



## **KALYANI COMMERCIALS LIMITED**

**Regd. Office:** BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110042

**CIN:** L65923DL1985PLC021453

**E-mail:** [kalyanicommercialslimited@gmail.com](mailto:kalyanicommercialslimited@gmail.com)

**Website:** [www.kalyanicommercials.com](http://www.kalyanicommercials.com)

**Ph.:** 011- 43063223, 011-47060223

### **NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 36<sup>th</sup> Annual General Meeting of the members of **Kalyani Commercials Limited** will be held on Tuesday, the 28<sup>th</sup> Day of September, 2021 at 11:00 A.M. at the registered office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042 to transact the following business:

#### **ORDINARY BUSINESS:**

**ITEM NO.: 1** To receive, consider and adopt the Audited Financial Statements of the Company (including audited consolidated financial statements) for the Financial Year ended 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon.

**ITEM NO.: 2** To Appoint a Director in place of Ms. Manushree Agarwal (DIN No. 06620217), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

**ITEM NO.: 3 APPOINTMENT OF MS. NIKHITA AGARWAL (DIN: 07834481) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and pursuant to the approval of the board in their Board Meeting held on 14<sup>th</sup> August, 2021, Ms. Nikhita Agarwal ( DIN: 07834481), who has submitted a declaration that she meets the criteria of independence under sec 149(6) of the Companies Act, and who is eligible to be appointed as an independent director be and is hereby appointed as an independent director of the company to hold office for a term of five years with effect from the date of ensuing meeting annual general meeting”

**ITEM NO.: 4 RE-APPOINTMENT OF MR. SHANKAR LAL AGARWAL (DIN:01341113) AS THE MANAGING DIRECTOR OF THE COMPANY DESIGNATED AS KEY MANAGERIAL PERSONNEL OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and pursuant to the approval of the board in their Board Meeting held on June 29, 2021, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Shankar Lal Agarwal (DIN: 01341113) as the Managing Director of the Company designated as Key Managerial Personnel for a period of five years w.e.f. from 29th June, 2021 to 28th June, 2026 on the terms and conditions of appointment and remuneration as contained in the draft agreement and on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard”.



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**ITEM NO.: 5 RE-APPOINTMENT OF MR. SOURABH AGARWAL (DIN: 02168346) AS THE WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS KEY MANAGERIAL PERSONNEL OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and pursuant to the approval of the board in their Board Meeting Held on June 29, 2021, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sourabh Agarwal (DIN: 02168346) as the Whole Time Director of the Company for a period of five years effective from 29th June, 2021 to 28th June, 2026 on the terms and conditions of appointment and remuneration as contained in the draft agreement and on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard”.

**For and on behalf of the Board  
KALYANI COMMERCIALS LIMITED  
For Kalyani Commercials Limited**

**Director**

**SOURABH AGARWAL  
(Whole Time Director)**

**DIN: 02168346**

**Off. Add: BG 223 Sanjay Gandhi  
Transport Nagar, GT Karnal Road  
New Delhi -110042**

**Date: 03/09/2021**

**Place New Delhi**





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### **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting. Also, Route map to the venue of meeting is enclosed.
3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.
5. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from 22<sup>nd</sup> September, 2021 to 28<sup>th</sup> September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s. Skyline Financial Services Private Limited.
8. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.

The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.



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9. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
10. The ISIN of the Equity Shares of Rs.10/- each is INE610E01010.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Members' reference available on the Company's website under Investor resources. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
12. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, Members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
13. Electronic copy of the Notice of Annual General Meeting and Annual Report 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of Annual General Meeting and Annual Report 2020-21 is being sent in the permitted mode.
14. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.
15. Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. Skyline Financial Services Private Limited, D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi 110020, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.
16. Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of share held by them etc.
17. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.
18. For security reasons, no article/baggage will be allowed at the venue of the meeting.





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19. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
20. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 to 5 set out above and the relevant details of the Directors seeking appointment/re- appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/reappointment.
21. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
22. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e. 21<sup>st</sup> September, 2021 then the member may obtain Login ID and other e-Voting related details from the Company.
23. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

### **24. DECLARATION OF RESULTS ON THE RESOLUTIONS:**

The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://kalyanicommercialsltd.com> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the proceedings to National Stock Exchange of India Ltd., where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 28, 2021.

