



KALYANI COMMERCIALS LIMITED

RegdOffice: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110042

CIN: L65923DL1985PLC021453

E-mail: kalyanicommercialslimited@gmail.com

Website: www.kalyanicommercials Ltd.com

Ph.: 011- 43063223, 011-47060223

1st October, 2020

To,
National Stock Exchange of India Limited,
Exchange plaza, C-1, Block- G
Bandra Kurla Complex, Bandra
Mumbai-400051

NSE Symbol: KALYANI

Sub: Scrutinizer Report and Voting Results of 35th Annual General Meeting of Kalyani Commercials Limited

Dear Sir,

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the voting results (remote e-voting and e- voting at the Annual General Meeting) and Scrutinizer's Report on the resolutions passed by the members at the 35th Annual General Meeting ('AGM') held on Wednesday, September 30, 2020 at 10:00 A.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042.

Further pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host the same on the website of the company and NSDL the voting results of the 35th AGM.

We request you to kindly take the same in your records.

Yours Sincerely

For Kalyani Commercials Limited

Sourabh Agarwal
(Director and CFO)

DIN: 02168346

Address: BG-223, Sanjay Gandhi Transport Nagar,
GT Karnal Road, New Delhi-110042



GA & ASSOCIATES

Company Secretaries LLP

To,

The Chairman

Kalyani Commercials Limited

CIN: L65923DL1985PLC021453

BG-223, Sanjay Gandhi Transport

Nagar, GT Karnal Road, Delhi-110042

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-voting and voting by your members, at the 35th Annual General Meeting (AGM) of your Company held on Wednesday, 30th September, 2020 at 10:00 A.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042.

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For GA& Associates Company Secretaries LLP
Company Secretaries

Place: New Delhi

Date: 1.10.2020

PARUL
GULATI

Digitally signed
by PARUL GULATI
Date: 2020.10.01
20:19:30 +05'30'

(Parul Gulati)

Partner

Membership No.: 37801

C.P. No.: 22076

UDIN: A037801B000842715

Regd. Off: A-5, Pota Cabin, 3rd Floor, Defence Colony, New Delhi-110024,

Ph: 011-46772203/04/05

Website-www.groverahuja.com

E mail: info@groverahuja.co



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 34th Annual General Meeting ("AGM") and remote E-Voting of Kalyani Commercials Limited held on 5th September, 2019 at 9:00 A.M at the registered office of the Company.

Dear Sir

I, **Parul Gulati**, Partner of **GA & Associates, Company Secretaries LLP** have been appointed as the Scrutinizer by the Board of Directors of **Kalyani Commercials Limited** vide resolution passed on 7th September, 2020 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 26th September, 2020, commenced from 9:00 A.M. to 29th September, 2020 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 cast by the members for the resolutions contained in the Notice dated 7th September, 2020, 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. 23rd September, 2020) as mentioned in the Notice and Publication in the newspaper.

The e-votes casted were unblocked on Wednesday, 30th September, 2020 in the presence of 2 witnesses, Rishabh Bansal and Mamta Goyal, 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: Rishabh Bansal

Rishabh Bansal
16/12, G-1/10, 53/2, Badli Puri Borden
N.D-44

Signature:

Name: Mamta Goyal

Mamta Goyal
105 Zamrudpur, Greater Kailash
ND-48

Regd. Off: A-5, Pota Cabin, 3rd Floor, Defence Colony, New Delhi-110024,

Ph: 011-46772203/04/05

Website: www.groverahuja.com

E mail: info@groverahuja.co

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 31st March, 2020 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
39	581200	100

Out of 39 members who voted, 34 members voted through e-voting and 5 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 Ms. Manushree Agarwal (DIN: 06620217) who retires by rotation 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
39	581200	100

Out of 39 members who voted, 34 members voted through e-voting and 5 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

Regularization of Appointment of Director- Mr. Gagan Anand (Din: 08604211):

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
39	581200	100

Out of 39 members who voted, 34 members voted through e-voting and 5 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. 4: Special Resolution

Re-Appointment of Mr. Alok Kumar Gupta as Independent Director in terms of Section 149 of the Companies Act, 2013:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
39	581200	100

Out of 39 members who voted, 34 members voted through e-voting and 5 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. 5: Ordinary Resolution

Approval for Contribution under the provisions of Section 181 of the Companies Act, 2013:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
39	581200	100

Out of 39 members who voted, 34 members voted through e-voting and 5 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. 6: Special Resolution

To approve the limits for the loans and investment by the company in terms of the provisions of Section 186 of the companies act, 2013

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
39	581200	100

Out of 39 members who voted, 34 members voted through e-voting and 5 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. 7: Ordinary Resolution

Approval for related party transactions:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
39	581200	100

Out of 39 members who voted, 34 members voted through e-voting and 5 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. 8: Special Resolution

To increase the borrowing limit under section 180(1)(c) of the companies, act, 2013:

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
39	581200	100

Out of 39 members who voted, 34 members voted through e-voting and 5 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. 9: Special Resolution

To take approval to sell or dispose of undertakings under section 180(1)(a) of the companies, act, 2013

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
39	581200	100

Out of 39 members who voted, 34 members voted through e-voting and 5 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 with the 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 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 further report that at the AGM venue all the COVID 19 precautions were taken care by the Company in the best interest of all the present members and invitees for their safety.

