

MKJ ENTERPRISES LIMITED

"SAGAR ESTATE", 4TH FLOOR, 2, CLIVE GHAT STREET, KOLKATA - 700 001

Ph.: (033) 2230 4571/72/73, Fax: (033) 2248 7669/2243 4736;

Email: mkjrls@keventer.com, Website: www.mkjenterprises.in;

CIN: L51909WB1982PLC035468

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM), (SR.NO/EGM/01/2022-23) of the Shareholders of **MKJ ENTERPRISES LIMITED** will be held at its Registered office at 'Sagar Estate', 2, Clive Ghat Street, Kolkata - 700 001, on Monday, 20th day of June, 2022 at 12.30 P.M. to transact the following business: -

SPECIAL BUSINESS

Item No. 1: Re-appointment of Mr. Mahendra Kumar Jalan (DIN: 00598710) as Managing Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and related rules of the Companies Act, 2013 or any amendment or re-enactment thereof and as recommended by the Nomination & Remuneration Committee and subject to such other modifications, variations as may be approved, the Consent of the Company be and is hereby accorded for the re-appointment of Mr. Mahendra Kumar Jalan (DIN: 00598710), aged seventy four years, as Managing Director of the Company for a further period of three years from 1st April, 2022, on the terms and conditions as specifically mentioned in the agreement executed between the Company and Mr. Mahendra Kumar Jalan on 8th March, 2022, at a remuneration, details of which are given below:

A) Salary: Rs. 1,75,000/- per month

B) Perquisites & Allowances: In addition to the aforesaid salary, Mr. Mahendra Kumar Jalan will be entitled to following perquisites and allowances:

(i) Housing: The expenditure by the Company on hiring furnished accommodation for Mr. Jalan shall be subject to the following ceiling:

(a) Sixty percent of the salary over and above ten percent payable by him.

(b) In case the accommodation provided to him is owned by the Company, ten percent of his salary shall be deducted by the Company.

(c) If the Company does not provide accommodation to him, he will be provided house rent allowance @ 60% of his salary.

(ii) The Expenditure incurred by the Company on gas, electricity, water and furnishings, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance etc.

However, the following shall not be included in the aforesaid perquisite limit:

i) Use of Company's car(s) for Company's business and telephone at residence (including payment for local calls and long distance official calls).

ii) Contribution to Provident Fund and superannuation/ Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, 1961. Gratuity payable, and encashment of unavailed leave at the time of retirement/cessation of service.

Explanation(s):

- (i) The said perquisites and allowances shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per the Income Tax Act, 1961 or any rules thereunder as are in force from time to time. The above remuneration shall be subject to statutory deductions, tax deduction at source, as the case may be.
- (ii) The Company shall bear/reimburse all travelling, entertainment and other out-of-pocket business promotion expenses actually and properly incurred by the Managing Director in the course of the legitimate business of the Company in accordance with rules and regulations of the Company in force from time to time. Expenses relating to spouse accompanying on any official domestic and overseas trip or other facilities, if any, shall be dealt with in accordance with the practices and policies of the Company as applicable from time to time."

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include the Nomination and Remuneration committee or any other Committee constituted by the Board) is entitled to revise the remuneration payable to Mr. Mahendra Kumar Jalan at any time, such that the aggregate of salary and perquisite/allowances in any financial year shall not exceed the overall ceiling laid down in Sections 196, 197 read with Schedule V of the Companies Act, 2013 including any statutory modification(s), re-enactment thereof or any amendment made thereto.

RESOLVED FURTHER THAT where, during the term of employment Mr. Mahendra Kumar Jalan, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to him including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to get the Agreement dated 8th March, 2022 between the Company and Mr. Mahendra Kumar Jalan ratified by the members."

Item No. 2: To re-appoint Ms. Debjani Chatterjee (DIN: 07143505) as Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, Consent of the Company be and is hereby accorded to re- appoint Ms. Debjani Chatterjee as Independent Director, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, on the Board of the Company with effect from 31st March, 2022 for a further period of 5 (five) years, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying its intention to propose Ms. Chatterjee's candidature for the office of Director.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may consider expedient and necessary in this regard.”

