mjunction services limited

Regd. Office: Godrej Waterside, 3rd floor, Tower 1, Sector V, Salt Lake City,
Kolkata – 700091
CIN: U00000WB2001PLC115841
Tel: +91 33 6610 6100; Email: contactus@mjunction.in; Website: www.mjunction.in

Notice of 25th Annual General Meeting of the Company

NOTICE is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the **MEMBERS** of mjunction services limited will be held **on Monday, 27th day of July 2026, at 4.00 P.M. (IST) through Video Conferencing (VC) [Microsoft Teams (MS TEAMS)]** or **Other Audio Visual Means (OAVM),** to transact the following businesses:

ORDINARY BUSINESS:

1. **Adoption of Audited Standalone Financial Statements**
   To receive, consider, and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon**.**

2. **Adoption of Audited Consolidated Financial Statements**
   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Report of the Auditors thereon.

3. **Declaration of Dividend**
   To confirm Interim dividend for FY 2025-26 of 250% on the Paid-Up Capital of Rs. 8 crores of the Company amounting to Rs. 20 crores (Rs. 25/- per Equity Share on 80 lakhs Equity) which is already paid and to declare final dividend for FY 2025-26 of 375% on the Paid-Up Capital of Rs. 8 crores of the Company amounting to Rs. 30 crores (Rs. 37.50 per Equity Share on 80 lakhs Equity).

4. **Re-appointment of Mr. Jayanta Banerjee (DIN: 08066157), Director liable to retire by rotation**
   To appoint a Director in place of Mr. Jayanta Banerjee (DIN: 08066157), who retires by rotation in terms of section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment.

5. **Re-appointment of Ms. Jaya Singh Panda (DIN: 08734069), Director liable to retire by rotation**
   To appoint a Director in place of Ms. Jaya Singh Panda (DIN: 08734069), who retires by rotation in terms of section 152(6) of the Companies Act, 2013, and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

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

   Payment of Commission to Non-Executive Directors

   "**RESOLVED THAT** pursuant to the provisions of Section 197(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), consent of the Members of the Company be and is hereby accorded for payment of commission to the Non-Executive Directors, (who are not in whole-time employment of the Company nor its Managing Director) 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 2026, 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 (NRC) constituted by the Board, may from time to time determine and that the said commission be paid in addition to the fee payable, if any, to the aforesaid Directors for attending the meetings of the Board or any Committee thereof."

"**RESOLVED FURTHER THAT** an amount of Rs. 17,43,593/- be paid to Steel Authority of India Limited on behalf of its nominee Directors as per the practice followed by the Company."

"**FURTHER RESOLVED THAT** for the purpose of giving effect to this Resolution, the Board and/or NRC 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."

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

Kolkata
23rd April, 2026

By Order of the Board
of mjunction services limited

Sd/-

Dimple Sureka Maitra
Company Secretary
M. No. 55174

NOTES:

1. The Ministry of Corporate Affairs (MCA'), *inter alia,* vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio- Visual Means ('OAVM'), without the physical presence of the Members at a common venue. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 ('Act'), read with relevant MCA Circulars.

2. The Company will conduct the AGM through VC/ OAVM from its Registered Office i.e., Godrej Waterside, 3rd floor, Tower 1, Sector V, Salt Lake City, Kolkata – 700091 (W.B), which shall be deemed to be venue of the meeting.

3. The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts with respect to Item No. 6 is annexed hereto and forms part of the Notice.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on its behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars, through VC/OAVM,

physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

5. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Corporate members are requested to send scanned pdf of duly certified copy of Board Resolution authorizing their representative to attend and vote at AGM through VC/OVAM on their behalf, pursuant to Section 113 of the Act. The said resolution/Authorization shall be sent by email to dimple.maitra@mjunction.in.

7. The meeting will be held at via two-way audio-visual means. Invite and link to join the meeting will be shared by the Company Secretary to the email addresses as made available.

8. Members can log in and join 15 minutes prior to the scheduled time of the meeting and window for joining shall be kept open.

9. Members or any other participant of the meeting can submit their questions on any item through email to dimple.maitra@mjunction.in or can even raise questions during the meeting.

10. In accordance with the Act read with applicable Rules, the Notice of AGM along with the Financial Statements, Auditor's Report and Directors' Report thereon for the Financial Year 2025-26 are being sent only by electronic mode to the Members and all other persons so entitled, at their emails only registered with the Company and will also be placed on Company's website www.mjunction.in.

11. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained u/s 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested u/s 189 of the Act 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 dimple.maitra@mjunction.in.

12. Details of process and manner for participating in the AGM are explained herein below;
    - Participants will be shared with MS Teams link for attending the meeting online through VC/OAVM.
    - Participants can participate in the AGM through smart phone/tablet/laptop. 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 are advised to 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 or express their views may send their questions in advance before the meeting at dimple.maitra@mjunction.in. The same will be replied to 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 the meeting to enable the company to answer the same.

13. The details of the process and the manner of voting at the Annual General Meeting are as below:
    - Only those Shareholders/Members who are present in the meeting through MS Teams 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 TEAMS 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 (dimple.maitra@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.

