) Ltd						
	At the beginning of the year	01/04/2016		300,000	9.23%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	300,000	9.23%
4	GoodHoop Tie Up Pvt Ltd						
	At the beginning of the year	01/04/2016		300,000	9.23%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	300,000	9.23%
5	Hora Dealcomm Pvt Ltd						
	At the beginning of the year	01/04/2016		300,000	9.23%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	300,000	9.23%
6	Kaangdaji Fabrics Traders (P) Ltd						
	At the beginning of the year	01/04/2016		300,000	9.23%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	300,000	9.23%
7	Pushpdant Barter (P) Ltd						
	At the beginning of the year	01/04/2016		300,000	9.23%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	300,000	9.23%
8	Kamalraj Housing (P) Ltd						
	At the beginning of the year	01/04/2016		150,000	4.62%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	150,000	4.62%
9	Alankita Soni						
	At the beginning of the year	01/04/2016		150,000	4.62%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	150,000	4.62%
10	Rahul Soni						
	At the beginning of the year	01/04/2016		150,000	4.62%	-	0.00%
	Changes during the year			There was no change during the year			
	At the end of the year	31/03/2017		-	0.00%	150,000	4.62%

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	Surya Prakash Soni, Managing Director					
	At the beginning of the year	01/04/2016	150,000	4.62%	-	0.00%
	Changes during the year		There was no change during the year			
	At the end of the year	31/03/2017	-	0.00%	150,000	4.62%
2	Manju Soni, Executive Director					
	At the beginning of the year	01/04/2016	150,000	4.62%	-	0.00%
	Changes during the year		There was no change during the year			
	At the end of the year	31/03/2017	-	0.00%	150,000	4.62%

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs)
	Name		
	Designation		
1	Gross salary	There was no remuneration paid to the Managing Director, Whole-time Director and/or Manager.	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors	Total Amount (Rs/Lac)
1	Independent Directors	There was no remuneration paid to the other Directors i.e Independent Directors and other Non- Executive Directors of the Company.	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs)		
	Name			Archana Gupta			
	Designation	CEO	CFO	CS			
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961					261,086	261,086
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					-	-
2	Stock Option	Nil	Nil		-		
3	Sweat Equity				-		
4	Commission - as % of profit - others, specify				-		
5	Others, please specify				-		
	Total			261,086	261,086		

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
There was no penalty, punishment and compounding of offences with respect to the company, its Directors and other officers.					

**For and on behalf of Board of Directors**

Date: 25/05/2017

Place: Kolkata

**Sd/-**

**Surya Prakash Soni**

**Managing Director**

**(DIN: 00470876)**

**Sd/-**

**Manju Soni**

**Director & Chief Financial Officer**

**(DIN: 00470873)**

**Form No. MR-3**  
**Secretarial Audit Report**

(For the Financial year ended 31<sup>st</sup> March, 2017)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

**The Members,**

**Jain Vanijya Udyog Limited**

**98, Christopher Road, Flat-1, B-5**

**Vrindavan Garden, Kolkata- 700046**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JAIN VANIJYA UDYOG LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31<sup>st</sup> March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by The Company for the period ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- e. The Company has complied with the requirements under the Equity Listing Agreements entered into with The Calcutta Stock Exchange Limited; and
- (vi) The Reserve Bank of India Act, 1934 and the rules, regulations and guidelines, the company being a Non-Banking Financial Company (NBFC).

**I have also examined compliance with the applicable clauses of the following:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Further, in the financial year 2015-16 the Company has applied for listing of its equity shares at BSE Ltd. The Company has received in principle approval from BSE vide letter dated 6<sup>th</sup> April, 2016 however, the final approval is still awaited.

**Place: Kolkata**

**Date: 25.05.2017**

**Sd/-**

**ANAND KHANDELIA**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. Business Environment

#### Industry Overview, Risks and Concerns

Jain Vanijya Udyog Limited is registered as Non Banking Financial Company (NBFC) with Reserve Bank of India and is mainly engaged in financing and investments as its principal business. It also invests in equities through the secondary markets and in debt instruments for varying maturities through mutual funds. In addition Jain Vanijya also looks for investments opportunities where it can acquire a strategic stake into other business.

### 2. Performance review

The management is pleased to report that company's business plan is progressing as per the management's satisfaction. Details shall be made at the appropriate time.

### 3. Regulatory

The Reserve Bank of India (RBI) has been continually strengthening the supervisory framework from NBFC's in order to ensure sound and healthy functioning and avoid excessive risk taking. In furtherance of these objectives, RBI issued new guidelines during past years.

Know your customer guidance – Anti money laundering Standards

Guidance on classification, monitoring and reporting of frauds

Guidance on Securitisation of Standards Assets

### 4. Cautionary Note

Certain statements in "Management Discussions and Analysis" section may be forward looking and are stated as required by law and regulations. Many factors, both external and internal, may affect the actual results which could be different from what the Directors envisage in terms of performance.

**For and on behalf of the Board of Directors**

Sd/-  
SURYA PRAKASH SONI  
Managing Director  
(DIN: 00470876)  
Place: Kolkata  
Date: 25/05/2017

Sd/-  
MANJU SONI  
Director & CFO  
(DIN: 00470873)

# MD & CFO CERTIFICATION

**The Board of Directors  
Jain Vanijya Udyog Limited,  
98, Christopher Road, Flat- 1, B-5  
Vrindavan Garden,  
Kolkata- 700046**

**May 25, 2017**

We, Surya Prakash Soni, Managing Director (MD) and Manju Soni, Chief Financial Officer (CFO) of Jain Vanijya Udyog Limited do hereby certify the following:

- a. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2017 and that to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017, which is fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We hereby indicated to the auditors and the Audit committee,
  - i) significant changes in internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Sd/-  
Surya Prakash Soni  
Managing Director (MD)**

**Sd/-  
Manju Soni  
Chief Financial Officer (CFO)**



## **Certificate of Compliance with the Corporate Governance**

Independent Auditors' Certificate on Compliance with the Corporate Governance Requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Members of  
**Jain Vanijya Udyog Limited**

We have examined the compliance of conditions of Corporate Governance by Jain Vanijya Udyog Limited ('the Company'), for the year ended 31 March, 2017, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with disclosure requirements and corporate governance norms as specified for Listed Companies.

