



KLJ RESOURCES LIMITED

CIN: L67120WB1986PLC041487

Regd. Office: 8, Cammac Street, Kolkata, West Bengal -700 017

Telephone: (011) 25459706, 45371433, E-mail: kljresources@kljindia.com;

Website: www.kljresources.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (01/2025-26) of the members of KLJ Resources Limited will be held on Thursday, the 11th day of December, 2025 at 10.00 a.m. at the Corporate Office of the Company at KLJ House, 8A, Shivaji Marg, Najafgarh Road, New Delhi-110015 to transact the following business:

Special Business

Item No. 1: Appointment of Sh. Hemant Jain (DIN: 00506995) as a Director of the Company

To consider and if though fit, to pass the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the relevant rules made thereunder and pursuant to the provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, Sh. Hemant Jain (DIN:00506995) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 3rd November, 2025, and who hold office up to the date of the next Annual General Meeting and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the company be and are 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 including filing of necessary e-forms with Registrar of Companies, Kolkata.”

Item No. 2: To appoint Sh. Hemant Jain (DIN: 00506995) as an Executive Director of the Company

To consider and if though fit, to pass 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 (“the Act”) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Sh. Hemant Jain (DIN:00506995) as an Executive Director of the Company, for a period of 5 (five) years commencing from 3rd November, 2025 to 2nd November, 2030, on the terms and conditions including his remuneration as appended below:



A) Basic Salary :

Rs. 10,00,000/- (Rupees Ten Lacs only) per month with such increments as the Board may decide from time to time subject however, to a ceiling of Rs. 50,00,000 (Rupees Fifty Lacs Only) per month as basic salary.

B) Perquisites and Amenities:

Sh. Hemant Jain, 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 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, as per rules of the company.
- 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, 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, Executive 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 and other executive director(s) of the Company during any financial year i.e. the period 3rd November, 2025 to 2nd November, 2030 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 above prescribed limits based on the computed net profits of the Company under section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to Sh. Hemant Jain, Executive Director as salary, perquisites and other allowances along with Provident Fund, Gratuity and Leave Encashment shall be governed by provision of Section 197 (1) and Schedule V of the Companies Act, 2013, provided however, that approval of members is also accorded for payment of remuneration in excess of the limits as contained in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of directors and/or Company Secretary of the company be and are 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 including filing of necessary e-forms with Registrar of Companies, Kolkata."

By Order of the Board of Directors
For KLJ RESOURCES LIMITED


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

Date: 14.11.2025
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 him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
- 2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
- 3) A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 4) Attendance slip, proxy form and the route map, showing directions to reach the meeting venue are annexed to the Notice.
- 5) Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 6) The Notice convening the Extra-Ordinary General Meeting has been uploaded on the website of the company at www.kljresources.in.
- 7) 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. 18.
- 8) Members / Proxies / Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the Extra-ordinary General Meeting ('EGM').
- 9) 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.
- 10) All relevant documents referred to in the Notice are open for inspection by the members at the Corporate 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.
- 11) The Company's Registrar and Share Transfer Agents for its share registry (both, physical as well as electronic) is R & D Infotech Private Limited, the ("RTA") having its registered office at 15/C Naresh Mitra Sarani, Kolkata – 700026.
- 12) Members may also note that SEBI vide its Circular dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate share certificates; claim form; unclaimed suspense account; renewal/exchange of share certificates; endorsement; sub-division/splitting of share certificates; consolidation of share certificates/folios; transmission and transposition. In view of the same and to eliminate all risks

associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialise the shares held by them in physical form.

- 13) Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to intimate any change in their address or bank mandates to the Company by sending a request in form ISR-1 at KLJ House, 8A, Shivaji Marg, Najafgarh Road, New Delhi- 110015 or by email to kljresources@kljindia.com from their registered email id.
- 14) 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.
- 15) 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.
- 16) 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.
- 17) 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.
- 18) Information and instructions relating to e-voting are as under:
 - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Extra-Ordinary General Meeting by electronic means. The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - ii. The facility for voting through physical ballot papers will be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through poll 'by physical ballot'.
 - iii. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. 4th December, 2025. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through permitted means.
 - iv. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.