### **25. VOTING THROUGH ELECTRONIC MEANS**

- i. In compliance with 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 SEBI (Listing Obligation and Disclosure Requirements) 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be



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considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 25<sup>th</sup> September, 2021 (09:00 am) and ends on 27<sup>th</sup> September, 2021 (05:00 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 21<sup>st</sup> September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:

**A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

**Step 1: Log-in to NSDL e-Voting system** The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.









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	<p>Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li><li>If the user is not registered for Easi/Easiest, option to register is available at</li></ol>



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	<p><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
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 NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43





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B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



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- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [srsecretarialadvisor@gmail.com](mailto:srsecretarialadvisor@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).





## **KALYANI COMMERCIALS LIMITED**

**Regd. Office:** BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110042

**CIN:** L65923DL1985PLC021453

**E-mail:** [kalyanicommercialslimited@gmail.com](mailto:kalyanicommercialslimited@gmail.com)

**Website:** [www.kalyanicommercialsltd.com](http://www.kalyanicommercialsltd.com)

**Ph.:** 011- 43063223, 011-47060223

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [www.kalyanicommercialsltd.com](http://www.kalyanicommercialsltd.com)
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [www.kalyanicommercialsltd.com](http://www.kalyanicommercialsltd.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
26. The **COVID 19** is a Global Pandemic and has disrupted the social & business activities worldwide. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. Hence, keeping in mind the safety of our stakeholders, directors, secretarial and statutory auditors we have ensured following measures while conducting Annual General Meeting of the Company:-
- Sanitization of the premises;
  - Aaryogyasetu app and body temperature of every individual to be checked before allowing entrance in the premises;
  - No one is allowed without Masks;
  - Every attendee has to adhere to the social distancing norms;
  - No eatables will be served due to COVID-19 during meeting.
  - Everyone is requested to carry their water bottles along with.



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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to all the Special Business mentioned in the accompanying Notice:

#### **ITEM NO.3: APPOINTMENT OF MS. NIKHITA AGARWAL (DIN:07834481) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Ms. Nikhita Agarwal has been working in the field of Business and Finance for a long time. She possesses analyzing skills and rich experience in the field of Business and Finance. She is competent and capable to hold the current position and provide valuable services to the Company and execute work in a balanced manner.

Also Mrs. Nikhita Agarwal, has given a declaration to the board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the board, Mrs. Nikhita Agarwal fulfill the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as Independent Director of the company and she is independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and she has given her consent to act as Director.

The Board is of opinion that appointment and presence of Mrs. Nikita Agarwal on the Board will be desirable, beneficial and in the best interest of the Company and Therefore, Board in their Meeting held on 14<sup>th</sup> August, 2021 had appointed Mrs. Nikhita Agarwal as the Independent Director of the Company. Hence, recommends resolution set out in Item no. 3 of the accompanying Notice for approval and adoption of the Members.

None of the Directors of the Company are interested in the proposed resolution

#### **ITEM NO.4: RE-APPOINTMENT OF MR. SHANKAR LAL AGARWAL (DIN: 01341113) AS THE MANAGING DIRECTOR OF THE COMPANY DESIGNATED AS KEY MANAGERIAL PERSONNEL OF THE COMPANY**

Mr. Shankar Lal Agarwal is associated with the company from its inception and is having vast expertise and experience in the field of commercial vehicles, two wheelers, petroleum products and finance industry. He is handling the operations of the company very efficiently and diligently. He has always worked for the company wholeheartedly. His tenure is expiring on 28<sup>th</sup> August, 2021. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Shankar Lal Agarwal on the Board of the Company and accordingly the Board recommends the reappointment of Mr. Shankar Lal Agarwal as a Managing Director as proposed in the resolution set out at Item No. 4 for approval by the Members. The term and conditions of his re-appointment are as follows

- A salary at the rate of Rs. 50,000 (Rupees One Lac only) per month w.e.f July 01, 2021, which may be reviewed by the Board.
- Reimbursement of medical and hospitalization expenses of the Managing Director and his family subject to a ceiling of one month salary in a year.
- Leave Travel Allowance for the Managing Director and his family once in a year in accordance with the Company policy.





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- Bonus for the financial year, at the discretion of the Company, with shareholder approval.
- Provision of chauffeur driven car for the use on Company's business, meal Coupons and telephone at residence.
- Reimbursement of expenses incurred by him in Purchase of newspapers, magazines, books and periodicals in accordance with the Company policy.
- Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Therefore, the Directors of your company recommend the aforesaid resolution for your consideration and approval.

Mr. Sourabh Agarwal and Mrs. Manushree Agarwal, Whole Time Director and Non-executive Director respectively being the close relatives of Mr. Shankar Lal Agarwal are interested in the aforesaid resolution.

### **ITEM NO.4: RE-APPOINTMENT OF MR. SOURABH AGARWAL (DIN: 02168346) AS THE WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS KEY MANAGERIAL PERSONNEL OF THE COMPANY**

Mr. Sourabh Agarwal is an eminent Professional and associated with company from a long period of time. He is handling the operations of the company very efficiently. However his tenure is expiring on 28<sup>th</sup> August, 2021. Given his experience and contribution towards the Company, the Board considers it desirable and in the interest of the Company to have Mr. Sourabh Agarwal on the Board of the Company and accordingly the Board recommends the reappointment of Mr. Sourabh Agarwal as Whole Time Director as proposed in the resolution set out at Item No. 5 for approval by the Members. The terms and condition of his re-appointment are as on the following terms and conditions:

- A salary at the rate of Rs. 50,000 (Rupees One Thousand only) per month w.e.f July 01, 2021, which may be reviewed by the Board.
- Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family subject to a ceiling of one month salary in a year.
- Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- Bonus for the financial year, at the discretion of the Company, with shareholder approval.
- Provision of chauffeur driven car for the use on Company's business, meal Coupons and telephone at residence
- The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
- Reimbursement of expenses incurred by him in Purchase of newspapers, magazines, books and periodicals in accordance with the Company policy.
- Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.



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- Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.

Therefore, the Directors of your company recommend the aforesaid resolution for your consideration and approval.

Mr. Shankar Lal Agarwal and Mrs. Manushree Agarwal, Managing Director and Non-executive Director respectively being the close relatives of Mr. Shankar Lal Agarwal are interested in the aforesaid resolution.

**For and on behalf of the Board**  
**KALYANI COMMERCIALS LIMITED**  
For Kalyani Commercials Limited

Director

**SOURABH AGARWAL**  
(Whole Time Director)  
DIN: 02168346  
Off. Add: BG 223 Sanjay Gandhi  
Transport Nagar, GT Karnal Road  
New Delhi -110042

**Date:** 03/09/2021

**Place:** New Delhi





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### ANNEXURE 'A' TO THE NOTICE

**Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting [Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]**

Name of the Director	Ms. Manushree Agarwal	Mr. Shankar Lal Agarwal	Mr. Sourabh Agarwal	Ms. Nikhita Agarwal
DIN	06620217	01341113	02168346	07834481
Age (Years)	36 Years	65 Years	40 Years	33 Years
Nationality	Indian	Indian	Indian	Indian
Qualification	BE, MBA	B.COM	MBA	Chartered Accountant
Experience (years)	9 Years	30 Years	12 Years	7 Years
Brief Resume	Ms. Manushree is associated with the Company for more than 5 years. She is a person of positivism and dynamism.	Mr. Shankar Lal Agarwal is associated with the Company from a period of time. He devotes his full time to the Company and he is a person of knowledge and repute.	Mr. Sourabh Agarwal is a very knowledgeable person and his association with Company also proved very beneficial for the Company.	Ms. Nikhita Agarwal is CA by professional and having vast knowledge and experience to the Business and Finance.
Expertise in Special Functional Area	Industry, Leadership, Board procedures and Governance, etc.	Industry, Leadership, Board procedures and Governance, etc.	Industry, Leadership, Accounts & Finance, Board procedures and Governance, etc.	Industry, Leadership, Accounts & Finance, Board procedures and Governance, etc.
Date of First Appointment on the Board of the Company	June 18, 2013	September 13, 2001	May 05, 2008	August 14, 2021
Terms & condition of re-appointment/appointment	Non-Executive Director liable for retire by rotation	Managing Director not liable for retire by rotation.	Whole Time Director not liable for retire by rotation	Independent Non-Executive Director not liable for retire by rotation
Details of remuneration sought to be paid and remuneration last drawn	NIL	Rs. 6,00,000/- (Rupees Six Lakh per annum)	Rs. 6,00,000/- (Rupees Six Lakh per annum)	NIL
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	-	418000 Equity Shares of Rs. 10/-	28400 Equity Shares of Rs. 10/-	NIL
Relationship between the Directors inter se and other Key Managerial Person	Spouse of Mr. Sourabh Agarwal, Whole Time Director of the Company	Father of Mr. Sourabh Agarwal, Whole Time Director of the Company Father-in-law of Ms.	Son of Mr. Shankar Lal Agarwal, Managing Director of the Company Spouse of Ms.	None



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	Daughter in Law of Mr. Shankar Lal Agarwal Managing Director of the Company	Manushree Agarwal, Director of the Company	Manushree Agarwal, Director of the Company	
No. of Board Meetings attended during the year	11 of 11	11 of 11	11 of 11	-
List of Directorship held in Other Companies (excluding Foreign Companies)	NIL	Ganganagar Automobiles Private Limited; Ganganagar Vehicles Private Limited; Kota Trucks Private Limited; I-Maven Automotive Private Limited; GBM Vahaan Private Limited Argent Leasing And Finance Private Limited	Ganganagar Automobiles Private Limited; Ganganagar Vehicles Private Limited; Kota Trucks Private Limited; I-Maven Automotive Private Limited; GBM Vahaan Private Limited	Director-Goodluck Capinvest Private Limited
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	NIL	NIL	NIL	NIL

**Note:**

- The aforesaid information is as at 31st March, 2021.
- The Directorships/Committee Memberships exclude foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.
- Only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered for determining Chairmanship/Membership which is pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.





# KALYANI COMMERCIALS LIMITED

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## 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]*

**CIN:**L65923DL1985PLC021453

**Name of the Company:** Kalyani Commercials Limited

**Venue of the Meeting:** BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110042

**Date and Time:** Tuesday, 28<sup>th</sup> September, 2021 at 11:00 A.M.

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: \_\_\_\_\_, or failing him/her

as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on **Tuesday, the 28<sup>th</sup> day of September, 2021 at 11:00 A.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042** and at any adjournment thereof) in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
<b>ORDINARY BUSINESS:</b>				
1.	Adoption of Consolidated and Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon.			
2.	To Appoint a Director in place of Ms. Manushree Agarwal (DIN No. 06620217), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.			



# KALYANI COMMERCIALS LIMITED

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## SPECIAL BUSINESS:

3.	Appointment of Ms. Nikhita Agarwal (DIN: 07834481) as an Independent Director of the Company.			
4.	Re-appointment of Mr. Shankar Lal Agarwal (DIN: 01341113) as the Managing Director of the Company designated as Key Managerial Personnel of the Company.			
5.	Re-appointment of Mr. Sourabh Agarwal (DIN: 02168346) as the Whole Time Director of the Company designated as Key Managerial Personnel of the Company.			

\*\* This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signed this ..... Day of ..... 2021

Signature of shareholder.....

Signature of Proxy holder(s) .....

Affix One Rupee Revenue Stamp
--

### Note:

- a. 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.

## ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES





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

<b>Commencement of e-voting</b>	25 <sup>th</sup> September, 2021 at 09:00 A.M.
<b>End of e-voting</b>	27 <sup>th</sup> August, 2021 till 5:00 P.M.

- **The cut-off date for the purpose of e-voting is 21<sup>st</sup> September, 2021.**



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## ATTENDANCE SLIP

<b>Registered Folio / DP ID &amp; Client ID</b>
<b>Name and Address of the Shareholder</b>

1. I hereby record my presence at the 36<sup>th</sup> Annual General Meeting of the Company being held on at the registered office of the company, at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042
2. Signature of the Shareholder/Proxy Present
3. Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

**NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.**

### **ELECTRONIC VOTING PARTICULARS**

<b>EVEN (E Voting Event Number)</b>	<b>User ID</b>	<b>Password / PIN</b>

**Note:** Please read the instructions printed under the Note to the Notice dated 03<sup>rd</sup> September, 2021 of the 36<sup>th</sup> Annual General Meeting of the Company. The E-Voting period starts from 9:00 A.M on Saturday, 25<sup>th</sup> September, 2021 and ends at 05:00 P.M Monday, 27<sup>th</sup> September, 2021. The e-Voting module shall be disabled by NSDL for voting thereafter.





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## Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

## POLLING PAPER

**FOR THIRTY SIXTH ANNUAL GENERAL MEETING SCHEDULED ON TUESDAY, THE 28TH DAY OF SEPTEMBER, 2021 AT REGISTERED OFFICE OF THE COMPANY AT BG-223, SANJAY GANDHI TRANSPORT NAGAR, GT KARNAL ROAD, NEW DELHI-110042 AT 11:00 A.M.**

S. No.	Particulars	Details
1.	Name of the first named shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share Equity	

**I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:**

S.No.	Resolution	No. of Shares Held	For	Against
1.	Adoption of Consolidated and Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon.			
2.	To Appoint a Director in place of Ms. Manushree Agarwal (DIN No. 06620217), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.			
3.	Appointment of Ms. Nikhita Agarwal (DIN: 07834481) as an Independent Director of the Company.			
4.	Re-appointment of Mr. Shankar Lal Agarwal (DIN: 01341113) as the Managing Director of the Company designated as Key Managerial Personnel of the Company.			
5.	Re-appointment of Mr. Sourabh Agarwal (DIN: 02168346) as the Whole Time Director of the Company designated as Key Managerial Personnel of the Company.			



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**Ph.:** 011- 43063223, 011-47060223

**Place:** 03/09/2021      **(Signature of the Shareholder)**

**(Name & Signature of the Proxy)**

**Date:** New Delhi

**Note: Proxy who are attending and voting in this Thirty Sixth Annual General Meeting on behalf of members are requested to first write their name before signing it**

### **Dematerialization of physical shares and Updation of Bank Details & PAN**

Dear Shareholders,

We would like to inform you that Securities and Exchange Board of India (SEBI) vide their Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 Dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies.

We observe from our records that you have been holding shares in physical form as on date and PAN and Bank details have not been updated in your Folio. Hence, we request you to send us the enclosed form, duly filled and signed (including joint holders, if any) along with the following documents to us at our above address within 21 days from the date of this letter to update the records for payment of any future dividend.

- 1) Self-attested copy of PAN card including joint holders. In case of residence of Sikkim, the requirement of PAN Card be substituted with a valid Identity proof issued by Government.
- 2) Original Cancelled Cheque Leaf bearing the name of Sole / first named shareholder (or) attested copy of Bank passbook.

Please also provide your Email Id, Phone / Mobile No. for record as well as for us to send to you communication by electronic means in accordance with various circulars issued by the Ministry of Corporate Affairs from time to time.

Further, We would also like to inform you that SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. April 01, 2019.

You are accordingly advised to dematerialize your physical shareholding at earliest. After April 01, 2019, no request for transfer of shares in physical form can be processed by the Company/RTA.

In order to dematerialize your shares, please open a Demat Account with any of the Depository Participant and submit your physical share certificate(s) with them for dematerialization to avoid inconvenience at later stage. An early action in the matter will save you from unnecessary hassle at a later date.

**Thanking you,**

**Yours faithfully,  
For Skyline Financial Services Private Limited**

**Authorized Signatory**





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**E-mail:** [kalyanicommercialslimited@gmail.com](mailto:kalyanicommercialslimited@gmail.com)

**Website:** [www.kalyanicommercials.com](http://www.kalyanicommercials.com)

**Ph.:** 011- 43063223, 011-47060223

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### **KALYANI COMMERCIALS LIMITED**

**CIN: L65923DL1985PLC021453**

**Regd. Office:** BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, delhi-110042

**Phone: 011- 43063223, 011-47060223**

### **E-communication Registration Form**

(As per circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No. / DPID & Client ID: .....

Name of First Registered Holder: .....

Name of Joint Holder(s): .....

Registered Address: .....

E-mail ID (to be registered): .....

I / We, Members of Kalyani Commercials Limited, agree to receive all communication from the Company in electronic mode. Please register my above-mentioned e-mail id in your records for sending communication through e-mail.

