



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, as amended]

To

The Chairman of Thirty-Ninth Annual General Meeting of the Shareholders of M/s Kalyani Commercials Limited held on Thursday, 26th September, 2024 at 12:00 noon at the Registered office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi- 110042.

Dear Sir,

I, Parul Khetrapal, Company Secretary in Practice and Designated Partner of GA & Associates, Company Secretaries LLP have been appointed as the Scrutinizer by the Board of Directors of Kalyani Commercials Limited ("the Company") vide resolution dated 02nd September 2024 for the purpose of scrutinizing the process of voting through electronic means ("e-Voting") and by Poll on the resolutions contained in the Notice dated 03rd September 2024 ("Notice") for calling the Thirty-ninth (39th) Annual General Meeting of its shareholders ("the meeting"/ "AGM"). The AGM was convened on Thursday, 26th September, 2024 at 12:00 noon at the Registered office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi- 110042.

In compliance with the MCA Circulars and SEBI Circular dated 13 May 2022, the Notice along with the Annual Report for the financial year 2023-2024 was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, Skyline Financial Services Private Limited/ National Securities Depository Limited ("NSDL")/ Central Depository Services Limited ("CDSL")/ Depository Participants.

The said Notice and Annual Report for the financial year 2023-2024 was also placed on the website of the Company at: <https://www.kalyanicommercials.com/> and on the website of the Stock Exchanges, i.e., NSE Limited www.nseindia.com.

In compliance with the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a newspaper Advertisement was published on 04th September, 2024 in 'Financial Express' (English newspapers), in 'Jansatta' (Hindi language newspaper), respectively specifying the day, date and time of the AGM. Notice of the AGM and Annual Report was also made available on the website of the Company, the Stock Exchanges and NSDL.

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Parul Khetrapal, Designated Partner
GA & Associates Company Secretaries LLP



The said appointment as Scrutinizer is under the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) Process of remote e-voting; and
- (ii) Process of Poll.

Management's Responsibility

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; (ii) the MCA Circulars; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means and (iv) Secretarial Standard-2 issued by ICSI.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for voting process (i.e. e-voting and Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, 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.

Cut-off date

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice i.e., Thursday, 19th September, 2024 were entitled to vote on the resolutions (Item No. 1 to 2 as set out in the notice calling AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of the Articles of Association.

Poll process at the AGM

The votes cast at the meeting were reconciled with records maintained by the Company/ Skyline Financial Services Private Limited.

E-voting process

The e-voting period remained open from Monday, 23rd September, 2024 (09:00 A.M.) to Wednesday, 25th September, 2024 (05:00 P.M.)

The votes cast during the e-voting were unblocked on Thursday, 26th September, 2024 after the conclusion of AGM and was witnessed by two witnesses, Ms. Arushi Bhatnagar and Ms. Bhumiika

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Sharma, 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. Arushi Bhatnagar

Signature:

Name: Ms. Bhumika Sharma

Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL i.e., <https://evoting.nsdl.com> Based on the report generated by NSDL, data regarding the e-voting and the votes counted in the ballot process conducted at the AGM was scrutinized.

I submit herewith the Consolidated Scrutinizer's Report on the results of e-Voting together with that of the Ballot as under:

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon, along with the cash flow statements.:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
06	5800	100

Out of 06 members who voted, 0 members voted through e-voting and all 06 members voted through Poll 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:

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

Item No. 2: Ordinary Resolution

Appointment of 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:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
06	5800	100

Out of 06 members who voted, 0 members voted through e-voting and all 06 members voted through Poll 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

For the voting results, the votes cast by shareholders who are eligible to vote in terms of Regulation 23 of LODR have been considered.

Based on the aforesaid results, I report that all resolutions as set out in items nos. 1 & 2 of the Notice have been passed with requisite majority.

The combined result of the votes (electronic and physical) is annexed as **Annexure** 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

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shall be communicated to the stock exchange by the Company where its shares are presently listed.

I further report that Rule 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 the scrutinizer for the purpose of e-Voting and Ballot Process.

Restriction on Use:

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You

For Ga & Associates Company Secretaries LLP

Yours faithfully,

For GA & Associates Company Secretaries LLP

Parul Khetrpal

(Designated Partner)

Membership No.: A37801

C.P. No.: 22076

PR No: 5860/2024.

UDIN: A037801F001346561

Date: 27.09.2024

Place: New Delhi

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Annexure

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	26 th September, 2024, 12:00 Noon.
Total number of shareholders on record date (Cut-off date 19 th September, 2024)	473
No. of shareholders present in the meeting either in person or through proxy:	8
Promoters and Promoter Group:	2
Public:	06
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	1
Public:	0

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon, along with the cash flow statements.

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	5,31,400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub-Total	5,31,400	0	0	0	0	0	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

For Ga & Associates Company Secretaries LLP

	Total							
Public-Non Institutions	E-Voting	4,68,600	0	0	0	0	0	0
	Poll		5,800	0.58	5,800	0	100	0
	Sub-Total	4,68,600	5,800	0.58	5,800	0	100	0
TOTAL		10,00,000	5,800	0.58	5,800	0	100	0

Note: Note: There are nil invalid votes and all the promoters are abstained to vote on this resolution.

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:

Resolution Required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/ promoter group/ are interested in the agenda/ resolution:						Yes		
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	5,31,400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub-Total	5,31,400	0	0	0	0	0	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-Non Institutions	E-Voting	4,68,600	0	0	0	0	0	0
	Poll		5,800	0.58	5,800	0	100	0
	Sub-Total	4,68,600	5,800	0.58	5,800	0	100	0

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TOTAL	10,00,000	5,800	0.58	5,800	0	100	0
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Note: Note: There are nil invalid votes and all the promoters are abstained to vote on this resolution.

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
Designated Partner

For GA & Associates, Company Secretaries LLP
Designated Partner

Paul Khetrpal

Place: New Delhi

Date: 27.09.2024

PARUL KHETRAPAL
(Designated Partner)

Membership No.: A37801

C.P. No.: 22076

PR No.5860/2024

UDIN: A037801F001346561

Countersigned by:

For Kalyani Commercials Limited

Sourabh Aggarwal

Sourabh Aggarwal

Director

(Whole Time Director and Chairman of the Annual General Meeting)

DIN: 02168346