



# KLJ Resources Limited

**HEAD OFFICE :** KLJ HOUSE, 63, RAMA MARG, NAJAFGARH ROAD, NEW DELHI-110 015 (INDIA)  
**TEL. :** (011) 25459706-7-8, 41427427-8-9, 45371400 **FAX :** (0091-11) 25458767, 25459709  
**E-MAIL :** krl@kljindia.com **WEBSITE :** www.kljindia.com **CIN :** L67120WB1986PLC041487

## NOTICE

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of KLJ Resources Limited will be held on Monday, the 10<sup>th</sup> day of December, 2018 at 10.30 a.m. at the Corporate Office of the Company at KLJ Complex-I, Plot No.70, Najafgarh Road, New Delhi - 110 015 to transact the following business:

### Special Business

**Item No. 1:** To increase the overall managerial remuneration and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V 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) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year from 11 % (eleven per cent) to 25% (twenty five per cent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**Item No. 2:** To approve the upward revision in the remuneration of Sh. Hemant Jain, the Managing Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 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 the recommendation of Nomination and Remuneration Committee, consent of the shareholders of the Company be and is hereby accorded for upward revision of remuneration of Sh. Hemant Jain, Managing Director of the Company by way of increase in performance based commission, effective from 1<sup>st</sup> April 2018 till remainder of duration of his tenure i.e. up to 31<sup>st</sup> March 2019, provided that the maximum remuneration payable to him for the financial year 2018-19 shall not exceed 25% of the Net Profits of the Company calculated in accordance with Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all the existing terms and conditions of his appointment existing presently shall remain in force except the performance based commission which is revised and shall be payable as under:

**Commission:** Performance based commission shall be payable to Sh. Hemant Jain, Managing Director of the Company depending upon the availability of 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 for financial year 2018-19 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 financial year 2018-19.

**REGISTERED OFFICE :** “Shanti Niketan Building” Suite No. 22, Ground Floor, 8, Camac Street, KOLKATA – 700 017  
**TEL. :** (0091-33) 22823851 **FAX :** (0091-33) 22823851 **E-MAIL :** kolkata@kljindia.com

**MUMBAI OFFICE :** HUBTOWN SOLARIS, 403/404, 4th Floor, N. S. Phadke Marg, Near Andheri East West Flyover, Andheri (East),  
MUMBAI-400 069. ● **TEL. :** (022) 61830000-100 **FAX :** (0091-22) 26244009 **E-MAIL :** mumbai@kljindia.com

**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 commission payable to Sh. Hemant Jain 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** If in the financial year 2018-19 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.”

**Item No. 3;** To re-appoint Sh. Hemant Jain as Managing Director of the Company and in this regard to consider and if though fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is here by accorded to re-appoint Sh. Hemant Jain (DIN:00506995) as Managing Director of the Company, for a further term of 5(five) years i.e. from April 01, 2019 to March 31, 2024, on expiry of his present term of office, on the terms and conditions including remuneration as appended below:

**A) Basic Salary :**

Rs. 4,20,000/- (Rupees Four Lacs and Twenty thousand Only) per month with such increments as the Board may decide from time to time subject however, to a ceiling of Rs. 10,00,000 (Rupees Ten Lacs Only) per month as basic salary.

**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.
- 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 drivers 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 1<sup>st</sup> April 2019 to 31<sup>st</sup> 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 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 commission payable to Sh. Hemant Jain 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 to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**For KLJ Resources Limited**  
**By Order of the Board of Directors**

  
**(Naveen Kumar Bothra)**  
Company Secretary  
Membership No.: A41227

Date: 14.11.2018  
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 himself 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 authorised 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) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 6) 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. 15.
- 7) Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s).
- 8) 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.
- 9) The Company's Registrars & Share Transfer Agents for its share registry (both, physical as well as electronic) is R & D Infotech Private Limited, the ("RTA") having their registered office at 1st Floor, 7A, Beltala Road, Kolkata – 700 026.
- 10) 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 advise any change in their address or bank mandates to the Company.
- 11) 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.

12) 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.

13) 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.

14) 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.

