

JAIN VANIJYA UDYOG LIMITED

Regd. Office :98,Christopher Road, Flat-1,

B-5,Vrindavan Garden, Kolkata-700 046

Ph: 033-2328 0003

Email id: spsoni123@ymail.com

CIN: L51909WB1984PLC038212

Notice is hereby Given that an Extraordinary General Meeting of Jain Vanijya Udyog Limited will be held at registered office of the Company at 98, **Christopher Road, Flat-1, B-5, Vrindavan Garden, and Kolkata-700046** on Tuesday, February 17, 2015 at 11.00 A.M to transact the following businesses:

1. INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution a **SPECIAL RESOLUTION**:

“**RESOLVED** THAT pursuant to sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force) the consent of Board be and is hereby accorded, subject to approval of shareholders to increase the Authorize Share Capital of the Company from existing Rs.50,00,000/- (Rupees Fifty Lakhs Only) divided into Rs. 5,00,000 (Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each, by addition/creation of 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- each ranking paripassu with the existing equity shares and consequently the existing clause V of the Memorandum of Association of the Company be and is hereby altered by substituting in its place the following new clause V:

“V. The Authorized Share Capital of the Company is Rs.3,50,00,000/- (Rupees Three Cores Fifty Lakhs Only) divided into 35,00,000/- (Thirty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each with the rights, privileges and conditions attaching hereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital and to divide and subdivide the shares into several classes and to attach thereto respective by such preferential qualified or special rights privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate such rights, privileges or conditions in such manner as may be permitted by the Companies Act, as provided by the Articles of Association for the time being.”

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO STRATEGIC INVESTORS OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT in accordance with the provisions of Section 61(c) & 42 and all other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent

amendments thereto (the “**SEBI (ICDR) Regulations, 2009**”) as in force, and subject to the Regulation/Guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreements entered into by the Company with the stock exchange where the equity shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank Of India, Securities and Exchange Board of India, Stock Exchange and any other relevant Statutory, governmental authorities or departments, institutions or bodies (“**Concerned Authorities**”) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Bard to exercise the powers conferred on the Board by this resolution) the consent of the Company be and is hereby accorded to the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot up to 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each of the Company to a group of Strategic Investors, not forming part of the Promoter Group of the Company, on preferential basis at an issue price of Rs. 10/- (Rupees Ten Only) per equity share, aggregating to Rs. 3,00,00,000/- (Rupee Three Cores Only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009, and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit.

SL. No.	NAME	QUANTITY	Allottee is : QIB / MF / IF / Trust / Banks / others
A	Non-Promoter Group:		
1.	Surya Prakash Soni	150000	Others
2.	Manju Soni	150000	Others
3.	Surya Prakash Soni HUF	150000	Others
4.	Rahul Soni	150000	Others
5.	Alankita Soni	150000	Others
6.	Durgapur Construction Private Limited	300000	Others
7.	Burnpur Power Pvt. Ltd	300000	Others
8.	Pushpdant Barter (P) Ltd	300000	Others
9.	Kaangdaji Fabrics (P) Ltd	300000	Others
10.	GoodHope Tie Up Pvt Ltd	300000	Others
11.	Hora Dealcomm Pvt Ltd	300000	Others
12.	Glaze Construction (P) Ltd.	300000	Others
13.	Kamalraj Housing (P) Ltd	150000	Others
	TOTAL	30,00,000	

“RESOLVED FURTHER THAT:

- (i) The Relevant Date for the purpose of determining the minimum Issue Price of the Shares on Preferential basis under SEBI (ICDR) Regulation, 2009 shall be 17.01.2015, Which is thirty (30) days prior to 17.02.2015 i.e., the date on which the Extraordinary General Meeting of the shareholders is convened, in terms of Section 100 of the Companies Act, 2013 to consider the proposed preferential issue.
- (ii) The equity shares to be issued and allotted to Strategic Investors, not forming part of the Promoter Group of the Company, shall be in dematerialized form only.
- (iii) The equity shares to be issued and allotted shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on the Stock Exchange and shall rank paripassu in all respects with the existing equity shares of the Company.
- (iv) The new equity shares to be allotted to the allottees shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulation 2009.
- (v) The Board is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any consent or approval of the Company in a General Meeting.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the company to take all action and do all such deeds ,matters and things as it may ,in its absolute discretion ,deem necessary ,desirable or expedient and to do all acts ,deed and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit ,without being required to seek any further consent or approval of the shareholder or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolution

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to do and perform all such other acts, deeds and things as may be necessary or desirable to give effect to the above mentioned resolutions.”

