

MKJ DEVELOPERS LIMITED

Reg office: "Sagar Estate", 2, Clive Ghat Street, Kolkata - 700 001
Phn: 033 2230 4571/72/73; Fax No. 033-22487669; Email: mkjrls@keventer.com
Website: www.mkjdevelopers.in CIN: L45209WB1983PLC035740

NOTICE

NOTICE is hereby given that the Thirty-Ninth Annual General Meeting of the Shareholders of **MKJ DEVELOPERS LIMITED** will be held at its Registered office at 'Sagar Estate', 2, Clive Ghat Street, Kolkata - 700 001, on Wednesday, 28th day of September, 2022 at 11:30 A.M. to transact the following business:

ORDINARY BUSINESS: -

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2022 on that date together with the Reports of the Directors, Auditors and Secretarial Auditors.
 - b. the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2022 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Mahendra Kumar Jalan (DIN 00598710), who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS: -

3. **Appointment of Mr. Sanjiv Banthia (DIN: 05241746) as Executive Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjiv Banthia (DIN: 05241746), who was appointed as an Additional Director with effect from 22nd February, 2022 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as Executive Director of the Company, liable to retire by rotation."

4. **Approval of Appointment of Mr. Sanjiv Banthia (DIN: 05241746) as Whole-Time Director of the Company and His Remuneration.**

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 and subject to such other

modifications, variations as may be approved and as recommended by the Nomination & Remuneration Committee and approved by the Board, the consent of the Company be and is hereby accorded for the appointment of Mr. Sanjiv Banthia (DIN: 05241746) as Whole-time Director of the Company with effect from 1st March, 2022 for a period of Five (5) years as per the terms and conditions as specifically mentioned in the agreement executed between the Company and Mr. Sanjiv Banthia (DIN: 05241746) on 22nd February, 2022, at a remuneration, details of which are given below:

Salary: Rs. 10,000/- per month

Mr. Sanjiv Banthia shall not be entitled to provident fund and gratuity benefits.

Mr. Sanjiv Banthia shall not be paid sitting fees for attending the meetings of the Board of Directors and Committee thereof, as payable to other Directors.

Reimbursements: The Company shall bear/reimburse all travelling, entertainment and other out-of-pocket business promotion expenses actually and properly incurred by Mr. Sanjiv Banthia 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.

Overall Remuneration: The Board of Directors (which term shall be deemed to include the Nomination & Remuneration committee or any other Committee constituted by the Board) is entitled to revise the remuneration payable to Mr. Sanjiv Banthia 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.

Minimum Remuneration: Where, during the term of employment of Mr. Sanjiv Banthia, 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 Mr. Sanjiv Banthia 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 Agreement dated 22nd March, 2022 executed between the Company and Mr. Sanjiv Banthia be and is hereby ratified by the members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts and deeds in this regard, if any, including filing necessary forms with Registrar of Companies, West Bengal."

Regd. Office: -

"Sagar Estate"

2, Clive Ghat Street,

Kolkata - 700 001

Dated: 12th August, 2022

For and on behalf of the Board of Directors

Sd/-

**Akansha Agarwal
Company Secretary
Mem No.: A68385**

MKJ DEVELOPERS LIMITED

NOTES: -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 ANNUAL 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 Annual General Meeting is being sent through courier to all the members and others entitled for the same. The Notice convening the Annual General Meeting has been uploaded on the website of the Company at www.mkjdevelopers.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 Annual General Meeting is given as an Annexure to this Notice.
7. In case of joint holders attending the Annual General Meeting, 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. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd day of September, 2022 to Wednesday, 28th day of September, 2022 (both days inclusive).
9. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical 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.

10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN details to the Company, for registration of transmission/transposition of Securities.
11. 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.
12. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
13. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
14. All relevant documents including the agreement dated 22nd March, 2022 executed with Mr. Sanjiv Banthia for his appointment as Whole-time 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 Annual General Meeting.
15. Voting through electronic means (E-voting)

In compliance with the 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 Annual General Meeting (AGM), apart from the remote e-voting facility provided prior to the date of AGM. 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 AGM. 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 AGM i.e. 30th September, 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 AGM.

Please see the instruction below on E-voting facility:

- (i) The voting period begins on Sunday, 25th September, 2022 (9.00 A.M. IST) and ends on Tuesday, 27th September, 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. 21st September, 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.
- (vi) 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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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.

(vii) 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 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.

16. 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.

17. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2022.
18. In case of any queries you may refer to Frequently Asked Questions (FAQs) for members and remote e-voting user manual available at under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact Mr. Arghya Majumder, Assistant Manager at Central Depository Services (India) Limited, Horizon, 2nd Floor, 57 J L Nehru Road, Kolkata - 700 071 or at toll free no. 18002005533 or e-mail at helpdesk.evoting@cdslindia.com.
19. A route map showing directions to reach the venue of the Thirty Ninth Annual General Meeting of the Company is given at the end of this Notice as per the requirement of the Secretarial Standards - 2 on "General Meetings".

Regd. Office: -

"Sagar Estate"

2, Clive Ghat Street,

Kolkata - 700 001

Dated: 12th August, 2022

For and on behalf of the Board of Directors

Sd/-

Akansha Agarwal

Company Secretary

Mem No.: A68385

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

Item No. 3

Mr. Sanjiv Banthia (DIN: 05241746) has been appointed as an Additional Director with effect from 22nd February, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 and will hold office till the date of the forthcoming Annual General Meeting of the Company.

Mr. Sanjiv Banthia is a Graduate and has rich experience in the field of real estate, liasoning and administration. It would be in the interest of the Company if he continues to remain in the Board of Directors of the Company and accordingly the Board recommends the resolution set out in Item No. 3 of the Notice convening the meeting for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Sanjiv Banthia, is concerned or interested in the resolution.

Item No. 4

The Board of Directors, upon recommendation of Nomination & Remuneration Committee, in their Meeting held on 22nd February, 2022 had appointed Mr. Sanjiv Banthia (DIN: 05241746) as Additional Director and subsequently as the Whole-time Director and Chief Financial Officer of the Company w.e.f. 1st March, 2022. Mr. Sanjiv Banthia is a Graduate and has rich experience in the field of real estate, liasoning and administration. His appointment in the Company as a Whole-time Director will be an added advantage to the Company. It would be in the interest of the Company to appoint Mr. Sanjiv Banthia as Whole-time Director of the Company.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the related Rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Sanjiv Banthia (DIN: 05241746) requires approval of the Members by way of Special Resolution.

The terms and conditions of the appointment and remuneration payable to Mr. Sanjiv Banthia (DIN: 05241746) are provided in the resolution referred in Item No. 4. The other details of Mr. Sanjiv Banthia 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 copy of Agreement dated 22nd February, 2022 executed between the Company and Mr. Sanjiv Banthia shall be open for inspection during business hours of the Company upto the date of the Annual General Meeting.

The Board therefore recommends the Special Resolution in Item No. 4 for your approval.

None of the other Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Sanjiv Banthia 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.

Information Pursuant to Part II Section II of Schedule V of the Companies Act, 2013

A) General Information

- 1) **Nature of Industry:** Real estate development
- 2) **Date of Commencement of Commercial Production:** The Company does not have any commercial production.

B) Financial Performance: (Audited Figs.)

(In Rs. Lacs)	
Particulars	Year Ended 31st March, 2022
Revenue from operations (net)	-
Other Income	147.45
Gross Income	147.45
Profit/ (Loss) before Taxation	43.15
Less: Tax including Deferred Tax (Net)/Extra-Ordinary Items	-
Net Profit/(Loss)	43.15
APPROPRIATION	-
Brought forward Profit/(Loss) from Previous Year	2758.76
Balance Carried forward to Balance Sheet	2801.91

C) **Export Performance and Net Foreign Exchange Collaborations:** The Company does not have any export performance and foreign exchange collaborations.

D) **Foreign Investments and Collaborators:** The Company does not have any Foreign Investments or collaborations.

II) Information about Mr. Sanjiv Banthia

1) **Background Details:** Mr. Sanjiv Banthia is a Graduate and has 15 years of experience in real estate, liasoning and administration.

2) **Past Remuneration:** The remuneration paid to Mr. Sanjiv Banthia during his previous employment with us was same and in line with the current proposed remuneration and other benefits.

3) **Recognition or Awards:** Nil

4) **Job Profile and Suitability:** Mr. Sanjiv Banthia is a Graduate and has rich experience in the field of real estate, liasoning and administration. His appointment in the Company as a Whole-time Director will be an added advantage to the Company. Considering his expertise and contribution to the Company's functioning he is considered to be suitable and fit for appointment as Whole-time Director of the Company.

5) **Remuneration Proposed:** It has been proposed to appoint Mr. Sanjiv Banthia as Whole-time Director at remuneration as more fully described in the resolution.

6) **Comparative Remuneration Profile:** The proposed remuneration is commensurate with the size of the Company and the scale of its operation.

7) **Pecuniary relationships:** Mr. Sanjiv Banthia does not have any pecuniary relationship with the Company apart from receiving remuneration.