15) 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 (Listing Regulations), 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 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 the Member 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. December 03, 2018. 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 electronic 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. Anuj Kumar Solanki, a Practicing Company Secretary, New Delhi (Membership No.F9761) 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 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 Friday, December 07, 2018 at 9:00 a.m. and ends on Sunday, December 09, 2018 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. December 03, 2018 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• 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.</li> <li>• 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.</li> </ul>
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> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- 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](http://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](mailto: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](mailto: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.
- 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- u) In case of any queries / grievances, you may refer e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on Toll Free No.: 1800 200 5533. In case you need further assistance, you may contact Sh. Naveen Kumar Bothra, Company

Secretary and Compliance Officer of the Company at Telephone No. (+91) 11-25459706/7/8 or at e-mail id: [naveenb@kljindia.com](mailto:naveenb@kljindia.com).

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

**ITEM NO.1**

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since September 12, 2018, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 14.11.2018 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year from 11 % to 25% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

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

Except Sh. Hemant Jain, Managing Director 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**

Sh. Hemant Jain was reappointed as a Managing Director of the Company for a period of 5 years effective from 1<sup>st</sup> April 2014 by the Board of Directors in its meeting held on 19<sup>th</sup> March 2014 and his appointment was approved by the shareholders of the Company in their Annual General Meeting held on 29<sup>th</sup> September 2014.

Considering the overall growth of the Company, under the dynamic leadership of Sh. Hemant Jain as Managing Director and recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 14<sup>th</sup> November 2018 has approved the upward revision of Managerial Remuneration of Sh. Hemant Jain, effective from 1<sup>st</sup> April 2018 till remainder of duration of his tenure i.e. up to 31<sup>st</sup> March 2019, up to 25% of the Net profits of the Company calculated in accordance with Section 198 of the Companies Act 2013, subject to the approval of the shareholders of the Company by way of special resolution.

As per Section 197 of the Companies Act 2013 as amended by Companies (Amendment) Act, 2017 the aforementioned upward revision of remuneration of Sh. Hemant Jain exceeding 10 % of the Net Profits of the Company is subject to the approval of shareholders of the Company in General Meeting and therefore, the Shareholders of the Company are required to approve the aforementioned upward revision of Managerial Remuneration 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. 2 for approval of members.

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



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. 3**

Sh. Hemant Jain was reappointed as Managing Director of the Company for a period of 5 years effective from 1<sup>st</sup> April 2014 by the Board of Directors in its meeting held on 19<sup>th</sup> March 2014 and his appointment was approved by the shareholders of the Company in their Annual General Meeting held on 29<sup>th</sup> September 2014. His present term of office expires on 31.03.2019.

As per Section 196 of the Companies Act, 2013 a person shall not be appointed as Managing Director of the Company for a term exceeding five years at a time and shall not be re-appointed earlier than one year before the expiry of his term.


The Board of Director of the Company in their meeting held on 14.11.2018, upon recommendation made by ~~Nomination and Remuneration Committee of the Company~~, has approved the appointment of Sh. Hemant Jain as Managing Director of the Company for a further term of 5 years i.e. from 01.04.2019 to 31.03.2024 upon the terms and conditions including remuneration as set out in item no. 3 of the notice, subject to the approval of the shareholders of the Company by way of special resolution.

Accordingly, the Board recommends the special resolution set out at item no. 3 for approval of members.

Sh. Hemant Jain, Managing Director is interested in this Resolution as the same relates to his re-appointment as Managing 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.

**For KLJ Resources Limited**  
**By Order of the Board of Directors**

  
**(Naveen Kumar Bothra)**  
Company Secretary  
Membership No. : A41227

Date: 14.11.2018  
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 – Monday, December 10, 2018 at 10:30 A.M**

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

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 .....  
 Extraordinary general meeting of the company, to be held on the..... day of..... At..... a.m.  
 / p.m. at..... (Place) and at any adjournment thereof in respect of such  
 resolutions as are indicated below:

Resolution no.	Resolution	for	against
<b>SPECIAL BUSINESS</b>			
1	To increase the overall managerial remuneration. (Special Resolution)		
2.	To approve the upward revision in the remuneration of Sh. Hemant Jain, the Managing Director of the Company. (Special Resolution)		
3.	To re-appoint Sh. Hemant Jain as Managing Director of the Company for a term of five years. (Special Resolution)		

Signed this..... day  
 of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenu e Stamp
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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 Extra Ordinary General Meeting.

