



KALYANI COMMERCIALS LIMITED

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

CIN: L65923DL1985PLC021453

E-mail: kalyanicommercialslimited@gmail.com

Website: www.kalyanicommercials.com

Ph.: 011- 43063223, 011-47060223

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of Kalyani Commercials Limited will be held on Thursday, 3rd Day of December, 2020 at 10:00 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:

SPECIAL BUSINESS:

1. APPROVAL UNDER THE PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013.

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 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and relevant rules made thereto including any statutory modifications or re-enactments thereof and pursuant to the approval of the board of directors of the company, the consent of the shareholders of the company be and is hereby accorded, that the Company “Kalyani Commercials Limited” may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested i.e. Ganganagar Vehicles Private Limited to the extent of the value of property situated at Plot No. 165, Road No. 5, Indraprastha Industrial Area, Kota.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute all documents that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**For and on behalf of the Board
KALYANI COMMERCIALS LIMITED**

Date: 10/11/2020
Place New Delhi

**Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN:02168346
Off. Add: BG 223 Sanjay Gandhi
Transport NagarGT Karnal Road
New Delhi DL 110042 IN**



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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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. No extra attendance slip will be provided at the venue of the Extra Ordinary 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 Extra Ordinary 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. 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



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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.

6. 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.

7. The members who have cast 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.
8. The ISIN of the Equity Shares of Rs.10/- each is INE610E01010.
9. Electronic copy of the Notice of Extra Ordinary General Meeting 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.
10. 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 Extra General Meeting at the registered office of the Company.
11. 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.
12. 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.
13. For security reasons, no article/baggage will be allowed at the venue of the meeting.
14. 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.



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15. 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 EGM.
16. 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. 26th November, 2020 then the member may obtain Login ID and other e-Voting related details from the Company.
17. 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.
18. The Novel Coronavirus **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 ensure following measures while conducting Extra Ordinary General Meeting of the Company:-
 - Sanitization of the premises;
 - Aaryogya setu 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 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 1. APPROVAL UNDER THE PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013.

The Company "Kalyani Commercials Limited" has given guarantee to HDFC Bank Limited to the extent of the value of property situated at Plot No. 165, Road No. 5, Indraprastha Industrial Area, Kota, against the CC limit taken by Ganganagar Vehicles Private Limited (GVPL) under section 185 of the Companies Act, 2013 ("the Act"). The said transaction has been exempted under the Act due to holding-subsidary relationship of the Company and GVPL. However, pursuant to Companies (Amendment) Act, 2017 effective from 7th May, 2018, there is no requirement of maintaining holding-subsidary relationship in order to give the said guarantee to GVPL. In furtherance to the said amendment, on 30th October, 2020, the Company has transferred some of its shareholding held in GVPL due to which the status of holding and subsidiary no longer exists. Accordingly, the Company shall no longer be treated as the holding company of GVPL and since the guarantee is given there is a requirement to take the approval from the Board and thereafter an approval from the shareholders of the Company under section 185 of the Act, so after detailed discussion, the following resolution was passed:

Further, GVPL has also applied for the renewal of the said CC Limit from HDFC Bank Limited.

Pursuant to the provisions of section 185 of the Companies Act, 2013 and rules made there under, the Company needs to obtain the approval of shareholders / members by way of special resolution passed at the General Meeting in case the company advances any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested.

According to Section 185(3) the above approval is not required if any loan or guarantee or security is given by holding company to its subsidiary company. Since the holding - subsidiary relationship no longer exists, therefore approval by way of Special Resolution is required to be taken.



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Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution.

Further, the detailed particulars as required under the proviso to Section 185(2)(a) are as follows:

1. Details of Guarantee given: Guarantee shall be given to HDFC Bank Limited to the extent of the value of property situated at Plot No. 165, Road No. 5, Indraprastha Industrial Area, Kota, against the CC limit taken by Ganganagar Vehicles Private Limited (GVPL).
2. Purpose for which the guarantee is proposed to be utilised by the recipient of the guarantee: Ganganagar Vehicles Private Limited is exclusively engaged in the business of Dealership for last 18 years. From time to time it has to provide credit to the customers and the payments are made to them subsequently. Therefore, they need sufficient funds at their disposal to finance the working capital requirements.

