



KLJ RESOURCES LIMITED

CIN: L67120WB1986PLC041487

Registered Office: 8, Cammac Street, Kolkata, West Bengal -700 017
Telephone: (011)-25459706, 45371433, E-mail: kljresources@kljindia.com;
Website: www.kljresources.in

NOTICE OF 36th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of the members of KLJ Resources Limited will be held on Friday, 30th September, 2022 at 10:00 A.M. at the Registered Office of the Company at 22, Ground Floor, Shanti Niketan Building, 8, Cammac Street, Kolkata – 700 017 to transact the following business:

ORDINARY BUSINESS

Item No. 1- Adoption of Audited Standalone Annual Financial Statement

To receive, consider and adopt the audited standalone annual financial statement of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon and in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone annual financial statement of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”

Item No. 2- Adoption of Audited Consolidated Annual Financial Statement

To receive, consider and adopt the audited consolidated annual financial statement of the Company for the financial year ended 31st March, 2022 and the report of the Auditors thereon and in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited consolidated annual financial statement of the Company for the financial year ended 31st March, 2022 and the report of the Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”

Item No. 3- Declaration of Dividend

To declare a final dividend on equity shares for the financial year ended 31st March, 2022 and in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** a final dividend at the rate of Rs. 0.25 (Twenty five paise only) per equity share of Rs. 10 (Ten Rupees) each, be and is hereby declared for the financial year ended 31st March, 2022 and the same be paid out of the profits of the Company for the financial year ended 31st March, 2022.”

Item No. 4- Re-Appointment of Director

To appoint a Director in place of Smt. Kalpana Seth (DIN 06949098), who retires by rotation and being eligible offers herself for re-appointment and in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Kalpana Seth (DIN: 06949098), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No. 5- Re-Appointment of Statutory Auditors and to fix their Remuneration

To re-appoint Statutory Auditors and to authorize the Board to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) M/s Kumar Chopra & Associates, Chartered Accountants (Firm Registration No.: 000131N), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 (five) consecutive



years, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of 41st Annual General Meeting of the Company (to carry out the Statutory Audit of the Company for Financial Year 2022-23 to 2026-27).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the Remuneration of Statutory Auditors for the Statutory Audit to be conducted by them for each of Financial Year from 2022-23 to 2026-27 as may be mutually agreed between the Statutory Auditors and the Board.”

SPECIAL BUSINESS

Item No. 6- Ratification of Remuneration of Cost Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s Yogesh Gupta & Associates, Cost Accountants (Firm Registration Number 000373), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the company for the financial year ending 31st March 2023, amounting to Rs. 2,00,000 (Rupees Two Lacs only) plus incidental expenses and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved.”

Item No. 7: To increase the Borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the special resolution passed by the shareholders in their Extra-Ordinary General Meeting held on 10th March, 2022 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 2,000 crore (Rupees Two Thousand Crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

Item No. 8: To create charge(s) on the movable and immovable properties of the Company, under Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the special resolution passed by the shareholders in their Extra Ordinary General Meeting held on 10th March, 2022, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 2,000 crore (Rupees Two Thousand Crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”



Item No. 9: Appointment of Sh. Kamlendra Navratansingh Chauhan (DIN: 09695105) as a Whole Time Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the relevant rules made thereunder and pursuant to the provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Sh. Kamlendra Navratansingh Chauhan (DIN: 09695105) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th August, 2022, and who hold office up to the date of the ensuing Annual General Meeting pursuant to section 161(1) of Companies Act, 2013 and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member, proposing his candidature for the office of Director under Section 160 of Companies Act, 2013, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of the sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Act (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and as approved by the board of Directors, consent of the members of the company be and is hereby accorded for appointment of Sh. Kamlendra Navratansingh Chauhan (DIN: 09695105) as a Whole Time Director of the Company for a period of 3 (three) consecutive years commencing from 12th August, 2022 till 11th August, 2025 notwithstanding that he has attained the age of 70 years, on such terms and conditions including his remuneration as mentioned below:

A) Basic Salary :

Rs. 1,38,065/- (Rupees One Lac Thirty Eight Thousand and Sixty Five Only) per month with such increments as the Board may decide from time to time subject however, to a ceiling of Rs. 3,00,000 (Rupees Three Lacs Only) per month as basic salary.

B) Perquisites and Amenities:

Sh. Kamlendra Navratansingh Chauhan, Whole Time Director of the Company shall be entitled to following perquisites and amenities:

- i) Housing: house rent allowance as may be decided by the Board of Directors from time to time subject however to a maximum limit of 50% of basic salary.
- ii) Insurance premium for medical and hospitalization and Personal Accident insurance cover as per the rules of the Company.
- iii) Medical reimbursement: Reimbursement of medical expenses incurred as per the rules of the Company.
- iv) a) Contribution to provident fund as per the policy of the Company.
b) Gratuity as per the policy of the Company.
c) Encashment of leave as per the policy of the Company.
- v) Use of Car provided by the Company.
- vi) Special ex gratia/Loyalty ex gratia –as per the policy of the Company
- vii) Other Perquisites and Amenities: Any other perquisites and/or amenities as per the policy applicable to the senior executives of the Company and/or which may become applicable in the future and/or any other perquisites and/or amenities as the board may from time to time decide.
- viii) Any other one time, periodic retirement allowances /benefits as may be decided by the board at the time of retirement.

For the purposes of gratuity, provident fund and other like benefits if any, the services of Sh. Kamlendra Navratansingh Chauhan, Whole Time Director shall be considered as continuous service with the Company from the date of his joining the Company.

Provided however that, perquisites and amenities shall be valued, wherever applicable, as per the Income Tax Act, 1961 read with relevant rules issued thereunder.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary and modify the aforesaid managerial remuneration for the period stated above including salary, perquisites and incentives payable to him in such manner as may be agreed to between the Board and Sh. Kamendra Navratansingh Chauhan.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate the managerial remuneration consisting of salary, perquisites, amenities and incentives shall be payable to Sh. Kamendra Navratansingh Chauhan, in accordance with Schedule V and any other applicable provisions, if any, of the Companies Act 2013 and subject to the approval of the Central Government, wherever required.

RESOLVED FURTHER THAT Sh. Kamendra Navratansingh Chauhan be entrusted with such powers and perform such duties as may from time to time be delegated/entrusted to him subject to the supervision and control of the board.

RESOLVED FURTHER THAT the board of directors of the Company and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **KLJ RESOURCES LIMITED**

(Ajai Kumar Gupta)
Company Secretary
Membership No.: FCS 8020

5th September, 2022
New Delhi



NOTES:

- 1) A member entitled to attend and vote at the 36th Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
- 2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
- 3) A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 4) Attendance slip, proxy form and the route map, showing directions to reach the meeting venue are annexed to the Notice.
- 5) Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 6) The Notice convening the 36th Annual General Meeting has been uploaded on the website of the company at www.kljresources.in.
- 7) The Register of Members and Share Transfer books of the Company will be closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive), for the purpose of Annual General Meeting and dividend for the financial year 2021-22.
- 8) The Final Dividend for the financial year ended 31st March, 2022, as recommended by the Board, if approved at the Annual General Meeting, will be paid subject to tax deducted at source, wherever applicable, on or after Wednesday, 5th October, 2022 to those members whose names appear in the Register of Members of the Company as on the book closure date, as under:
 - In respect of equity shares held in physical form, to all those members whose names appear in the company’s Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the company on or before the close of business hours on Friday, 23rd September, 2022.
 - In respect of equity shares held in electronic form, to all beneficial owners of the shares, as per details furnished by the depositories for this purpose, as of the close of business hours on Friday, 23rd September, 2022.
- 9) The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice under Note No. 23.
- 10) In terms of Section 152 of the Act, Smt. Kalpana Seth (DIN: 06949098) Director, retires by rotation at the Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment. Details of the Director retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”) are provided herein below:

Name	Smt. Kalpana Seth
Date of Birth	21 st September, 1962
Age	59 years
Date of first Appointment on Board	14 th August, 2014
Qualification	Graduate
Experience (including expertise in specific functional area)/ Brief Resume	34 years of experience in Marketing
Remuneration last drawn	NIL
No. of Meetings attended during the year	8 (Eight)



Relationship with other Directors/Key Managerial Personnel	NIL
Directorships held in other public companies (excluding foreign and section 8 companies)	One (KLJ Plastics Limited)
Membership/Chairmanship of committees of other public companies (includes only Audit Committee and stakeholders' Relationship Committee)	Chairmanship in Stakeholders Relationship Committee of KLJ Plastics Limited
Number of Shares held in the Company	900

- 11) Members / Proxies / Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
- 12) 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 at the Meeting.
- 13) All relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
- 14) Members may also note that SEBI vide its Circular dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate share certificates; claim form unclaimed suspense account; renewal/exchange of share certificates; endorsement' sub-division/splitting of share certificates; consolidation of share certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialise the shares held by them in physical form.
- 15) The Company's Registrar and Share Transfer Agents (the "RTA") for its share registry (both, physical as well as electronic) is R & D Infotech Private Limited, having its registered office at 15C, Naresh Mitra Sarani, Kolkata West Bengal – 700026.
- 16) Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to intimate any change in their address or bank mandates to the Company by sending a request in form ISR-1 at KLJ House, 8A, Shivaji Marg, Najafgarh Road, New Delhi- 110015 or by email to kljresources@kljindia.com from their registered email id.
- 17) Members holding shares in electronic mode:
 - (a) are required to submit their Permanent Account Number (PAN) to their DPs with whom they are maintaining their demat accounts.
 - (b) May contact with their respective Depository Participants (DPs) for availing the nomination facility.
- 18) Members holding shares in physical mode:
 - (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/RTA, if not registered with the Company as mandated by SEBI.
 - (b) are advised to make nomination in respect of their shareholding in the company by sending the nomination form (SH-13) to the company.
- 19) Members who have not registered/updated their e-mail addresses with RTA, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars electronically.
- 20) Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
- 21) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
- 22) Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.



23) Information and instructions relating to e-voting are as under:

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Annual General Meeting by electronic means. The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- ii. The facility for voting through physical ballot papers will be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through poll 'by physical ballot'.
- iii. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2022. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through permitted means.
- iv. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.
- v. The Board of Directors of the Company has appointed Sh. Ganesh Dutt Sharma, a Practicing Company Secretary, New Delhi (Membership No. A43348) as Scrutinizer, who has submitted to the Company his willingness to act as such as a Scrutinizer and to scrutinize the remote e-voting and physical poll process at the Annual General Meeting venue in a fair and transparent manner.
- vi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- vii. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutinizer's Report will be communicated to the Stock Exchange.
- viii. **The instructions for shareholders voting electronically are as under:**
 - a) The members are provided with the facility to cast their vote electronically, through e-voting services provided by the Central Depository Services (India) Limited ('CDSL') on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - b) The remote e-voting period begins on Tuesday, 27th September, 2022 at 9:00 a.m. and ends on Thursday, 29th September, 2022 at 5:00 p.m. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2022 may cast their vote electronically. The remote e-voting will not be permitted beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of aforesaid period.
 - c) The shareholders should log on to the e-voting website www.evotingindia.com
 - d) Click on Shareholders.
 - e) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - f) Next enter the Image Verification as displayed and Click on Login.
 - g) 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.
 - h) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) 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.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for KLJ Resources Limited.
- m) 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.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) 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.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- r) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- t) Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 a Compliance User 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 linked in the login 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.
- u) 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 or call on Toll Free No.: 1800 22 5533. In case you need further assistance, you may contact Sh. Ajai Kumar Gupta, Company Secretary and Compliance Officer of the Company at Telephone No. (+91) 11-45371433 or at e-mail id: kljresources@kljindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

Upon the recommendation of the Audit Committee, the Board of Directors at their meeting held on 5th September, 2022 has approved the appointment of M/s Yogesh Gupta & Associates, Cost Accountants (Firm Registration Number 000373) as Cost Auditors to conduct the audit of the cost records of the company for the financial year ending 31st March, 2023, at a remuneration of Rs. 2,00,000 (Rupees Two Lacs only) plus incidental expenses and reimbursement of out of pocket expenses that may be incurred by them during the course of audit.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors has to be ratified by the members of the company.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the company or their respective relatives is concerned or interested in the resolution mentioned at Item No.6 of the Notice, except to the extent of their shareholding in the company, if any.

ITEM NO. 7

Keeping in view, the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate(s) as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

The members of the company had approved a limit of Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore only) under Section 180(1)(c), in their Extra-Ordinary General Meeting held on 10th March, 2022. Now, it is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 2,000 Crore (Rupees Two Thousand Crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. Therefore, it is necessary to obtain fresh approval of the Shareholders of the Company by means of a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors of the company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 7 of the Notice, financially or otherwise, except to the extent of their shareholding in the company, if any.

ITEM NO. 8

In connection with the loan/credit facilities availed/ to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create/has created charges over its assets and properties by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders up to an aggregate limit of Rs. 1,500 Crore (Rs. One Thousand Five Hundred Crore only) as approved by the members of the Company under Section 180(1)(c) of the Companies Act, 2013, for the purposes of securing the loan/credit facilities extended by them to the Company.



Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets and properties including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013, a Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

The members of the company had approved a limit of Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore only) under Section 180(1)(a) in their Extra-Ordinary General Meeting held on 10th March, 2022. Now, it is proposed to increase the said limit from Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore only) to Rs. 2,000 Crore (Rupees Two Thousand Crore only). Therefore, it is necessary to obtain fresh approval of the Shareholders of the Company by means of a Special Resolution for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 2,000 Crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

Accordingly, the Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

None of the Directors of the company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 8 of the Notice, financially or otherwise, except to the extent of their shareholding in the company, if any.

ITEM NO. 9

The Board, based on the recommendation of the Nomination and Remuneration committee (NRC), appointed Sh. Kamendra Navratansingh Chauhan (DIN: 09695105) as an Additional Director of the Company with effect from 12th August, 2022. Pursuant to the provisions of Section 161(1) of Companies Act, 2013, Sh. Kamendra Navratansingh Chauhan holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director.

Based on the recommendation of Nomination and Remuneration committee and approval by the board of directors and upon the terms and conditions including his remuneration as set out in item no. 9 of the notice, Sh. Kamendra Navratansingh Chauhan was also appointed as a Whole Time Director of the company, not liable to retire by rotation, for a period of 3 (three) years commencing from 12th August, 2022 to 11th August, 2025, in accordance with the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act.

In terms of Section 196 of Companies Act, 2013, his appointment is subject to the approval by the shareholders of the company in the general meeting.

Pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2") and SEBI (LODR), Regulations, 2015, a brief profile and background of Sh. Kamendra Navratansingh Chauhan, including nature of his expertise, are provided herein below:

Sh. Kamendra Navratansingh Chauhan is a Science Graduate with Diploma in Marketing Management from Faculty of Management Studies, Delhi. He has over four decades of experience in Sales and Marketing of Petrochemicals in India and abroad and has worked with reputed companies.

Name	Sh. Kamendra Navratansingh Chauhan
Date of Birth	8 th September, 1952
Age	70 Years
Date of first Appointment on Board	12 th August, 2022
Experience (including expertise in specific functional area)/ Brief Resume	40 years of experience in sales and Marketing
Remuneration last drawn	Rs. 2,76,000/- per month
No. of Meetings attended during the year	Nil
Relationship with other Directors/Key Managerial Personnel	Nil
Directorships held in other companies	Nil
Membership/Chairmanship of committees of other companies	Nil
Number of Shares held in the Company	Nil



Notwithstanding the fact that Sh. Kamendra Navratansingh Chauhan will attain the age of 70 years on 8th September, 2022, the Nomination & Remuneration Committee and the Board of Directors of the Company are of the view that his experience and valuable guidance shall be beneficial to the Company. Hence it would be appropriate that he continues to serve on the board till the completion of his present term of appointment i.e. up to 11th August, 2025.

