



# **KASHIRAM JAIN AND COMPANY LIMITED**

Regd. Off.: Lachit Nagar, S. R. B. Road, Guwahati – 781 007, Assam

CIN: L51909AS1987PLC002828, Phone: 9748261867

Email Id: [kjcl002828@yahoo.co.in](mailto:kjcl002828@yahoo.co.in), Website: [www.kashiram.co.in](http://www.kashiram.co.in)

## **NOTICE**

Notice is hereby given that 32<sup>nd</sup> Annual General Meeting of the Members of Kashiram Jain and Company Limited will be held at its registered office of the Company at Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam on Monday, 16<sup>th</sup> September, 2019 at the 10.00 a.m. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit & Loss for the year ended on that date and the reports of Board of Directors and Auditors thereon.

### **SPECIAL BUSINESS**

2. To Appoint Ms. Pinky Singh (DIN: 08270908), a Non-Executive Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies ( Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, appointment of Ms. Pinky Singh (DIN: 08270908), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment as Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years with effect from April 22, 2019 up to April 21, 2024, be and is hereby approved.”

3. To Appoint Ms. Vandana Gupta (DIN: 00013488), a Non-Executive Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies ( Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, appointment of Ms. Vandana Gupta (DIN: 00013488), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment as Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years with effect from July 27, 2019 up to July 26, 2024, be and is hereby approved.”



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4. To Appoint Mr. Darshan Dineshbhai Patel (DIN 08080081), a Non-Executive Professional Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, Mr. Darshan Dineshbhai Patel (DIN 08080081), who was appointed as an Additional Director of the Company with effect from July 27, 2019 and who holds office as such up to 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 Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Professional Director of the Company, liable to retire by rotation.”

5. To Change the object 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** pursuant to the provisions of section 13 of the Companies Act, 2013 and other applicable provisions, if any, and subject to the approval of the Registrar of Companies and other competent authorities, if any, and subject to approval of shareholders of the Company, Clause III of the Memorandum of Association of the Company being the Objects Clause be and is hereby altered by replacing the existing clauses with following new Sub-Clauses 1 to 10 in the Part A of Clause III being the Main Objects Clause:

1. To carry on business of contractors, Builders, Town planners, Infrastructure developers, Estate developers and Engineers land developers, Land Scapers, estate agents, immovable property dealers and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve, property of the Company or any other Immovable property in India or abroad and to erect, construct, build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad- on any land or immovable property of the Company or upon any other land or immovable property in any capacity and conveniences of all ,kinds, including turnkey jobs, railway, tramway speedway, runways. roads aerodromes, sewage, theatres, cinema halls, piers, wharves, Dams, barrages, reservoirs, embankments, canals , irrigations, power houses, transmission lines, reclamation, improvement sewage, drainage, sanitary works, for building hotels, houses, markets, private public and all kind of Conveniences and to carry out business of builders and civil engineers, architects. estimators and designers thereof. To promote, buy, acquire, sell, lease, exchange, hire, give on relit, to let, mortgage or otherwise dispose of the lands, industrial Complexes, houses. buildings, farm houses, agricultural lands, and other immovable property of the Company or other immovable property including any share or



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- shares, interest or interests therein and to transact on commission or otherwise business of real estates agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to water proofing, sewage, construction, execution, equipment, improvement, management, administrations or control of mechanical and civil works and conveniences and to undertake, execute, dispose or otherwise turn to account the same.
2. To carry on the business of architects, consultants civil engineers civil testers, builders and developers of land contractors, colonisers, civil contractors and undertake any residential, commercial or Industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, Central or State Government, Cantonment board or any local authority to work as colonizer, developer of land and farm houses and buildings for residential purposes.
  3. To act as consultant on turnkey basis and/or part thereof for development projects connected with the dealing in alternative sources of energy, energy efficiency, pollution control, resource recovery, waste minimization, waste avoidance, carbon dioxide, emissions abatement, fuel switching mechanism and sustainable power and other related areas.
  4. To carry on the business, whether within or outside India, of collection, segregation, transportation, trading, processing, composting, recycling, treatment and disposal of all types of waste (whether solid, liquid or gaseous substances) and including municipal solid waste, electronic waste (e waste), construction and demolition debris, bio-medical waste, hazardous waste, sewage, waste water etc undertake use, sale, marketing and/or distribution of all products and by-products that are generated in the process of treatment or disposal of waste and waste products (such as compost, energy and refuse derived fuel generated from waste to energy processes such as bio- methanation etc methane gas from landfill, processing, electronic products suitable for re-use with or without re-furbishing paper, metals and other materials including chemicals obtained from treatment of wastes) and to develop, construct, operate and/or maintain/manage processing facilities for all types of waste and waste products including composting plants, landfills and sewages treatment plants, waste water treatment plants, incinerators, refuse derived field plants, electronic waste processing plants and to also undertake development, marketing, purchase, sale and/or trading of financial instruments that would enable the financing of waste collection, treatment or processing projects (including carbon emission receipts (CERS)) and any other related activities.
  5. To promote own, acquire, construct, erect, maintain, improve, manage, operate, alter, carry on, control, take on lease, advise and render assistance in the construction, erection and maintenance, improvement or working of any industry, company, venture and system or scheme in the area of collection, transportation, processing and disposal of municipal waste, electronic waste, bio medical waste, hazardous waste, sewage and waste water by processes such as composting, bio-methanation, aerobic/anaerobic treatment, waste to energy process including producing of refuse derived fuel and any other processes/technologies available and also take advantage of the benefits available under the Clean Development Mechanism.
  6. To carry on the business of ironmasters, steel makers, steel converters, manufacturers of ferro-manganese, colliery proprietors, coke manufacturers, miners, smelters, engineers, tin plate makers and iron founder, in all their respective branches.
  7. To search for, get, work, raise, make merchantable, sell and deal in iron and steel, metals, coal, iron stone, lime stone, manganese, ferro-manganese, magnesite clay, fire clay, brick earth, bricks, and other metals, minerals and substances, and to manufacture and sell briquettes and other fuel, and generally to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors or concessionaires and to search for, win, work, get, calcine, amalgamate, dress, refine and prepare for the market any quartz and ore and mineral substances, and to carry on business as manufacturers, producers, processors, makers, inventors, convertors, repairers, cleaners, assemblers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors,



