



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,  
GT Karnal Road, New Delhi-110042

Subject: Report on the resolution(s) passed through poll conducted at 34<sup>th</sup> Annual General Meeting ("AGM") and remote E-Voting of Kalyani Commercials Limited held on 5<sup>th</sup> September, 2019 at 9:00 A.M at the registered office of the Company.

Dear Sir,

I, Akanksha Chhabra (Partner) for and on behalf of GA & Associates, Company Secretaries LLP has been appointed as the Scrutinizer by the Board of Directors of Kalyani Commercials Limited vide resolution dated 7<sup>th</sup> August, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-Voting process held between 1<sup>st</sup> September, 2019, commenced from 9:00 A.M. to 4<sup>th</sup> September, 2019 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 resolutions contained in the Notice dated 7<sup>th</sup> August, 2019, based on the reports generated from the e-Voting system provided by National Securities Depositories Limited (NSDL), the authorized agency engaged by the Company to provide e-Voting facilities and scrutiny of the ballot process held at the AGM of the Company.

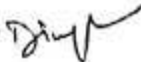
E-Voting facility was offered to only those members whose name was in the register of members on the cut-off date (i.e. 30<sup>th</sup> August, 2019) as mentioned in the Notice and Publication in the newspaper

For GA & Associates Company Secretaries LLP



Partner

The e-votes casted were unblocked on Saturday, 5<sup>th</sup> September, 2019 in the presence of 2 witnesses, Divya Aggarwal and Parul Mathur, 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: Divya Aggarwal

Signature: 

Name: Parul Mathur

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 process conducted at the AGM, I submit herewith the combined report on e-Voting together with that of the Ballot as under:

#### Item No. 1: Ordinary Resolution

Approval and Adoption of Consolidated and Standalone Audited Financial Statements as on 31<sup>st</sup> March, 2019 along with reports of the Board of Directors and Auditors thereon:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
77	598800	100

Note: Out of 77 members who voted, 42 members voted through e-voting and 35 members voted through Ballot Process.

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

#### Item No. 2: Ordinary Resolution

Appointment of Mr. Sourabh Agarwal (DIN: 02168346) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment:

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

For GA & Associates Company Secretaries LLP



Page:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
77	598800	100

Note: Out of 77 members who voted, 42 members voted through e-voting and 35 members voted through Ballot Process.

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

### Item No. 3: Ordinary Resolution

#### Regularisation of Appointment of Director- Mr. Puneet Sethi (DIN: 08212766)

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
77	598800	100

Note: Out of 77 members who voted, 42 members voted through e-voting and 35 members voted through Ballot Process.

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

All the Resolutions stand passed under e-Voting and Ballot process with the requisite majority



For GA & Associates Company Secretaries LL

Partners

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 voting at AGM 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 **GA & Associates Company Secretaries LLP**

For **GA & Associates Company Secretaries LLP**

  
Akanksha Chhabra  
(Partner)

Partner

COP No: 22714

Membership No: A34992

Date: 6<sup>th</sup> September, 2019

Place: New Delhi



Combined Results of the Votes casted through remote e-Voting and Ballot papers:

Name of the Company	Kalyani Commercials Limited
Date and Time of the AGM	5 <sup>th</sup> September, 2019, 9:00 A.M.
Total number of shareholders on record date (Cut-off date - 30 <sup>th</sup> August, 2019)	487
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	3
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

1. To receive, consider and adopt the Consolidated/Standalone Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and Auditors thereon:

Resolution Required: (Ordinary/Special)						Ordinary 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		
							0	0		



For GA &amp; Associates Company Secretaries LLP

Partner

Promoter and Promoter Group	E-Voting	531400	0	0	0	0	0	0
	Poll		531400	100	531400	0	100	0
	<b>Sub- Total</b>	<b>531400</b>	<b>531400</b>	<b>100</b>	<b>531400</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Sub- Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Institutions Non	E-Voting		48800	10.41	48800	0	100	0
	Poll	468600	18600	3.97	18600	0	100	0
	<b>Sub- Total</b>		<b>67400</b>	<b>14.38</b>	<b>67400</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>TOTAL</b>		<b>1000000</b>	<b>598800</b>	<b>59.88</b>	<b>598800</b>	<b>0</b>	<b>100</b>	<b>0</b>

Note: There are NIL invalid and abstained votes.

2. To Appoint a Director in place of Mr. Sourabh Agarwal (DIN: 02168346), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment:

Resolution Required: (Ordinary/Special)					Ordinary Resolution							
Whether promoter/ promoter group/ are interested in the agenda/ resolution:					No							
Category	Mode voting	of	No. shares held	of	No. votes polled*	of	% of votes polled on outstanding shares	No. of Votes - in favour	No. Votes against	of	% 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		531400		0		0	0	0		0	0
	Poll				531400		100	531400	0		100	0
	<b>Sub- Total</b>		<b>531400</b>		<b>531400</b>		<b>100</b>	<b>531400</b>	<b>0</b>		<b>100</b>	<b>0</b>
Public- Institutions	E-Voting		0		0		0	0	0		0	0
	Poll				0		0	0	0		0	0
	<b>Sub- Total</b>		<b>0</b>		<b>0</b>		<b>0</b>	<b>0</b>	<b>0</b>		<b>0</b>	<b>0</b>



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Partner

For GA & Associates Company Secretaries LLP

Public-Institutions	Non	E-Voting	468600	48800	10.41	48800	0	100	0
		Poll		18600	3.97	18600	0	100	0
		Sub- Total		67400	14.38	67400	0	100	0
TOTAL			1000000	598800	59.88	598800	0	100	0

Note: There are NIL invalid and abstained votes.