Item No. 3: To grant the limit to Borrow money u/s 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 2000 Crores

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time as they may think fit, any sum or sums of money not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores Only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining outstanding at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to execute all documents and writings as may be

necessary, proper, desirable or expedient to give effect to this resolution and to file necessary e-forms in this regard with the Registrar of Companies, West Bengal.”

Regd. Office: -
"Sagar Estate"
2, Clive Ghat Street
Kolkata - 700 001

Dated: 26th May, 2022

For and on behalf of the Board of Directors

Sd/-
Jyoti Goel
Company Secretary
Membership No.: F9850

MKJ ENTERPRISES LIMITED

NOTES: -

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE EXTRA-ORDINARY GENERAL MEETING.

As per Section 105 of the Companies Act, 2013 and Rules framed thereunder, 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 share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total 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.

2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
3. Notice convening the EGM is being sent through courier to all the members and others entitled for the same. The Notice convening the EGM has been uploaded on the website of the Company at www.mkjenterprises.in.
4. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
6. The disclosures required pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/re-appointment at the EGM is given as an Annexure to this Notice.
7. In case of joint holders attending the EGM, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company, will be entitled to vote.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, **CB Management Services Private Limited**, P-22, Bondel Road, Kolkata - 700 019 for assistance in this regard.

9. Members are requested to notify immediately any change of address:
 - i. To their Depository participants (DP's) in respect of shares held in electronic form; and
 - ii. To the Company at its Registered Office, in respect of their Physical Shares, if any, quoting their folio number.
10. All relevant documents including the agreement dated 8th March, 2022 executed with Mr. Mahendra Kumar Jalan for his re-appointment as Managing Director of the Company referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered office of the Company during the business hours on all working days upto the date of EGM.
11. **The precautionary measures to be adopted while attending the EGM during Covid-19 times are provided at the last page of the Notice.**
12. A route map showing directions to reach the venue of the EGM (SR.NO/EGM/01/2022-23) of the Company is given at the end of this Notice as per the requirement of the Secretarial Standards - 2 on "General Meetings".
13. **Voting through electronic means (E-voting)**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means and the items of business given in the Notice of meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, through ballot paper shall also be made available at the venue of the EGM, apart from the remote e-voting facility provided prior to the date of EGM. No voting by show of hands will be allowed at the Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the EGM. Members who have casted their vote by both the modes, then vote casted through poll will be treated invalid.

The Company has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, (COP No. 2551), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner. The results on the resolution will be declared not later than three (3) days from the conclusion of the EGM i.e. 23rd June, 2022. The declared results along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL at www.evotingindia.com and will also be forwarded to the Stock Exchanges where the Company's shares are listed subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the EGM.

The Members can communicate their grievances to Ms. Jyoti Goel, Company Secretary of the Company, at Sagar Estate 2 Clive Ghat Street, Kolkata - 700001 or at 033 22304571 or through e-mail at mkjrls@keventer.com.

Please see the instruction below on E-voting facility:

- (i) The voting period begins on Friday, 17th June, 2022 (9.00 A.M. IST) and ends on Sunday, 19th June, 2022 (5.00 P.M. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 13th June, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process
- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode in CDSL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ /KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 5) The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

(vi) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- a. Click on “Shareholders/Members” tab to cast your votes
- b. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- c. Next enter the Image Verification as displayed and Click on Login.
- d. 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.
- e. 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> • 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 as mentioned in instruction (v).

- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. 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.
- h. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the **EVSN (220602011) of the Company** on which you choose to vote from the drop down menu and click on "SUBMIT".
- j. 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.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l. 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.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- o. If Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- p. 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

13. Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer (goenkamohan@gmail.com) and to the Company at the email address viz mkjrls@keventer.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Mr. Mahendra Kumar Jalan (Mr. Jalan) (DIN: 00598710) had been re-appointed as the Managing Director of the Company vide Board Resolution dated 12th March, 2019 from 1st April, 2019 for a period of three years and his tenure as Managing Director of the Company had expired on 31st March, 2022. The Board of Directors of the Company at its meeting held on 14th February, 2022 on recommendation of Nomination & Remuneration Committee has re-appointed Mr. Jalan (aged 74 years) as the Managing Director of the Company for a further period of 3 (Three) years with effect from 1st April, 2022 to 31st March, 2025. The said re-appointment is subject to the approval of shareholders in the General Meeting of the Company.

Mr. Jalan, aged 74 years is the founder Director of the Company and has been associated with the Company since its incorporation. A Commerce Graduate from St. Xavier's College, Kolkata, and an alumni member of Harvard Business School, he has business interests in dairy, food processing, real estate, port, steel, and other industrial sectors. He joined the company as Managing Director in the year 1982. Mr. Jalan's knowledge in international marketing and his experience in steel industry has helped the Company to grow immensely. His dedication and sincerity towards the Company is also noteworthy.

Therefore, it would be in the interest of the Company to continue the employment of Mr. Mahendra Kumar Jalan as Managing Director of the Company as the Company will be immensely benefitted from his valuable services.

Regulation 17(1C) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, provides that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment or whichever is earlier.

Section 196(3) of the Companies Act, 2013 read with Part I of Schedule V to the Act, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years and above, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a Special Resolution.

Hence, the Company seeks consent of the Members by way of Special Resolution for continuation of his holding of existing office after the age of 74 years under the provisions of Section 196(3)(a) of the Companies Act, 2013 and for his re- appointment as Managing Director of the Company for a further period of three years.

The other details of Mr. Jalan in terms of Regulation 36(3) of The Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this notice.

The Board therefore recommends the Special Resolution in Item No. 1 for your approval.

The copy of Agreement dated 8th March, 2022 executed between the Company and Mr. Jalan shall be open for inspection during business hours of the Company upto the date of the Extra-Ordinary General Meeting.

None of the other Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Mahendra Kumar Jalan or his relatives (to the extent of their shareholding interest, if any, in the Company) are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

Item No. 2

Ms. Debjani Chatterjee (DIN: 07143505) was appointed as an Independent Director of the Company with effect from 31st March, 2017. After taking into account the performance evaluation of the Independent Director, during her first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by this Director during her tenure as an Independent Director since her appointment, the Nomination & Remuneration Committee at its Meeting held on 14th February, 2022 has recommended to the Board about continued association of Ms. Debjani Chatterjee as an Independent Director would be in the interest of the Company.

Based on the above recommendation of the Nomination & Remuneration Committee, the Board has re-appointed Ms. Debjani Chatterjee an Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 31st March, 2022 upto 30th March, 2027 and not liable to retire by rotation, subject to the approval of members in the General Meeting of the Company.

Ms. Debjani Chatterjee has done her B.A. (Hons) from Calcutta University and LLB from Burdwan University and was enrolled under the Bar Council of West Bengal in September, 2008. She has over 7 years of experience and has been involved in complicated litigations in various courts, Supreme Court of India, Company Law Board, lower courts. She also handles Criminal Matters, Arbitration and takes special interest in laws relating to Wills and Succession. Her abilities have greatly endeared her to her clients who report strong leadership qualities in her. Additionally, she is a keen administrator and assists in office administration.

Regulation 17(1C) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, provides that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment or whichever is earlier.

The Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the re-appointment of Ms. Debjani Chatterjee as Independent Director of the Company.

Ms. Debjani Chatterjee has already submitted her Declaration for Independence as required under Section 149(6) of the Companies Act, 2013 and is not disqualified from being re-appointed as Director in terms of Section 164 of the said Act.

Copy of the letter for re-appointment of Ms. Debjani Chatterjee as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of Extra-Ordinary General Meeting.

