KALYANI COMMERCIALS LIMITED

Regd off: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110042
CIN: L51909DL1985PLC021453
E-mail: kalyanicommercialslimited@gmail.com
Website- www.kalyanicommercialsltd.com
Ph. 011- 43063223, 011-47060223

4th August, 2017

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Scrip Code: KALYANI

Subject: Intimation about the 32nd Annual General Meeting and closure of Register of Member of the Company

Dear Sirs,

Pursuant to SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 we wish to inform you that Board of Directors of the Company, at their meeting held today the 4th of August, 2017 at 3:30 p.m. at the Registered Office of the Company transacted the following businesses as specified below:

1. **Convening of 32nd Annual General Meeting (AGM.) of the Company and approval of draft Notice of AGM:**

   The 32nd Annual General Meeting of the Company ("AGM") will be held on 1st September, 2017 at 09:00 A.M at BG-223, Sanjay Gandhi Transport Nagar, G.T. Karnal Road, New Delhi-110042. The Board of Directors of the Company approved the draft Notice placed before the meeting convening the said AGM

2. **Closure of Share Transfer Books and Register of Members:**

   Pursuant to the provision of Sec 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management & Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company has fixed the dates for closure of Share Transfer Books and Registrar of Members in their meeting held today. The Register of Members and share transfer Books of the Company will remain closed from 29th August 2017 to 31st August 2017(both days inclusive) on account of AGM

This is for your information and records.

Thanking You

For Kalyani Commercials Limited

Vikramjit

KALYANI COMMERCIALS LIMITED DELHI

Vikramjit Singh
(Company Secretary)
Address: BG-223, Sanjay Gandhi Transport Nagar,
GT Karnal Road, Delhi-110042

Encl: Notice of AGM

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NOTICE OF 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the members of **Kalyani Commercials Limited** will be held on Friday, 1st September, 2017 at 9:00 A.M. at the registered office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Consolidated/ Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

2. To Appoint a Director in place of Mr. Nitesh Gupta (DIN No:02768050), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

3. Re-appointment of M/s. M.C. Bhandari & Co., Chartered Accountants (Firm Registration No: 303002E), as Statutory Auditors of the Company for a period of five years i.e. from the conclusion of this Annual General Meeting until the conclusion of the Thirty-Seventh Annual General Meeting of the Company, subject to their appointment being ratified by the members at every Annual General Meeting and to fix their remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Shankar Lal Agarwal (DIN: 01341114) as Managing Director of the Company**

   Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:

   "**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to re-appointment Mr. Shankar Lal Agarwal (DIN: 01341114) , as the Managing Director of the Company for a period of five years, whose office shall not be liable to retire by rotation upon the terms and conditions as set out in the explanatory statement annexed to this notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and may be acceptable to Mr. Shankar Lal Agarwal.

   RESOLVED FURTHER THAT the remuneration payable to Mr. Shankar Lal Agarwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary, jointly and severally, be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

5. **Re-appointment of Mr. Sourabh Agarwal (DIN: 02168346) as Whole Time Director of the Company.**

Consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to re-appointment Mr. Sourabh Agarwal (DIN: 02168346), as the Whole Time Director of the Company for a period of five years, whose office shall be liable to retire by rotation upon the terms and conditions as set out in the explanatory statement annexed to this notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and may be acceptable to Mr. Sourabh Agarwal.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sourabh Agarwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary, jointly and severally, be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

For and on behalf of the Board
KALYANI COMMERCIALS LIMITED

Sd/-
Vikramjit Singh
(Company Secretary)

Date: 4th August, 2017
Place: New Delhi

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

   In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

   PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting. Also, Route map to the venue of meeting is enclosed.

4. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

5. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.

6. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from 28th August, 2017 to 31st August, 2017 (both days inclusive) for the purpose of Annual General Meeting.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s. Skyline Financial Services Pvt Limited.

8. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.

9. The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.

10. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

11. The ISIN of the Equity Shares of Rs.10/- each is INE610E01010.

12. Electronic copy of the Notice of Annual General Meeting and Annual Report 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of Annual General Meeting and Annual Report 2016-17 is being sent in the permitted mode.

13. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.

14. Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of share held by them etc.

15. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.

16. For security reasons, no article/baggage will be allowed at the venue of the meeting.

17. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.

18. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.

19. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e. 26th August, 2017, then the member may obtain Login ID and other e-Voting related details from the Company.

20. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to all the Special Businesses mentioned in the accompanying Notice:

Item No. 4:

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company, in their meeting held on November 11, 2016 approved, subject to the approval of the members at the ensuing AGM, re-appointment of Mr. Shankar Lal Agarwal as the Managing Director of the Company for a further period of 5 years ending on 28th August, 2021.

Further, Board also proposes remuneration of Rs. 30,000/- (Rupees Thirty Thousand) per month for Mr. Shankar Lal Agarwal in accordance with Schedule V of the Companies Act, 2013.

Mr. Shankar Lal Agarwal is working as Director with the Company since September 2001 and possesses very good experience of automobile and finance industry. Since beginning, Mr. Shankar Lal Agarwal is actively involved in day to day management and business operations of the Company. Mr. Shankar Lal Agarwal looks after overall management of the Company and takes care of all financial matters, borrowings, investments, decision making process, purchase/ sale of assets including plant & machinery and land & building, signing of business contracts, agreements and all significant matters relating to the Company. Mr. Shankar Lal Agarwal has played a very important role in Company's growth during last decade.

This re-appointment is in compliance with Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and is subject to the approval of the shareholders.

Terms and Conditions:

(i) The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.

(ii) He shall act in accordance with the Article of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) He shall also adhere to the Company's Code of Business Conduct & ethics for Directors and Management Personnel.

(iv) He shall satisfy all the conditions set out under Section 196 and Schedule V of the Act.

(v) He shall hold office for five years. However, the Board as well as the proposed Managing Director would be free to terminate the office before the said period upon giving reasonable explanations to the effect. The Board shall be obligated to conduct a thorough enquiry and give the proposed Managing Director a reasonable opportunity of being heard prior to termination of his office.

(vi) He shall not be liable to retire by rotation.

The above briefs may be treated as a written memorandum setting out the terms of appointment of Mr. Shankar Lal Agarwal as Managing Director of the Company.

The Board recommends the said resolution for Member's approval by way of an ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company,except Mr. Shankar Lal Agarwal, Mr. Sourabh Agarwal and Mrs. Manushree Agarwal, are interested in the resolution.

Item No. 5:

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company, in their meeting held on November 11, 2016 approved, subject to the approval of the members at the ensuing AGM, re-appointment of Mr. Sourabh Agarwal as the Whole Time Director of the Company for a further period of 5 years ending on 28th August, 2021.

Further, Board also proposes remuneration of Rs. 50,000/- (Rupees Fifty Thousand) per month for Mr. Sourabh Agarwal in accordance with Schedule V of the Companies Act, 2013.

Mr. Sourabh Agarwal is associated with the Company since 2011 and the Company has moved towards excellence since then. Therefore, the Board subject to the approval of shareholders considers him fit and proper to be re-appointed as the Whole Time Director of the Company.

This re-appointment is in compliance with Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and is subject to the approval of the shareholders.

Terms and Conditions:

(i) The Whole Time Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.

(ii) He shall act in accordance with the Article of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) He shall also adhere to the Company's Code of Business Conduct & ethics for Directors and Management Personnel.

(iv) He shall satisfy all the conditions set out under Section 196 and Schedule V of the Companies Act, 2013.

(v) He shall hold office for five years. However, the Board as well as the proposed Managing Director would be free to terminate the office before the said period upon giving reasonable explanations to the effect. The Board shall be obligated to conduct a thorough enquiry and give the proposed Managing Director a reasonable opportunity of being heard prior to termination of his office.

(vi) He shall be liable to retire by rotation.

The above briefs may be treated as a written memorandum setting out the terms of appointment of Mr. Sourabh Agarwal as Whole Time Director of the Company.

The Board recommends the said resolution for Member's approval by way of an ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, except Mr. Shankar Lal Agarwal, Mr. Sourabh Agarwal and Mrs. Manushree Agarwal, are interested in the resolution.

Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

1. Mr. Nitesh Gupta

Brief Profile:

Mr. Nitesh Gupta has been working in various social fields for a long time. He possesses good management techniques and rich experience. He is competent and capable to hold the current position and provide valuable services to the Company and the work execution in a balanced manner. He possesses broad vision that shall be helpful for the Company to emerge more strongly.

Disclosure of relationship between Directors inter-se:

Mr. Nitesh Gupta has no relationship with any of the Directors on Board.

Name	Nitesh Gupta
Age	34 Years
Names of the Listed Companies in which the person also holds Directorship and Membership of Committees of the Board	NIL
Shareholding in the company	NIL

2. Mr. Shankar Lal Agarwal

Brief Profile:

Mr. Shankar Lal Agarwal is the Managing Director of Kalyani Commercials Limited. He is there with the Company since 2001 and has versatile experience of over 15 years. Under his leadership and guidance, the Company has grown and prospered in every field.