**KLJ RESOURCES LIMITED**  
**CIN: L67120WB1986PLC041487**  
**Regd. Off. : 8 Cammac Street, Kolkata, West Bengal - 700017**

<b>ATTENDANCE SLIP</b>
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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 Monday, December 10, 2018 at 10.30 a.m. at the Corporate Office of the Company at KLJ Complex-I, Plot no-70, Najafgarh Road, New Delhi - 110 015

.....

Name of the member/proxy  
(in BLOCK letters)

.....

Signature of shareholder / Proxy

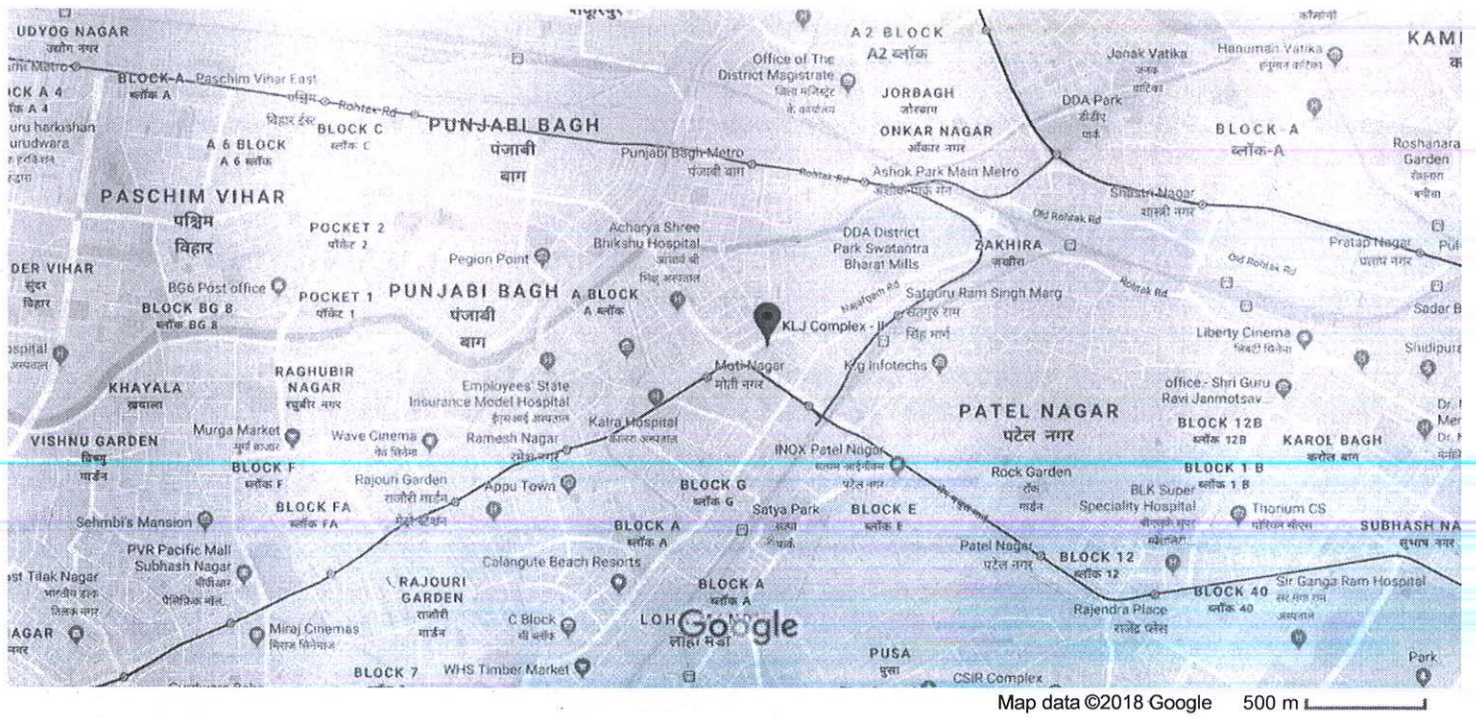
**NOTE: Please fill the Folio/DP ID-Client ID No. and name and sign the Attendance Slip and hand it over at the Attendance verification Counter at the ENTRANCE OF THE MEETING HALL**

.....\*.....\*.....\*

Google Maps

KLJ Complex - I

KLJ Resources Limited, KLJ Complex-I, Plot no-70, Najafgarh Road, New Delhi- 110 015



### KLJ Complex - I

Block C, Najafgarh Road Industrial Area

New Delhi, Delhi 110015