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- consignors, jobbers, brokers, concessionaires or otherwise deal in minerals and mineral products, plants and machinery and other things capable of being used in connection with mining or metallurgical operations or required by the workmen and other employed by the Company.
8. To carry on business as manufacturers, producers, importers, exporters, traders, buyers, sellers, suppliers, indenters, agents, sub-agents, jobbers, brokers, repairers, cleaners, or otherwise deal in automobiles, motor cars, lorries, vans, motor-cycles, cycle-cars, motors, scooters, and other vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all description whether propelled or assisted by means of petrol, spirit, steam, gas, electrical, animals or other power, engines, chassis, bodies, other parts and components, accessories and all machinery, implements, utensils, appliances, apparatuses, lubricants, solutions, enamels and all things capable of being used for, in, or in connection with the manufacture, maintenance and working of motors or other vehicles and other things or in the construction of any track or surface adapted for the use thereof and to carry on the business of garage keepers, showroom owners for motors and vehicles and suppliers of and dealers in petrol, electricity and other motive power for motors and other vehicles.
  9. To procure, purchase, stock, process, convert, sell, distribute, transport, market, import, export and facilitate above function facilitator in all types of industrial raw materials/furnished goods, agriculture commodities and any other job incidental thereto and conclude web based transactions.
  10. To import capital equipments, technology, semi-finished goods, spares and consumables, metals including precious metals and chemicals/petrochemicals for Indian companies on cash or deferred payment basis and conclude web based transactions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, all of the Directors be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, including filing all the necessary documents and forms with regard to above mentioned resolution, with Registrar of Companies, Shillong, Income Tax Authorities and all appropriate authorities respectively and to take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders."

6. To Change the Name 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 13 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 Rule 29 of the Companies (Incorporation) Rules 2014 and subject to approval of Central Government, Stock exchanges where the shares of the Company are listed and shareholders to change the name of the Company from existing name **"KASHIRAM JAIN AND COMPANY LIMITED"** to **"ELITECON INTERNATIONAL LIMITED"** or any other suitable name as suggested and approved by the Board of Directors of the Company and approved by the Registrar of Companies.

**RESOLVED FURTHER THAT** the name of **KASHIRAM JAIN AND COMPANY LIMITED** wherever it occurs in the Memorandum and Article of Association of the Company be substituted by new name **"ELITECON INTERNATIONAL LIMITED"** or any other suitable name



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*as suggested and approved by the Board of Directors of the Company and approved by the Registrar of Companies.*

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby authorized to sign and file all the necessary document and forms with regard to above mentioned resolution, with Registrar of Companies, Shillong, Income Tax Authorities and all appropriate authorities respectively.”

Registered Office:  
Lachit Nagar S. R. B. Road  
Guwahati -781 007  
Assam

Place: Guwahati  
Date: 13.08.2019

**By Order of the Board of Directors**  
For Kashiram Jain and Company Limited

Bishnu Agarwal  
Managing Director  
DIN: 06914865





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## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. The Register of Member and Transfer Books will remain closed from Tuesday, the 10<sup>th</sup> day of September, 2019 to Monday, the 16<sup>th</sup> day of September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
4. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM as per Item No- 2 to 4, of the aforesaid notice, is furnished as Annexure to the Notice. The Directors have furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
7. Members/Proxies are requested to bring their attendance slips duly filed in along with their copies of Annual Report to the Annual general Meeting.
8. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between **11.00 A.M to 2.00 P.M** upto the date of declaration of the results of e-voting.
9. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
10. Members are requested to intimate change in their address if any immediately to Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agents, at their office at E/2, Ansal Industrial Estate,, Saki Vihar Road, Sakinaka,, Andheri (East), Mumbai - 400 072., Tel No. +91 22 40430200./ +91-22-6263 8299
11. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s. Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.



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13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. For members who have not registered their e-mail address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting and Annual Report for 2018-19 will be available on Company's website <http://www.kashiram.co.in/> for their download.
15. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.
16. At present the Company's equity shares are listed on the Bombay Stock Exchange & stock exchange at Kolkata. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN- INE669R01018. The custodian fees for the current financial year 2018-19 have been paid to all the aforesaid Depositories.
17. For any assistance or information about shares etc. members may contact the Company.

18. **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. 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 13<sup>th</sup> September, 2019 at 9:00 a.m. and ends on 15<sup>th</sup> September, 2019 at 5:00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9<sup>th</sup> September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - ii) The shareholders should log on to the e-voting website [www.evotingindia.com](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,



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- 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	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"><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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li><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 serial number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant **<KASHIRAM JAIN AND COMPANY LIMITED>** on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.





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- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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 on or after 13<sup>th</sup> September, 2019, 9.00 a.m. to 15<sup>th</sup> September, 2019, 5.00 p.m. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [hricha.dhamija@gmail.com](mailto:hricha.dhamija@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 15<sup>th</sup> September, 2019 upto 5:00 p.m. without which the vote shall not be treated as valid.
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9<sup>th</sup> September, 2019. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 9<sup>th</sup>



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**Email Id: [kjcl002828@yahoo.co.in](mailto:kjcl002828@yahoo.co.in), Website: [www.kashiram.co.in](http://www.kashiram.co.in)**

September, 2019. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.

22. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9<sup>th</sup> September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
24. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 9<sup>th</sup> September, 2019 are requested to send the written/email communication to the Company at [kjcl002828@yahoo.in](mailto:kjcl002828@yahoo.in) by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.
25. Ms. Richa Dhamija, Practicing Company Secretary, (C.P No. 12099) 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 48 hours 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, who shall countersign the same and declare the result of the voting forthwith.
26. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
27. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kashiram.co](http://www.kashiram.co) and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed viz. The Calcutta Stock Exchanges Ltd and Bombay Stock exchange.

Registered Office:  
Lachit Nagar S. R. B. Road  
Guwahati -781 007  
Assam

Place: Guwahati  
Date: 13.08.2019

**By Order of the Board of Directors**  
For Kashiram Jain and Company Limited

Bishnu Agarwal  
Managing Director  
DIN: 06914865



# **KASHIRAM JAIN AND COMPANY LIMITED**

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## **EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 2 to 6 of the accompanying Notice:

### **Item No. 2**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Pinky Singh (DIN: 08270908) as an Additional Independent Directors, of the Company not liable to retire by rotation, for a term of 5 years i.e. with effect from 22<sup>nd</sup> April, 2019 to 21<sup>st</sup> April, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Ms. Pinky Singh shall hold office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Directors.

The Company has received declarations from Ms. Pinky Singh to the effect that she meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Ms. Pinky Singh is one of the Director of M/s. Dhanlaxmi Merchandise Private Limited and she has a vast experience in the field of Finance and Marketing.

The Board recommends the Ordinary Resolution set forth in Item No. 2 of the Notice for approval of the Members.

None of the directors, Key Managerial Personnel and their relatives except Ms. Pinky Singh is concerned or interested in the passing of the aforesaid resolution.

### **Item No. 3**

Based on recommendation of Nomination and Remuneration Committee, Ms Vandana Gupta (DIN: 00013488), who was appointed by the Board of Directors as an Additional Directors of the Company and also as Independent Directors, not liable to retire by rotation, for a term of 5 years i.e. from with effect from July 27, 2019 to July 26, 2024 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Ms Vandana Gupta shall hold office up to the date of this Annual General Meeting (“AGM”) and are eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Directors.

The Company has received declarations from Ms Vandana Gupta to the effect that she meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).



# **KASHIRAM JAIN AND COMPANY LIMITED**

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Ms. Vandana Gupta is the one of member of Institute of Company Secretary of India and has a vast experience in the field of Finance and Marketing also in corporate governance for 15 years.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the Members.

None of the directors, Key Managerial Personnel and their relatives except Ms. Vandana Gupta is concerned or interested in the passing of the aforesaid resolution.