Date:

Signature:.....

(First Holder)

#### **Notes:**

- 1) On registration, all the communication will be sent to the e-mail id registered for the folio.
- 2) Members are requested to keep the Company/Depository Participants informed as and when there is any change in the e-mail address.
- 3) Members are requested to attach a self-attested scanned copy of PAN card, self-attested scanned copy of any document (such as Aadhar card/ latest Electricity Bill/latest Telephone/Mobile Bill/Driving License/Passport/Voter ID card/Bank Passbook particulars) along with its form.



# KALYANI COMMERCIALS LIMITED

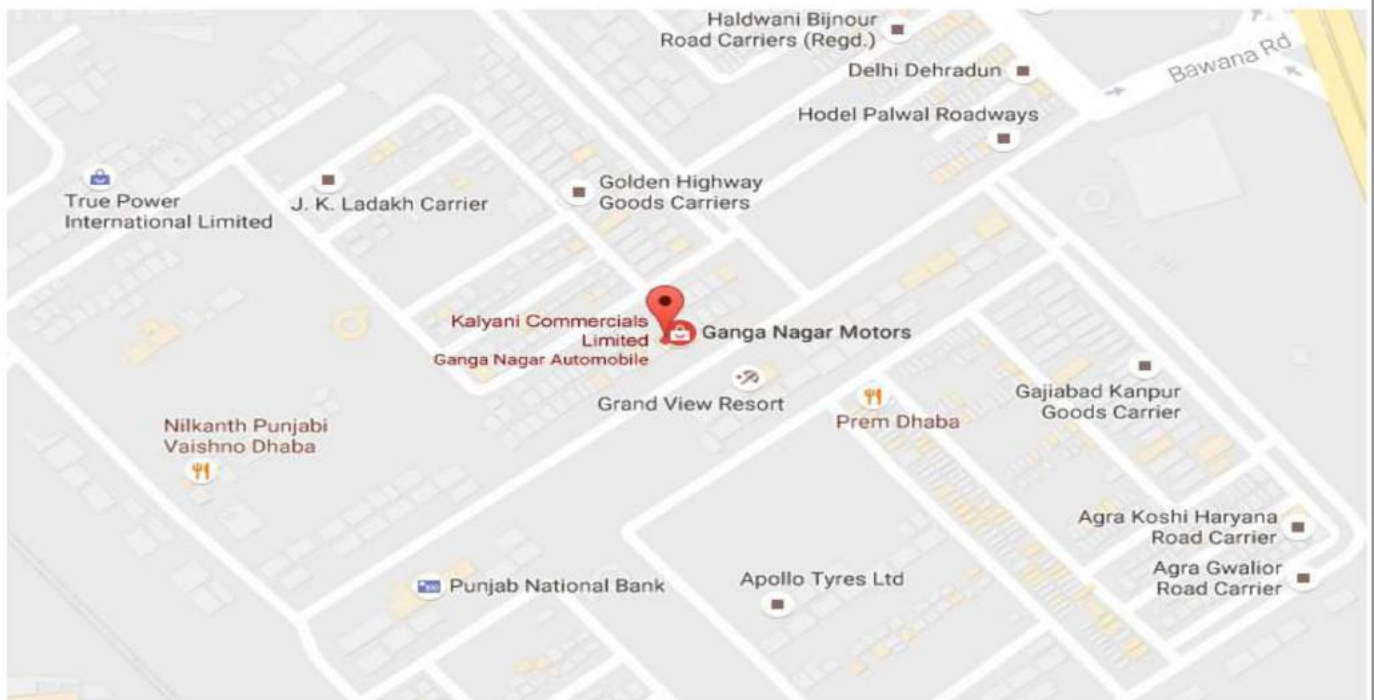
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**Ph.:** 011- 43063223, 011-47060223

## *Route Map*



*If undelivered please return to:*

### **KALYANI COMMERCIAL LIMITED**

**Regd. Office:** BG-223, Sanjay Gandhi Transport Nagar,  
GT Karnal Road, Delhi-110042

**E-mail:** [kalyanicommercialslimited@gmail.com](mailto:kalyanicommercialslimited@gmail.com)