



Kejriwal Enterprises Ltd.

73, BENTINCK STREET, KOLKATA - 700 001 INDIA
Phone : +91-33-2236 3176, 2236 5216, 2236 5613
Fax : +91-33-22259640
E-mail : sales@usbcosteels.com
Website : www.usbcosteels.com
www.kejriwalenterprisesltd.com

CIN - L51109WB1982PLC035536

Ref: KEL/1006/2022-23

Date: 28.09.2022

To
The Secretary,
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
Kolkata – 700001.

Dear Sir,

Sub: Intimation of Extraordinary General Meeting.

This is to inform you that the Extraordinary General Meeting of the Company will be held at the registered office of the company on 27th October, 2022 at 1.00 P.M. to transact the business as set out in the Notice of AGM dated 28.09.2022. A copy of the notice convening the meeting is enclosed.

This is for your information and record.

Thanking you,

Yours faithfully,
For KEJRIWAL ENTERPRISES LIMITED

Prabhat Kejriwal
DIRECTOR
DIN: 00477177

Encl.: As above.

KEJRIWAL ENTERPRISES LIMITED

CIN: L51109WB1982PLC035536

73 Bentinck Street, 1st Floor,
Kolkata-700001.

Phone: 22365216, 22365613, Website: www.kejriwalenterprisesltd.com, Email: sales@usbcosteels.com

BOARD OF DIRECTORS

SRI PRABHAT KEJRIWAL, DIRECTOR

SRI RADHESHYAM KEJRIWAL, DIRECTOR

SRI SRINATH DAGA, INDEPENDENT DIRECTOR

SMT ANIMA BISWAS, INDEPENDENT DIRECTOR

SRI RISHABH KEJRIWAL, WHOLE TIME DIRECTOR

AUDITORS

Atish Kumar Shaw

Chartered Accountants

MMS Chambers

4A, Council House Street,

Kolkata-700001

Tel: 033-22480210

SHARE TRANSFER AGENTS

Maheshwari Datamatics Private Limited

Corporate Office: 23 R N Mukherjee Road, 5th Floor, Kolkata-700001.

Regd. Office: 6 Mangoe Lane, 2nd Floor, Kolkata-700001.

REGISTERED & CORPORATE OFFICE

73 Bentinck Street

1st Floor

Kolkata-700001

Tel: 22365216 / 22365613

Email: sales@usbcosteels.com

www.kejriwalenterprisesltd.com

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Kolkata-700001.Phone: 22365216, 22365613, Website: www.kejriwalenterprisesltd.com, Email: sales@usbcosteels.com**Notice**

Notice is hereby given that the Extra-Ordinary General Meeting of the members of Kejriwal Enterprises Limited will be held on Thursday, 27th October 2022 at 01.00 PM at the Registered Office at 73 Bentinck Street, 1st Floor, Kolkata-700001, to transact the following business:

SPECIAL BUSINESS:

1. **To make loan(s) and to give guarantee(s), provide security (ies) or make investment(s) in terms of Section 185 and Section 186 of the Companies Act, 2013**

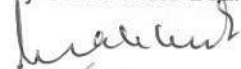
To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 185 & 186 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company, and in furtherance to the existing loans given, the consent of the Members be and is hereby accorded for grant of loans or issue of Corporate Guarantee or providing Security for an amount not exceeding Rs. 31 Crores (Rupees Thirty One Crores) to YES BANK LTD against credit facilities sanctioned/ to be sanctioned to in aggregate to USBCO Steels Private Limited on such terms and conditions as may be mutually agreed upon.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Registered Office:
73 Bentinck Street, 1st Floor,
Kolkata-700001

By Order of the Board



Prabhat Kejriwal
(DIN: 00477177)

Director

Date: 28th September, 2022

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. As per section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting right may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or shareholder.

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3. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Friday, 21st October, 2022 to Thursday, 27th October, 2022 (both days inclusive);
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent, M/s. Maheswari Datamatics Pvt. Ltd., 23 R N Mukherjee Road, 5th Floor, Kolkata 700001.
6. Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on the Company's website www.kejriwalenterprisesltd.com for their download.
7. The process and manner for remote e-voting are as under:

The remote e-voting period commences on 24th October, 2022 (10.00 AM) to 26th October, 2022 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th October, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

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- a. For CDSL: 16 digits beneficiary ID,
 - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- i) After entering these details appropriately, click on "SUBMIT" tab.
- ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xii) Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: sales@usbcosteels.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33.

8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20th October, 2022.
9. The notice of Extraordinary General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 06th October, 2022.
10. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20th October, 2022. The Facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
11. Since the Company is required to provide members the facility to cast their vote by electronic means shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th October, 2022 and not casting their vote electronically, may only cast their vote at the Extraordinary General Meeting.
12. Notice of the EGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

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13. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-of date i.e. 20th October, 2022, are requested to send the written / email communication to the Company at sales@usbcosteels.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
14. Mr. Amit Choraria, Practising Chartered Accountant, ICAI Membership No. 066838, Proprietor of M/s. Amit Choraria & Co. has been appointed as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner. The scrutinizer will submit, not later than 2 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kejriwalenterprisesltd.com and on the website of CDSL. The same will be communicated to The Calcutta Stock Exchange, Kolkata.
16. As an austerity measure, copies of the Annual Report will not be distributed at the Extraordinary General Meeting; members are requested to bring their copies at the meeting.
17. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting.
18. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays, till the date of meeting.
19. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
20. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.kejriwalenterprisesltd.com.
21. The Ordinary Shares of the Company are listed with Calcutta Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2022-23.