Item No. 4

Based on recommendation of Nomination and Remuneration Committee, Mr Darshan Dineshbhai Patel (DIN: 08080081), who was appointed by the Board of Directors as an Additional Non Executive Professional Director of the Company liable to retire by rotation with effect from July 27, 2019.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr Darshan Dineshbhai Patel (DIN: 08080081), shall hold office up to the date of this Annual General Meeting (“AGM”) and are eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Directors.

Mr Darshan Dineshbhai Patel (DIN: 08080081), holding a Degree of Master of Business Administration (MBA) and has a vast experience in the field of Finance and Marketing for 5 years.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

None of the directors, Key Managerial Personnel and their relatives except Mr Darshan Dineshbhai Patel is concerned or interested in the passing of the aforesaid resolution.

Item No. 5

In order to make the main object clause of the Memorandum of Association comprehensive and concise and to commence new line of business activities including Infrastructure Activities, e-waste trading alongwith trading in iron and steel and other related businesses, it is proposed to replace the main objects clause of the Memorandum of Association of the Company. The Board at its meeting held on 22<sup>nd</sup> July 2019 has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM.

The aforesaid documents are also available for inspection at the AGM.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.



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Item No. 6

The Board of Directors of the Company in its meeting held on 22th July 2019 decided to change the name of the Company from **KASHIRAM JAIN AND COMPANY LIMITED** to **“ELITECON INTERNATIONAL LIMITED**. In the event the proposed name is not available for any reason for the same is not approved by the Registrar of Companies, the Directors may chose any other suitable alternative name. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for Shareholders approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.





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## **Additional Information of Directors seeking re-appointment at the 32<sup>nd</sup> Annual General Meeting as required under Regulation 36(3) of SEBI ( Listing Obligations and Disclosure Requirements) Regulation, 2015**

(Annexure as referred to Item No. 2 to 4 of the Notice)

Name of Director	Pinky Singh	Ms. Vandana Gupta
Date of Birth	16/10/1989	08/08/1981
Date of Appointment on the Board	22/04/2019	27/07/2019
Nationality	Indian	Indian
Designation	Independent Director	Independent Director
Qualification	Graduate	CS
Expertise in specific functional areas	She has a vast experience in the field of Finance and Marketing.	She has a vast experience in the field of Finance and Marketing also in corporate governance for 15 years.
Shares held in the Company	Nil	Nil
Directorship in other Companies	Dhanlaxmi Merchandise Private Limited	1. Avon Moldplast Limited 2. Confidence Futuristic Energetech Limited 3. Corporate Merchant Bankers Limited 4. Skyline India Limited
Seeking Appointment/re-appointment	Re-Appointment	Re-Appointment
Rotational Status	Not Applicable	Not Applicable
Relationship between Directors inter-se	Nil	Nil

Name of Director	Darshan Dineshbhai Patel
Date of Birth	24/04/1990
Date of Appointment on the Board	27/07/2019
Nationality	Indian
Designation	Independent Director
Qualification	MBA
Expertise in specific functional areas	He has a vast experience in the field of Finance and Marketing for 5 years.
Shares held in the Company	Nil
Directorship in other Companies	Zikshoo Impex Private Limited
Seeking Appointment/re-appointment	Re-Appointment
Rotational Status	Not Applicable
Relationship between Directors inter-se	Nil



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## **ATTENDANCE SLIP**

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

\*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I/we hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting of the Company being held on Monday, the 16<sup>th</sup> day of September, 2019 at 10.00 a.m. at the Registered Office Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam.

Please (√) in the box

MEMBER  PROXY

\_\_\_\_\_  
Signature of Shareholder / Proxy



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## **Form No. MGT-11 PROXY FORM**

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

**CIN:** L51909AS1987PLC002828

**Name of the Company:** Kashiram Jain and Company Limited

**Registered Office:** Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam

Name of the member(s)	
Registered address:	
E-mail Id:	
Folio No. / Client Id	
DP ID:	

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

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Monday, the 16<sup>th</sup> day of September, 2019 at 10.00 a.m. at the Registered Office of the Company at Lachit Nagar, S. R. B. Road, Guwahati – 781007, Assam, and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolutions</b>
<b>Ordinary Business:</b>	
1.	To consider and adopt the Audited Standalone Balance Sheet as at 31.03.2019, Statement of Profit & Loss, Report of Directors and Auditor thereon,
2.	Appointment of Pinky Singh as Non Executive Independent Director,
3.	Appointment of Ms. Vandana Gupta as Non Executive Independent Director,
4.	Appointment of Darshan Dineshbhai Patel as Non Executive Professional Director,
5.	To Change the Object of the Company,
6.	To Change the Name of the Company,

Signed this ..... day of ..... 2019

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

### **Notes:**

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



# **KASHIRAM JAIN AND COMPANY LIMITED**

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



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