We further state that this certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 25<sup>th</sup> May, 2017

**For Dawn & Associates**  
Chartered Accountants  
Firm Registration Number: -  
312089E

Sd/-  
**CA.S.N. Dan**  
Partner  
Membership No: -  
050576

# CORPORATE GOVERNANCE REPORT

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy of Corporate Governance is adopting highest standards of professionalism, honesty; integrity and ethical behavior to achieve business excellence and enhancing and maximizing shareholders value and protect the interest of stakeholders. The governance structure involves distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders).

## BOARD OF DIRECTORS

The Board of Directors consists of professionals drawn from diverse fields, resulting in a wide range of skills and experience brought to the Board. The company has complied with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 with respect to the composition of the Board i.e. combination of executive and non-executive directors with not less than fifty percent of the Board of Directors comprising of non-executive directors.

The Board of Directors duly met 4(Four) times respectively on 27/05/2016, 10/08/2016, 11/11/2016 and 09/02/2017, in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The composition and category of directors, attendance of each Directorate the Board of Directors meetings during the financial year 2016-2017 and at the last Annual General Meeting is indicated below and other relevant details is as under:

Name	Category	Attendance		No. of other Directorships **	No. of Board Committees (other than Jain Vanijya Udyog Limited)
		Board Meeting	Last AGM		
Surya Prakash Soni	Executive	4	Yes	Nil	Nil
Manju Soni	Executive	4	Yes	Nil	Nil
Harsh Vardhan Mahipal	Independent, Non-Executive	4	Yes	Nil	Nil

Arnay Gupta	Independent, Non-Executive	4	Yes	1	3
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\*\*Excluding directorship in, private companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013

1) The Company did not have any pecuniary relationship and transaction with any of the Non- Executive Directors during the year under reference.

2) All Independent Directors have confirmed that they meet the “independence” criteria as mentioned under Regulation 16(1)(b) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations , 2015

Mrs. Manju Soni retires by rotation at the forthcoming Annual General Meeting. She is eligible for re-appointment. Their particulars are enclosed as an Annexure to the Notice convening the ensuing Annual General Meeting.

#### **AUDIT COMMITTEE**

This Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013, and Corporate Governance Norms (Regulation 18(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015).

The terms of reference for the Audit Committee include:

- Examination of Financial Statement and Statutory Auditors’ report thereon and discussion of any related issues with the Internal & Statutory Auditors and the management of the Company.
- Review of Financial Statement before their submission to the Board, including Directors’ Responsibility Statement, changes in accounting policies and practices, statutory compliances and qualification in draft audit report.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls.
- Evaluation of risk management system.
- Monitoring end use of funds raised through public offers and related matters.
- Establishing a vigil mechanism for Directors and employees to report genuine concerns and to make provision for direct access to the Chairperson of the Committee in appropriate or exceptional cases and review its findings.
- Review of Company’s financial reporting processes and the disclosure of financial information to ensure that the Financial Statement is correct, sufficient and credible.
- Look into reasons for substantial defaults in payments to stakeholders.
- Approval of appointment of CFO or any other person heading Finance function after assessing the qualifications, experience, background etc. of the candidate.
- Recommendation for appointment, remuneration and terms of appointment of the

Statutory Auditors of the Company.

- Review and monitor the Auditor's independence and performance, effectiveness of audit process and adequacy of internal control systems.
- Call for comments of the Statutory Auditors about internal control systems, the scope of audit, including the observations of the Statutory Auditors.
- Reviewing the adequacy of the Internal Audit function including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- Discussion with statutory auditors before the audit commences, about nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- Reviewing findings of any internal investigation into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

The Audit Committee of the Board consists of three members of the Board, viz. Mr. Harsh Vardhan Mahipal, Mrs. Manju Soni, and Mr. Arnay Gupta.

The quorum for the Audit Committee is two members personally present. Mr. Harsh Vardhan Mahipal is the chairman of the Committee.

The Audit Committee met four times during the year, i.e on 27/05/2016, 10/08/2016, 11/11/2016 and 09/02/2017.

Name	Category	No. of Meetings during the year 2016-17	
		Held	Attended
Harsh Vardhan Mahipal	Independent, Non-Executive	4	4
Manju Soni	Executive	4	4
Arnay Gupta	Independent, Non-Executive	4	4

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee of the Board consists of three members of the Board, viz Mr. Arnay Gupta, Mr. Surya Prakash Soni, and Mr. Harsh Vardhan Mahipal.

Mr. Arnay Gupta, Non-Executive Independent Director chairs the Committee Meeting. The quorum for the Committee Meeting is two directors personally present.

The Stakeholders Relationship Committee met four times during the year, i.e on 27/05/2016, 10/08/2016, 11/11/2016 and 09/02/2017.

