

K.J INTERNATIONAL LIMITED

K.J INTERNATIONAL LIMITED

Registered office: Sangrana Sahib Tarn Tarn Road ,Amritsar

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the members of the company will be held on Saturday the 26th September, 2009 at 4.30 P.M at Registered Office of the company at Sangrana Sahib,Tarn Taran Road, Amritsar to transact the following business:

AS ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009 and Profit & Loss Account for the year ended on that date together with the Auditors and Directors' Report thereon.
- (2) To appoint M/s L.N Malik & Co., Chartered Accountants, New Delhi retiring Auditors of the Company, as Auditors for the current year to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
- (3) To appoint a Director in place of Sh. Arun Kumar Arora who retire by rotation and being eligible offer himself for re-appointment.

AS SPECIAL BUSINESS:

- (4) To consider and, if thought fit, to pass with or without modifications the following resolution as a Ordinary Resolution:

“RESOLVED THAT consent of the shareholders be and hereby accorded to authorize the Board of Directors of the Company acquire and takeover as a going concern the business now carried on under the name and style of M/s K.J International situated at 62, Bhandri Bridge, Amritsar and/or such other place or places carried on by them as a partnership firm with all or any of the Assets and liabilities together with goodwill, patent, trade marks, rights, and privileges, outstanding contracts and all appurtenant rights, benefits and advantages of the said firm including import and other quota ,rights, licenses ,permits ,telephones, and all other property movable, immovable whatsoever and where so ever of the said firm and all trades connected therewith on such terms and conditions as may be agreed upon and with view thereto adopt become parties to and to enter into such agreements or other deeds instruments and writing as may be deemed proper or advisable and to agree to make such modifications therein as may be fit and to carry the same into effect with or without modifications.”

RESOLVED FURTHER THAT Sh. Raj Kumar Arora, Director of the Company be and hereby authorized to do all such acts deeds and things as may be necessary for the purpose giving affect abovesaid Resolution."

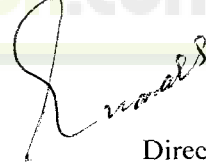
- (5) To consider and, if thought fit, to pass with or with out modifications the following resolution as a Ordinary Resolution:

"RESOLVED THAT consent of the shareholders be and hereby accorded to the Board of Directors of the Company to sell, or dispose off one of the company's property in the form of Buliding/ factory situated at Amritsar presently mortgaged with Kotak Mahindra Bank (after receipt of NO Objection certificate) together with all rights attached there to upon such terms and conditions as the Board of Directors shall determine in the best interests of the Company."

RESOLVED FURTHER THAT Sh. Raj Kumar Arora, Director of the Company be and hereby authorized to do all such acts deeds and things including handling over possession, signing of documents on behalf of Company and/or delegating the power conferred by this resolution to an person on behalf of Board of Directors of Company.

Place: Amritsar
Date: 21.08.2009

By order of the Board of Directors
for K.I International Limited



Director

NOTES:

- (1) The Register of Members and share transfer books of the Company shall remained closed from 21.09.09 to 26.09.09 (both days inclusive) .
- (2) A Member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
- (3) Proxies, in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the Annual General Meeting.
- (4) Members are requested to bring copies of Annual Report at the meeting.
- (5) As per the requirement of clause 49 of Listing Agreement with Stock Exchange, the details of the Directors proposed to be appointed/re-appointed at the Annual General Meeting are annexed hereto.



ANNEXURE TO NOTICE

**Details of Director seeking Re-appointment in Annual General Meeting to be held
on 26.09.2009**

[Pursuant to Clause 49 of the Listing Agreement]

Profile of Mr. Arun Kumar Arora, Joint Managing Director

Date of Birth: 18.02.1953

Experience: Mr. Arun Kumar Arora has over 30 years of experience in the rice industry, especially in Basmati Rice procurement and production. Mr. Arun Kumar Arora has extensive experience in sourcing Basmati paddy rice from farmers and mandi-houses in all the main regions of India. His expertise had allowed the company to source the best quality of rice paddy from the markets.

Mr. Arun Kumar Arora has immense knowledge and skills in the production and milling operations. He has managed the company's Bundi and Amritsar units since the company's since the start of these units.

