



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 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (01/2021-22) of the members of KLJ Resources Limited will be held on Thursday, the 10th day of March, 2022 at 10.30 A.M. at the Corporate Office of the Company at KLJ House 8A, Shivaji Marg, Najafgarh Road, New Delhi-110015 to transact the following business:

Special Business

Item No. 1: To approve the upward revision in Basic Salary of Sh. Hemant Jain (DIN: 00506995), Managing Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 100 of the Articles of Association of the Company and pursuant to recommendation of Nomination and Remuneration Committee and approved by the board of directors in its meeting held on 8th November, 2021, consent of the shareholders of the company be and is hereby accorded to revise the Basic Salary of Sh. Hemant Jain from Rs. 9,00,000 (Rupees Nine Lacs only) to Rs. 20,00,000 (Rupees Twenty Lacs only) per month with an increment of Rs. 11,00,000 (Rupees Eleven Lacs only) per month effective from 1st October, 2021, on the terms and conditions as appended below:

A) Basic Salary:

Rs. 20,00,000/- (Rupees Twenty Lacs only) per month with such increments as the Board may decide from time to time subject however, to a ceiling of Rs. 40,00,000 (Rupees Forty Lacs Only) per month as basic salary, which shall be applicable till remainder of duration of his tenure i.e. up to 31st March, 2024.

B) Perquisites and Amenities:

Sh. Hemant Jain, Managing Director of the Company shall be entitled to following perquisites and amenities:

- i) **Housing:** Rent free furnished residential accommodation with free gas, electricity and water as per Company's policy. In case no accommodation is provided by the Company the Managing Director shall be entitled to such 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) **Leave Travel Concession:** For self and family every year to anywhere in India or abroad, incurred in accordance with the policy of the Company.
- iii) **Insurance premium** for medical and hospitalization and Personal Accident insurance cover, as per rules of the company.
- iv) **Medical reimbursement:** Reimbursement of medical expenses incurred whether in India or abroad for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges as per the rules of the Company.
- v)
 - 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.
- vi) **Club Fees:** Fees of clubs subject to a maximum of two clubs

- vii) Use of Car with Driver: Two cars with driver(s) with reimbursement of running and maintenance expenses.
- viii) Telephone and mobile facility at residence for official purposes.
- ix) Servant: Reimbursement of servant's salary subject to a maximum of four servants.
- x) Watchman: Reimbursement of watchman's salary subject to a maximum of two watchmen.
- xi) Gardener: Reimbursement of gardener's salary subject to a maximum of one gardener.
- xii) 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.
- xiii) 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. Hemant Jain, Managing 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.

- C) **Commission:** Performance based commission shall be payable to Sh. Hemant Jain, Managing Director of the Company depending upon the availability of the Net profits and that the said performance based commission may be paid to him on monthly/quarterly/ six monthly/yearly basis provided however that the overall managerial remuneration including performance based commission paid to him during any financial year i.e. the period from 1st April 2021 to 31st March 2024 shall not exceed 25% of the net profits computed under section 198 of the Companies Act, 2013 and that the net profits of the Company shall be computed based upon the audited annual financial statements for that financial year.

RESOLVED FURTHER THAT the aforesaid managerial remuneration for the period stated above including salary, perquisites and commission payable to Sh. Hemant Jain, may alter, vary and modify in such manner as may be agreed to between the Board and Sh. Hemant Jain within the maximum limits of 25% of the net profits of the Company computed under section 198 of the Companies Act, 2013.

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 performance based commission shall be payable to Sh. Hemant Jain, Managing director of the Company 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 the Board of directors of the company be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution including filing of necessary e-forms with Registrar of Companies, Kolkata.”

Item No. 2: 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 Annual General Meeting held on 29th September, 2014, the consent of the members of the company be and is hereby accorded, in terms of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) to the Board of Directors of the company to borrow any sum or sums of money, from time to time, where the monies to be borrowed, 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, at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose), provided that the total amount so borrowed shall not at any time exceed Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore only).



RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorized by the board be and is/are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its/ his/ their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in this regard.”

Item No. 3: To create charge(s) on the movable and immovable properties of the Company, under Section 180(1)(a) of the Companies Act, 2013 in respect of borrowings

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 Annual General Meeting held on 30th September, 2016, the consent of the members of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to create charge / provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board, 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 the sum of Rs. 1,500 crore (One Thousand Five Hundred Crore only).