E-voting Instructions:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, Kalyani Commercials Limited ("the Company") is offering e-Voting facility to its members in respect of the business to be transacted at the Extra Ordinary General Meeting scheduled to be held on Thursday, 3rd December, 2020 at 10:00 A.M.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

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

- Commencement of e-Voting: 29th November, 2020 at 9:00 A.M.
- End of e-Voting: 2nd December, 2020 till 5:00 P.M.
- The cut-off date for the purpose of e-Voting is 26th November, 2020.



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Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 10th November, 2020 for the Extra Ordinary General Meeting scheduled to be held on 3rd December, 2020. The Notice of the Extra Ordinary General Meeting and this communication will also be available on the website of the Company.

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 considered at the Extra Ordinary General Meeting (EGM) 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 EGM (“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 EGM 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 cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 29th November, 2020 (9:00 am) and ends on 2nd December, 2020 (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 26th November, 2020, 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)] :



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Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
 - 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. Your password details 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 enter the ‘initial password’ and the system will force you to change your password.
 - 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



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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, your 'initial password' is communicated to you on your postal address.
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.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

1. Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of "Kalyani Commercials Limited".



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4. Now you are ready for remote e-voting as Cast Vote page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you have voted on the resolution, you will not be allowed to modify your vote.
 9. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to srcorporateconsultant@gmail.com with a copy marked to evoting@nsdl.co.in.
 10. 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 to reset the password.
- B.** In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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(ii) Please follow **Step1 and Step 2** above to cast vote.

- i. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.



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- ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th November, 2020.
- v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25th November, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kalyanicommercialslimited@gmail.com
- vi. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- viii. Ms. Parul Gulati (Membership No. A37801) on behalf of M/s. GA & Associates, Company Secretaries LLP has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- ix. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- x. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person



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authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- xi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.

**For and on behalf of the Board
KALYANI COMMERCIALS LIMITED**

Date: 10/11/2020
Place New Delhi

**Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN:02168346
Off. Add: BG 223 Sanjay Gandhi
Transport Nagar GT Karnal Road
New Delhi DL 110042 IN**



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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-110 042

Date and Time: Thursday, 3rd December, 2020 at 10:00 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 Extra Ordinary General Meeting of the Company to be held on Thursday, 3rd December, 2020 at 10:00 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:



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S. No.	Resolution	Number of shares held	For	Against
SPECIAL BUSINESS:				
1.	APPROVAL UNDER THE PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013.			

** 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 2020

Signature of shareholder.....

Signature of Proxy holder(s)

Affix One
Rupee
Revenue
Stamp

Note:

- 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 Event Number)	Voting	PASSWORD	USER ID	NO. OF SHARES



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

Commencement of e-voting	29 th November, 2020 at 9:00 A.M.
End of e-voting	2 nd December, 2020 till 5:00 P.M.

- **The cut-off date for the purpose of e-voting is 26th November 2020.**

ATTENDANCE SLIP

Registered Folio / DP ID & Client ID
Name and Address of the Shareholder

1. I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Thursday, 3rd December, 2020 at 10:00 a.m. 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.



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ELECTRONIC VOTING PARTICULARS

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

Note: Please read the instructions printed under the Note to the Notice dated 10th November, 2020 of the Extra Ordinary General Meeting of the Company. The E-Voting period starts from 9:00 A.M on 29th November, 2020 and ends at 5:00 P.M 2nd December, 2020. The e-Voting module shall be disabled by NSDL for voting thereafter.

Route Map for EGM of Kalyani Commercials Limited to be held on Thursday, 3rd December, 2020 at 10:00 A.M.



KALYANI COMMERCIALS LIMITED

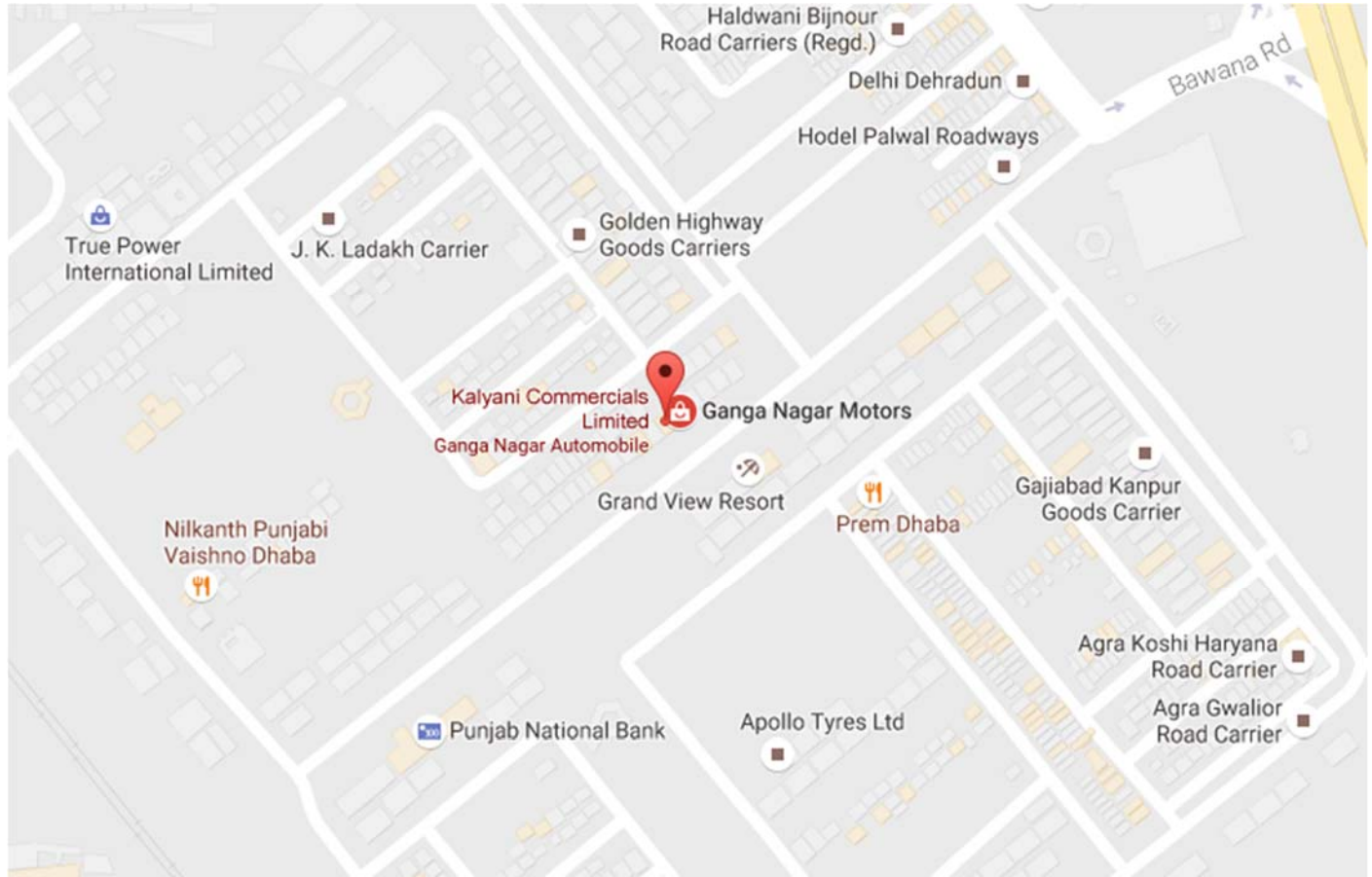
Regd. Office: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110042

CIN: L65923DL1985PLC021453

E-mail: kalyanicommercialslimited@gmail.com

Website: www.kalyanicommercials.com

Ph.: 011- 43063223, 011-47060223



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