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.

Thanking You.

Yours faithfully,

For **GA & Associates Company Secretaries LLP**

PARUL
GULATI

Digitally signed by
PARUL GULATI
Date: 2020.10.01
20:20:43 +05'30'

(Parul Gulati)

Partner

Membership No.: 37801

C.P. No.: 22076

UDIN:

Date: 1st October, 2020

Place: New Delhi

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	30 th September, 2020, 10:00 A.M.
Total number of shareholders on record date (Cut-off date - 23rd September, 2020)	487
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 1
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	0 0

1. Approval and Adoption of Consolidated and Standalone Audited Financial Statements as on 31st March, 2020 along with 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
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	0
Public- Non Institutions	E-Voting	468600	49300	10.52	49300	0	100	0
	Poll		500	0.11	500	0	100	0
	Sub-Total		49800	10.63	49800	0	100	0
TOTAL		1000000	581200	58.12	581200	0	100	0

Note: There are NIL invalid and abstained votes.

2. Appointment of Ms. Manushree Agarwal (DIN: 06620217) who retires by rotation and being eligible, offers herself 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	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- Non Institutions	E-Voting	468600	49300	10.52	49300	0	100	0
	Poll		500	0.11	500	0	100	0
	Sub- Total		49800	10.63	49800	0	100	0
TOTAL		1000000	581200	58.12	581200	0	100	0

Note: There are NIL invalid and abstained votes.

3. Regularization of Appointment of Director - Mr. Gagan Anand (Din: 08604211):

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	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- Non Institutions	E-Voting	468600	49300	10.52	49300	0	100	0
	Poll		500	0.11	500	0	100	0
	Sub- Total		49800	10.63	49800	0	100	0
TOTAL		1000000	581200	58.12	581200	0	100	0

Note: There are NIL invalid and abstained votes.

4. Re-Appointment of Mr. Alok Kumar Gupta as Independent Director in terms of Section 149 of the Companies Act, 2013:

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	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	0
Public- Non Institutions	E-Voting	468600	49300	10.52	49300	0	100	0
	Poll		500	0.11	500	0	100	0
	Sub- Total		49800	10.63	49800	0	100	0
TOTAL		1000000	581200	58.12	581200	0	100	0

Note: There are NIL invalid and abstained votes.

5. Approval for Contribution under the provisions of Section 181 of the Companies Act, 2013:

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
	Poll		0	0	0	0	0	0
	Sub- Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	468600	49300	10.52	49300	0	100	0
	Poll		500	0.11	500	0	100	0
	Sub- Total		49800	10.63	49800	0	100	0
TOTAL		1000000	581200	58.12	581200	0	100	0

Note: There are NIL invalid and abstained votes.

6. To approve the limits for the loans and investment by the company in terms of the provisions of Section 186 of the companies act, 2013:

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	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	0
Public- Non Institutions	E-Voting	468600	49300	10.52	49300	0	100	0
	Poll		500	0.11	500	0	100	0
	Sub- Total		49800	10.63	49800	0	100	0
TOTAL		1000000	581200	58.12	581200	0	100	0

Note: There are NIL invalid and abstained votes.

7. Approval for related party transactions:

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
	Poll		0	0	0	0	0	0
	Sub- Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	468600	49300	10.52	49300	0	100	0
	Poll		500	0.11	500	0	100	0
	Sub- Total		49800	10.63	49800	0	100	0
TOTAL		1000000	581200	58.12	581200	0	100	0

Note: There are NIL invalid and abstained votes.

8. To increase the borrowing limit under section 180(1)(c) of the companies, act, 2013:

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	531400	0	0	0	0	0	0
	Poll		531400	100	531400	0	100	0
	Sub- Total		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- Non Institutions	E-Voting	468600	49300	10.52	49300	0	100	0
	Poll		500	0.11	500	0	100	0
	Sub- Total		49800	10.63	49800	0	100	0
TOTAL		1000000	581200	58.12	581200	0	100	0

Note: There are NIL invalid and abstained votes.

9. To take approval to sell or dispose of undertakings under section 180(1)(a) of the companies, act, 2013:

Resolution Required: (Ordinary/Special)				SpecialResolution				
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	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- Non Institutions	E-Voting	468600	49300	10.52	49300	0	100	0
	Poll		500	0.11	500	0	100	0
	Sub- Total		49800	10.63	49800	0	100	0
TOTAL		1000000	581200	58.12	581200	0	100	0

Note: There are NIL invalid and abstained votes.

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

For GA & Associates Company Secretaries LLP

Place: New Delhi
Date: 1.10.2020

PARUL
GULATI

Digitally signed by
PARUL GULATI
Date: 2020.10.01
20:21:56 +05'30'

(Parul Gulati)

Partner

Membership No.:A37801

C.P. No.:22076

UDIN: A037801B000842715