Name	Category	No. of Meetings during the year 2016-17	
		Held	Attended
Harsh Vardhan Mahipal	Independent, Non-Executive	4	4
Surya Prakash Soni	Executive	4	4
Arnay Gupta	Independent, Non-Executive	4	4

**The terms and reference of the Committee includes:**

- The Committee monitors the Company's response to investor complaints.
- The Committee approves the transfer and transmission of shares
- To oversee the performance of the Registrar and Transfer Agent.
- Redressal of the shareholders with regard to non-receipt of dividend/notices/annual reports.
- 

**Name and designation of Compliance Officer:**

Archana Gupta  
Company Secretary  
98, Christopher Road, Flat-1, B-5  
Vrindavan Garden  
Kolkata-700046  
Phone: 033-2328 0003  
Email \_ Id: [info@jainvanijya.com](mailto:info@jainvanijya.com)

**Status Report of Investor Complaints for the year ended March 31, 2017**

No of Complaints Received–Nil  
No of Complaints Resolved–Nil  
No of Complaints Pending– Nil

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Board consists of three members of the Board, viz Mr. Arnay Gupta, Mr. Surya Prakash Soni, and Mr. Harsh Vardhan Mahipal

Mr. Arnay Gupta, Non-Executive Independent Director chairs the Committee Meeting. The quorum for the Committee Meeting is two directors personally present.

The Committee met once during the year under reference i.e. on 10/08/2016 and 09/02/2017.

Name	Category	No. of Meetings during the year 2016-17	
		Held	Attended
Arnay Gupta	Independent, Non-Executive	2	2
Surya Prakash Soni	Executive	2	2
Harsh Vardhan Mahipal	Independent, Non-Executive	2	2

**The terms of reference for the Nomination and Remuneration Committee includes:**

- To formulate a Nomination and Remuneration Policy on:
  - determining qualifications, positive attributes and independence of a director.
  - guiding remuneration of Directors, Key Managerial Personnel (“KMP”) and other employees and Board diversity.
- Recommend Nomination and Remuneration Policy to the Board.
- Identify candidates who are qualified to become Directors.
- Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- Recommend to the Board the appointment and removal of Directors and Senior Management.
- Lay down the process for evaluation of the performance of every Director on the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

In terms of SEBI LODR Regulations, 2015 your Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) to familiarise them about their roles, rights, responsibilities in your Company, nature of the industry in which your Company operates, business model of your Company, etc., through various initiatives.

**REMUNERATION**

None of the Directors receive any Remuneration from the Company.

**WHISTLE BLOWER POLICY (VIGIL MECHANISM)**

The Company has established an effective Whistle Blower Policy and procedures for its directors and Employees to deal with instances of fraud and mismanagement, if any. The policy on Whistle Blower may be accessed on the Company’s website.

## SEPARATE MEETING OF INDEPENDENT DIRECTORS

Separate meeting of the Independent Directors was held on 09/02/2017 as per the requirement of the Act and SEBI LODR Regulations, 2015. The Independent Directors reviewed the performance of the Board as a whole. The Directors also discussed about the Diversity of the Board

### ANNUAL GENERAL MEETINGS:

The details of the Annual General Meetings held in the past three years and the special resolutions passed there are as follows:

Year	Date	Venue	Time	No of Special Resolution Passed
2013-14	30 <sup>th</sup> September, 2014	5, Bentinck Street Kolkata-700001	2.00 PM	-
2014-15	30 <sup>th</sup> September, 2015	98, Christopher Road, Flat-1, B-5, Vrindavan Garden, Kolkata-700046	11.00 AM	-
2015-16	29 <sup>th</sup> September, 2016	98, Christopher Road, Flat-1, B-5, Vrindavan Garden, Kolkata-700046	10.00AM	-

No Postal Ballot was conducted during the financial year 2016-17. There is no proposal, at present, to pass any Special Resolution by Postal Ballot.

### DISCLOSURES

- i) There was no material individual transaction with related parties such as Promoter, Directors, Key Managerial Personnel, relatives or subsidiary that could have potential conflict of interest with the Company, during the year ended 31<sup>st</sup> March, 2017. Except from those disclosed in the financial statements for the year ended March 31, 2017.
- ii) The Company follows the mandatory Accounting Standards prescribed by the Institute of Chartered Accountants of India and to the best of its knowledge there are no deviations in the accounting treatments that require specific disclosure.
- iii) The CEO/CFO certificate for the financial year ended March 31, 2017 is annexed hereto.
- iv) There have been no instances of non-compliance on any matter as regards the rules and regulations prescribed by the Securities and Exchange Board of India or any other statutory authority relating to capital markets during the year.
- v) The Company has a Whistle blower policy. A certificate from Auditor certifying the compliance by the Company with the provisions of Corporate Governance of the Listing Agreement is annexed hereto.
- vi) A qualified practicing Company Secretary conducted a Reconciliation of Share Capital Audit on quarterly basis reconciling the total Share Capital; all the shares are held in both

physical and demat form.

- vii) Pursuant to Regulation 40(9) of the SEBI LODR Regulations, 2015 with the Stock Exchange a Company Secretary-in Practice have issued certificates on half yearly basis, confirming due compliance of share transfer formalities by the Company.

