

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

Date: 10.12.2018

To,

The Calcutta Stock Exchange Limited
7, Lyons Range,
Dalhousie,
Kolkata - 700 001, West Bengal

CSE SECURITY CODE: 021095

Sub: Proceedings of Extra Ordinary General Meeting ("the EGM") along with Voting Results and Scrutinizer's Report

Dear Sir/ Madam,

We are enclosing herewith the following with respect to the Extra Ordinary General Meeting ("EGM") of the Company held on Monday, the 10th 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 110015:-

1. Proceedings of the EGM as required under Regulation 30 read with Para A of Part A of Schedule-III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure-I**).
2. Voting Results pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure-II**).
3. Scrutinizer's Report dated December 10, 2018 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration Rules, 2014) (**Annexure-III**).

Kindly take the same on your record and oblige.

Thanking you.

Yours Sincerely,

For **KLJ RESOURCES LIMITED**


(Naveen Kumar Bothra)

Company Secretary

Membership No. A41227



Encl: As stated

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



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

Annexure I

SUMMARY OF PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF KLJ RESOURCES LIMITED AND DECLARATION OF RESULTS OF E-VOTING AND POLL THROUGH BALLOT PAPER(S)

An Extra Ordinary General Meeting ("the EGM") of the Members of KLJ Resources Limited ("the Company") was held on Monday, the 10th 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 110015.

Sh. Dilip Kumar Karn, the Chairman of the Board, Chaired the meeting. He also represented as a member of Stakeholders Relationship Committee. Sh. Gulshan Rai Kanwal, Chairman of Audit Committee attended the meeting and he also represented as member of Nomination and Remuneration Committee of the Board. The Chairman informed the members that Sh. Hemant Jain, Managing Director, Sh. Sukh Raj Sethia, Director and Smt. Kalpana Seth, Director of the Company could not attend the meeting due to their preoccupations.

Total 24 members attended the meeting in person including bodies corporate through their authorized representatives. Sh. Naveen Kumar Bothra, Company Secretary of the Company ascertained the quorum of the meeting. After ascertaining the requisite quorum, the Chairman called the meeting in order.

The Notice Convening the EGM along with Explanatory Statement was taken as read with the consent of the members present.

The Chairman then informed that as per the applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to its members entitled to cast their vote on the agenda items from December 07, 2018 (9:00 a.m.) to December 09, 2018 (5:00 p.m.). The Chairman drew the attention of the members regarding the resolutions on which voting was to be held and informed that members who were present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote by use of Polling Paper. The Board of Directors had appointed Sh. Anuj Kumar Solanki, Practicing Company Secretary (Membership No.: FCS9761), as the Scrutinizer for remote e-voting and poll. Thereafter, the resolutions as set out in the Notice convening the Extra Ordinary General Meeting were proposed and seconded by the Members.

The Chairman then announced voting to be taken by poll through physical ballot and requested Sh. Anuj Kumar Solanki, Practicing Company Secretary, the Scrutinizer for the orderly conduct of the voting. Sh. Anuj Kumar Solanki, then conducted the voting process through Polling Paper. On completion of the Poll process the Chairman declared the meeting as concluded at 11.50 a.m. The Chairman authorized Sh. Naveen Kumar Bothra, Company Secretary of the Company, to declare the results of voting.

For KLJ Resources Limited


Company Secretary

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



KLJ Resources Limited

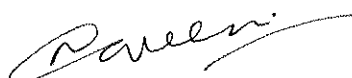
HEAD OFFICE : KLJ HOUSE, 63, RAMA MARG, NAJAFGARH ROAD, NEW DELHI-110 015 (INDIA)
TEL. : (011) 25459706-7-8, 41427427-8-9, 45371400 **FAX :** (0091-11) 25458767, 25459709
E-MAIL : krl@kljindia.com **WEBSITE :** www.kljindia.com **CIN :** L67120WB1986PLC041487

The consolidated Results as per the Scrutinizer Report dated December 10, 2018 submitted to the Company are as follows:-

Resolution No.	Particulars	% of Votes in favour	% of Votes Against
1	To increase the overall managerial remuneration. (Special Resolution)	100.00	0.00
2	To approve the upward revision in the remuneration of Sh. Hemant Jain, the Managing Director of the Company. (Special Resolution)	100.00	0.00
3	To re-appoint Sh. Hemant Jain as Managing Director of the Company for a term of five years. (Special Resolution)	100.00	0.00

Based on the Scrutinizer's Report, all the resolutions as set out in the Notice of the EGM have been duly approved by the members with requisite majority.

For **KLJ RESOURCES LIMITED**


(Naveen Kumar Bothra)
Company Secretary
Membership No.A41227



Place: New Delhi

Date: 10.12.2018

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

Voting Results

Date of the EGM	10.12.2018
Total number of shareholders on record date	87
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	23
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NIL
Public	NIL

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Special Business:

Agenda No. 1				To increase the overall managerial remuneration				
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Sh. Hemant Jain being promoter and Managing Director was interested in this resolution.				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6623228	3599250	54.34	3599250	-	100	0.00
	Poll		46448	0.70	46448	-	100	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6623228	3645698	55.04	3645698	-	100
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	4116772	1192800	28.97	1192800	-	100	0.00
	Poll		1969200	47.83	1969200	-	100	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		4116772	3162000	76.80	3162000	-	100
Total		10740000	6807698	63.39	6807698	-	100	0.00