3. RESOLUTION FOR REGULARISATION OF ADDITIONAL DIRECTORS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. Surya Prakash Soni & Mrs Manju Soni who were appointed as an Additional Director with effect from 13th December,2014 on the board of company in term of section 161 of the company act 2013 and who hold office up to the date of Extraordinary General Meeting and respect of whom a notice has been received from member in writing ,under section 160 of the Companies Act 2013 along with requisite deposit proposing his candidature for the office of a Director ,be and hereby appointed as a Director of the company, liable to retire by rotation .”

4. APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Mr. Arnay Gupta And Mr. Harsh Vardhan Mahipal**, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 17th February , 2015 up to 16th February , 2020.”

5. RESIGNATION OF DIRECTOR OF THE COMPANY BEFORE EXPIRY OF EXISTING TERM OF TENURE.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of sections 168 & other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder the board do hereby accept the resignation of **Mr. Devendra Prasad Jajodia and Mr.Gourav Jajodia** as Director of the company with effect from 17th February, 2015

Place: Kolkata
Dated: 15.01.2015

By Order of the Board of Directors
Sd/
Devendra Prasad Jajodia
Director
DIN: 0004516

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 FROM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

1. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.
2. An Explanatory Statement as required under section 102 of the Companies Act 2013 in respect of the business specified above is annexed hereto.
3. All the 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 EGM and at the EGM.
4. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip DP ID for easy identification of attendance at the meeting.
5. 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.
6. 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 EGM.
7. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., **Niche Technologies Pvt. Ltd, Mr. S. Abbas** (Sr. Manager - Systems D-511, Bagree Market, 71 B R B Basu Road Kolkata-700001 Contact No.:2234-3576,2235-7270/7271, E-Mail: nichetechpl@nichetechpl.com
8. Ms.Rekha Agarwal, (Practicing Company Secretary) (Membership No.ACS -27482) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Her Address is AD 173 Salt Lake City, Sector-1, Kolkata-700064

9. VOTING THROUGH ELECTRONIC MEANS

- I) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically at the EGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11th February, 2015 at 10.00 A.M. and ends on 13th February, 2015 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st December, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">Please Enter the DOB or Bank Account Number in order to Login.If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to

Keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “**JAIN VANIJYA UDYOG LIMITED**” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be
 - Emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the
 - Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

10. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at acsrekha@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 13th February, 2015, upto 6 pm. without which the vote shall not be treated as valid.

11. 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 (record date) of 31st December-2014.

12. The notice of Extraordinary General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 31st December-2014.
13. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 31ST December-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
14. Ms.Rekha Agarwal, (Practicing Company Secretary) (Membership No.ACS -27482) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
15. The results shall be declared on or after the EGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the EGM of the Company and will be communicated to the Calcutta Stock Exchanges

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.

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. 1:

The Company proposes to issue and allot up to 30,00,000 (Thirty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 10/- (Rupees Ten Only) per equity share aggregating to Rs. 3,00,00,000/- (Rupee Three Crores Only) on a preferential allotment basis to Strategic Investors, not forming part of the Promoter Group of the Company, in terms of the provisions of Chapter VII of the Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto (the "**SEBI (ICDR) Regulations, 2009**").

The total post issue paid-up equity share capital of the company after the captioned Preferential Issue will be Rs. 3, 24, 90,000/- (Rupees Three Crores Twenty-Four Lakhs Ninety Thousand Only) divided into 32,49,000 equity shares of Rs. 10/- each. Consequently, Clause V of the Memorandum of Association is proposed to be altered.