Pursuant to Regulation 25(2A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the re-appointment of Ms. Debjani Chatterjee is subject to the approval of

shareholders by way of Special Resolution. The Board therefore recommend the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives except Ms. Debjani Chatterjee herself is interested or concerned in the Resolution.

Item No. 3

In terms of provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a General Meeting, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves. The existing borrowing limit for the Company was approved by the members in their General Meeting held on 29th September, 2014, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. The current borrowing limit as approved by the shareholders is Rs. 200 Crores.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company to Rs. 2000 Crores (Rupees Two Thousand Crores Only). The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board therefore recommends the Special Resolution in Item No. 3 for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned in the Resolution.

Regd. Office: -
"Sagar Estate"
2, Clive Ghat Street
Kolkata - 700 001

Dated: 26th May, 2022

For and on behalf of the Board of Directors

Sd/-
Jyoti Goel
Company Secretary
Membership No.: F9850

MKJ ENTERPRISES LIMITED

Details of Directors seeking appointment/ re-appointment at the Extra-Ordinary General Meeting under Regulation 36(3) of The Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also in pursuance of Secretarial Standard - 2 on General Meetings:

Name of Director	Mr. Mahendra Kumar Jalan (DIN: 00598710)	Ms. Debjani Chatterjee (DIN: 07143505)
Date of Birth/ Age	08-03-1948 (Age - 74 years)	27-06-1982 (Age - 40 years)
Qualifications	Graduate from St. Xavier's College.	B.A.(Hons) & LLB
Brief resume and expertise in specific functional area	Mr. Mahendra Kumar Jalan, is a noted industrialist. He has business interests in dairy, food processing, real estate, port, steel, and other industrial sectors. He has extensive knowledge in international marketing, especially on the trends in UK, USA, Germany, and Japan. He is also a trustee member of Heritage School and Heritage School of Technology He is a philanthropist, a humanitarian, and a guiding force for many and his name, stature, and legacy is noteworthy.	Ms. Debjani Chatterjee has over 7 years of experience and has been involved in complicated litigations in various courts, Supreme Court of India, Company Law Board, lower courts. She also handles Criminal Matters, Arbitration and takes special interest in laws relating to Wills and Succession. She has strong leadership qualities in her. Additionally, she is a keen administrator.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	-	Ms. Debjani Chatterjee meets the independence criteria as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Company believes that her skills, knowledge, and experience on the Board will complement the effective functioning of the Company.
Date of first appointment on the Board	22-11-1982	31-03-2017
Directorships held in other Companies	MKJ DEVELOPERS LIMITED RIGHT INNUVA KHOW-HOW LIMITED KULPI PORT HOLDING PRIVATE LIMITED	MKJ DEVELOPERS LIMITED RIGHT INNUVA KHOW-HOW LIMITED MKJ TRADEX LIMITED

	MKJ TRADEX LIMITED KEVENTER CAPITAL LIMITED DANKUNI PROJECTS LIMITED SASMAL INFRASTRUCTURE PRIVATE LIMITED	
Membership/ Chairmanship of Committees of the Board of Directors of the Company	He is the member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee.	She is the member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility
Membership/ Chairmanship of Committees of other Companies	Nil	<u>MKJ Developers Limited</u> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee <u>Right Innuva Know-How Limited (formerly The Right Address Limited)</u> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee <u>MKJ Tradex Limited</u> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee
Listed entities from which the Director has resigned in the past three years	Nil	Edward Food Research & Analysis Centre Limited w.e.f. 09.09.2021
Shareholding in the Company	1,26,000 Equity Shares of Rs. 10/- each.	Nil
Relationship with other Directors/ KMP	None	None
No. of Board Meetings attended during FY 2022-23 [out of 3 (three) held]	3	3
Terms and conditions of Appointment or Re-appointment	Re-appointed as Managing Director (Executive) liable to retirement by rotation. For details refer to the shareholders resolution.	Re-appointed as Non-Executive Independent Director.

