



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 37th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the members of KLJ Resources Limited will be held on Saturday, 30th September, 2023 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, 2023 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, 2023 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, 2023 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, 2023 and the report of the Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”

Item No. 3- Re-Appointment of Director

To appoint a Director in place of Sh. Dilip Kumar Karn (DIN 00061804), who retires by rotation and being eligible offers himself 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, Sh. Dilip Kumar Karn (DIN: 00061804), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS


Item No. 4- 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 2024, 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.”



By Order of the Board of Directors
For KLJ RESOURCES LIMITED


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

5th September, 2023
New Delhi

NOTES:

- 1) A member entitled to attend and vote at the 37th 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 37th 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 Monday, 25th September, 2023 to Saturday, 30th September, 2023 (both days inclusive), for the purpose of Annual General Meeting, for the financial year 2022-23.
- 8) 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. 22.
- 9) In terms of Section 152 of the Act, Sh. Dilip Kumar Karn (DIN: 00061804) Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his 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	Sh. Dilip Kumar Karn
Date of Birth	06 th February, 1953
Age	70 years
Date of first Appointment on Board	10 th October, 1997
Qualification	Graduate
Experience (including expertise in specific functional area)/ Brief Resume	41 years of experience in Accounts
Remuneration last drawn	NIL



No. of Meetings attended during the year	7 (Seven)
Relationship with other Directors/Key Managerial Personnel	NIL
Directorships held in other public companies (excluding foreign and section 8 companies)	NIL
Membership/Chairmanship of committees of other public companies (includes only Audit Committee and stakeholders' Relationship Committee)	NIL
Number of Shares held in the Company	900

- 10) Members / Proxies / Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
- 11) 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.
- 12) 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.
- 13) 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.
- 14) 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.
- 15) 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.
- 16) 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.
- 17) 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.
- 18) 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.
- 19) 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.
- 20) 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.



- 21) 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.
- 22) 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, 2023. 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 Wednesday, 27th September, 2023 at 9:00 a.m. and ends on Friday, 29th September, 2023 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, 2023 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 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. 4

Upon the recommendation of the Audit Committee, the Board of Directors at their meeting held on 5th September, 2023 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, 2024, 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 is required to be ratified by the members of the company.

The Board recommends the Ordinary Resolution set out at Item No. 4 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. 4 of the Notice, except to the extent of their shareholding in the company, if any.

By Order of the Board of Directors
For KLJ RESOURCES LIMITED

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

5th September, 2023
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]

37th Annual General Meeting – Saturday, 30th September, 2023 at 10:00 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

1. Name:
Address:
E-mail Id:
Signature:, or failing him/her

2. Name:
Address:
E-mail Id:
Signature:, or failing him/her

3. 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 37th Annual general meeting of the company to be held on Saturday, 30th September, 2023 at 10.00 a.m. at 22, Ground Floor, Shanti Niketan Building, 8, Camac Street, Kolkata – 700017 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, 2023.		
2.	Adoption of Consolidated Annual Financial Statement and the Report of the Auditors thereon, for the Financial Year ended 31 st March, 2023.		
3.	Re-appointment of Sh. Dilip Kumar Karn (DIN: 00061804), as a Director.		
SPECIAL BUSINESS			
4.	To ratify the remuneration of the Cost Auditors for the financial year ending 31 st March, 2024 (Ordinary Resolution).		

Signed this day of 2023

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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 37th 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.

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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 37th Annual general meeting of the company on Saturday, 30th September, 2023 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

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Route Map to the Venue of 37th Annual General Meeting of KLJ Resources Limited

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

Google Maps