The Board of Directors thereof recommends the resolution as a Special Resolution for approval of the shareholders to increase the Authorized Share Capital of the Company and alter the Memorandum of Association is proposed to be altered as set out in the Resolution at Item No.1.

None of the Directors of the Company is concerned or interested in any way in the resolution except as the shareholders of the Company.

ITEM NO.2:

The Board of Directors of the Company (“the Board”) at their meeting 15th Jan, 2015 discussed the future plans of the company and possible growth options. Based on the above discussions, the Board in order to raise resources to fund the future growth plans and expansion of the Company, to meet long term working capital requirements and for general corporate purposes, thought it prudent to infuse fresh equity capital in the Company by issue of 30,00,000 (Thirty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the company, each at an issue price of Rs. 10/- (Rupees Ten Only) per equity share, aggregating to Rs. 3,00,00,000/- (Rupees Three Crores Only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 on Preferential Basis to Strategic Investors, not forming part of the Promoter Group of the Company.

In terms of applicable of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the shareholder’s are required to accord their approval to the special resolution for raising resources through issue of equity shares on Preferential basis. Hence the consent of shareholders is being sought for the Special resolution as proposed in the accompanying Notice .

Disclosure that is required to be made pursuant to clause 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto [“SEBI (ICDR)Regulations, 2009]:

(i) Object of the Issue:

The main object of the issue of equity shares pursuant to the resolution set out in the accompanying Notice shall be to augment resources for meeting its business requirements, expansion plans and also to meet long working capital requirements of the Company and other general corporate purposes.

(ii) Shareholding Pattern before and after the Offer:

Class of Shareholders	Pre-Preferential Issue		Post – Preferential Issue (Assuming full allotment of 30,00,000)	
	No. of Shares	% of share capital	No. of Shares	% of share capital
A. Promoters/ Promoter Group:				
a. Indian Promoters	205,750	82.63%	205,750	6.33%
b. Foreign Promoters	-	-	-	-
Total for Promoter Group (A)	205,750	82.63%	205,750	6.33%
B. Public Shareholdings:				
a. Institutional	-	-	-	-
b. Non Institutional				
- Bodies Corporate	-	-	22,50,000	69.25%
- Individuals				
i. Individual shareholders holding nominal share capital up to Rs. 1 Lakh	32,250	12.95%	32,250	0.99%

ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	11,000	4.42%	7,61,000	23.42%
c. Any Other				
- Directors & their Relatives & Friends	-	-	-	-
- NRIs	-	-	-	-
- Clearing Shareholders	-	-	-	-
- HUF and Trust	-	-	-	-
Total Public Shareholdings (B)	43,250	17.37%	30,43,250	93.67%
GRAND TOTAL (A) + (B)	2,49,000	100.00%	32,49,000	100.00%

(iii) Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern.

(iv) Proposed time within which allotment shall be completed:

The Board proposes to allot the equity shares within a period of 60 (Sixty) days from the date of receipt of the application money for such securities and if the company is not able to allot the securities within that period, it shall repay the application money to the subscribers within fifteen days from completion of sixty days.

(v) The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:

Sr. No.	Name of the Proposed Allottees	Identity of ultimate Beneficial Owners	No. & % of Equity Shares held prior to the Preferential Allotment	No. & % of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Shares Capital
Non-Promoter Group:					
1.	Surya Prakash Soni	Individual	0	150,000 (4.62%)	150,000 (4.62%)
2.	Manju Soni	Individual	0	150,000 (4.62%)	150,000 (4.62%)
3.	Surya Prakash Soni HUF	HUF	0	150,000 (4.62%)	150,000 (4.62%)
4.	Rahul Soni	Individual	0	150,000 (4.62%)	150,000 (4.62%)
5.	Alankita Soni	Individual	0	150,000 (4.62%)	150,000 (4.62%)
6.	Durgapur Construction Private Limited	Company	0	300,000 (9.23%)	300,000 (9.23%)
7.	Burnpur Power Pvt. Ltd	Company	0	300,000 (9.23%)	300,000 (9.23%)
8.	Pushpdant Barter (P) Ltd	Company	0	300,000 (9.23%)	300,000 (9.23%)
9.	Kaangdaji Fabrics (P) Ltd	Company	0	300,000	300,000