RESOLVED FURTHER THAT the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Board and concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorized by the board be and is/are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its/ his/ their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in this regard to creating security(ies) as aforesaid or considered to be in the best interest of the company.”

Item No. 4: Approval of loan/Guarantee/Security under Section 185 of Companies Act, 2013

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

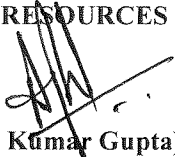
“**RESOLVED THAT** in supersession of the special resolution passed by the shareholders in their Annual General Meeting held on 28th September, 2018, the consent of the members of the Company be and is hereby accorded, in terms of section 185 of the Companies Act, 2013, as substituted by the Companies (Amendment) Act, 2017, and other applicable provisions of Companies Act, 2013, if any, for giving of loan(s) including loan(s) represented by way of book debt (“the loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by any group concern, in which any of the directors of the company are interested, either as director and/or shareholder, being an entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to sub-section 2(b) of the Section 185 of Companies Act, 2013, up to an aggregate amount not exceeding Rs. 1,000 Crore (Rupees One Thousand Crore only) at any time outstanding, in aggregate for all such borrowing entity(ies).

RESOLVED FURTHER THAT the providing of the loan(s), and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken shall be made by the company under section 185 of Companies Act, 2013, as amended, subject to the condition that the loans so made, shall be utilised by the borrowing entity for its principal business activities.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loan/guarantee/security and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto as the Board may think fit and suitable.”

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


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

Date: 11.02.2022
Place: New Delhi

NOTES:

- 1) A member entitled to attend and vote at the Extra-Ordinary 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 Extra-Ordinary General Meeting has been uploaded on the website of the company at www.kljresources.in.
- 7) 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. 17.



- 8) Members / Proxies / Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the Extra-ordinary General Meeting ('EGM').
- 9) 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.
- 10) All relevant documents referred to in the Notice are open for inspection by the members at the Corporate 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.
- 11) The Company's Registrar and Share Transfer Agents for its share registry (both, physical as well as electronic) is R & D Infotech Private Limited, the ("RTA") having its registered office at 15/C Naresh Mitra Sarani, Formerly Beltala Road, Kolkata – 700026.
- 12) 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.
- 13) 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.
- 14) 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.
- 15) 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 electronically.
- 16) 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.
- 17) 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 Extra-Ordinary 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. 3rd March, 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 Extra-Ordinary 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) In compliance with the provisions of Section 108 of the Act read with Rule 20 of 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 members are provided with the facility to cast their vote electronically, through the 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 Monday, 7th March, 2022 at 9:00 a.m. and ends on Wednesday, 9th March, 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. 3rd March, 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

	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> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<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>
OR Date of Birth (DOB)	<ul style="list-style-type: none">• 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.

- 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 favor 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 200 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.1

Sh. Hemant Jain was reappointed as Managing Director of the company for a period of 5 years effective from 1st April 2019 to 31st March, 2024 by the Board of directors in its meeting held on 14th November, 2018, on the terms and conditions including his remuneration as agreed between Sh. Hemant Jain and the company. The appointment of Managing Director was further approved by the shareholders of the company in their Extra Ordinary General Meeting held on 10th December, 2018, in terms of Section 196(4) of Companies Act, 2013. As per the resolution passed by the shareholders, it was within the power of the Board to increase the Basic Salary of Managing Director up to a maximum limit of Rs. 10,00,000 per month.

Considering the overall growth of the company, under the dynamic leadership of Sh. Hemant Jain as Managing Director and upon the recommendation made by Nomination and remuneration committee and pursuant to Section 196(4) and other applicable provisions of the Companies Act, 2013, the Board of directors of the company in its meeting held on 08th November, 2021, had approved the upward revision in Basic Salary of Sh. Hemant Jain, Managing Director from the existing Rs. 9,00,000 per month to Rs. 20,00,000 per month, subject to a ceiling of Rs. 40,00,000 (Rupees Forty Lacs Only) per month as basic salary, effective from 1st October, 2021 till remainder of duration of his tenure i.e. up to 31st March, 2024, which shall be subject to the approval of the shareholders of the Company by way of special resolution. Therefore, the Shareholders of the company are required to approve the aforementioned upward revision of basic salary of Sh. Hemant Jain, Managing Director of the Company by passing a special resolution.

Accordingly, the Board recommends the special resolution set out at Item No. 1 for approval of members.

