



KALYANI COMMERCIALS LIMITED

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

CIN: L65923DL1985PLC021453

E-mail: kalyanicommercialslimited@gmail.com

Website- www.kalyanicommercialsLtd.com

Ph. 011- 43063223, 011-47060223

Ref: 2409/KCL/NSE/2022-23

September 24, 2022

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051
(NSE Symbol: KALYANI)

Subject: Submission of Scrutinizer Report and Voting Results of 37th Annual General Meeting of Kalyani Commercials Limited (“the Company”)

Dear Sir(s),

In Compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby submit Scrutinizer Report and Voting Results on the resolution passed by the members of the Company at the 37th Annual General Meeting of the Company held on Friday the 23rd day of September, 2022 at 11:00 A.M. at registered office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042.

Further, pursuant to Section 108 read with Rule 20 of the Companies Act, 2013 the voting results are uploaded on the website of the Company and the same can be accessed by clicking on following link:

<http://kalyanicommercialsLtd.com/>

Kindly take note of the same and oblige.

Thanking You,

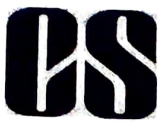
For KALYANI COMMERCIALS LIMITED

Sourabh Agarwal

(Whole Time Director & CFO)

DIN: 02168346

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



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-Seventh Annual General Meeting of the Shareholders of Kalyani Commercials Limited held on Friday, 23rd September, 2022 at 11:00 A.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi- 110042.

Dear Sir,

I, Akanksha Chaudhary, 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") 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 30th August, 2022 ("Notice") issued in accordance with the circular dated May 05, 2022 read together with circulars dated April 08, 2020, April 13, 2020 and May 05 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), calling the Thirty-Seventh Annual General Meeting of its shareholders ("the meeting"/ "AGM"). The AGM was convened on Friday, 23rd September, 2022 at 11:00 A.M. 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 2021-22 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 2021-22 was also placed on the website of the Company at: kalyanicommercialsLtd.com and on the website of the Stock Exchanges, i.e., NSE Limited www.nseindia.com; and on the website of NSDL at <https://evoting.nsdl.com>.

For GA & Associates Company Secretaries LLP

Designated Partner

Regd. Off: D-328, Basement Floor, Defence Colony, New Delhi 110024

Ph: 011-46772202

Website- www.groverahuja.co

E mail: gaassociatesllp@gmail.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 31st August, 2022 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.

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., Friday, 16th September, 2022 were entitled to vote on the resolutions (Item No. 1 to 4 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.

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**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 Tuesday, 20th September, 2022 (09:00 A.M.) to Thursday, 22nd September, 2022 (05:00 P.M.)

The votes cast during the e-voting were unblocked on Friday, 23rd September, 2022 after the conclusion of AGM and was witnessed by two witnesses, Ms. Uttra Bhardwaj and Ms. Janvi Ahuja, 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. Uttra Bharadwaj


Signature:

Name: Ms. Janvi Ahuja

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 (including audited consolidated financial statements) for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon, along with the cash flow statements thereon:

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

Number of members	Number of votes casted	% of total number of
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voted	by them	valid votes cast
13	5,53,600	100

Out of 13 members who voted, 0 members voted through e-voting and all 13 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

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
9	22,200	100

Out of 9 members who voted, 0 members voted through e-voting and all 9 members voted through Poll Process.

All the promoters of the Company were interested in this resolution therefore they were abstained to vote on this resolution.

ii. Voted **against** the resolution:

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



0	0	0
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iii. **Invalid votes:**

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

Item No. 3: Ordinary Resolution

Appointment of M/S M Mahipal & Company, Chartered Accountants as Statutory Auditor 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
13	5,53,600	100

Out of 13 members who voted, 0 members voted through e-voting and all 13 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

Item No. 4: Special Resolution

Increase in the Overall limit of Managerial Remuneration to Ms. Manushree Agarwal, Director of the Company.

