

Notice is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING** of the **MEMBERS** of mjunction services limited will be held at a **Shorter Notice on Tuesday, the 26th Day of July 2022 at 10 am through MS TEAM**. The Company will conduct the meeting to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

“Resolved that the Standalone Audited Financial Statement for the year ended March 31, 2022 together with the Directors’ and the Auditors’ Reports thereon, submitted to the meeting, be and are hereby approved and adopted.”

2. To consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2022 together with the Report on the Auditors thereon.

“Resolved that the Consolidated Audited Financial Statement for the year ended March 31, 2022 together with the Auditors’ Reports thereon, submitted to the meeting, be and are hereby approved and adopted.”

3. To confirm the payment of Interim dividends (first and second) for FY22 of 937.5% each on the Paid-Up Capital of Rs 8 crores of the Company totaling to Rs 150 crores which is already paid.

“RESOLVED THAT the Interim Dividends of Rs.187.5 per equity share of Rs 10/- absorbing Rs. 150 crores (1875% of Paid Up Capital of Rs 8 crores) paid to the Shareholders for the financial year ended 31st March, 2022, as per the Resolution passed by the Board of Directors on 06.12.2021 and 27.01.2022, be and is hereby noted and confirmed.”

4. To appoint a Director in place of Mr. Mahesh Chand Agrawal (DIN 08808558), who retires by rotation in terms of section 152(6) and being eligible, seeks re-appointment.

5. To appoint a Director in place of Mr. Anil Kumar Tulsiani (DIN 08742907), who retires by rotation in terms of section 152(6) and being eligible, seeks re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s “Price Waterhouse & Co Chartered Accountants LLP” (Firm Registration No 304026E/ E-300009) be and are hereby re-appointed as the Statutory Auditors’ of the Company to hold office for a period of 5 years from the conclusion of 21st Annual General Meeting (AGM) of the Company to be held in 2022 till the conclusion of 26th Annual General Meeting of the Company to be held in the year 2027 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors”.



mjunction services limited

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CIN: U00000WB2001PLC115841

SPECIAL BUSINESS

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

Payment of Commission to/on behalf of Non- Executive Directors

“RESOLVED THAT, pursuant to the provisions of Section 197(1) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for payment of commission to the Directors, who are not in whole-time employment of the Company at a rate not exceeding one per cent of the net profits of the Company computed in the manner stated in Section 198(1) of the Act for the financial year ending 31st March 2022 to be paid and distributed amongst the said Directors/on behalf of such Directors in such manner as the Board of Directors of the Company (“the Board”) and / or Nomination and Remuneration Committee constituted by the Board may from time to time determine and that the said commission be paid in addition to the fee payable to the aforesaid Directors for attending the meetings of the Board or any Committee thereof.”

“FURTHER RESOLVED THAT, for the purpose of giving effect to this Resolution, the Board and/ or Nomination and Remuneration Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

8. To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

Re-Appointment and remuneration of Mr.Vinaya Varma (DIN 07527550) as Managing Director

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, 203 , Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other Rule as applicable, consent of the Company be and are hereby accorded to the terms and conditions of re-appointment including remuneration of Mr. Vinaya Varma (DIN 07527550), as a Managing Director of the Company for a period of 3 years effective from 16.01.2022 to 15.01.2025 as agreed between the Company and Mr. Vinaya Varma and as detailed in the draft agreement and such terms being also set out in the Explanatory Statement annexed to the Notice convening this meeting which terms be and are hereby specifically sanctioned with liberty to the Board of Directors (which term shall include any Committee thereof) to alter and / or vary the terms and conditions of the said appointment / agreement including remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013.”

“FURTHER RESOLVED THAT, in the event of absence or inadequacy of profits in any financial year during the tenure of appointment of Mr. Vinaya Varma as the Managing Director of the Company, the aforesaid remuneration be paid to him as Minimum Remuneration.”



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“FURTHER RESOLVED THAT, for the purpose of giving effect to this Resolution, the Board and / or Nomination and Remuneration Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

“FURTHER RESOLVED THAT the Directors of the Company be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary to give effect to this resolution. “

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'Godrej Waterside' 3rd floor,
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Date: 7 June, 2022

Ajay Kumar Tiwari
By Order of the Board.
Ajay Kumar Tiwari
Company Secretary

Notes:

1. 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, Circular No. 20/2020 dated May 05, 2020, Circular No 02/2021 dated 13.01.2021, prescribing the procedures and manner of conducting the Annual General Meeting (AGM) through VC/OAVM. In terms of the said circulars, the 21st Annual General Meeting of the members of mjunction services limited can be held through VC/OAVM within 31.12.2022. 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 FY22 is being sent to the Members and all other persons so entitled 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 to the extent permitted by the Act wherever applicable. 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.



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- 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 before the meeting at ajay.tiwari@mjunction.in. The same will be replied by the Company suitably.

Members can also raise questions during the meeting.

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 MS Team 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 **MS TEAM 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 (secretarialsection@mjunction.in) 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.

[Unless the demand for poll is made by any Member, the Chairman shall conduct the vote by Show of Hands].

