

**K. J. INTERNATIONAL LIMITED**  
Sangrana Sahib, Tarn Taran Road, Amritsar

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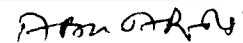
**Notice**

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting of the Members of K.J International Ltd. Will be held on 30th, September 2006 at 10 P.M, at the Registered Office of the Company at Sangrana Sahib, Tarn Taran Road, Amritsar, to transact the following Business:-

**Ordinary Business:-**

1. To receive, consider and adopt the Balance Sheet of the company as at 31<sup>st</sup> March 2006 and Profit & Loss Account as on that date together with the reports of auditors & directors thereon
2. To appoint statutory auditors to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.
3. Sh. Naresh Arora retires by rotation and being eligible offers himself for reappointment.

For and on behalf of the board



(Arun Arora)

Joint Managing Director

Amritsar, 01, September, 2006

**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member
2. Proxy should be lodged not less than 48 hours before the commencement of the meeting.
3. Members are requested to bring copies of Annual Report at the meeting

## **K. J. INTERNATIONAL LIMITED**

Registered Office: SANGRANA SAHIB TARN TARAN ROAD, AMRITSAR.

### **REPORT OF BOARD OF DIRECTORS**

#### **To the members**

Your directors feel pleasure in presenting the Annual Report together with audited accounts of the company for the year ended 31<sup>st</sup> March 2006.

#### **I Review of operations**

The Company is a Sick Company with in the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985. Moreover the case of the company is with the Debt Recovery Tribunal Chandigarh and Delhi. The Factories have been closed for the last eight years. During the financial year 2005-06 the company did receive some Job work orders but due to obsolete Plant and Machinery, it did not materialize. The Company is in the process of working out one time settlement with the Banks and your directors expects favorable results this year.

#### **II DIVIDEND**

In view of the current financial status of the company your Directors are not in a position to declare any amount of Dividend.

#### **III DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to section 217(2AA) of the Companies Act, 1956, the directors make the following statement

- 1 That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to the material departures
- 2 That the directors had 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 financial year and of the profit or loss of the company for that period.
- 3 That the directors had 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 preventing and detecting fraud and other irregularities.
- 4 That the directors had prepared the annual accounts on a going concern basis.

#### **IV AUDITORS AND AUDITORS' REPORT**

M/s.L.N.Malik & Associates, Chartered Accountants, auditors of the company hold office till the conclusion of this annual general meeting and being eligible for re-appoint, have offered themselves for re-appointment. Therefore, board of directors propose to

appoint M/s. L.N.Malik & Associates, Chartered Accountants as statutory auditors from the conclusion of this ensuing annual general meeting. The company has received a certificate as required by section 224(1) of the Companies Act, 1956 from M/s. L.N.Malik & Associates, to the effect that the re-appointment if made will be within the prescribed limits under section 224(1-B) of the Companies Act, 1956. The points of auditors' report are self-explanatory and do not require any further explanation.

## **V CORPORATE GOVERNANCE**

A report on Corporate Governance including Auditor's Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the listing agreement is contained elsewhere in this Annual Report.

## **VI CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

Since the Company has carried only trial production during the year so the particulars as prescribed under sub-section (1) (e) of Section 217 of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable on the Company.

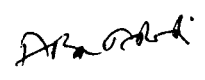
## **VII INFORMATION UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975**

No employee received salary exceeding the amount mentioned in the above said rules.

## **VIII ACKNOWLEDGEMENTS**

We are grateful to our Bankers, Central & State Government, and other statutory bodies for their cooperation and guidance. The company would like to thank its employees for excellent performance in their respective duties.

For and on behalf of the board

  
(Arun Arora)  
Jt.Mg.Director

  
(Raj Arora)  
(Director)

Amritsar, 01, September 2006

## **Report on Corporate Governance**

### **1. Company Philosophy**

Corporate Governance assumes a great deal of importance in the business life of K.J International Ltd. It is aimed at assisting the top management of the company in the efficient conduct of its business and in meeting its obligation to stakeholders and is guided by strong emphasis on transparency, accountability and integrity.

### **2. Board of Directors**

The Board of the company consists of 4 Directors. Following is the details of the composition of Board of Company.

There are no independent directors in the Company due to the poor financial health of the company.

|                        |                     |
|------------------------|---------------------|
| Mr. Om Prakash Arora   | Chairman            |
| Mr. Raj Kumar Arora    | Jt. M.D             |
| Mr. Arun Arora         | Jt. M.D             |
| Mr. Naresh Kumar Arora | Whole Time Director |

### **3. Audit Committee**

As a measure of good corporate governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an audit committee has been constituted as a sub committee to the Board. The function of aforesaid committee includes:-

Oversight of the company's financial reporting process and disclosure of financial information so that the books disclose true and fair view of the state of affairs of the company.

The composition of the Audit Committee is

Mr. Raj Arora  
Mr. Arun Arora  
Mr. Om Prakash Arora

The Chairman of the committee is Mr. Raj Arora, and he was present on the previous AGM to answer any queries from the end of the members. All the Members of the committee met on two different occasions during the year and discussed the relevant issues.

### **4. Details of Annual Remuneration**

Keeping in view the financial position of the company none of the Boards of Directors drew any remuneration from the company.

### **5. Investor's Grievances**

The company takes all necessary initiatives so as to dispose of any Investor grievances. All of the complaints were disposed off and there is no pending investor grievance.

### **6. Venue and time of last three Annual General Meetings**

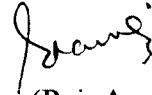
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| Date          | Venue             | Time      |
|---------------|-------------------|-----------|
| 1. 14-08-2003 | Registered Office | 10.00 A.M |
| 2. 30-09-2004 | Registered Office | 10.00 A.M |
| 3. 30-09-2005 | Registered office | 10.00 A.M |

For and on behalf of the board



(Arun Arora)  
Jt.Mg.Director



(Raj Arora)  
(Director)

Amritsar, 01, September 2006

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# **L.N. MALIK & COMPANY**

## **CHARTERED ACCOUNTANTS**

, Pusa Road, New Delhi-110005

Ph. : 42503131 [6 Lines]

FAX : 42503464

### **AUDITORS REPORT ON CORPORATE GOVERNANCE**

**To the members of K.J International Ltd.**

We have examined the compliance of the conditions of Corporate Governance by K.J. International Ltd. For the year ended 31<sup>ST</sup> March, 2006, as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchanges in India.

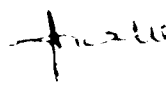
The Compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an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

On the basis of our review and according to the information and explanations given to us, the conditions of corporate governance stipulated in Clause 49 of the Listing Agreement with the respective stock exchanges have been complied with in all material respect by the company and that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the company in respect of the Investor's Grievance.

We state that such compliance 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.

For L.N.Malik & Co  
Chartered Accountants

Place:- New Delhi  
Date : 8-08-2006

  
(L.N.MALIK)  
PARTNER  
M.NO -10423