Disclosure of relationship between Directors inter-se:

Mr. Shankar Lal Agarwal is the father of Mr. Sourabh Agarwal and father-in-law of Mrs. Manushree Agarwal.

Name	Shankar Lal Agarwal
Age	60 Years
Names of the Listed Companies in which the person also holds Directorship and Membership of Committees of the Board	NIL
Shareholding in the company	418000 shares

3. Mr. Sourabh Agarwal

Brief Profile:

Mr. Sourabh Agarwal is the Chief Financial Officer & Whole Time Director of Kalyani Commercials Limited. He joined the Company in the year 2011 and has versatile experience of over 9 years. He is a Post-Graduate in the field of Business Administration. He is a man with great vision supported by strong determination and zeal for identifying potential projects. He has exposure of varied activities in Financial Management and Corporate Laws. He has a very good exposure of running financial businesses.

Disclosure of relationship between Directors inter-se:

Mr. Sourabh Agarwal is the son of Mr. Shankar Lal Agarwal and husband of Mrs. Manushree Agarwal.

Name	Sourabh Agarwal
Age	35 years
Names of the Listed Companies in which the person also holds Directorship and Membership of Committees of the Board	NIL
Shareholding in the company	28400 shares

E-voting Instructions:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, Kalyani Commercials Limited ("the Company") is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Friday, 1st September 2017 at 9:00 A.M.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

The e-Voting facility will be available during the following voting period:

- Commencement of e-Voting: 28th August, 2017 at 9:00 A.M.
- End of e-Voting: 31st August, 2017 till 5:00 P.M.
- The cut-off date for the purpose of e-Voting is 26th August, 2017.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 4th August, 2017 for the Annual General Meeting scheduled to be held on 1st September, 2017. The Notice of the Annual General Meeting and this communication will also be available on the website of the Company.

Voting through electronic means

i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) 2015 , the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iv. The remote e-voting period commences on 28th August, 2017 (9:00 am) and ends on 31st August, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26th August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

v. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Kalyani Commercials Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to jacs.sharma@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	**USER ID**	**PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 26th August, 2017.

v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 26th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kalyanicommercialslimited@gmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

vi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

viii. Ms. Jayanti Sharma (Membership No. 22180) on behalf of M/s. Grover Ahuja & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

ix. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

x. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total

votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.

For and on behalf of the Board
KALYANI COMMERCIALS LIMITED

Sd/-
Vikramjit Singh
(Company Secretary)

Date: 4th August, 2017
Place: New Delhi

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L51909DL1985PLC021453
Name of the Company: Kalyani Commercials Limited
Venue of the Meeting: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042
Date and Time: Friday, 1st September, 2017 at 9:00 A.M.

I/We, being the member(s) of …….. shares of the above named company, hereby appoint

1. Name: _____ Address: _____
E-mail ID: _____ Signature: _____, or failing him/her

2. Name: _____ Address: _____
E-mail ID: _____ Signature: _____, or failing him/her

3. Name: _____ Address: _____
E-mail ID: _____ Signature: _____, or failing him/her

as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 1st September, 2017 at 9:00 A.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042 and at any adjournment thereof) in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
ORDINARY BUSINESS:				
1.	Adoption of Consolidated/ Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.			
2.	Appointment of Director in place of Mr. Nitesh Gupta (DIN:02768050), who retires by rotation and, being eligible, offers himself for re-appointment.			
3.	Re-appointment of M/s. M.C. Bhandari & Co., Chartered Accountants (FRN: 303002E), as Statutory Auditors of the Company for a period of five years, subject to their appointment being ratified at every Annual General Meeting and to fix their remuneration.			
4.	Reappointment of Mr. Shankar Lal Agarwal (DIN: 01341114) as Managing Director of the Company for a period of five years.			
5.	Re-appointment of Mr. Sourabh Agarwal (DIN: 02168346) as Whole Time Director for a period of five years.			