In the opinion of the Board, Sh. Kamendra Navratansingh Chauhan fulfills the conditions specified in the Companies Act, 2013 read with relevant rules issued thereunder and the Listing Regulations, for his appointment.

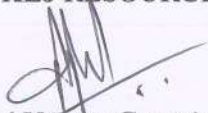
A copy of the draft Letter of Appointment for Whole Time Director, setting out terms and conditions of appointment of Whole Time Director is available for inspection at the Registered Office of the Company during business hours on any working day, by the members.

Accordingly, the Board recommends the special resolution set out at item no. 9 for approval of members.

Sh. Kamendra Navratansingh Chauhan is interested in this Resolution as the same relates to his appointment as Whole Time Director of the Company.

None of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For KLJ RESOURCES LIMITED


(Ajai Kumar Gupta)
Company Secretary
Membership No.: FCS 8020

5th September, 2022
New Delhi



KLJ RESOURCES LIMITED

Regd. Office: 8 Cammac Street, Kolkata, West Bengal – 700 017

CIN: L67120WB1986PLC041487

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]

36th Annual General Meeting – Friday, 30th September, 2022 at 10:00 A.M.

Name of the member(s):

Registered Address:

E-mail 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

3. Nam[e:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual general meeting of the company to be held on Friday, 30th September, 2022 at 10.00 a.m. at 22, Ground Floor, Shanti Niketan Building, 8, Camac Street, Kolkata – 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution	for	against
ORDINARY BUSINESS			
1.	Adoption of Standalone Annual Financial Statement and the Reports of the Board of Directors and Auditors thereon, for the Financial Year ended 31 st March, 2022.		
2.	Adoption of Consolidated Annual Financial Statement and the report of the Auditors thereon, for the Financial Year ended 31 st March, 2022.		
3.	To declare final dividend @ Rs. 0.25 per equity share of Rs. 10 each for the financial year 2021-22.		
4.	Re-appointment of Smt. Kalpana Seth (DIN: 06949098), as a Director.		
5.	Re-appointment of Statutory Auditors M/S Kumar Chopra and Associates for a second term of 5 years		
SPECIAL BUSINESS			
6.	To ratify the remuneration of the Cost Auditors for the financial year ending 31 st March, 2023 (Ordinary Resolution).		
7.	To increase the Borrowing limits of the Company under section 180(1)(c) of Companies Act, 2013. (Special Resolution)		
8.	To create charge(s) on the movable and immovable properties of the Company under section 180(1)(a) of Companies Act, 2013 (Special Resolution)		
9.	Appointment of Sh. Kamendra Navratansingh Chauhan (DIN: 09695105), as a Whole Time Director of Company (Special Resolution)		



Signed this..... day of..... 2022

Affix
Revenue
Stamp

Signature of shareholder Signature of Proxy holder(s)

Note:

- 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.
2. A Proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 36th Annual General Meeting.

KLJ RESOURCES LIMITED

Regd. Office: 8 Cammac Street, Kolkata, West Bengal - 700 017
CIN: L67120WB1986PLC041487

ATTENDANCE SLIP

Registered Folio No. /DP ID No. /Client ID No.

Grid for Folio/DP ID/Client ID No.

No. of shares held:

Grid for No. of shares held

I certify that I am a member/proxy/authorized representative for the member of the company. I hereby record my presence at the 36th Annual general meeting of the company on Friday, 30th September, 2022 at 10.00 a.m. at 22, Ground Floor, Shanti Niketan Building, 8, Cammac Street, Kolkata - 700 017

Name of the member/proxy (in BLOCK letters) Signature of shareholder / Proxy

NOTE: Please fill the Folio/DP ID-Client ID No. and name and sign the Attendance Slip and hand it over at the Attendance verification Counter at the ENTRANCE OF THE MEETING HALL

Route Map to the Venue of 36th Annual General Meeting of KLJ Resources Limited

Venue of meeting: 22, Ground Floor, Shanti Niketan Building, 8, Camac Street, Kolkata – 700 017

Google Maps