## MEANS OF COMMUNICATION

- (i) The quarterly and half yearly results were published in the newspaper. The results are also displayed on the website of the company.
- (ii) The Management Discussion and Analysis Report, in accordance SEBI LODR Regulations, 2015 is annexed to the Directors' Report and forms part of this Annual Report being sent to all the members of the Company

## GENERAL SHAREHOLDER INFORMATION

<b>Date, time and venue of AGM</b>	Wednesday, 30 <sup>th</sup> August, 2017 at 1.00 P.M. at the registered office of the Company situated at 98, Christopher Road Flat- 1, B- 5, Vrindavan Garden, Kolkata- 700 046
<b>Financial Year</b>	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
<b>Dates of Book Closure</b>	24 <sup>TH</sup> August, 2017 to 30 <sup>TH</sup> August, 2017 (Both the days inclusive)
<b>Dividend Payment Date</b>	Not Applicable
<b>Financial Calendar Period</b>	Board Meeting to approve quarterly financial results (Tentative Schedule)
Quarter ending 30 <sup>th</sup> Jun 2017	- Mid August, 2017
Quarter ending 30 <sup>th</sup> Sep 2017	- Mid November, 2017
Quarter ending 31 <sup>st</sup> Dec 2017	- Mid February, 2018
Quarter ending 31 <sup>st</sup> Mar 2018	- End May, 2018
<b>Listing on Stock Exchanges</b>	The Calcutta Stock Exchange Limited
<b>Listing Fees</b>	Listing fees paid to the stock exchanges.
<b>Stock Code</b>	CSE- 20086
<b>Registered Office</b>	98, Christopher Road Flat- 1, B- 5, Vrindavan Garden, Kolkata- 700 046



**Compliance officer & Contact Address**

Archana Gupta  
98, Christopher Road, flat-1, b-5  
Vrindavan Garden  
kolkata-700046  
Phone: 033-2328 0003  
Email – Id: info@jainvanijya.com

**SHARE TRANSFER SYSTEM**

Shareholders/ Investors are requested to send share transfer related documents directly to the Company. If the transfer documents are in order, the transfer of shares is registered within 15 days of receipt of transfer document.

**ABS Consultant Pvt. Limited**

99, Stephen House,  
6th Floor, 4, B.B.D. Bag, (East),  
Kolkata-700 001  
Contact No.: (033) 2230 1043, 2243 0153,

**Distribution of Shareholding as on March 31, 2017**

Share holding of nominal value of	No. of shareholders	% of holders	Equity Share	% of Shareholding
Upto -5000	522	94.39	11950	0.37
5001-10000	1	0.18	1000	0.03
10001-20000	1	0.18	1400	0.04
20001-30000	1	0.18	2600	0.08
30001-40000	3	0.54	11100	0.34
40001-50000	3	0.54	14200	0.44
50001-100000	1	0.18	8250	0.25
100001 & Above	21	3.80	3198500	98.45
<b>Total</b>	<b>553</b>	<b>100.00</b>	<b>3249000</b>	<b>100.00</b>

**Categories of Shareholders as at March 31, 2017**

Sr. No	Description	No. of Shares	% to Capital
A.	Promoters & Promoters Group - Individuals	205750	6.33%
B.	Public Shareholding		
	<b>-Institutions</b> Financial Institutions/Banks	Nil	Nil
	<b>-Non-institutions</b> Body Corporate	2,250,000	69.25
	Individuals	793,250	24.42
	<b>Total</b>	<b>3,249,000</b>	<b>100%</b>

**ADDRESS OF CORRESPONDENCE**

Members may contact Ms. Archana Gupta, Compliance Officer for all investor related matters at the registered office of the company at the following address:

**JAIN VANIJYA UDYOG LIMITED**

98, Christopher Road, Flat-1, B-5

Vrindavan Garden

Kolkata- 700046

Phone: 033-2328 0003

Email -Id: info@jainvanijya.com

**CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER ON CODE OF CONDUCT**

To,

The Members,

**JAIN VANIJYA UDYOG LIMITED**

I, Surya Prakash Soni, Managing Director & CEO of the Company declare that all Board Members and Senior Management of the Company have affirmed compliance with the code of conduct.

**JAIN VANIJYA UDYOG LIMITED**

Sd/-

**Surya Prakash Soni**  
**Chief Executive Officer**

**Place - Kolkata**

**Date: 25/05/2017**

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of**

**Jain Vanijya Udyog Limited**

**Report on the Financial Statements for the F.Y. 2016-17**

We have audited the accompanying financial statements of Jain Vanijya Udyog Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express a reasonable opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017; and
- b) in the case of the Profit and Loss Account and the statement of Cash Flow for the year ended on March 31, 2017;

## Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditors Report) Order 2016 ('the order') issued by Central Government of India in terms of subsection (11) of section 143 of the Act, we enclose in the "Annexure 1" a statement on the matters specified in paragraphs 3 & 4 of the said order, to extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss and statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) In our opinion there are no observations or comments on the financial, which may have an adverse effect on the functioning of the company.
  - f) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - g) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2"
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.
    - i)
      - I. The Company does not have any pending litigations which would impact its financial position.
      - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
      - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

IV. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notifications S.O 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures performed and the representations provided to us by the Management we report that the disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

Place: Kolkata  
Date: 25/05/2017

**For Dawn & Associates**  
Chartered Accountants  
Firm Registration Number: - 312089E

**Sd/-**  
**CA.S.N. Dan**  
Partner  
Membership No: - 050576

## **“ANNEXURE 1” TO THE INDEPENDENT AUDITOR’S REPORT**

( Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements ‘ in our Independent Auditor’s Report of even date , to the members of the Company on the Financial statements for the year ended 31<sup>st</sup> March ,2017).

- i) Based on our scrutiny of the Company’s Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets during the financial year.

According to the information and explanations given to us, fixed assets were physically verified by the Company’s Management (“management”) during the year. As informed and explained, no material discrepancies were noticed on such verification.

