

Notice

Notice is hereby given that the **Nineteenth ANNUAL GENERAL MEETING** of the members of **mjunction services ltd.** will be held virtually at a **Shorter Notice** on Monday, 20th Day of July 2020 at 12 noon through **Microsoft Team (MS Team)** by following the guidelines laid down by the Ministry of Corporate Affair (MCA) for holding meeting through video conferencing (VC)/other audio visual means (OAVM) to transact the following business;

Ordinary Business

1. To consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2020 together with the Report on the Auditors thereon.
3. To appoint a Director in place of Mr Rajiv Mukerji (DIN 457795), who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr Jayanta Banerjee (DIN 08066157), who retires by rotation and, being eligible, offers himself for re-election.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

Appointment of Mr. Vishnu Kant Pandey (DIN 08554848) as a Director liable to retire by rotation

“RESOLVED THAT Mr. Vishnu Kant Pandey (DIN 08554848) who was appointed by the Board of Director as an Additional Director of the Company with effect from September 26, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company .”

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

Appointment of Mr. Peeyush Gupta (DIN 02840511) as a Director liable to retire by rotation

“RESOLVED THAT Mr. Peeyush Gupta (DIN- 02840511) who was appointed by the Board of Director as an Additional Director of the Company with effect from October 1, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company .”

Registered Office:
mjunction services ltd.
'Godrej Waterside' 3rd floor,
Tower 1, Sector V, Salt Lake City,
Kolkata – 700091 (W.B)
Date: 01.07.2020

mjunction services limited
Ajay Kumar Tiwari
Ajay Kumar Tiwari
Company Secretary

By Order of the Board.
Ajay Kumar Tiwari
Company Secretary
ACS-21517

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal present of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting (AGM) through VC/OAVM. In terms of the said circulars, the 19th Annual General Meeting of the members of mjunction services limited can be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM. The detailed procedures for participating in the meeting through VC/OAVM is annexed herewith (**refer serial No 7**). The Notice of the meeting is also available at the Company's website **www.mjunction.in**.
2. Since the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available. However the Authorized Representatives of the Company in pursuance to section 112 and section 113 of the Companies Act 2013 are deemed to be members of the Company are entitled to exercise same rights and powers as the members could exercise and hence the appointment of Authorize Representatives for participating in the AGM held through VC/OVAM is allowed.
3. Corporate members are requested to send at ajay.tiwari@mjunction.in, before attending the Annual General Meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at AGM, pursuant to Section 113 of the Companies Act, 2013.
4. Members can login and join 15 minutes prior to the schedule time of the meeting and window for joining shall be kept open.
5. In accordance with the Companies Act read with applicable Rules, the Notice of the Annual General Meeting along with the Annual Report FY2019-20 is being sent to the Members in their emails registered with the Company.

6. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained u/s 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested u/s 189 of the Companies Act, 2013 and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to ajay.tiwari@mjunction.in.
7. Details of process and manner for participating in the AGM are explained herein below;
- Participants will be shared Microsoft Team (MS Team link) for attending the meeting online through VC/OAVM.
 - Participants can participate in the AGM through smart phones/ipads//laptops. However, for better experience and smooth participation, it is advisable to join the meeting through laptops connected through broadband.
 - Participants would be allowed to use camera and use internet with good speed to avoid any disturbance during the meeting.
 - Please note that the participants connecting from mobile devices or tablets or through laptops via Mobile Hotspot may experience audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - For ease of conduct of the meeting, members who would like to ask questions/express their views may send their questions in advance atleast two days before the meeting at ajay.tiwari@mjunction.in. The same will be replied by the Company suitably.
- Members can raise questions during the meeting. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
8. The details of the process and the manner for voting at the Annual General Meeting are as below ;
- Only those Shareholders/Members who are present in the meeting through VC/OVAM facility can vote on a particular resolution.
 - Each agenda item will be required to be **Proposed** by a Member and **Seconded** by another Member.
 - The Chairman will then put the matter to Vote.
 - Thereafter the voting will be conducted **either by Show of Hands or by Poll**;
 - ✓ The matter will be put to vote by Show of Hands.
- Or
- ✓ During the meeting held through VC or OAVM facility, where a Poll on any item is required, the members shall cast their vote on the resolution only by sending emails through their addresses which are registered with the Company. The said emails shall only be sent to the designated email (to be circulated by the Company separately) during the meeting against each agenda items. In case counting of votes requires time, then the meeting may be adjourned and called later to declare the results.