9. The helpline number regarding any IT related query/assistance, if required, for participation in the AGM through MS TEAM **91633-48184 (Mr Surya Bhusan)/ 98317-91608-(Mr Sayantan Das)**. 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. 6 to 8** are given below and forms part of the Notice.



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EXPLANATORY STATEMENT

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

Item No.6

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

The Board of Directors of the Company at their meeting held on 31st July 2017, on recommendation of the Audit Committee, had made recommendation for appointment of M/s Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No 304026E/ E-300009), as the Statutory Auditors of the Company. The same was approved by the Members for a term of 5 years from conclusion of 16th Annual General Meeting (AGM) of the Company held in 2017 till the conclusion of 21st Annual General Meeting of the Company to be held in the year 2022.

It is now proposed to reappoint M/s "Price Waterhouse & Co Chartered Accountants LLP" (Firm Registration No 304026E/ E-300009), as the Statutory Auditors of the Company from conclusion of 21st Annual General Meeting (AGM) of the Company to be held in 2022 till the conclusion of 26th Annual General Meeting of the Company to be held in the year 2027. The proposal for reappointment has been approved by the Board of Directors in its meeting held on 7th June 2022 based on recommendation of the Audit Committee.

"Price Waterhouse & Co Chartered Accountants LLP" have confirmed that they are eligible for reappointment and if appointed, their appointment will be within the prescribed threshold limits as per the requirement of the Companies Act and guidelines, circulars, etc issued by the Institute of Chartered Accountants of India.

None of the Directors or KMPs or relatives of Directors and KMPs is concerned or interested in the resolution at **Item No.6** of the notice relating to his appointment.

Item No. 7

Section 197 of the Companies Act, 2013 permits payment of remuneration to the Non-Executive Directors of a Company by way of commission. The Non-Executive Directors of the Company devotes considerable time and attention to the business of the Company. Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and the performance for the financial year ended 31st March, 2022, it is proposed that the Non-Executive Directors be paid remuneration by way of commission.

As per the provision of Section 197 of the Companies Act, 2013, a Company may pay commission to its Non-Executive Directors upto 1% of the net profits of the Company computed as per Section 198(1) of the Act. The exact amount to be paid as commission and its distribution among the Non-Executive Directors within the above ceiling is proposed to be left to the discretion of the Board subject to recommendation of the Nomination and Remuneration Committee. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

The Commission payable on behalf of Steel Authority of India limited's (SAIL's) Nominee Directors will directly be paid to SAIL. The Commission payable on behalf of Tata Steel's (TSL's) Nominee Directors are to be waived off as per the practice. The Board has approved a ceiling of Rs 30 lakhs to be paid towards commission. Total outgo for FY22 will be lower by the amount waived off which is payable on behalf of TSL Directors.



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The Non-Executive Directors of the Company may be deemed to be concerned or interested in the proposed Special Resolution.

The Board recommends this Special resolution at **Item No 7** for your approval.

Item No. 8

The Board of Directors at its meeting held on 16.1.2019, based on recommendation of Nomination & Remuneration Committee had approved the appointment of Mr. Vinaya Varma as a Managing Director of the Company for a period of 3 years with effect from 16.01.2019 till 15.01.2022. The appointment was approved by the members in the Annual General Meeting of the Company held on 20.05.2019.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board'), on January 13, 2022, re-appointed Mr. Vinaya Varma as Managing Director, not liable to retire by rotation, for a further period of 3 (three) years effective 16.01.2022 to 15.01.2025, subject to approval of the Shareholders.

The Committee and the Board, while re-appointing Mr. Vinaya Varma as Managing Director of the Company, considered his background, experience and contributions to the Company

Mr Vinaya Varma has held position of Chief Executive Officer of mjunction services limited and has been a core member of the founding team of mjunction. At mjunction, he has been instrumental in conceptualization, launch and ramp-up of its businesses.

He is a B. Tech from IIT Kanpur and has completed his Advanced Management Program from IIM Calcutta. Prior to joining mjunction, Mr Vinaya Varma was at Tata Steel till 2001, where he had worked in several functional areas encompassing Production, Planning, Sales and Marketing. He was also part of several big transformational projects at Tata Steel such as Business Process Reengineering, SAP R/3 and launch of Tata Steel's e-commerce portal.

Mr Vinaya Varma is a passionate believer in the power of e-commerce, technology and innovation in building effective, efficient and transparent supply chains to power B2B e-commerce. He takes special interest in driving ejunction, the CSR initiative of mjunction, which provides computer literacy to a large number of persons belonging to the disadvantaged sections of the society which helps them in finding suitable job opportunities.

He is a Certified Professional in Supply Management (CPSM) from Institute for Supply Management (ISM), USA. He is a practitioner of Theory of Constraints and has attended several sessions of ToC at Goldratt House, Tel Aviv.

He has been elected Member of the Confederation of Indian Industry (CII) Eastern Regional Council since 2018-19.

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

The Committee and the Board considers that the re-appointment of Mr. Vinaya Varma as a Managing Director would be beneficial to the interest of the Company.