- ii) Physical verification of inventory has been conducted by the management at reasonable intervals as required under clause 3(ii).
- iii) The Company has not granted loans, secured or unsecured to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence the reporting requirement under clause (iii) of the said order does not arise.
- iv) Based on our scrutiny of the Company’s records and according to the information and explanations received by us from the management, we are of the opinion that in respect of loans and guarantees given, investments made, and securities purchased by the company, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v) In our opinion and according to information and explanations given to us, the Company has not accepted any deposits from the public and hence the reporting requirement under clause (v) of the said order does not arise.
- vi) Being a Non Banking finance company, the provisions of section 148(1) of the Act with regard to the maintenance of cost records are not applicable to the Company.
- vii) a) Based on our scrutiny of the Company’s Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company is regular in depositing with appropriate authorities undisputed statutory dues applicable to it and no undisputed amounts payable in respect of any statutory dues were outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable.  
b) According to the records of the company and the information and explanations received by us from the management, there are no disputed statutory dues outstanding in the name of the company.
- viii) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders.
- ix) According to the records of the company, the company has neither raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instrument) nor has the company raised any term loans. Hence, in our opinion the reporting requirement under clause (ix) of the said order does not arise.

- x) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit, that causes the financial statements to be materially misstated.
- xi) According to the records of the company, no Managerial remuneration has been paid or provided during the year under audit. Hence, in our opinion the reporting requirement under clause (xi) of the said order does not arise.
- xii) In our opinion and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not a Nidhi Company. Hence, in our opinion the reporting requirement under clause (xii) of the said order does not arise
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, the reporting requirement under clause (xiv) of the said order does not arise.
- xv) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company has not entered into any non-cash transactions with its directors or persons connected with him. Hence, the reporting requirement under clause (xv) of the said order does not arise.
- xvi) The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained.

Place: Kolkata  
Date: 25/05/2017

**For Dawn & Associates**  
Chartered Accountants  
Firm Registration Number: - 312089E

**Sd/-**  
**CA.S.N. Dan**  
Partner  
Membership No: - 050576

## **“ANNEXURE 2” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph (2)g under ‘Report on Other Legal and Regulatory Requirements’ in our Independent Auditor’s Report of even date, to the members of the Company on the Financial statements for the year ended 31<sup>st</sup> March, 2017).

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Jain Vanijya Udyog Limited, the Company as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the financial statement of the Company For the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s Board of Director’s is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for



our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial

control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2017, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Place: Kolkata  
Date: 25/05/2017

**For Dawn & Associates**  
Chartered Accountants  
Firm Registration Number: - 312089E

**Sd/-**  
**CA.S.N. Dan**  
Partner  
Membership No: - 050576

# JAIN VANIJYA UDYOG LIMITED

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

CIN: L51909WB1984PLC038212

## BALANCE SHEET AS AT 31ST MARCH, 2017

Amount in Rs.

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
a) Share Capital	1	32,490,000	32,490,000
b) Reserves and Surplus	2	(369,973)	(1,532,953)
<b>(2) Non Current Liabilities</b>			
a) Long term borrowings	3	9,358,059	10,330,688
b) Deferred Tax Liability (Net)		94,223	41,188
<b>(3) Current Liabilities</b>			
a) Trade Payables	4	32,902	31,545
b) Other current liabilities	5	1,326,429	1,221,055
c) Short term provision	6	320,379	-
<b>Total</b>		<b>43,252,019</b>	<b>42,581,524</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
a) Fixed Assets	7	3,559,934	4,084,439
b) Non current investment	8	-	-
<b>(2) Current assets</b>			
a) Inventories	9	3,958,324	3,644,066
b) Trade Recievables	10	31,307,082	33,398,709
c) Cash & Bank Balances	11	262,427	1,343,057
d) Short Term Loans & Advances	12	4,164,252	111,253
<b>Total</b>		<b>43,252,019</b>	<b>42,581,524</b>

Significant Accounting Policies & Notes to Accounts

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The Notes referred to above form an integral part of the Balance Sheet  
This is the Balance Sheet referred to in our report of even date

**For Dawn & Associates**  
**Chartered Accountants**  
**Firm Registration Number- 312089E**

**For JAIN VANIJYA UDYOG LIMITED**

**Sd/-**  
**Surya Prakash Soni**  
**Managing Director**

**Sd/-**  
**(S.N. DAN)**  
**Partner**  
**Membership no.-050576**

**Sd/-**  
**Manju Soni**  
**Director & Chief Financial Officer**

**Place:- Kolkata**  
**Dated :- 25/05/2017**

**Sd/-**  
**Archana Gupta**  
**Company Secretray**

# JAIN VANIJYA UDYOG LIMITED

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

CIN: L51909WB1984PLC038212

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

Amount in Rs.

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations	13	2,755,741	8,351,704
II. Other Income	14	4,872,652	8,539,914
<b>III. Total Revenue(I+II)</b>		<b>7,628,393</b>	<b>16,891,618</b>
IV. Expenses:			
Purchases	15	4,893,102	16,277,246
Change In Inventories	16	(314,258)	(3,644,066)
Employees Benefit Expenses	17	261,086	155,647
Depreciation & Ammortisation Expenses	18	554,005	516,610
Others expenses	19	695,363	5,737,617
<b>V. Total Expenses</b>		<b>6,089,298</b>	<b>19,043,054</b>
<b>VI. Profit before tax (III-V)</b>		<b>1,539,095</b>	<b>(2,151,436)</b>
VII. Tax expense:			
Current tax		320,379	-
Deferred Tax		53,035	41,188
		<b>373,414</b>	<b>41,188</b>
<b>VIII. Profit/(Loss) for the period (VI-VII)</b>		<b>1,165,680</b>	<b>(2,192,624)</b>
IX. Earning per equity share:			
(1) Basic		0.36	(0.67)
(2) Diluted		0.36	(0.67)

Significant Accounting Policies & Notes to Accounts

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This is the Profit & Loss Account referred to in our report of even date

**For Dawn & Associates**  
**Chartered Accountants**  
**Firm Registration Number- 312089E**

**For JAIN VANIJYA UDYOG LIMITED**

Sd/-  
**Surya Prakash Soni**  
Managing Director

Sd/-  
**(S.N. DAN)**  
Partner  
Membership no.-050576

Sd/-  
**Manju Soni**  
Director & Chief Financial Officer

Place:- Kolkata  
Dated :- 25/05/2017

Sd/-  
**Archana Gupta**  
Company Secretray

## JAIN VANIJYA UDYOG LIMITED

98, CHRISTOPHER ROAD, FLAT-1, B-5  
VRINDAVAN GARDEN, KOLKATA - 700046  
CIN: L51909WB1984PLC038212

### CASH FLOW STATEMENT ANNEXURE TO BALANCE SHEET FOR THE YEAR ENDED ON 31.03.2017

	31st March, 2017	31st March, 2016
<b>A. CASH FLOW FROM OPERATION ACTIVITIES</b>		
Net Profit/(Loss) before tax	1,539,095	(2,151,436)
<u>Adjustment for :</u>		
(a) Depreciation	554,005	516,610
(b) Assets Written off	-	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>2,093,100</b>	<b>(1,634,826)</b>
<u>Adjustment for :</u>		
(a) Trade and Other Receivables	2,091,627	(15,716,372)
(b) Current Loans and Advances	(4,052,999)	14,392,995
(c) Inventory	(314,258)	(3,644,066)
(d) Trade Payables	1,357	(774,955)
(e) Long term borrowings	(972,629)	10,330,688
(f) Other Current Liabilities	105,374	2,982
<b>CASH GENERATED FROM OPERATION</b>	<b>(1,048,429)</b>	<b>2,956,446</b>
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>		
Extraordinary Items Prior Period		
(a) Prior period Expenses/Income	-	-
(b) Income Tax/Deferred Tax	2,701	235,390
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(1,051,130)</b>	<b>2,721,056</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(a) Purchase of Fixed Assets	(29,500)	(4,350,407)
(b) Purchase/Sale of Investments	-	2,730,000
<b>NET CASH FLOW IN INVESTING ACTIVITIES</b>	<b>(29,500)</b>	<b>(1,620,407)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
(a) Share Application Money Received	-	-
<b>NET CASH FLOW IN FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>
Net Increase (Decrease) in Cash (A + B + C)	(1,080,630)	1,100,649
Opening Balance of Cash & Cash Equivalents	1,343,057	242,408
Closing Balance of Cash & Cash Equivalents	262,427	1,343,057

#### AUDITOR'S REPORT

We have checked the attached cash flow statement of Jain Vanijya Udyog Limited for the year ended 31st March, 2017 from the books and records maintained by the company in the ordinary course of business and have subject to comparative figures for the year ended 31st March, 2016.

**For Dawn & Associates**  
**Chartered Accountants**

**Firm Registration Number- 312089E**

**Sd/-**  
**(S.N. DAN)**  
**Partner**  
**Membership no.-050576**

**Place:- Kolkata**  
**Dated :- 25/05/2017**

**For JAIN VANIJYA UDYOG LIMITED**

**Sd/-**  
**Surya Prakash Soni**  
**Managing Director**

**Sd/-**  
**Manju Soni**  
**Director & Chief Financial Officer**

**Sd/-**  
**Archana Gupta**  
**Company Secretray**

## JAIN VANIJYA UDYOG LIMITED

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

CIN: L51909WB1984PLC038212

Notes forming part of the financial statements

### NOTE NO-1

#### SHARE CAPITAL

Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
(a) Authorised Equity shares of Rs.10/- each	3,500,000	35,000,000	3,500,000	35,000,000
(b) Issued Equity shares of Rs.10/- each fully paid up	3,249,000	32,490,000	3,249,000	32,490,000
(c) Subscribed and fully paid up Equity shares of Rs.10/- each with voting rights	3,249,000	32,490,000	3,249,000	32,490,000
<b>Total</b>	<b>3,249,000</b>	<b>32,490,000</b>	<b>3,249,000</b>	<b>32,490,000</b>

(i) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Durgapur Construction Pvt Ltd	300000	9.23%	300000	9.23%
Bumpur Power Pvt Ltd	300000	9.23%	300000	9.23%
Pushpdant Barter Pvt Ltd	300000	9.23%	300000	9.23%
Kaangdaji Fabrics Pvt Ltd	300000	9.23%	300000	9.23%
Goodhope Tie Up Pvt Ltd	300000	9.23%	300000	9.23%
Hora Dealcomm Pvt Ltd	300000	9.23%	300000	9.23%
Glaze Construction (P) Ltd	300000	9.23%	300000	9.23%
<b>Total</b>	<b>2100000</b>	<b>64.61%</b>	<b>2100000</b>	<b>64.61%</b>

# JAIN VANIJYA UDYOG LIMITED

98, CHRISTOPHER ROAD, FLAT-1, B-5  
VRINDAVAN GARDEN, KOLKATA - 700046  
CIN: L51909WB1984PLC038212

(Amount in Rs.)

Particulars		Figures as at the end of current reporting period	Figures as at the end of current reporting period
<b>NOTE NO - 2</b>			
<b><u>RESERVE &amp; SURPLUS</u></b>			
<u>General Reserve</u>			
Balance as per financial statements		4,000	4,000
Add: Additions during the year		-	-
Closing Balance		4,000	4,000
<u>Statutory Reserve</u>			
Balance as per financial statements		193,775	193,775
Add: Additions during the year		233,136	-
Closing Balance		426,911	193,775
<u>Surplus in the Statement of Profit &amp; Loss</u>			
Balance as per last financial statements		(1,730,728)	595,602
Less : Provision for Tax for Earlier Year		-	(133,706)
Less: MAT Credit Adjusted		(2,701)	
Add: Net Profit for the year		1,165,680	(2,192,624)
		(567,748)	(1,730,728)
Less : Transferred to Statutory Reserve		233,136	-
		(800,884)	(1,730,728)
<b>TOTAL</b>		<b>(369,973)</b>	<b>(1,532,953)</b>
<b>NOTE NO - 3</b>			
<b><u>LONG TERM BORROWINGS</u></b>			
-Secured loans (Car Loan with HDFC Bank)		1,358,059	2,330,688
-Unsecured loans		8,000,000	8,000,000
		9,358,059	10,330,688
<b>NOTE NO - 4</b>			
<b><u>TRADE PAYABLES</u></b>			
Sundry Creditors		32,902	31,545
		32,902	31,545
<b>NOTE NO - 5</b>			
<b><u>OTHER CURRENT LIABILITIES</u></b>			
Unexpired Option Premium		116,824	-
Liability for Expenses		1,209,605	1,221,055
		1,326,429	1,221,055
<b>NOTE NO - 6</b>			
<b><u>SHORT TERM PROVISION</u></b>			
Provision for Income Tax		320,379	-
		320,379	-
<b>NOTE NO - 7</b>			
<b><u>FIXED ASSETS</u></b>			
Separate sheet attached		-	-
		-	-
<b>NOTE NO - 8</b>			
<b><u>NON CURRENT INVESTMENT (At Cost)</u></b>			
Non Current Investments		-	-
		-	-

# JAIN VANIJYA UDYOG LIMITED

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

CIN: L51909WB1984PLC038212

(Amount in Rs.)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>NOTE NO - 9</b>		
<b><u>INVENTORIES (At Cost or Net Realizable value whichever is lower)</u></b>		
(As per inventories taken, valued and certified by the management)		
Closing stock	3,958,324	3,644,066
	3,958,324	3,644,066
<b>NOTE NO - 10</b>		
<b><u>TRADE RECEIVABLES</u></b>		
Sundry Debtors (Unsecured Considered Good)	31,307,082	33,398,709
	31,307,082	33,398,709
<b>NOTE NO - 11</b>		
<b><u>CASH &amp; BANK BALANCES</u></b>		
<u>Cash &amp; Cash Equivalents</u>		
Cash Balance in hand (As certified by the management)	77,603	114,054
Balance with Schedule Banks	184,824	1,229,003
	262,427	1,343,057
<b>NOTE NO - 12</b>		
<b><u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
(Receivable in cash or in kind or value to be received)		
MAT Credit Entitlement	-	2,701
TDS	6,425	108,552
Religare Margin Account	4,157,827	-
	4,164,252	111,253
<b>NOTE NO - 13</b>		
<b><u>REVENUE FROM OPERATIONS</u></b>		
Income from Commodities	2,755,741	8,351,704
	2,755,741	8,351,704
<b>NOTE NO - 14</b>		
<b><u>OTHER INCOME</u></b>		
Interest Received on Religare FD	64,252	-
Interest on IT Refund	4,824	-
Interest received from Globe Fdr	-	967,235
Interest received from Motilal Fdr Margin	-	102,804
Dividend Received	3,000	2,500
Profit from future and options	4,401,673	7,270,071
Reversal of Brokerage	398,903	197,304
	4,872,652	8,539,914
<b>NOTE NO-15</b>		
<b><u>PURCHASES</u></b>		
Purchase of stock in Trade	4,893,102	16,277,246
	4,893,102	16,277,246
<b>NOTE NO - 16</b>		
<b><u>CHANGES IN INVENTORIES</u></b>		
Opening Stock	3,644,066	-
Less : Closing Stock	3,958,324	3,644,066
	(314,258)	(3,644,066)

# JAIN VANIJYA UDYOG LIMITED

98, CHRISTOPHER ROAD, FLAT-1, B-5  
VRINDAVAN GARDEN, KOLKATA - 700046  
CIN: L51909WB1984PLC038212

(Amount in Rs.)

<b>NOTE NO - 17</b>			
<b><u>EMPLOYEE BENEFIT EXPENSES</u></b>			
Salaries & Bonus	261,086	155,647	
	261,086	155,647	
<b>NOTE NO - 18</b>			
<b><u>DEPRECIATION &amp; AMMORTISATION EXPENSES</u></b>			
Depreciation	554,005	516,610	
	554,005	516,610	
<b>NOTE NO - 19</b>			
<b><u>OTHERS EXPENSES</u></b>			
Advertising Expenses	1,392	19,648	
Audit Fees	28,752	11,450	
Bank Charges	58	42	
BGWS Account Office Maintenance Charges	50,454	-	
Car Insurance	-	-	
Car Servicing	75,000	-	
Demat Charges	55,221	-	
Depository Fees	-	1,284	
Exchange Fees	138,904	63,744	
E-voting Fees	1,150	-	
Filing Fees	25,300	-	
General Expenses	8,000	6,500	
Interest on Car Loan	1,800	-	
Income Tax	186,571	200,088	
Loss on Sale of Shares	1,286	-	
Listing Fees	-	1,929,200	
Office Maintenance	-	2,987,950	
Printing & Stationery	-	82,389	
Postage & Telegram	-	44,390	
Professional Fees	-	38,200	
SEBI Fees	38,176	74,627	
Stamp Charges	10	-	
Share Dealing Expenses	526	-	
Share Issue Expenses	54,130	28,777	
Verge Advertising	-	244,428	
Website Expenses	7,384	-	
Misc Expenses	4,000	4,900	
	17,250	-	
	<b>695,363</b>	<b>5,737,617</b>	