### 3. Regularisation of Appointment of Director - Puneet Sethi (DIN: 08212766):

Resolution Required: (Ordinary/Special)					Ordinary 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	531400	0	0	0	0	0	0	
	Poll		531400	100	531400	0	100	0	
	Sub- Total	531400	531400	100	531400	0	100	0	
Public- Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Sub- Total	0	0	0	0	0	0	0	
Public-Institutions	Non	E-Voting		48800	10.41	48800	0	0	
		Poll	468600	18600	3.97	18600	0	100	
		Sub- Total		67400	14.38	67400	0	100	
TOTAL		1000000	598800	59.88	598800	0	100	0	

Note: There are NIL invalid and abstained votes.

For GA & Associates Company Secretaries LLP



*(Signature)*

Partner

**CONCLUSION:** All the **ORDINARY RESOLUTIONS** as per the Notice convening the Annual General Meeting have been **CARRIED WITH REQUISITE MAJORITY.**

For GA & Associates,  
Company Secretaries LLP  
For GA & Associates Company Secretaries LLP



Partner

Akanksha Chhabra  
(Partner)  
COP No: 22714  
Membership No: A34992



Date: 6<sup>th</sup> September, 2019  
Place: New Delhi





# 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.kalyanicommercialsltd.com

Ph.: 011- 43063223, 011-47060223

### Voting Results

Pursuant to Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015)

Name of the Company	Kalyani Commercial Limited
Date and Time of the AGM	5 <sup>th</sup> September, 2019, 9:00 A.M.
Total number of shareholders on record date (Cut-off date - 30 <sup>th</sup> August, 2019)	487
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	31
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

- To receive, consider and adopt the Consolidated/Standalone Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and Auditors thereon:

Resolution Required: (Ordinary/Special)					Ordinary 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	
							0	0	

Promoter and Promoter Group	E-Voting	531400	0	0	0	0	0	0
	Poll		531400	100	531400	0	100	0
	Sub- Total	531400	531400	100	531400	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total		0	0	0	0	0	0
Public- Institutions Non	E-Voting		48800	10.41	48800	0	100	0
	Poll	468600	18600	3.97	18600	0	100	0
	Sub- Total		67400	14.38	67400	0	100	0
TOTAL		1000000	598800	59.88	598800	0	100	0

\*There are NIL invalid and abstained votes.

2. To Appoint a Director in place of Mr. Sourabh Agarwal (DIN: 02168346), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment:

Resolution Required: (Ordinary/Special)				Ordinary 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	531400	0	0	0	0	0	0
	Poll		531400	100	531400	0	100	0
	Sub- Total	531400	531400	100	531400	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total	0	0	0	0	0	0	0
	E-Voting		48800	10.41	48800	0	100	0

Public- Institutions	Non	Poll	468600	18600	3.97	18600	0	100	0
		Sub- Total		67400	14.38	67400	0	100	0
<b>TOTAL</b>			<b>1000000</b>	<b>598800</b>	<b>59.88</b>	<b>598800</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*There are NIL invalid and abstained votes.

**3. Regularisation of Appointment of Director - Puneet Sethi (DIN: 08212766):**

Resolution Required: (Ordinary/Special)		Ordinary 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	531400	0	0	0	0	0	0	
	Poll		531400	100	531400	0	100	0	
	<b>Sub- Total</b>	<b>531400</b>	<b>531400</b>	<b>100</b>	<b>531400</b>	<b>0</b>	<b>100</b>	<b>0</b>	
Public- Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	<b>Sub- Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Public- Institutions	E-Voting		48800	10.41	48800	0	100	0	
	Poll	468600	18600	3.97	18600	0	100	0	
	<b>Sub- Total</b>		<b>67400</b>	<b>14.38</b>	<b>67400</b>	<b>0</b>	<b>100</b>	<b>0</b>	
<b>TOTAL</b>		<b>1000000</b>	<b>598800</b>	<b>59.88</b>	<b>598800</b>	<b>0</b>	<b>100</b>	<b>0</b>	

\*There are NIL invalid and abstained votes.

**CONCLUSION:** All the **ORDINARY RESOLUTIONS** as per the Notice convening the Annual General Meeting have been **CARRIED WITH REQUISITE MAJORITY.**

For Kalyani Commercials Limited

Vikramjit Singh  
Vikramjit Singh  
(Company Secretary)

Address: BG-223, Sanjay Gandhi Transport Nagar,  
G.T. Karnal Road, New Delhi-110042

Date: 6<sup>th</sup> September, 2019

Place: New Delhi