<p>Details of Remuneration sought to be paid and the Remuneration last drawn</p>	<p>Mr. Mahendra Kumar Jalan is not entitled to sitting fees for attending meetings of the Board thereof. Remuneration sought to be paid: Rs. 1,75,000/- per month. Remuneration last drawn: Rs. 1,00,000/- per month.</p>	<p>No remuneration is proposed to be paid to Ms. Debjani Chatterjee besides sitting fees for attending Board and Committee meetings. No remuneration apart from sitting fees for attending Board and Committee meetings was paid earlier.</p>
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MKJ ENTERPRISES LIMITED

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]

Venue of the meeting: "SAGAR ESTATE", 2, CLIVE GHAT STREET, KOLKATA - 700 001

Date & Time: 20th Day of June, 2022 at 12.30 P.M.

CIN:	L51109WB1974PLC029635
Name of the Company:	MKJ ENTERPRISES LTD
Registered Office :	"SAGAR ESTATE", 2, CLIVE GHAT STREET, KOLKATA - 700 001
Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No. / DP ID / Client ID:	

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

Name:	E-mail Id:
Address:	
Signature of Proxy:	

OR FAILING HIM

Name:	E-mail Id:
Address:	
Signature of Proxy:	

OR FAILING HIM

Name:	E-mail Id:
Address:	
Signature of Proxy:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting (SR.NO/EGM/01/2022-23) of the Company, to be held on Monday, 20th Day of June, 2022 at 12.30 P.M. at its Registered office at 'Sagar Estate', 2, Clive Ghat Street, Kolkata - 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	Vote	
		For	Against
SPECIAL BUSINESS			
Resolution 1.	Re-appointment of Mr. Mahendra Kumar Jalan (DIN: 00598710) as Managing Director of the Company.		
Resolution 2.	To re-appoint Ms. Debjani Chatterjee (DIN: 07143505) as Independent Director of the Company.		

Resolution 3.	To grant the limit to Borrow money u/s 180(1)(c) of Companies Act, 2013 not exceeding Rs. 2000 Crores.		
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Signed this _____ day of _____ 2022

Signature of Shareholder: _____

Signature of Proxyholder: _____

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. The proxy need not be a member of the company.

MKJ ENTERPRISES LIMITED

ATTENDANCE SLIP

Extra Ordinary General Meeting (SR.NO/EGM/01/2022-23)

Monday, 20th Day of June, 2022 at 12.30 P.M. at its Registered office at 'Sagar Estate', 2, Clive Ghat Street, Kolkata - 700 001.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name and Address of the Equity Shareholder (IN BLOCK LETTERS):

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.....
.....

Name and Address of the Proxy (IN BLOCK LETTERS, to be filled in by the proxy attending instead of the Equity Shareholder):

.....
.....
.....
.....

I hereby record my presence at the Extra Ordinary General Meeting (SR.NO/EGM/01/2022-23) of the company, to be held on Monday, 20th Day of June, 2022 at 12.30 P.M. at its Registered office at 'Sagar Estate', 2, Clive Ghat Street, Kolkata - 700 001.

Folio No. / DP ID / Client ID:	Number of Shares held:
Signature of the Shareholder/ Proxy/Representative present	

MKJ ENTERPRISES LIMITED

Precautionary Measures to be followed while attending the Extra-Ordinary General Meeting (SR.NO/EGM/01/2022-23) of the Company: -

- Wearing mask at all times;
- Temperature check- up at the entrance of the venue;
- Washing/ sanitising hands at the entrance of the venue;
- Maintaining social distancing at all times;
- Arogya Setu app installed on the phone.

MKJ ENTERPRISES LIMITED

Route Map to the Venue of Extra-Ordinary General Meeting (SR.NO/EGM/01/2022-23) of MKJ Enterprises Limited

‘Sagar Estate’, 2, Clive Ghat Street, Kolkata – 700 001