## JAIN VANIJYA UDYOG LIMITED

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

CIN: L51909WB1984PLC038212

### Note-7

(i) Tangible Assets

Depreciation As Per Books

Sl. No.	NAME OF ASSETS	Year	GROSS BLOCK						DEPRECIATION						NET BLOCK							
			AS AT 01.04.2016		ADD DURING THE YEAR		ADJUSTMENT		AS AT 31.03.2017		UPTO 01.04.2016		FOR THE YEAR		ADJUSTMENT		UPTO 31.03.2017		AS AT 31.03.2017		AS AT 31.03.2016	
			Rs	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.
1	Computer	3	745,000	-	-	-	-	745,000	494,358	36,455	-	-	530,813	214,187	250,642							
2	Car	2	4,350,407	-	-	-	-	4,350,407	516,610	516,610	-	-	1,033,220	3,317,187	3,833,797							
3	Air Conditioner	1		29,500	-	-	-	29,500	-	940	-	-	940	28,560	-							
	<b>Total</b>		<b>5,095,407</b>	<b>29,500</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,124,907</b>	<b>1,010,968</b>	<b>554,005</b>	<b>-</b>	<b>-</b>	<b>1,564,973</b>	<b>3,559,934</b>	<b>4,084,439</b>							
	<b>PREVIOUS YEAR</b>		<b>6,493,000</b>	<b>745,000</b>	<b>64,930</b>	<b>-</b>	<b>-</b>	<b>745,000</b>	<b>63,396</b>	<b>494,414</b>	<b>-</b>	<b>-</b>	<b>521,763</b>	<b>250,642</b>	<b>1,534</b>							

Depreciation allowed as per IT Act

	NAME OF ASSETS	%	AS AT 01.04.2016		PURCHASES before 30/09		PURCHASES after 30/09		AS AT 31.03.2017		DEPRECIATION		NET VALUE 31.03.2017
			Rs	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	
1	CAR	15%	3,697,846.00	-	-	-	-	3,697,846	554,677	3,143,169			
2	Car	60%	253,300.00	-	-	-	-	253,300	151,980	101,320			
3	Air Conditioner	15%	-	29,500	-	-	-	29,500	4,425	25,075			
	<b>Total</b>		<b>3,697,846.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,951,146</b>	<b>706,657</b>	<b>3,244,489</b>			
	<b>PREVIOUS YEAR</b>		<b>-</b>	<b>-</b>	<b>745,000</b>	<b>-</b>	<b>-</b>	<b>745,000</b>	<b>111,750</b>	<b>633,250</b>			

# JAIN VANIJYA UDYOG LIMITED

98, CHRISTOPHER ROAD, FLAT-1, B-5  
VRINDAVAN GARDEN, KOLKATA - 700046  
CIN: L51909WB1984PLC038212

## Note 20: Notes forming part of the financial statements

### ➤ **Basis of Preparation of financial statements**

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principles ["GAAP"] in India. GAAP comprises mandatory accounting standards as prescribed under section 133 of Companies Act, 2013 (the Act) read with Rule 7 of Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

### ➤ **Use of estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/ materialize.

### ➤ **Revenue Recognitions**

Revenue in respect of all other income is recognized when a reasonable certainty as to its realization exists.

### ➤ **Employee Benefits**

All Employees benefits falling due wholly within twelve month of rendering the services are classified as short term employee benefits which include benefits like salary, wages, short term compensated, absences and performance incentives and are recognized as expense in the period in which the employee renders the related services.

➤ **Material events after balance sheet date**

Events which are of material nature after the balance sheet date are accounted for in the accounts.

➤ **Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

➤ **Related Party Transaction**

There were no related party transactions entered during the year.

➤ **Fixed Assets & Depreciation**

Fixed Assets are stated at historical cost. Cost for the purpose includes all costs attributable to bringing the specified asset to its present location.

Depreciation on Fixed Assets is charged on Written down value method at the rates and manner as specified under Schedule II to the Companies Act, 2013.

➤ **Cash and Cash equivalents**

Cash and Cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

➤ **Cash Flow Statements**

Cash Flow Statement has been prepared in accordance with Accounting Standard 3 issued by Institute of Chartered Accountants of India.

➤ **Disclosures on Specified Bank Notes (SBNs)**

The details of Specified Bank Notes (SBNs) held and transacted during the period from November 8, 2016 to December 30, 2016 is given below, as required in terms of Ministry of Corporate Affairs, Notification No.GSR 308(E) dated March 30, 2017:

Particulars	Amount (in Rs)		
	SBNs*	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	-	89,054.00	89,054.00
Add: Permitted Receipts	-	-	-
Add: Cash Withdrawl from Bank	-	-	-
Less: Permitted Payments	-	-	-
Less: Cash Deposit in Banks	-	-	-
Closing Balance as on 30.12.2016	-	89,054.00	89,054.00

\*The term SBNs (Specified Bank Notes) shall have the same meaning provided in the notification of the Government of India, in the Ministry Finance, Department of Economic Affairs number S.O.3407(E), dated November 8, 2016.

**Note:**"Previous Year's figure has been regrouped rearranged wherever considered necessary".

**For Dawn & Associates**  
**Chartered Accountants**  
**Firm Registration Number: - 312089E**

**Sd/-**  
**CA.S.N. Dan**  
**Partner**  
**Membership No: - 050576**

**For and on behalf of Board of Directors**

**Sd/-**  
**Surya Prakash Soni**  
**Managing Director**  
**Din: 00470876**

**Sd/-**  
**Manju Soni**  
**Director & CFO**  
**Din: 00470873**

**Sd/-**  
**Archana Gupta**  
**Company Secretary**

Place: Kolkata  
Date: 25/05/2017