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Accordingly, the agenda pertaining to re-appointment is being placed for approval of the Members. The Office of the Managing Director of the Company shall not be liable to determination by retirement of Directors by rotation.

Mr. Vinaya Varma is being proposed to be re-appointed as a Director in the whole-time employment of the Company designated as Managing Director for a period of 3 (Three) years with effect from 16.01.2022. In Compliance of Section 196 of the Companies Act, 2013, the terms and conditions of the appointment and remuneration payable to Mr. Vinaya Varma as Managing Director as embodied in the draft Agreement to be entered into between the Company and Mr. Vinaya Varma as Managing Director of the Company [a Director in the whole-time employment and key managerial personnel] are set out below:

As per the said draft agreement, Mr. Vinaya Varma is entitled to annual increment which will be effective from 1st April of each year, to be decided by the Board based on recommendation of Nomination and Remuneration Committee.

An extract of the remuneration as well as other terms and conditions of his appointment for the period from 16.01.2022 to 15.01.2025 as contained in the Agreements is set out below:

A. Mr. Vinaya Varma's position and designation shall be

The 'Managing Director' of the Company from 16.01.2022 to 15.01.2025:

This Agreement may be terminated earlier, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board) in lieu of such notice.

So long as Mr Vinaya Varma performs his duties and conforms to the terms and conditions contained in this Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force.

B. Salary: Rs 3,73,900/- per month (basic salary) with authority to the Board to fix the salary from time to time.

The annual increments which will be effective 1st April each year, will be decided by the Board/NRC and will be merit-based and take into account the Company's performance as well.

C. Benefits, Perquisites, Allowances:

I. In addition to the salary and commission or performance linked remuneration payable, Mr. Vinaya Varma shall also be entitled to the following perquisites and allowances as mentioned below and such other benefits, perquisites and allowance in accordance with the rules of the Company or as may be agreed to by the Board or Committee thereof and Mr. Vinaya Varma, provided that the total remuneration paid to Mr. Vinaya Varma, as the Managing Director, shall not exceed the limits stipulated under the Companies Act, 2013, as may be applicable.

a. Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR



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House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary.
A "cap" to be made on the HRA drawn at Rs 2,25,000/- per month
(in case residential accommodation is not provided by the Company)

b. Hospitalization, Transport, Telecommunication and other facilities:

- i. Hospitalization and major medical expenses for self, spouse and dependent (minor) children and dependent parents;
- ii. Car, with driver provided, maintained by the Company for official and personal use.
- iii. Telecommunication facilities including broadband, internet and fax.
- iv. Housing Loan as per the Rules of the Company.

c. Other perquisites and allowances given below subject to a maximum of 55% of the annual salary;

*The categories of perquisites / allowances to be included within the 55% limit shall be -

a) Education of Children/ Other Allowances	33.34%
b) Leave Travel Concession/Allowance	8.33%
c) Medical allowance	8.33%
	50.00%
d) Personal Accident Insurance	} @actuals subject to cap of
e) Club Membership	
	5.00%
	55.00%

*to specify actual perquisites and allowances granted to Managing Director

d. Executive Holiday Plan to Managing Director upto 10 room nights , subject to a limit of upto Rs 2 lakhs per annum, of which 85% will be borne by the Company, and 15% will be borne by the individual. Perquisite or any other taxes to be charged to Managing Director. This will require production of hotel bills/or can be billed to the Company.

e. Contribution to Provident Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.

f. The Managing Director shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Managing Director is en-cashable in accordance with the Rules of the Company.

II. Performance Bonus/Commission: Managing Director shall be entitled to annual performance linked bonus and/or Commission, not exceeding 24 months of the annual salary, based on certain performance criteria and such other parameters laid down by the Board/ Committees thereof. These amounts (if any) will be paid after the Annual Accounts have been approved by the Board and adopted by the Shareholders.

D. Minimum Remuneration: In the event of absence or inadequacy of profits of the Company in any financial year during the period of Mr. Varma's appointment, the Company shall pay him remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as specified above or as modified from time to time subject to such compliance and approval as required as per provisions of the Act, Rules and Schedule of the Act.



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- i) Mr. Vinaya Varma shall not, so long as he functions as the Managing Director of the Company entitled to receive any fee for attending any meetings of the Board or any Committee thereof.
- ii) The entire remuneration package of the Mr. Vinaya Varma shall, however be subject to the overall ceiling laid down under Section 196 and 197 of the Act and conditions of Schedule V of the Act, as per applicable provision of the Companies Act.
- iii) Mr. Vinaya Varma, may be entitled to Long Term Incentive Plan (LTIP) as per the approval and discretion of the Board of Directors/NRC of the Company.

E. The terms and conditions of the appointment of the Managing Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Vinaya Varma, subject to such approvals as may be required.

The above may please be considered as an abstract of the terms of the Agreement and Memorandum of Interest under section 190 of the Companies Act, 2013. The copies of the contract shall be kept open to inspection by any members.

Except Mr. Vinaya Varma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at **item No. 8** above.

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Date: 7 June, 2022

Ajay Kumar Tiwari
By Order of the Board.
Ajay Kumar Tiwari
Company Secretary