Mr. Arun Kumar Arora has also in the past been managing the financial accounts of the company as rice procurement is one of the main expense for a rice milling company.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF
THE COMPANIES ACT, 1956:**

Item No. 4

The Board of directors of the company were of their opinion that it would be in overall interest of the company to takeover the Partnership Firm, M/s K J International at 62, Bhandri Bridge, Amritsar and also at Meridien Commercial Tower Windsor place, New Delhi-110001, as company would be able to utilize their production facilities for carrying out business activities, therefore Board of Directors of the company decided to place before the shareholders a proposal for their consideration. The draft copy of agreement for takeover of the firm M/s K.J International at 62, Bhandri Bridge, Amritsar and also office at Meridien Commercial Tower Windsor Place New Delhi as a going concern would be available for inspection at the registered office of the company during business hours upto date of Annual general Meeting and copy of the same would also be sent to the shareholders on their request to the company.

Hence the matter is now placed before the shareholders for their consideration and approval. The Board of Directors of the company recommends the resolution for the approval of the Shareholders.

Shri Raj Kumar Arora, Shri Arun Kumar Arora, Naresh Kumar Arora directors would be deemed to be concerned or interested in the above said resolution being the partners of said partnership firm.

Item No. 5

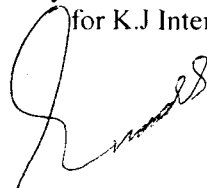
One of the Company's property/factory situated at Amritsar in the form of Building, which is mortgaged with Kotak Mahindra Bank as per the assignment rights needs to be disposed of (subject to the no objection to be received from the bank) to payout the amount due to the Kotak Mahindra Bank, therefore the Board of directors of the company were of their opinion that it would be in overall interest of the company to sell or dispose off the said property upon such terms and conditions as the Board of Directors determine in the best interests of the Company.

Hence the matter is now placed before the shareholders for their consideration and approval. The Board of Directors of the company recommends the resolution for the approval of the Shareholders.

None of the directors is concerned or interested in the above said resolution.

Place: Amritsar
Date: 21.08.2009

By order of the Board of Directors
for K.J International Limited



Director

K.J INTERNATIONAL LIMITED

Registered office: Sangrana Sahib Tarn Tarn Road ,Amritsar

Director's Report

To
Our Shareholders,

Your Directors have the pleasure in presenting the Annual Report and the Audited Accounts of the Company for the year ending 31 March, 2009.

Review of operations

The Company is a Sick Company with in the meaning of Sick Industrial Companies (Special Provisions) Act, 1985. Moreover the case of the Company is pending with Debt Recovery Tribunal Chandigarh and Delhi. The Factories has been closed for the last ten years. During the financial year company is planning to start production and necessary plan in this regard is under way.

Board of Directors

Sh. Arun Kumar Arora ,Director retire by rotation and being eligible offer himself for re-appointment, the Board of Directors recommended the appointment of Sh. Arun Kumar Arora as director.

Dividend

In view of the current financial status and accumulated losses of the Company the Board of directors are not in a position to recommended any Dividend for the year under review.

Director's Responsibility Statement

As required by sub-section (2AA) of section 217 of the Companies Act, 1956, Directors state:

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure.
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.

iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv. That the Directors have prepared annual accounts on a going concern basis.

Auditors and Auditor's Report

M/s L.N Malik & Co., Chartered Accountants, New Delhi the existing Auditors of the Company, hold office till the conclusion of this Annual General Meeting and being eligible for re-appoint, have offered themselves for reappointment. Therefore the Board of Directors recommended the appointment of M/s L.N Malik & Co. as the statutory Auditors to hold office from the conclusion of this Annual General Meeting to conclusion of next Annual General Meeting. The Company has received their letter to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1-B) of the Companies Act, 1956. The points of auditor's report are self explanatory and do not require any further explanation.

Fixed Deposit

During the year under review your Company has not invited any deposit from public under Section -58A of the Companies Act 1956.

Corporate Governance

A report on Corporate Governance including Auditor's Certificate on compliance with conditions of Corporate Governance under clause 49 of the listing agreement is annexed with this report.

Conservation of Energy, Technology, Absorption, Foreign Exchange Earning and outgo

Since the Company has not carried out any production during the year so the particulars as prescribed under subsection (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.

Information under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975

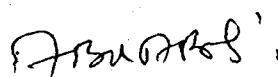
No employee received Salary exceeding the amount mentioned in the above rules, therefore Information required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not applicable on the Company.

ACKNOWLEDGEMENT

Your directors would like to record their appreciation of the services rendered by the members of the staff at all levels. We acknowledge the support provided to us by Bankers, Central and State Govt, shareholders, advisors, financial partners, and clients for their continued support and confidence expressed in the Company.

for and on Behalf of the Board of Directors

K.J International Limited



ArunKumar Arora
Director



RajKumar Arora
Director

Date: 21 .08 .2009

Place: Amritsar

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