

ADILAKSHMI ENTERPRISES LIMITED

(formerly known as KLJ Plastics Limited)

Regd. Office: H. No. 3-5-1089/12, Opp. YMCA, Narayanguda, Hyderabad- 500029

Tel: 011-25459706, E-mail: kljplastic@yahoo.com, Website: www.adilakshmi.in

CIN: L25209TG1978PLC002334

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (01/2023-24) of the members of Adilakshmi Enterprises Limited will be held on Monday, the 11th day of March, 2024 at 11.00 a.m. at the Corporate Office of the Company at KLJ House, 8A, Shivaji Marg, Najafgarh Road, New Delhi-110015 to transact the following business:

Special Business

Item No. 1: To re-appoint Sh. Deepak Bajaj (DIN: 08191638) as a Whole Time Director of the Company

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of directors of the Company, the consent of the Company be and is hereby accorded for re-appointment of Sh. Deepak Bajaj (DIN: 08191638) as a Whole-time Director of the Company, for a period of 5 years commencing from 12th April, 2024 to 11th April 2029, on the terms and conditions as agreed to between the Board and Sh. Deepak Bajaj, provided that Sh. Deepak Bajaj during the currency of his tenure as Whole Time Director shall not draw any remuneration from the company.

RESOLVED FURTHER THAT the Board of directors and/or Company Secretary of the company be and are hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution including filing of necessary e-forms with Registrar of Companies, Hyderabad.”

Item No. 2: To approve Material Related Party Transaction(s)

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the applicable provisions of Companies Act, 2013 (“Act”) read with relevant rules issued there under and pursuant to the consent of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the board for entering into any contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together with previous transactions during the financial year) with group company(ies)/concern(s), being related party within the meaning of Companies Act, 2013 and Listing Regulations and/or as per applicable Indian Accounting Standards, which may exceeds the material threshold as provided in the said rule and Listing regulations, provided that the such transactions shall be entered into/ carried out at arm's length basis and in the ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company, be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, including filing of necessary e-forms with Registrar of Companies, Hyderabad.”

Item No. 3: To appoint Sh. Suraj Mal Surana (DIN: 00463151) as an Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Sh. Suraj Mal Surana (DIN: 00463151), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director, by the Board of Directors of the Company, with effect from 17th January, 2024, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, to hold office for a term of 5 (five) consecutive years commencing from 17th January, 2024 up to 16th January, 2029, notwithstanding that he has attained the age of 75 years on 14th October, 2023.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including filing of necessary e-forms with Registrar of Companies, Hyderabad.”

By Order of the Board of Directors
For ADILAKSHMI ENTERPRISES LIMITED



(Divya Bajaj)
Company Secretary
Membership No.: ACS 55440

Date: 12.02.2024

Place: New Delhi

NOTES:

- 1) A member entitled to attend and vote at the Extra-Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
- 2) 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 paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up 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. The holder of proxy shall prove his identity at the time of attending the Meeting.
- 3) A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 4) Attendance slip, proxy form and the route map, showing directions to reach the meeting venue are annexed to the Notice.
- 5) Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 6) The Notice convening the Extra-Ordinary General Meeting has been uploaded on the website of the company at www.adilakshmi.in.
- 7) The Company has not provided the facility of voting through electronic means to its shareholders as per the provisions of Section 108 of the Companies Act, 2013.
- 8) Members / Proxies / Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the Extra-ordinary General Meeting ('EGM').
- 10) The Company's Registrar and Share Transfer Agents (the "RTA") for its share registry is Alankit Assignments Limited, having its registered office at 205-208, Anarkali Complex, Near Jhandewalan Metro Station, New Delhi - 110055.
- 11) Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to intimate any change in their address or bank mandates to the Company by sending a request in form ISR-1 at KLJ House, 8A, Shivaji Marg, Najafgarh Road, New Delhi- 110015 or by email to kljplastics1978@gmail.com from their registered email id.
- 12) Members holding shares in electronic mode:
 - (a) are required to submit their Permanent Account Number (PAN) to their DPs with whom they are maintaining their demat accounts.
 - (b) May contact with their respective Depository Participants (DPs) for availing the nomination facility.
- 13) Members holding shares in physical mode:
 - (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/RTA, if not registered with the Company as mandated by SEBI.

