

Notice

Notice is hereby given that the **TWENTIETH ANNUAL GENERAL MEETING** of the **MEMBERS** of mjunction services limited will be held at a **Shorter Notice on Tuesday, 21st Day of September, 2021 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, 2021 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, 2021 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, 2021 together with the Report on the Auditors thereon.

“Resolved that the Consolidated Audited Financial Statement for the year ended March 31, 2021 together with the Auditors’ Reports thereon, submitted to the meeting, be and are hereby approved and adopted.”

3. To confirm the payment of Interim dividend for FY21 of 165% on the Paid Up Capital (Rs 8 crores) of the Company which is already paid.

4. To appoint a Director in place of Mr Vishnu Kant Pandey (DIN-08554848), who retires by rotation and, being eligible, offers himself for re-appointment.

5. To appoint a Director in place of Mr Peeyush Gupta (DIN -02840511), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

Appointment of Mr. Anil Kumar Tulsiani (DIN 08742907) as a Director liable to retire by rotation

“RESOLVED THAT Mr. Anil Kumar Tulsiani (DIN 08742907) who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 30,2020 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 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 .”

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

mjunction services limited

Registered & Corporate Office: Godrej Waterside, Tower 1, 3rd Floor, Plot No. 5, Block DP, Sector V, Salt Lake City, Kolkata 700091, India

Tel: + 91 33 6610 6100, Fax: +91 33 6610 6187, 4409 1808, Email: contactus@mjunction.in, Visit us at: www.mjunction.in

CIN: U00000WB2001PLC115841

Appointment of Mr. Mahesh Chand Agrawal (DIN 08808558) as a Director liable to retire by rotation

“RESOLVED THAT Mr. Mahesh Chand Agrawal (DIN 08808558) who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 30,2020 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 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 .”


8. 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 2021 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.”

For mjunction services limited



Ajay Kumar Tiwari
Company Secretary

Registered Office:
mjunction services ltd.
'Godrej Waterside'3rd floor,
Tower 1, Sector V, Salt Lake City,
Kolkata – 700091 (W.B)
Date:10 September , 2021

By Order of the Board.
Ajay Kumar Tiwari
Company Secretary

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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 , 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 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 FY21 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. 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.

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- 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 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 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.

9. The helpline number regarding any IT related query/assistance, if required, for participation in the AGM through MS TEAM **91633-48184 (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.

EXPLANATORY STATEMENT

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

Item No.6

The Board had appointed Mr. Anil Kumar Tulsiani (DIN 08742907), as an Additional Director with effect from July 30,2020.

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 appointment as a Director.

The brief profile of Mr. Anil Kumar Tulsiani is given below:

Qualification:

B.Com (H) from Calcutta University;

ICWA from ICWAI;

MBA from IGNOU.

Career: Joined SAIL as Junior Manager (Finance) in 1988; now working as Executive Director (F&A), SAIL.

- **Experience:**

1988 to 1992: Worked in Project Finance Department of Durgapur Steel Plant during the period when DSP was implementing its modernisation plan.

1992 to 2017: Worked in Raw Materials Division in various capacities and in all the section from 2008 to 2015 and obtained approvals for all major expansion projects of the mines and opening of new mines. Headed the Finance Department of the Division from 2015 to 2017

2017 to 2019: Headed the Finance function of DSP and ASP

From November 2019: Heading the Finance function of Central Marketing Organisation of SAIL as Executive Director (F&A)

From May 2020: appointed as Director in S & T MINING COMPANY PRIVATE LIMITED.

The Company has received notice from Steel Authority of India Limited proposing Mr. Anil Kumar Tulsiani's candidature for the office of Director of the Company.

Mr. Anil Kumar Tulsiani 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. Anil Kumar Tulsiani is concerned or interested in the resolution at **Item No.6** of the notice relating to his appointment.

Item No 7

The Board had appointed Mr. Mahesh Chand Agrawal (DIN-08808558), as an Additional Director with effect from July 30,2020.

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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 appointment as a Director.

The brief profile of Mr. Mahesh Chand Agrawal is given below:

EDUCATION

Bachelor of Engineering (Metallurgical Engineering) from Malviya Regional Engineering College, Jaipur (Now Malviya National Institute of Technology) in 1985.

WORK EXPERIENCE

a. Executive Director (Sales and International Trade Division) (2019- till now)

Responsible for Domestic and International Sales, Establishing and maintaining effective customer/producing units relationship, Exercising Administrative control over Sales teams across country.

b. Executive Director (Marketing) (2018-2019)

Headed the Marketing Vertical of SAIL, responsibilities involved development and positioning of products of organisation and development of marketing strategy.

c. Executive Director (Corporate Affairs) (2017-2018)

Headed the Corporate Affairs Division of SAIL. Functions included communication with Stakeholders and External Agencies, Maintenance of Public Relations, Internal Communication, and acting in the capacity of the Company Spokesperson.

d. Executive Director (Marketing) (2017)

Responsible for formulating suitable pan-India Marketing strategies and sales plans, along with monitoring the performance of SAIL's Central Marketing Organisation headquarters, branches and warehouses all over India.

e. Chief General Manager (Marketing) & Regional Manager for SAIL Northern Region, New Delhi (2016-2017)

f. Chief General Manager (Marketing-Flat Products) & Regional Manager for SAIL Northern Region, New Delhi (2014-2016)

g. Chief General Manager (Marketing-Long Products) & Regional Manager for SAIL Southern Region, Chennai (2013-2014)

The Company has received notice from Steel Authority of India Limited proposing Mr. Mahesh Chand Agrawal's candidature for the office of Director of the Company

Mr. Mahesh Chand Agrawal 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. Mahesh Chand Agrawal is concerned or interested in the resolution at **Item No.7** of the Notice relating to his appointment.

Item No 8

Section 197 of the Companies Act, 2013 permits payment of remuneration to 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, 2021, 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 to Independent Directors will directly be paid to them. 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 Nominee Directors are to be waived off as per the practice.

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

The Board recommends this Special resolution at **Item No 8** for your approval.

For mjunction services limited



Ajay Kumar Tiwari
Company Secretary