14. The helpline number regarding any IT related query/assistance, if required, for participation in the AGM through MS TEAMS **91633-48184 (Mr. Surya Bhusan)/ 98004-79030 (Mr. Asik Alam).** Participants are requested to acquaint themselves with respect to compatibility of their system with MS Teams in advance and have a dry test run before the meeting to avoid any glitches on the day of the meeting.

EXPLANATORY STATEMENT

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

Item No. 6:

Section 197 of the Companies Act, 2013 ('Act') permits payment of remuneration to Non-Executive Directors of a Company by way of commission. The Non-Executive Directors of the Company devote 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 2026, it is proposed that the Non-Executive Directors be paid remuneration by way of commission.

As per the provision of Section 197 of the Act, a Company may pay commission to its Non-Executive Directors up to 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) Nominee Directors will directly be paid to SAIL. The Commission payable to Tata Steel Limited (TSL) on behalf of its nominee Directors for the said financial year has been waived by TSL.

The Board in its meeting held on 23rd April 2026, based on recommendation of the Nomination & Remuneration Committee has approved an amount of Rs. 17,43,593/- payable to SAIL for the same.

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. 6** for your approval.

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By Order of the Board
of mjunction services limited

Sd/-

Kolkata
23rd April, 2026

Dimple Sureka Maitra
Company Secretary
M. No. 55174

ANNEXURE 1

DETAILS OF DIRECTORS PURSUANT TO SECRETARIAL STANDARD 2 ON GENERAL MEETINGS

Name of the Director	**Mrs. Jaya Singh Panda**	**Mr. Jayanta Banerjee**
DIN	08734069	08066157
Date of Birth	15.10.1966	20.10.1966
Qualification	• Engineering degree from BIT Mesra • MBA from Xavier School of Management (XLRI) • Gold certified Business Excellence assessor • JUSE (Japanese Union of Scientists & Engineers) certified TQM professional	• He is an alumnus of CEDEP France, AIMA Berkeley, and the Ross School of Business (TMTC).
Experience (including expertise in specific functional areas) / Brief resume	Mrs. Jaya Singh Panda currently serves as the Chief of Learning & Development and the Chief Diversity Officer at Tata Steel. She is a member on the Board of a JCAPCPL and is on the Board of Governors of the Board of Practical Training (BOPT), Eastern Region, Ministry of Education, Govt. of India. In her current role as Chief L&D, she is tasked with overseeing a comprehensive learning ecosystem for the company's workforce including the contract workers working across different company locations. She is also the Settlor of the J N Tata Vocational Training Institute (JNTVTI), a public charitable trust, that operates out of eight centers across three states. JNTVTI aims to enhance the employability and employment opportunities of the community's youth through skill development programs. In her role as the Chief Diversity Officer, Jaya is dedicated to advancing the company endeavours in creating a vibrant and inclusive workplace for all its employees.	As the Group Chief Information Officer of Tata Steel Limited, Mr. Banerjee is a member of the Senior Management Team and leads the company's comprehensive IT, Digital, Industrial Automation, and AI-led Industry 4.0/5.0 transformation initiatives. He has over 33 years of experience with the Tata Group. Prior to his current role, he was a distinguished Business Leader at Tata Consultancy Services (TCS), where he served as the Global Head of Energy & Resources and led the Products & Platforms division across various sectors including Manufacturing, Life Sciences, and CPG. Mr. Banerjee is an active empaneled member of the World Economic Forum (WEF) Advanced Manufacturing Council and on the advisory board of WEF global lighthouse. He serves as the Chair of the IFQM (Indian Foundation for Quality Management) Digital Chapter

	Having joined Tata Steel as a Graduate Trainee in 1989, Jaya has worked across various roles – Engineering & Projects, Supply Chain, and has led the Total Quality Management function before moving to the HRM function.	and is a member of the MIT Gen AI Consortium. He serves on the Board of Directors for mJunction Services Ltd and Tata Steel Global Capability Centre Limited (formerly Tata Steel Business Delivery Center ltd.) Personally, he is an avid fitness enthusiast and dedicates time to mentoring aspiring IT leaders.
Date of first appointment on the Board	24.07.2024	19.04.2019
Terms and conditions of Appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Remuneration last drawn	NIL	NIL
Remuneration proposed to be paid	NIL	NIL
Shareholding in the Company	NIL	NIL
Relationship with other Directors/ KMP/ Relationships with Directors inter-se	Mrs. Panda is not related to any Director of the Company as per the definition of relative under the Companies Act, 2013.	Mr. Banerjee is not related to any Director of the Company as per the definition of relative under the Companies Act, 2013.
Number of meetings of the Board attended during the financial year	6/7	7/7
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	• Jamipol Limited (w.e.f 26.09.2024) • Jamshedpur Continuous Annealing & Processing Company Private Limited (w.e.f 15.04.2020) • Indian Iron and Steel Sector Skill Council (w.e.f 30.06.2025)	• Tata Steel Global Capability Centre Limited (w.e.f 01.02.2018) Shareholding: Nil
Membership/Chairmanship of Committees of other Boards (*includes only Audit Committee & Stakeholders' Relationship Committee*)	• Chairman of Nomination & Remuneration committee • Member of Audit Committee	• Chairman of Audit Committee • Member of Corporate Social Responsibility Committee