



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 at shorter notice on Monday, the 12th day of March, 2018 at 10.00 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; Issue of Bonus equity shares by capitalization of Reserves

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

“RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ('SEBI') (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable regulations and guidelines issued by SEBI (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Article 69 of the Articles of Association of the Company, and the recommendation of the Board of Directors ('Board') and subject to such statutory approvals as may be required in this regard, approval of the Members of the Company be and is hereby accorded to the Board (including any Committee thereof) for capitalisation of an amount not exceeding Rs. 3,58,00,000/- (Rupees Three Crores Fifty Eight Lacs only) or such other amount standing to the credit of the Securities Premium Account and/or General Reserves and/or any other permitted Reserves as per the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, as may be considered appropriate by the Board, for the purpose of the issue of Bonus Equity Shares of Rs. 10 each, credited as fully paid-up Equity Shares to the holders of the existing Equity Shares of the Company whose names appear in the Register of Members and/or list of beneficial owners, as received from the depository(ies) as on “Friday, the 23rd March, 2018” being the “Record Date” determined by the Board in this regard, in consideration of their said holding, in the proportion of 1:2, i.e. 1 (One) Bonus Equity Share of Rs. 10 each for every 2 (Two) fully paid-up Equity Shares of Rs. 10 each of the Company held by the Member(s) as on the said Record Date, and that the Bonus Equity Shares so issued and allotted be treated as an increase in the nominal amount in the paid-up share capital of the Company held by each such Member.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the Bonus Equity Shares but in case of Members who hold Equity Shares in dematerialised form, the Bonus Equity Shares be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the Share Certificate(s) in respect of the Bonus Equity Shares be despatched, within the prescribed time limit.

RESOLVED FURTHER THAT in making the allotment of the Bonus equity Shares, the Directors shall not issue share certificate(s) for fractional share(s) but the total number of the Bonus equity Shares representing such fractions shall be allotted to person(s) appointed by the Board to act as trustee(s) for and on behalf of the Members who would have been entitled to fractional share certificate(s) had such certificate(s) been issued, and that the said person(s) shall hold the said shares so allotted to them in trust and sell the same and, after payment of all expenses of the sale, distribute the net proceeds of such sale amongst the members in proportion of their respective fractional entitlements.

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 Bonus Equity Shares so allotted shall rank *pari passu* in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date and shall be subject to the terms and conditions in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board (including any Committee thereof) to take such necessary steps for listing of such Bonus Equity Shares on the Calcutta Stock Exchange where the existing equity shares of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable regulations, rules or guidelines.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board (including any Committee thereof) to do all such acts, deeds, matters and things and take all such steps as may be required in this connection including seeking all necessary approvals and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to issue, allotment and distribution of the Bonus Equity shares for the purpose of giving effect to this Resolution.”

For KLJ Resources Limited

By Order of the Board of Directors



(Praveen Sharma)

Company Secretary

Membership No. : FCS3672

Date: 28.02.2018

Place: New Delhi

NOTES:

- 1) A member entitled to attend and vote at an 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) 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.
- 4) The convening of meeting at a shorter notice, is subject to the consent in writing, of 95% of the members of the Company, pursuant to the provisions of Section 101 of the Companies Act, 2013. The request for consent to shorter notice is being sent along with the notice for the Extra Ordinary General Meeting.

- 5) 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.
- 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 and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice under Note No. 16.
- 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) 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.
- 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) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / RTA.
- 12) Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company by sending the nomination form (SH-13) to the Company. Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
- 13) 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.
- 14) 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 Notices, Circulars, etc., electronically.
- 15) As required under SS-2 issued by the ICSI, a route map, showing directions to reach the AGM venue is annexed to the Notice of the meeting.
- 16) 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 resolution 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'). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate 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 Board of Directors of the Company has appointed Sh. Anuj Kumar Solanki, a Practicing Company Secretary, New Delhi (Membership No.31746) 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.
- iv. 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. Monday, the 5th March, 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. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- v. 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.
- vi. 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.
- vii. Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Monday, 12th March 2018.
- viii. **The instructions for shareholders voting electronically are as under:**
 - a) The remote e-voting period begins on Friday, 9th March 2018 at 9:00 a.m. and ends on Sunday, 11th March 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. 05th March 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.
 - b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - c) The shareholders should log on to the e-voting website www.evotingindia.com.
 - d) Click on Shareholders.
 - e) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - f) Next enter the Image Verification as displayed and Click on Login.

- g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 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"> • 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 as mentioned in instruction (v).

- 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 resolution 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 "RESOLUTION 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.

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

- u) In case of any queries / grievances, you may refer 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. Praveen Sharma, Company Secretary and Compliance Officer of the Company at Telephone No. (+91) 11-25459706/7/8 or at e-mail id: praveen@kljindia.com.

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

The Equity Shares of the Company are listed on Calcutta Stock Exchange Limited ('CSE'). The Board of Directors ('Board') at its Meeting held on 28th February, 2018 considering the financial parameters and the position of reserves of the Company, subject to approval of the Members and any other Statutory and Regulatory approvals as may be required, recommended a Bonus Issue of 1:2, i.e. 1 (One) Bonus Equity Share of Rs. 10 each for every 2 (Two) fully paid-up Equity Share of Rs. 10 each of the Company held as on the "Record Date" i.e. Friday, 23rd March, 2018 fixed by the Board for this purpose by capitalising an amount not exceeding Rs. 3,58,00,000/- (Rupees Three Crores Fifty Eight Lacs only) or such other amount standing to the credit of the Securities Premium Account and/or General Reserves and/or any other permitted Reserves as per the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017.