** This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this …… Day of …… 2017

Signature of shareholder……

Signature of Proxy holder(s) ……

Affix One Rupee Revenue Stamp

Note:

a. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Registered Folio / DP ID & Client ID
Name and Address of the Shareholder

1. I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the Company being held on Friday, 1st September, 2017 at 9:00 A.M. at the registered office of the company, at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042
2. Signature of the Shareholder/Proxy Present
3. Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

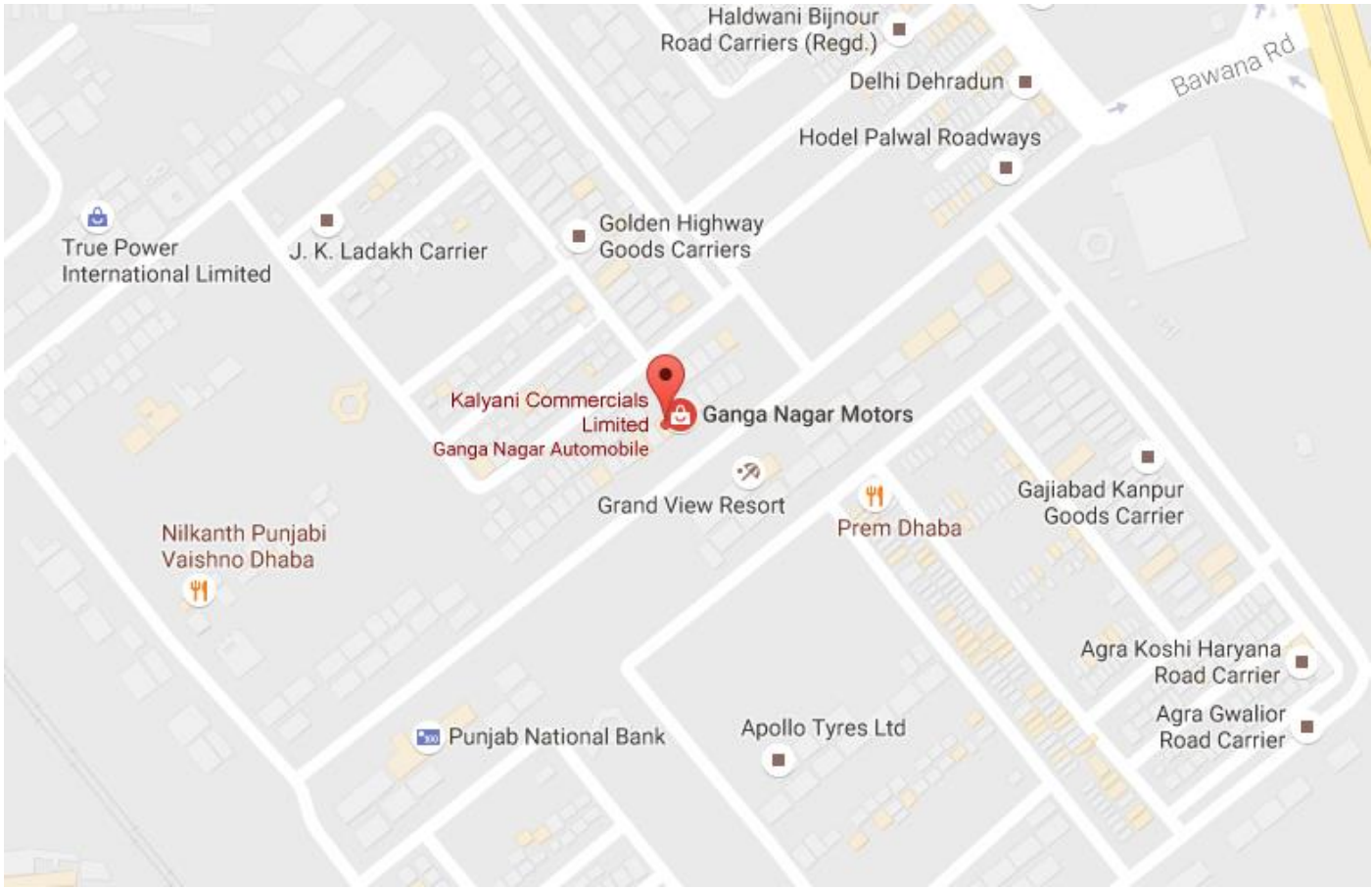
NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password / PIN

Note: Please read the instructions printed under the Note to the Notice dated 4th August, 2017 of the 32nd Annual General Meeting of the Company. The E-Voting period starts from 9:00 A.M on Monday, 28th August, 2017 and ends at 5:00 P.M on Thursday, 31st August, 2017. The e-Voting module shall be disabled by NSDL for voting thereafter.

Route Map for AGM of Kalyani Commercials Limited to be held on Friday, 1st September, 2017 at 9:00 A.M.



If undelivered please return to:

KALYANI COMMERCIAL LIMITED
Regd. Office: BG-223, Sanjay Gandhi Transport Nagar,
GT Karnal Road, Delhi-110042
E-mail: kalyanicommercialslimited@gmail.com