9. The helpline number regarding any IT related query/assistance, if required, for participation in the AGM through VC/OAVM is **91633-48184 (Surya Bhusan)**. Participants are requested to acquaint themselves with respect to compatibility of their system with Microsoft Team (MS Team) in advance and have a dry test run before the meeting to avoid any glitches on the day of the meeting.

10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of **Items No. 5 to 6** are given below and forms part of the Notice.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No.5

The Board had appointed Mr. Vishnu Kant Pandey (DIN 08554848), as an Additional Director with effect from September 26, 2019.

As per the provisions of Section 161(1) of the Companies Act, 2013, he holds office as Additional Director up to the date of the ensuing Annual General Meeting of the Company and is eligible for re-appointment as Director.

A brief profile of Mr. Vishnu Kant Pandey is given below:

Completed schooling from Central School, BHU Campus, Varanasi, B Tech (Mechanical) 1983-87 batch from IIT-BHU. Joined SAIL through Campus selection in July, 1987. After 1 year Plant orientation at BSL, joined Central Marketing Organization (CMO) – the marketing vertical of SAIL at Bokaro. Involved in field marketing at Bokaro (1988-92), Kanpur (1992-94), Gwalior (1994-96), Trichy (1996-2001), Nagpur (2001-04) and Ghaziabad (2006-09). Worked as Branch Manager at Trichy, Nagpur and Ghaziabad. Had stint at HQ, Kolkata (2004-06) in Market Research.

Joined newly created group – Market Analyst Group in 2009 at Delhi. Was involved in Annual Business Planning, Long Term investment planning, member of core committee on proposed JV with Kobe Steel and ArcelorMittal. Was also core committee member of End Use Study of Steel and Rural consumption of Steel being conducted by Joint Plant Committee (JPC) under Ministry of Steel (MOS).

In December, 2013 joined as Staff Officer to Director (Commercial). Was responsible for preparation of Board note on matters related to Marketing, Policy and Strategy formulation and coordination with MOS on marketing issues.

In June, 2016 joined as Sales Resident Manager (SRM) at Bokaro. Coordinated order booking of BSL products, Production and Dispatch planning. Helped in new product development, Investment planning at BSL and complaint redressal of BSL products.

In December 2018, Joined as Executive Director (Materials Management) at BSL. Responsible for Purchase of Stores and Spares, Marketing of Secondary Products and C&IT department of BSL.

The Company has received notice from a member proposing Mr. Vishnu Kant Pandey's candidate for the office of Director of the Company.

Mr. Vishnu Kant Pandey does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors or KMPs or relatives of Directors and KMPs except Mr. Vishnu Kant Pandey is concerned or interested in the resolution at **Item No.5** of the Notice relating to his appointment.

Item No 6

The Board had appointed Mr. Peeyush Gupta (DIN 02840511), as an Additional Director with effect from October 1,2019.

As per the provisions of Section 161(1) of the Companies Act, 2013, he holds office as Additional Director up to the date of the ensuing Annual General Meeting of the Company and is eligible for re-appointment as Director.

A brief profile of Mr Peeyush Gupta is given below:

Mr Peeyush Gupta is Vice President –Steel (Marketing & Sales) of Tata Steel. He has been associated with Tata Steel for 26 years and has worked in various functional areas at Indian & SE Asian operations that include Strategy, Finance, Performance Improvement Programs & International Trade. He has also served as President & CEO of Tata Steel (Thailand) plc (2011-2013).

Mr Peeyush Gupta is an MBA in Marketing & Finance from McGill University, Canada and a Chevening Scholar from Leeds Business School, and has mentored Tata Sky in 2018 for TBEM.

He serves on the Boards of Tata Steel (Thailand) plc, Indian Steel & Wire Products (ISWP), Tata Agrico Council and Tata Bearings Division as Chairman, and Tata Steel Processing & Distribution Company Limited (TSPDL) as a Director.

The Company has received notice from a member proposing Mr. Peeyush Gupta's candidate for the office of Director of the Company.

Mr. Peeyush Gupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors or KMPs or relatives of Directors and KMPs except Mr. Peeyush Gupta is concerned or interested in the resolution at **Item No.6** of the Notice relating to his appointment.

For mjunction services limited



mjunction services limited
Ajay Kumar Tiwari
Ajay Kumar Tiwari
Company Secretary

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Company Secretary

mjunction services limited

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CIN: U00000WB2001PLC115841