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Phone: 22365216, 22365613, Website: www.kejriwalenterprisesltd.com, Email: sales@usbcosteels.com**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Annexed to the Notice convening the Extraordinary General Meeting to be held on Thursday, 27th October, 2022.**Item No. 1**

Pursuant to the provisions of Section 186(2) read with sub-section(3) of section 186 of the Companies Act, 2013 (the "Act"), the Company shall not directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher unless previously authorised by a special resolution passed in general meeting of the Company. In future, whenever requirements arise, based on decisions of the Board of directors of the Company taken in the interest of the Company, to enable the Board of Directors to make such loans /give guarantee or provide security or make investments without violating section 186(2) of the Act, it is proposed to obtain the prior consent of the members by special resolution. Hence, the Board of Directors seeks the consent of the members under section 186(2) of the Act. Further, USBCO Steels Private Limited, a private company in which directors of the Company are interested (as defined in section 185 of the Act) has requested the Company to give guarantee for Rs. 31 Crore loan being availed by them from Yes Bank Ltd for the purpose of their business. Pursuant to Section 185(2) of the Act, consent of the members of the Company by way of a special resolution is required for providing the said guarantee or securities to USBCO Steels Private Limited. Accordingly, the Board of Directors of your Company seeks consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act. The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. Except that none of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

The Board recommends this resolution for approval by the Members of the Company as a special resolution.

Registered Office:
73 Bentinck Street, 1st Floor,
Kolkata-700001

By Order of the Board

Prabhat Kejriwal
(DIN: 00477177)

Director

Date: 28th September, 2022

KEJRIWAL ENTERPRISES LIMITED

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PROXY FORM(Extraordinary General Meeting- 27th October, 2022)

FORM NO. MGT 11

[Pursuant To Section 105(6) of the Companies Act, 2013 and
the Companies (Management and Administration) Rules, 2014]

CIN : L51109WB1982PLC035536

Name of the Company : KEJRIWAL ENTERPRISES LTD

Regd Office : 73, Bentinck Street, 1st Floor, Kolkata-700001

Name of the members	:	Registered Address	:
E mail ID	:		:
Folio No. / Client No.	:		:
DP ID	:		:

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

- Name: _____ E-mail Id: _____
Address _____ Signature:or Failing him
- Name: _____ E-mail Id: _____
Address _____ Signature:or Failing him
- Name: _____ E-mail Id: _____
Address _____ Signature:or Failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the Extraordinary General Meeting of the company, to be held on Thursday, 27th October, 2022 at 1:00 p.m. at the registered office and at any adjournment thereof in respect of such resolutions as are indicated.

Resolution No.	Resolution	Optional	
		For	Against
1.	Special Business To make loan(s) and to give guarantee(s), provide security (ies) or make investment(s) in terms of Section 185 and Section 186 of the Companies Act, 2013		

Signed this Day of 2022

Signature of the Shareholder (s)
Affix Revenue Stamp not Less than RS.0.15

Signature of Proxy(s)

Notes: 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.

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ATTENDANCE SLIP

1. Full Name of Member/ Proxy attending the meeting :
2. Whether FIRST HOLDER / JOINT HOLDER / PROXY :
(Strike out whichever is not applicable)
3. Full Name of First Holder :
(If Joint Holder / Proxy attending)

I certify that I am a registered shareholder / proxy for the registered shareholder of the company. I hereby record my presence at the Extraordinary General Meeting of the company to be held on Thursday, 27th October, 2022 at 1:00 P.M. at the registered office of the company.

DP ID
Folio No

Signature of the Shareholder / proxy

- Notes:
1. This attendance slip is valid only in case shares are held on the date of meeting.
 2. No Gifts / Company Products shall be given at the meeting.
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73 Bentinck Street, 1st Floor,
Kolkata-700001.Phone: 22365216, 22365613, Website: www.kejriwalenterprisesltd.com, Email: sales@usbcosteels.com**(ANNEXURE TO THE NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY
TO BE HELD ON 27TH OCTOBER, 2022)**Name & Registered Address :
of Sole/First named Member

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Extraordinary General Meeting (EGM) to be held on Thursday, 27th October, 2022 at 01:00 pm at the Registered Office of the company situated at 73 Bentinck Street, 1st Floor, Kolkata-700001.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
24 th October, 2022 at 10:00 A.M. (IST)	26 th October, 2022 at 5:00 P.M. (IST)

Please read the instructions mentioned in Point No.8 of the Notice before exercising your vote

Registered Office:
73 Bentinck Street, 1st Floor,
Kolkata-700001

By Order of the Board


Prabhat Kejriwal
(DIN: 00477177)
DirectorDate: 28th September, 2022

Encl: EGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report