For KLJ Resources Limited


Company Secretary

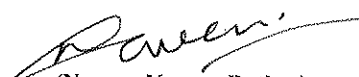
Agenda No. 2				To approve the upward revision in the remuneration of Sh. Hemant Jain, the Managing Director of the Company.				
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Sh. Hemant Jain being promoter and Managing Director was interested in this resolution.				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6623228	3599250	54.34	3599250	-	100	0.00
	Poll		46448	0.70	46448	-	100	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6623228	3645698	55.04	3645698	-	100
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	4116772	1192800	28.97	1192800	-	100	0.00
	Poll		1969200	47.83	1969200	-	100	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		4116772	3162000	76.80	3162000	-	100
Total		10740000	6807698	63.39	6807698	-	100	0.00

For KLJ Resources Limited


Company Secretary

Agenda No. 3				To re-appoint Sh. Hemant Jain as Managing Director of the Company for a term of five years				
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				Sh. Hemant Jain being promoter and Managing Director was interested in this resolution.				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6623228	3599250	54.34	3599250	-	100	0.00
	Poll		46448	0.70	46448	-	100	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6623228	3645698	55.04	3645698	-	100
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	4116772	1192800	28.97	1192800	-	100	0.00
	Poll		1969200	47.83	1969200	-	100	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		4116772	3162000	76.80	3162000	-	100
Total		10740000	6807698	63.39	6807698	-	100	0.00

For KLJ RESOURCES LIMITED


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



Date: 10.12.2018
 Place: New Delhi

**ANUJ SOLANKI & ASSOCIATES**

Company Secretaries

SCRUTINIZER'S REPORT

To,
The Chairman,
KLJ RESOURCES LIMITED
(CIN: L67120WB1986PLC041487)
8 CAMMAC STREET,
KOLKATA - 700017 (West Bengal)

Subject: Scrutinizer's Report on voting at Extra Ordinary General Meeting ("EGM") (remote e-voting and poll) pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, **ANUJ KUMAR SOLANKI**, Company Secretary in Whole time Practice, was appointed as a Scrutinizer by the Board of Directors of **KLJ RESOURCES LIMITED** at its meeting held on 14/11/2018, for the purpose of:

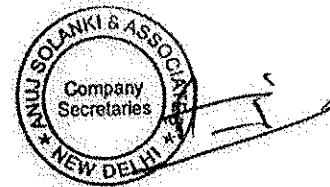
- i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and
- ii) Poll through polling papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice of the EGM of the shareholders of the Company held on December 10, 2018 at the Corporate Office of the Company at KLJ Complex-I, Plot No. 70, Najafgarh Road, New Delhi 110015.

1. The Company had appointed Central Depository Services Limited (CDSL) to provide the facility of remote e-voting with respect to voting by electronic means for the EGM.
2. As per the said rules, the Company had mentioned in the Notice that the remote e-voting period will commence on **Friday, 07th December, 2018 (09:00 a.m.) and will end on Sunday, 09th December, 2018 (5:00 p.m.)**.
3. The shareholders holding shares as on "cut off" date i.e. **03rd December, 2018** were entitled to vote on the proposed resolutions.

CERTIFIED TO BE TRUE COPY

For KLJ Resources Limited


Company Secretary



4. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in our presence.
5. The locked ballot boxes were subsequently opened by me in the presence of two witnesses not in the employment of the company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
6. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were duly unblocked and downloaded from the website of CDSL i.e. <https://www.evotingindia.com>.

SUMMARY OF THE VOTES IS GIVEN BELOW: -

SPECIAL BUSINESS:

❖ **Resolution No.1: Special Resolution**

To increase the overall managerial remuneration.

(i) **Votes in favour of the resolution**

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	28	47,92,050	100
Poll	24	20,15,648	100
TOTAL	52	68,07,698	100

(ii) **Votes against the resolution:**

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
TOTAL	0	0	0.00

(iii) **Invalid Votes:**

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

CERTIFIED TO BE TRUE COPY

For KLJ Resources Limited

Ramesh
Company Secretary



❖ **Resolution No.2: Special Resolution**

To approve the upward revision in the remuneration of Sh. Hemant Jain, the Managing Director of the Company.

(i) **Votes in favour of the resolution**

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	28	47,92,050	100
Poll	24	20,15,648	100
TOTAL	52	68,07,698	100

(ii) **Votes against the resolution:**

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
TOTAL	0	0	0.00

(iii) **Invalid Votes:**

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

❖ **Resolution No.3: Special Resolution**

To re-appoint Sh. Hemant Jain as Managing Director of the Company for a term of 5 (Five) Years.

(i) **Votes in favour of the resolution**

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	28	47,92,050	100
Poll	24	20,15,648	100
TOTAL	52	68,07,698	100

(i) **Votes against the resolution:**

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00

CERTIFIED TO BE TRUE COPY

For KLJ Resources Limited

P. Meera
Company Secretary



TOTAL	0	0	0.00
-------	---	---	------

(ii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

Accordingly, all the aforesaid resolutions were passed with requisite majority.

The register, all other papers and relevant records relating to Electronic voting & Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Extra Ordinary General Meeting.

Thanking you
Yours faithfully,

For ANUJ SOLANKI & ASSOCIATES

Company Secretaries in Practice



Anuj K. Solanki

ANUJ KUMAR SOLANKI

(Proprietor)

Membership No.: F9761

C. P. No: 13132

Place: New Delhi

Date: 10.12.2018

CERTIFIED TO BE TRUE COPY

For KLJ Resources Ltd.

Raveer
Company Secretary