Presently, the Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 Equity Shares of Rs. 10 each. The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 7,16,00,000 divided into 71,60,000 Equity Shares of Rs. 10 each. Article 69 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts [securities premium account and/or any other permissible reserve account(s)] by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

The issue of bonus equity shares by Capitalization of Reserves is subject to member's approval in term of Section 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the members.

None of the 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



(Praveen Sharma)
Company Secretary
Membership No. : FCS3672

Date: 28.02.2018
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, March 12, 2018 at 10:00 A.M.

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

Resoluti on no.	Resolution	for	against
SPECIAL BUSINESS			
1.	To issue Bonus equity shares in the ratio of 1:2 by capitalization of free reserves of the Company to the extent of Rs. 3,58,00,000 (Rupees Three Crores Fifty Eight Lacs only)		

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

.....

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenu
e 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 Extra Ordinary General Meeting.

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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 on Monday, 12th March, 2018 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
Proxy

Signature of shareholder /

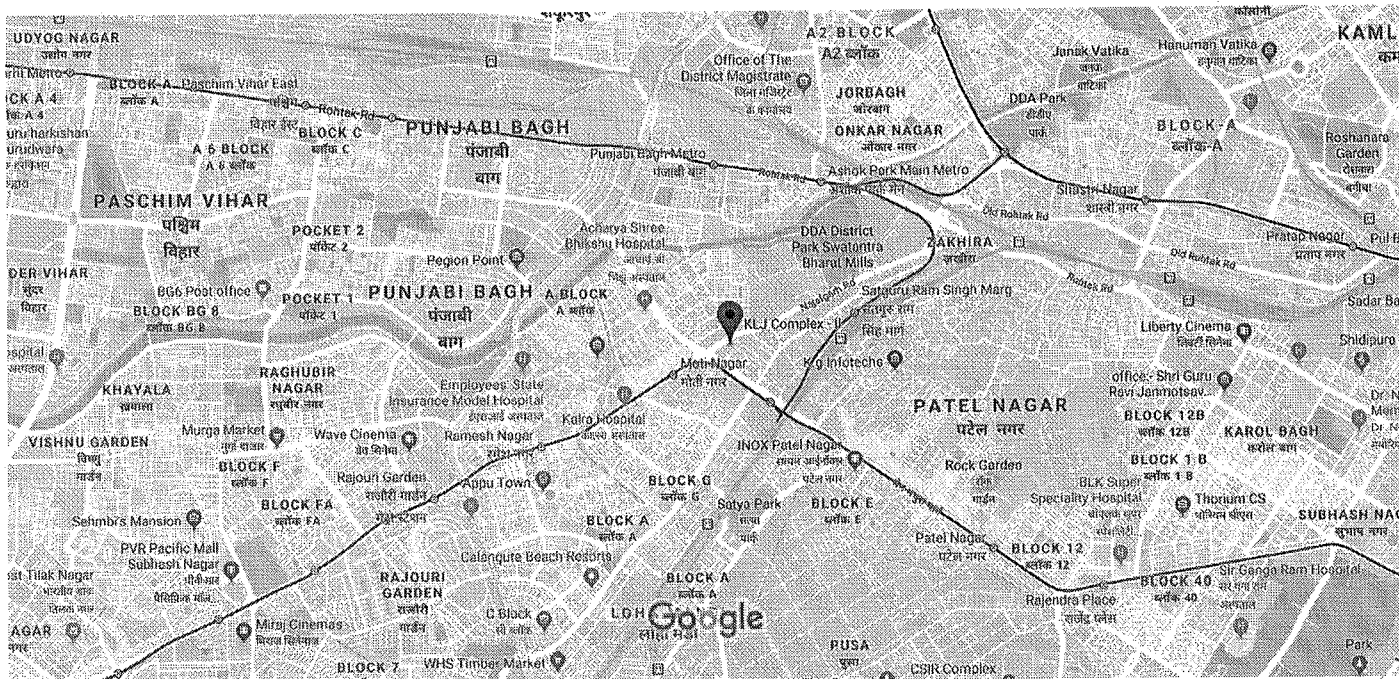
(in BLOCK letters)

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

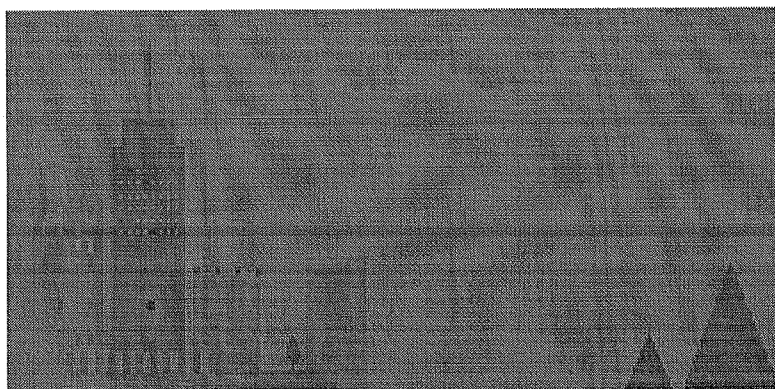


KLJ Complex - II

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



Map data ©2018 Google 500 m



KLJ Complex - II

Block C, Najafgarh Road Industrial Area
New Delhi, Delhi 110015

Consent of Shareholders for shorter notice
(Pursuant to Section 101 (1) of the Companies Act, 2013)

To,

The Board of Directors
KLJ Resources Limited
8, Cammac Street
Kolkata- 700 017.

I, S/o..... R/o.....
holding equity share of Rs. 10/- each in the company in my own name hereby give my
consent, pursuant to the provisions of Section 101 of the Companies Act, 2013 to hold an Extra Ordinary
General meeting of the Company on 12.03.2018 at a shorter notice.

Signature.....

Name.....

Date: