



GROVER AHUJA & ASSOCIATES

Company Secretaries

Form MGT-13

Consolidated Scrutinizer's Report

[Pursuant to Section 108 & 109 of the Companies Act 2013 and Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Kalyani Commercials Limited
BG - 223, Sanjay Gandhi Transport Nagar,
G. T. Karnal Road, New Delhi -110 042

Subject: Report on resolution passed through remote E-voting and poll conducted at the 2nd Extra Ordinary General Meeting (EOGM) held on 22nd February, 2018 at 11:00 A.M of Kalyani Commercials Limited ('the Company')

Dear Sir,

I, Jayanti Sharma, on behalf of, M/s Grover Ahuja and Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Kalyani Commercials Limited vide resolution No. 04 dated 22nd January, 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 18th February, 2018 commenced from 09:00 A.M. to 21st February, 2018 till 5:00 P.M. and to act as the scrutinizer for the Ballot conducted at the meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means and (iii) Secretarial Standard-2 issued by ICSI.

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes casted by the members for the resolution contained in the Notice dated 22nd January, 2018, based on the reports generated from the E-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide E-voting facilities and scrutiny of the ballot process held on 22nd February, 2018 at 11:00 A.M. at the Extra Ordinary General Meeting of the Company.

Head Off: D-176, Lower Ground Floor, Defence Colony, New Delhi-110024.

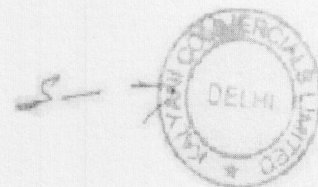
Ph: Ph: 41633301, 011-46772201-07

Branch Off: 119, First Floor, Deepshikha Building, Rajendra Palace, Delhi-110008

Mumbai Office: 63, Rajgir Chambers, 7th Floor, Shaheed Bhagat Singh Marg, Opp. Old Customs House, Mumbai

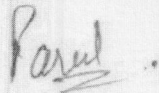
Web Site: www.groverahuja.com;

E mail: info@groverahuja.in

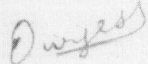


E-Voting facility was offered to only those members whose name was in the register of members on the cut-off date (i.e. 16th February, 2018) as mentioned in the Notice and Newspaper Publication of the same.

The E-votes cast were unblocked on Thursday, 22nd February, 2018 in the presence of 2 witnesses, Ms. Parul Mittal and Mr. Durgesh Babbar, who were not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: 

Name: Ms. Parul Mittal

Signature: 

Name: Mr. Durgesh Babbar

On the basis of the data downloaded from official website of NSDL for the purpose of e-voting and the votes counted in the ballot conducted at the EOGM, I submit herewith the combined report on e-voting together with that of the Ballot as under:

Special Resolution

Alteration of Other Objects of the Memorandum of Association of the Company:

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
55	724300	100

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
0	0

The Resolution stand passed under E-voting and Ballot with the requisite majority.

Head Off: D-176, Lower Ground Floor, Defence Colony, New Delhi-110024,
Ph: Ph: 41633301, 011-46772201-07

Branch Off.: 119, First Floor, Deepshikha Building, Rajendra Palace, Delhi-110008

Mumbai Office: 63, Rajgir Chambers, 7th Floor, Shaheed Bhagat Singh Marg, Opp. Old
Customs House, Mumbai

Web Site: www.groverahuja.com;

E mail: info@groverahuja.com



The combined result of the votes (electronic and physical) is annexed as **Annexure-1** with this report.

I further report that the Chairman or any other person as authorized may declare and confirm the above results of E-voting as well as Ballot Process. The results of the E-voting and Ballot Process Voting shall be communicated to the stock exchange by the Company where its shares are presently listed.

I further report that Rule No. 20 and 21 of the Companies (Management and Administration) Rules, 2014, have been duly complied with. The polling papers and other relevant records relating to E-voting and Ballot will be handed over to the Chairman for safe keeping after the Chairman approves and signs the minutes of the meeting.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act as the scrutinizer for the purpose of E-voting and Ballot Process.

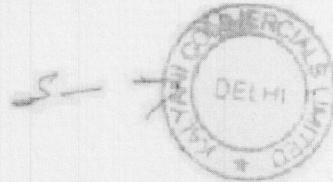
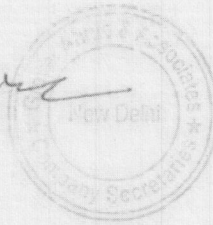
Thanking You,
Yours faithfully,

For Grover Ahuja and Associates
Company Secretaries

Jayanti Sharma

Jayanti Sharma
COP No. 12794
Membership No. 22180

Date: 23rd February, 2018
Place: New Delhi



Head Off: D-176, Lower Ground Floor, Defence Colony, New Delhi-110024.

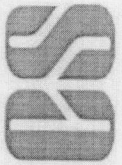
Ph: Ph: 41633301, 011-46772201-07

Branch Off: 119, First Floor, Deepshikha Building, Rajendra Palace, Delhi-110008

Mumbai Office: 63, Rajgir Chambers, 7th Floor, Shaheed Bhagat Singh Marg, Opp. Old
Customs House, Mumbai

Web Site: www.groverahuja.com;

E mail: info@groverahuja.com



GROVER AHUJA & ASSOCIATES

Company Secretari

Annexure-1

Combined Results of the votes (Electronic and Physical)

ALTERATION OF OTHER OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Resolution Required: (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter group/ are interested in the agenda/ resolution:		No						
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	531400	531400	100	531400	0	100	0
	Sub- Total		531400	100	531400	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	* 0
	Sub- Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		120500	25.71	120500	0	100	0
	Poll	468600	72400	15.45	72400	0	100	0
	Sub- Total		192900	41.16	192900	0	100	0
TOTAL		1000000	724300	72.43	724300	0	100	0

Note: No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.

CONCLUSION: The SPECIAL RESOLUTION as per the Notice convening the Extra Ordinary General Meeting has been CARRIED WITH REQUISITE MAJORITY.



Head Off: D-176, Lower Ground Floor, Defence Colony, New Delhi-110024,
 Ph: Ph: 41633301, 011-46772201-07
 Branch Office: 11th Floor, Deepshikha Building, Rajendra Palace, Delhi-110008. Mumbai Office: 63, Rajgir Chambers, 7th Floor, Shahi
 Bhagat Singh Marg, Opp. Old Customs House, Mumbai
 Web Site: www.groverahuja.com;
 E mail: info@groverahuja.in