Sh. Hemant Jain, Managing Director is interested in this Resolution as the same relates to his upward revision of Basic Salary.

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.

ITEM NO.2

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 As per Section 180 (1)(c) of the Companies Act, 2013.

The members of the company had approved a limit of Rs. 1,000 Crore (Rupees One Thousand Crore only) under Section 180(1)(c), in their Annual General Meeting held on 29th September, 2014. Now, it is proposed to increase the said limit from Rs. 1,000 Crores (Rupees One Thousand Crore only) to Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore only).

The Board recommends the Special Resolution set out at Item No. 2 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. 2 of the Notice, financially or otherwise, except to the extent of their shareholding in the company, if any.

ITEM NO.3

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, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders up to an aggregate limit of Rs. 1,000 crores (Rs. One Thousand 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, properties and licenses 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.

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. 1,000 Crore (Rupees One Thousand Crore only) under Section 180(1)(a), in their Annual General Meeting held on 30th September, 2016. Now, it is proposed to increase the said limit from Rs. 1,000 Crores (Rupees One Thousand Crore only) to Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crore only).

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 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. 3 of the Notice, financially or otherwise, except to the extent of their shareholding in the company, if any.

ITEM NO. 4

As per the new substituted section 185 which has come into force effective from 07th May, 2018, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the borrowing entity utilizes the same for its principal business activities.



The members of the company had approved a limit of Rs. 200 Crore (Rupees Two Hundred Crore only) under new substituted section 185, in their Annual General Meeting held on 28th September, 2018. Now, it is proposed to increase the said limit from Rs. 200 Crore (Rupees Two Hundred Crore only) to Rs. 1,000 Crore (Rupees One Thousand Crore only).

Since, such borrowing entities may have common director(s)/shareholder(s) with the company as specified in explanation to sub-section 2(b) of the Section 185 of Companies Act, 2013, approval of the shareholders is sought by way of a special resolution in accordance with the said section of the Companies Act, 2013 for grant of such loan(s)/guarantee(s) and/or securities in connection with a loan, upto an aggregate amount not exceeding Rs. 1,000 Crore (Rupees One Thousand Crore only), at any time outstanding, to all such borrowing entities provided however, that the grant of such loan/guarantee/security shall not be prejudicial to the interest of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 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. 4 of the Notice, financially or otherwise, except to the extent of their shareholding in the company, if any.

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

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

Date: 11.02.2022
Place: New Delhi



KLJ RESOURCES LIMITED

CIN: L67120WB1986PLC041487

Regd. Off. : 8 Cammac Street, Kolkata, West Bengal - 700017

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]

Extra-Ordinary General Meeting – Thursday, 10th March, 2022 at 10:30 A.M

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

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

- Name:.....
Address :
E-mail Id :
Signature :....., or failing him/her
- Name:
Address :
E-mail Id :
Signature :....., or failing him/her
- Name:
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 Extra-ordinary general meeting of the company, to be held on Thursday, the 10th day of March, 2022 at 10.30 a.m. at corporate office of the company at KLJ House 8A, Shivaji Marg Najafgarh Road New Delhi-110015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution	for	against
SPECIAL BUSINESS			
1	To approve the upward revision in the Basic Salary of Sh. Hemant Jain, the Managing Director of the company. (Special resolution)		
2	To increase the Borrowing limits of the Company under section 180(1)(c) of Companies Act, 2013. (Special Resolution)		
3	To create charge(s) on the movable and immovable properties of the Company under section 180(1)(a) of Companies Act, 2013 (Special Resolution)		
4	Approval of loan/Guarantee/Security under Section 185 of Companies Act, 2013. (Special Resolution)		

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

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.



KLJ RESOURCES LIMITED

CIN: L67120WB1986PLC041487

Regd. Off. : 8 Cammac Street, Kolkata, West Bengal - 700017

ATTENDANCE SLIP

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

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No. of shares held:

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I certify that I am a member/proxy/authorized representative for the member of the company. I hereby record my presence at the Extra Ordinary General Meeting of the company held on Thursday, 10th March, 2022 at 10.30 a.m. at the Corporate Office of the Company at KLJ House 8A, Shivaji Marg Najafgarh Road New Delhi-110015

.....

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 Extra-Ordinary General Meeting of KLJ Resources Limited

Venue of meeting: KLJ House, 8A, Shivaji Marg, Najafgarh Road, New Delhi- 110015

Google Maps