- v. The Board of Directors of the Company has appointed Sh. Ganesh Dutt Sharma, a Practicing Company Secretary, New Delhi (Membership No. A43348) as Scrutinizer, who has submitted to the Company his willingness to act as such as a Scrutinizer and to scrutinize the remote e-voting and physical poll process at the Extra-Ordinary General Meeting venue in a fair and transparent manner.
- vi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- vii. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutinizer's Report will be communicated to the Stock Exchange.
- viii. The instructions for shareholders voting electronically are as under:
 - a) 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 Monday, 8th December, 2025 at 9:00 a.m. and ends on Wednesday, 10th December, 2025 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. 4th December, 2025 may cast their vote electronically. The remote e-voting will not be permitted beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of aforesaid period.
 - c) The shareholders should log on to the e-voting website www.evotingindia.com.
 - d) Click on Shareholders.
 - e) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - f) Next enter the Image Verification as displayed and Click on Login.
 - g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - h) If you are a first time user follow the steps given below:
For Members holding shares in Demat Form and Physical Form:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	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.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for KLJ Resources Limited.
- m) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- r) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.



t) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call on Toll Free No.: 1800 22 5533. In case you need further assistance, you may contact Sh. Ajai Kumar Gupta, Company Secretary and Compliance Officer of the Company at Telephone No. (+91) 11-45371433 or at e-mail id: kljresources@kljindia.com.

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

ITEM NO. 1

Sh. Hemant Jain (DIN: 00506995) was appointed as an Additional Director of the Company at the Board Meeting held on 3rd November, 2025 in terms of Section 161(1) of the Companies Act, 2013. Pursuant to the provision of Section 161 of the Companies Act, 2013, Sh. Hemant Jain, holds office up to the date of the next Annual General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee is of the view that the appointment of Sh. Hemant Jain on the Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No.1 as an ordinary resolution for approval by the members of the Company.

Sh. Hemant Jain is interested in this Resolution as the same relates to his appointment as a 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.

ITEM NO. 2

Sh. Hemant Jain (DIN: 00506995) was appointed as an additional Director of the Company effective from 3rd November, 2025. Further, the Board of Directors of the Company in its meeting held on 14th November, 2025 upon recommendation made by Nomination and Remuneration Committee of the Company, has approved the appointment of Sh. Hemant Jain as an Executive Director of the Company for a further term of 5 years i.e. from 3rd November, 2025 to 2nd November, 2030 upon the terms and conditions including remuneration as set out in item no. 2 of the notice, subject to the approval of the shareholders of the Company by way of special resolution.

Pursuant to Regulation 36(3) of the SEBI ((Listing Obligations and Disclosure Requirements), Regulations, 2015) and Secretarial Standard on General Meetings ("SS-2"), a brief profile of Sh. Hemant Jain including nature of his expertise, are provided herein below:

Name	Sh. Hemant Jain
Date of Birth	18/08/1971
Age	53 Years
Date of first Appointment on Board	1 st April, 2009
Experience (including expertise in specific functional area)/ Brief Resume	30 years of extensive experience in the field of manufacturing, trading, import and export of Chemical and Petrochemical products
Remuneration last drawn (Financial Year 2024-25)	Rs. 1,42,95,469
No. of Meetings attended during the year	4 (Four)
Relationship with other Directors/Key	NIL



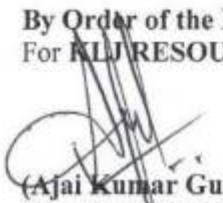
Managerial Personnel	
Directorships held in other companies	2 (Two) • PHD Chamber of Commerce and Industry • Jito Education Assistance Foundation
Membership/Chairmanship of committees of other companies	NIL
Number of Shares held in the Company	13,15,200

Accordingly, the Board recommends the special resolution set out at item no. 2 for approval of members.

Sh. Hemant Jain is interested in this Resolution as the same relates to his appointment as an Executive 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.

By Order of the Board of Directors
For KLJ RESOURCES LIMITED


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

Date: 14.11.2025
Place: New Delhi



KLJ RESOURCES LIMITED

CIN: L67120WB1986PLC041487

Regd. Office: 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 – Thursday, 11th December, 2025 at 10:00 A.M

Name of the member(s):

Registered Address:

E-mail ID:

Folio/ DP ID - Client ID No.:

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary general meeting of the company, to be held on Thursday, the 11th day of December, 2025 at 10.00 a.m. at Corporate office of the company at KLJ House 8A, Shivaji Marg Najafgarh Road New Delhi-110015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution	for	against
SPECIAL BUSINESS			
1	Appointment of Sh. Hemant Jain as a Director of the Company (Ordinary Resolution)		
2	To appoint Sh. Hemant Jain as an Executive Director of the Company (Special Resolution)		

Signed this..... Day of..... 2025

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.



KLJ RESOURCES LIMITED

CIN: L67120WB1986PLC041487

Regd. Office: 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 held on Thursday, the 11th day of December, 2025 at 10.00 a.m. at the Corporate Office of the Company at KLJ House 8A, Shivaji Marg Najafgarh Road New Delhi-110015.

.....
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.

.....*.....*.....*

Route Map to the Venue of Extra-Ordinary General Meeting of KLJ Resources Limited

Google Maps

Venue of meeting: KLJ House, 8A, Shivaji Marg, Najafgarh Road, New Delhi- 110015