(b) are advised to make nomination in respect of their shareholding in the company by sending the nomination form (SH-13) to the company.

- 14) Members may also note that SEBI vide its Circular dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate share certificates; claim form; unclaimed suspense account; renewal/exchange of share certificates; endorsement; sub-division/splitting of share certificates; consolidation of share certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialise the shares held by them in physical form.
- 15) Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
- 16) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- 17) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. 4th March, 2024. A person whose name appears in the Register of Members on the cut-off date only shall be entitled to voting at the meeting. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- 18) All relevant documents referred to in the Notice are open for inspection by the members at the Corporate Office of the Company on all working days (i.e., except Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Sh. Deepak Bajaj was appointed as Whole Time Director of the Company for a period of 5 years effective from 12th April 2019 by the Board of Directors in its meeting held on 12th April, 2019 and his appointment was approved by the shareholders of the Company in their 40th Annual General Meeting held on 27th September, 2019. His present term of office expires on 11th April, 2024.

As per Section 196 of the Companies Act, 2013 a person shall not be appointed as a Whole Time Director of the Company for a term exceeding five years at a time and shall not be re-appointed earlier than one year before the expiry of his term.

The Board of Directors of the Company in their meeting held on 12th February, 2024, upon recommendation made by Nomination and Remuneration Committee of the Company, has approved the re-appointment of Sh. Deepak Bajaj as Whole Time Director of the Company for a further term of 5 years i.e. from 12th April, 2024 to 11th April, 2029, subject to the approval of the shareholders of the Company in the General Meeting, upon the terms and conditions as agreed between the Board and Sh. Deepak Bajaj, provided that Sh. Deepak Bajaj during the currency of his tenure as Whole Time Director shall not draw any remuneration from the company.

Accordingly, the Board recommends the Ordinary resolution set out at item no. 1 for approval of members.

Sh. Deepak Bajaj, Whole Time Director is interested in this Resolution as the same relates to his re-appointment as Whole Time Director of the Company.

None of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

ITEM NO.2

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require prior approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

Therefore, the Audit Committee and the Board in their meeting held on 12th February, 2024, have accorded their approval for the transaction(s) that the Company may enter into related party transaction(s) with its group companies/concerns, which may exceed the materiality threshold limit, as provided under the SEBI (LODR), Regulations 2015, subject to the approval of the members of the Company in the general meeting provided that these transactions shall be in the Ordinary Course of Business and at arm's length basis.

Accordingly, all Material Related Party Transaction ('RPT') shall require approval of shareholders by means of an ordinary resolution.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3

At the Board Meeting of the Company held on 17th January, 2024, the Board had, based on the recommendation of Nomination and Remuneration committee, appointed Sh. Suraj Mal Surana (DIN: 00463151) as an Additional Director of the Company in the capacity of Non-executive Independent Director, not liable to retire by rotation, for a period of 5 (five) years commencing from 17th January, 2024 to 16th January, 2029, in accordance with the provisions of Section 149 read with Schedule IV of the Act.

In accordance with the provisions of Section 161(1) of Companies Act, 2013, Sh. Suraj Mal Surana holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director.

Pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), a brief profile of Sh. Suraj Mal Surana, including nature of his expertise, are provided herein below:

Name	Sh. Suraj Mal Surana
Date of Birth	14 th October, 1948
Age	75 Years
Date of first Appointment on Board	17 th January, 2024
Experience (including expertise in specific functional area)/ Brief Resume	Over 30 years of experience in the pharmaceutical industry, construction and Agriculture sector.