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

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Number of members voted	Number of votes casted by them	% of total number of valid votes cast
9	22,200	100

Out of 9 members who voted, 0 members voted through e-voting and all 9 members voted through Poll Process.
All the promoters of the Company were interested in this resolution therefore they were abstained to vote on this resolution.

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 to 4 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 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

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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

Yours faithfully,

For GA & Associates Company Secretaries LLP

For GA & Associates Company Secretaries LLP

Designated Partner

**Akanksha Chaudhary
(Designated Partner)**

Membership No.:A34992

C.P. No.: 22174

PR No. 2485/2022 dated 22.7.2022

UDIN: A034992D001031713

Date: 23.9.2022

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	23 rd September, 2022, 11:00 A.M.
Total number of shareholders on record date (Cut-off date - 16th September, 2022)	487
No. of shareholders present in the meeting either in person or through proxy:	13
Promoters and Promoter Group:	4
Public:	9
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

1. To receive, consider and adopt the Audited Financial Statements of the Company (including audited consolidated financial statements) for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors along with the cash flow statements 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	5,31,400	0	0	0	0	0	0
	Poll		5,31,400	100	5,31,400	0	100	0
	Sub-Total	5,31,400	5,31,400	100	5,31,400	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub-	0	0	0	0	0	0	0

	Total							
Public- Non Institutions	E-Voting	4,68,600	0	0	0	0	0	0
	Poll		22,200	4.74	22,200	0	100	0
	Sub-Total	4,68,600	22,200	4.74	22,200	0	100	0
TOTAL	10,00,000	5,53,600	55.36	5,53,600	0	100	0	0

Note: There are NIL invalid and abstained votes.

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)]*10 0	(4)	(5)	(6)= [(4)/(2)]*10 0	(7)= [(5)/(2)]*10 0
Promoter and Promoter Group	E-Voting	531,400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub-Total	531,400	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
Public- Non Institutions	E-Voting	4,68,600	0	0	0	0	0	0
	Poll		22,200	4.74	22,200	0	100	0
	Sub-Total	4,68,600	22,200	4.74	22,200	0	100	0
TOTAL		10,00,000	22,200	2.22	22,200	0	100	0

Note: There are NIL invalid votes and all the promoters are abstained to vote on this resolution as they were interested in this resolution.

For GA & Associates Company Secretaries


Designated Partner

3. Appointment of M/s M Mahipal & Company, Chartered Accountants as Statutory Auditor of the Company:

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		5,31,400	100	5,31,400	0	100	0
	Sub-Total	5,31,400	5,31,400	100	5,31,400	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- Non Institutions	E-Voting	4,68,600	0	0	0	0	0	0
	Poll		22,200	4.74	22,200	0	100	0
	Sub-Total	4,68,600	22,200	4.74	22,200	0	100	0
TOTAL		10,00,000	5,53,600	55.36	5,53,600	0	100	0

Note: There are NIL invalid and abstained votes.

4. Increase in the Overall limit of Managerial Remuneration to Ms. Manushree Agarwal, Director of the Company:

Resolution Required: (Ordinary/Special)					Special 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
				0			0	0

Promoter and Promoter Group	E-Voting	531,400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub-Total	531,400	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
Public- Non Institutions	E-Voting	4,68,600	0	0	0	0	0	0
	Poll		22,200	4.74	22,200	0	100	0
	Sub-Total	4,68,600	22,200	4.74	22,200	0	100	0
TOTAL		10,00,000	22,200	2.22	22,200	0	100	0

Note: There are NIL invalid votes and all the promoters are abstained to vote on this resolution as they were interested in this resolution.

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

For GA & Associates Company Secretaries LLP

Place: New Delhi
Date: 23.09.2022

AKANKSHA CHAUDHARY
(Designated Partner)

Membership No.: A34992

C.P. No.: 22174

PR No.2485/2022 dated

22.07.2022

UDIN: A034992D001031713

Countersigned by:

For Kalyani Commercial Limited

Shankar Lal Agarwal
(Managing Director and Chairman of the Annual General Meeting)
DIN: 01341113