				(9.23%)	(9.23%)
10.	GoodHope Tie Up Pvt Ltd	Company	0	300,000 (9.23%)	300,000 (9.23%)
11.	Hora Dealcomm Pvt Ltd	Company	0	300,000 (9.23%)	300,000 (9.23%)
12.	Glaze Construction (P) Ltd.	Company	0	300,000 (9.23%)	300,000 (9.23%)
13.	Kamalraj Housing (P) Ltd	Company	0	150,000 (4.62%)	150,000 (4.62%)

** Pursuant to terms of amendment in SEBI (ICDR) Regulations, 2009 dated 26th August, 2013, with clarification dated 2nd January, 2014, issued by the Securities and Exchange Board of India there is no ultimate natural person who holds more than 25% shares proposed allottee for part of the Non – Promoter Group of the Company and therefore the name of their Directors have stated who are deemed to be on their management and control.

(vi) Lock-in :

The specified securities allotted on preferential basis to persons other than promoter and promoter group and the equity shares allotted on preferential basis to such persons shall be locked in for a period of one year from the date of trading approval, as per the provision Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottee, if any, shall also be under lock-in from the relevant date up to a period of Six month from the date of receipt of the trading approval from Calcutta Stock Exchange Limited i.e., the only Stock Exchange where the equity shares Company are listed.

(vii) Change in the control or composition of the Board :

Subsequent to the proposed issue of Equity Shares on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment of equity shares.

(viii) Price of the Issue :

The preferential allotment of 30,00,000 equity shares of the face value of Rs. 10/- each shall be issued at price of Rs. 10/- (Rupees Ten Only) per equity share, or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009

(ix) Undertakings :

- I) The issuer of the company undertakes that they shall re-compute the price of the equity shares issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
- II) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

(x) Auditor's Certificate :

A copy of the certificate from the Statutory Auditor of the Company, M/s Dawn & Associates. Chartered Accountants, certifying that the issue of Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 3.00 P.M to 5.00 P.M on any working day up to the date of EGM and at the EGM.

Any of the equity shares issued as above, that may remain un-subscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity accompanied in this Notice, on the same terms and conditions.

Further, under Section 62(1)(c) & 42 of the Companies Act, 2013, approval of the Shareholders is required for allotment of securities on preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the Listing Agreements executed by the Company with the Calcutta Stock Exchange Limited, i.e., the only Stock Exchange where the company shares are listed.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholdings in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder. The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders.

Your Directors recommend the Special Resolution as set out in the Notice for your approval at item no-2

ITEM NO.3

Mr. Surya Prakash Soni & Mrs. Manju Soni were appointed as an additional director w.e.f.13th December,2014 in accordance with provision of section 161 of the companies Act 2013 and as per the article of the company .Pursuant to section 161 of the Companies Act 2013 the above director hold office up to the date of the ensuring General Meeting .In this regards the company has received request in writing from a member of the company proposing Mr. Surya Prakash Soni & Mrs. Manju Soni candidature for appointment as Director of the company in accordance of the section 160 and all other applicable provision of the Companies Act 2013.

The board of Director recommended passing of the Resolution at item -3

None of the other directors, key managerial person and relative thereof are connected or interested in the resolution

ITEM -4

Mr. Arnay Gupta and **Harsh Vardhan Mahipal** are independent directors of the company (appointed pursuant to clause 49 of the listing Agreement). Who were liable to retire by rotation under the applicable provisions of the erstwhile Companies Act 1956.

According to the provision of section 149 of the Companies Act 2013, every listed company required to have at least one-third of the total number of directors as independent director who are not liable to retire by rotation .In compliance with the provision of the said section read with schedule VI of the act, it is proposed to appoint the above named directors as independent director under the Companies Act, 2013

The Director has given the declaration to the board that they meet the criteria of independent director as provided in section 146(6)of the act .Pursuant to the declaration of the independent ,the present composition of the board of director is in conformity with the provision of section 149 of the Companies Act 2013.the company received from the above director : 1).the consent in writing to act as a director and ii) intimation that they are not disqualified under section 164(2) of the Companies Act 2013.