III. Other Information

- 1) **Reasons for loss or inadequate profit:** The Company has earned profit during the Financial Year 2021-22. However, due to recessionary trends, the Company as a safeguard measure seeks approval of the shareholders under Schedule V of the Companies Act, 2013.
- 2) **Steps taken/proposed to be taken for improvement:** The Company has earned profit during the Financial Year 2021-22 and expects to continue the trend in the next financial year as well.
- 3) **Expected increase in productivity and profits in measurable terms:** It is difficult to forecast the productivity and profitability in measurable terms.

IV. Disclosures

Not Applicable

Regd. Office: -
"Sagar Estate"
2, Clive Ghat Street,
Kolkata - 700 001
Dated: 12th August, 2022

For and on behalf of the Board of Directors

Sd/-
Akansha Agarwal
Company Secretary
Mem No.: A68385

Details of Directors seeking appointment/ re-appointment at the Annual 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)	Mr. Sanjiv Banthia (DIN: 05241746)
Date of Birth/ Age	08-03-1948 (Age – 74 years)	09-11-1962 (Age – 60 years)
Qualifications	Graduate from St. Xavier’s College.	B. Com
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.	Mr. Sanjiv Banthia has experience in the area of Real Estate, Liasoning and Administration.
Date of first appointment on the Board	11-08-1990	01-03-2022
Directorships held in other Companies	Right Innuva Know-How Limited MKJ Enterprises Ltd Kulpi Port Holding Private Limited MKJ Tradex Limited Keventer Capital Limited Dankuni Projects Limited Bengal Bonded Warehouse Limited Sasmal Infrastructure Private Limited	Sarkar & Chowdhury Enterprises Private Limited Ideal Point Services Private Limited Keventer's Rishra - Phase One Residents Welfare Association Speedfast Infrastructure Private Limited Keventer The North Residents Welfare Association

Membership/ Chairmanship of Committees of the Board of Directors of the Company	Nil	Nil
Membership/ Chairmanship of Committees of other Companies	He is the member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of MKJ Enterprises Limited.	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Shareholding in the Company	15,89,500 Equity Shares	Nil
Relationship with other Directors/ KMP	None	None
No. of Board Meetings attended during FY 2021-22 [out of 10 (Ten) held]	10	1
Terms and conditions of Appointment or Re-appointment	Re-appointed as Executive Director of the Company liable to retire by rotation.	Appointed as Whole-time Director of the Company.
Details of Remuneration sought to be paid and the Remuneration last drawn	No Remuneration is proposed to be paid to Mr. Mahendra Kumar Jalan besides sitting fees for attending Board and Committee Meetings. Further Mr. Jalan was not paid any remuneration besides sitting fees in the last financial year.	Mr. Sanjiv Banthia is not entitled to sitting fees for attending meetings of the Board thereof. Remuneration sought to be paid: Rs. 10,000/- per month. Remuneration last drawn: Nil.

MKJ DEVELOPERS LIMITED

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 - 700001

Date & Time: 28th Day of September, 2022 at 11.30 A.M.

CIN:	L45209WB1983PLC035740
Name of the Company:	MKJ DEVELOPERS 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 Thirty Ninth Annual General Meeting of the Company, to be held on Wednesday, 28th Day of September, 2022 at 11:30 A.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:

MKJ DEVELOPERS LIMITED

Sl. No.	Resolution(s)	Vote	
		For	Against
ORDINARY BUSINESS			
Resolution 1.	1. To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the year ended 31 st March, 2022 on that date together with the Reports of the Directors, Auditors and Secretarial Auditors. b. the Audited Consolidated Financial Statements of the Company for the year ended 31 st March, 2022 together with the Report of the Auditors thereon.		
Resolution 2.	To appoint a Director in place of Mr. Mahendra Kumar Jalan (DIN 00598710), who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.		
SPECIAL BUSINESS			
Resolution 3.	Appointment of Mr. Sanjiv Banthia (DIN: 05241746) as Executive Director.		
Resolution 4.	Approval of Appointment and Remuneration of Mr. Sanjiv Banthia (DIN: 05241746) as Whole-Time Director of the Company.		

Signed this _____ day of _____ 2022

Affix Revenue Stamp

Signature of Shareholder: _____

Signature of Proxyholder: _____

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 DEVELOPERS LIMITED

ATTENDANCE SLIP

THIRTY NINTH ANNUAL GENERAL MEETING

Wednesday, 28th Day of September, 2022 at 11:30 A.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 Thirty Ninth Annual General Meeting of the Company, to be held on Wednesday, 28th Day of September, 2022 at 11:30 A.M. at its Registered office at 'Sagar Estate', 2, Clive Ghat Street, Kolkata - 700001.

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

MKJ DEVELOPERS LIMITED

Route Map to the Venue of the 39th Annual General Meeting of MKJ Developers Limited

'Sagar Estate',
2, Clive Ghat Street
Kolkata - 700001