Remuneration last drawn	NIL
No. of Meetings attended during the year	1 (One)
Relationship with other Directors/Key Managerial Personnel	NIL
Directorships held in other companies	7 (Seven) <ul style="list-style-type: none"> • KLJ Polymers And Chemicals Limited • HA Buildwell Private Limited • JAS Leasing and Property Developers Limited • Park View Developers Private Limited • Tridev Plantations private Limited • JAS Forest Developers and Promoters Private Limited • Eastern Capulations Private Limited
Membership/Chairmanship of committees of other companies	KLJ Polymers and Chemicals Limited <u>Membership:</u> <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee <u>Chairmanship:</u> Nil
Number of Shares held in the Company	NIL

Sh. Suraj Mal Surana has consented to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('Listing Regulations'). Further, Sh. Suraj Mal Surana is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Sh. Suraj Mal Surana fulfills the conditions specified in the Companies Act, 2013, read with relevant rules issued thereunder and the Listing Regulations, for his appointment.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day, by the members.

In terms of the newly added Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of 75 years, effective from 1st April, 2019.

Sh. Suraj Mal Surana has attained the age of 75 years on 14th October, 2023. Accordingly, the Nomination & Remuneration Committee and the Board of Directors of the Company are of the view that his experience and valuable guidance is beneficial to the Company. Hence, it would be appropriate that he serve on the Board till the completion of his present term of appointment i.e. up to 16th January, 2029, notwithstanding that Sh. Suraj Mal Surana has attained the age of 75 years.

Further, in terms of newly added Regulation 17(1C) of the SEBI Listing Regulations, appointment/re-appointment of a Director on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the members.

Except Sh. Suraj Mal Surana, none of the Directors and Key Managerial Personnel of the company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 3 of the Notice, except to the extent of their shareholding in the company, if any.

By Order of the Board of Directors
For ADILAKSHMI ENTERPRISES LIMITED



(Divya Bajaj)
Company Secretary
Membership No.: ACS 55440

Date: 12.02.2024
Place: New Delhi

ADILAKSHMI ENTERPRISES LIMITED

(formerly Known as KLJ Plastics Limited)

Regd. Office: 3-5-1089/12, Opp. YMCA, Narayanguda, Hyderabad- 500029

CIN: L25209TG1978PLC002334

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting – Monday, 11th March, 2024 at 11:00 A.M

Name of the member(s):

Registered Address:

E-mail ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:.....

Address :.....

E-mail Id :.....

Signature :....., or failing him/her

2. Name:

Address :.....

E-mail Id :.....

Signature :....., or failing him/her

3. Name:

Address :.....

E-mail Id :.....

Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General meeting of the company to be held on Monday, 11th March, 2024 at 11:00 a.m at KLJ House, 8A, Shivaji Marg, Najafgarh Road, New Delhi- 110015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution	for	against
SPECIAL BUSINESS			
1.	To re-appoint Sh. Deepak Bajaj as Whole Time Director of the Company for a term of 5 (five) years. (Ordinary Resolution)		
2.	To approve Material Related Party Transaction(s). (Ordinary Resolution)		
3.	To appoint Sh. Suraj Mal Suarana (DIN: 00463151), as an Independent Director of the company. (Special Resolution).		

Signed this..... day of.....2024

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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. A Proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-ordinary General Meeting.

ADILAKSHMI ENTERPRISES LIMITED

(formerly Known as KLJ Plastics Limited)

Regd. Office: 3-5-1089/12, Opp. YMCA, Narayanguda, Hyderabad- 500029

CIN: L25209TG1978PLC002334

ATTENDANCE SLIP

Registered Folio No. /DP ID No. /Client ID No.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

No. of shares held:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I certify that I am a member/proxy/authorized representative for the member of the company. I hereby record my presence at the Extra-ordinary General meeting of the company on Monday, 11th March, 2024 at 11.00 a.m. at KLJ House 8A, Shivaji Marg, Najafgarh Road, New Delhi- 110015.

.....
Name of the member/proxy
(in BLOCK letters)

.....
Signature of shareholder / Proxy

NOTE: Please fill the Folio/DP ID-Client ID No. and name and sign the Attendance Slip and hand it over at the Attendance verification Counter at the ENTRANCE OF THE MEETING HALL

.....*.....*.....*

Route Map to the Venue of Extra-Ordinary General Meeting of Adilakshmi Enterprises Limited

Venue of meeting: **KLJ House, 8A, Shivaji Marg, Najafgarh Road, New Delhi- 110015**

Google Maps