The above non –executive director are experienced, competent from the field of finance ,taxation, legal and governance .They take active part in Board and in committee meeting The Board consider that the continue services of above Independent Directors would be of immense benefit to the company and it is desirable to continue to avail their services

The Company has received notices in writing pursuant of the Companies Act 2013 from member along with the deposit proposing the candidature of **Mr. Arnay Gupta** and **Harsh Vardhan Mahipal** for the office of independent director .

Appointment of these directors as independent Director is recommended by the Board and now placed before the members for their approval.

A copy of the draft letter for appointment of the above directors as Independent Director setting out the term and condition would be available without any fee by the member at the registered office of the company during normal business hour on any working day.

The board of Director recommended passing of the Resolution at item -4

None of the other directors, key managerial person and relative thereof are connected or interested in the resolution

ITEM -5

Mr.Devendra Prasad Jajodia and **Gourav Jajodia** are directors of the Company have tender their resignation from the office of Director of the company according to sections 168 & other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder , due to personal reasons with effect from 17th February,2015.

The board of Director recommended passing of the Resolution at item -5

None of the other directors, key managerial person and relative thereof are connected or interested in the resolution

Place: Kolkata
Date: 15.01.2015

**By Order of the Board
For Jain Vanijya Udyog Limited**

**Sd/
Devendra Prasad Jajodia**

**Director
DIN: 00045166**

JAIN VANIJYA UDYOG LIMITED.

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

Tel No: 033-23280003, email:spsoni123@ymail.com

CIN : L51909WB1984PLC038212

ATTENDANCE SLIP

I/We hereby record my/our presence at the **Extra Ordinary General Meeting** of the Company to be held on **Tuesday, 17th February, 2015 at 11.00 A.M** at its registered office at 98,Christopher Road,Flat-1,B-5 Vrindavan Garden,Kolkata-700046 West Bengal

Folio/DP ID & Client ID No.:

Name :

Address :

Joint holders Name :

Shares

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

Signature of Shareholder/Proxy Present

Notes: Members/Proxy holders who wish to attend the Extra ordinary General Meeting (EOGM) must bring their Admission Slips to the EGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID (BO-ID or Folio No .as per Note No.9 –(iv) of the Notice	PERMANENT ACCOUNT NUMBER (PAN) (Original PAN/As per Note No-9(vii) of the Notice)
150117003		

Please read instructions given at Note No. 9 of the Notice of the Extra Ordinary General Meeting carefully before voting electronically.

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

Commencement of e-voting: From <Wednesday, 11.02.2015 & 10.00 AM >

End of e-Voting: Up to <Friday, 13.02.2015 & 6.00 PM >

JAIN VANIJYA UDYOG LIMITED.

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

Tel No: 033-23280003, Email:spsoni123@ymail.com

CIN : L51909WB1984PLC038212

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act,2013 and the Companies (Management and Administration) Rules,2014]

Folio/DP ID & Client ID No.:	E-mail ID :
Name of the member (s):	
Address:	

I/We, being the member(s), holding.....shares of the above named company hereby appoint :

- (1) Name..... Address.....
E-mailId..... Signature.....or failing him/her
- (2) Name..... Address.....
E-mail Id..... Signature.....or failing him/her
- (3) Name..... Address.....
EmailId..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday 17th February, 2015 at 11.00 A.M at its registered office at 98, Christopher Road, Flat-1, B-5 Vrindavan Garden, Kolkata-700046 West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	Special Resolution for Increase in Authorized Share Capital and alteration of Capital Clause of the Memorandum of Association of the Company		
2.	Special Resolution for Issue of Equity Shares on Preferential Basis to Strategic Investors of the Company		
3.	Ordinary Resolution for Regularisation of Additional Directors.		
4.	Ordinary Resolution for Appointment of Independent Directors of the Company		
5.	Ordinary Resolution for Resignation of Director before expiry of existing term of tenure.		

Signed thisday of2015

Member's Folio /DP ID & Client ID No.....Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note:

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