

**September 30, 2023**

To,  
Corporate Relationship Department,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001 IN.

Scrip Code: **539014**  
ISIN: **INE059Q01014**

Trading Symbol: **KALPACOMME**

**Subject: Scrutinizer Report of 38<sup>th</sup> Annual General Meeting of Kalpa Commercial Limited held on Friday, September 29, 2023.**

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Dear Sir / Madam,

Pursuant to applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith with the Scrutinizer's Report with respect to 38<sup>th</sup> Annual General Meeting of the Company held on Friday, September 29, 2023 at 02:00 P.M. through video conferencing ("VC")/ other audio visual means ("OAVM").

You are requested to take the information on record and oblige.

Thanking you

Yours faithfully,  
**For Kalpa Commercial Limited**

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KUMAR  
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**Satish Kumar Gola**  
Company Secretary and Compliance Officer  
Membership No.: 11360

**Place:** Delhi

**Encl.:** as stated above

**KALPA COMMERCIAL LIMITED**

CIN: L74899DL1985PLC022778

Regd. Office: 1<sup>st</sup> Floor, 984, Pocket C, IFC Ghazipur, Delhi - 110 096 IN

E-Mail ID: [infokalpa2@gmail.com](mailto:infokalpa2@gmail.com) Website: [www.kalpacommercial.in](http://www.kalpacommercial.in)



## SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman,  
**Kalpa Commercial Limited**  
1<sup>st</sup> Floor, 984, Pocket C,  
IFC Ghazipur,  
Delhi - 110 096 IN

**Subject: Scrutinizer's Report on remote e-voting and electric voting by members during the 38<sup>th</sup> Annual General Meeting ("AGM") held on Friday, September 29, 2023 at 02:00 P.M. (IST) through Video Conferencing/ other audio visual Means ("VC/ OAVM") in respect of passing of resolutions set-out in the notice dated August 30, 2023**

Dear Sir/ Madam,

I, **Anu Malhotra**, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of the **Kalpa Commercial Limited** pursuant to Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purposes of scrutinizing the AGM through e-voting in respect of the below stated resolutions as proposed in the AGM Notice dated August 30, 2023 and I submit my report as under:

### 1. Management Responsibility

The management is responsible for ensuring compliance under the provisions of Section 108, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of remote e- voting.

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The AGM Notice dated August 30, 2023, along with explanatory statement setting out material facts under Section 102 of the Act was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.

## **2. Scrutinizer's Responsibility**

My responsibility as the Scrutinizer of the voting process, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the AGM Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited ("CDSL") the service provider.

The Company had availed the e-voting facility offered by CDSL for conducting e-voting by electronic means.

## **3. "Cut-off Date"**

The shareholders of the Company holding shares as on the cut-off date i.e. Friday, September 22, 2023, were entitled to vote on the resolution as contained in the AGM notice.

## **4. Remote E-voting Process**

In accordance with the AGM Notice and the 'Advertisement' published pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the remote e-voting commenced at 09:00 A.M. IST on Tuesday, September 26, 2023, and ended on Thursday, September 28, 2023 05:00 P.M. IST, and the e-voting module was blocked by CDSL thereafter.

The Votes cast under e-voting were thereafter unblocked and downloaded on September 30, 2023, at 11:35:05 from the portal of CDSL.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the CDSL e-voting system, at <https://www.evotingindia.com/>

## **5. E-voting Result**

### **Resolutions:**

I, now submit my report as under on the results of the remote e-voting in respect of the Resolutions;

### **Resolution No. 1- As an Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2023 including balance sheet as at March 31, 2023, the statement of profit and loss and cash flow statement for the year ended on that date together with the reports of the board of directors and auditors thereon.**

(1) Voting "in favour" of resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
19	11,164	91.52

(2) Valid Votes "against" the Resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
18	1,034	8.48

(3) Invalid Votes

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
0	0	0

### **Resolution No. 2 - As an Ordinary Resolution**

**To appoint a Director in place of Mr. Mukul Jindal (DIN: 07229720), who retires by rotation and being eligible, offers himself for re-appointment.**

(1) Voting "in favour" of resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
18	10,741	88.06

(2) Valid Votes "against" the Resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
19	1,457	11.94

(3) Invalid Votes

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
0	0	0

### **Resolution No. 3 - As an Ordinary Resolution**

**To appoint of, and the fixing of remuneration of, the auditors.**

(1) Voting "in favour" of resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
18	10,741	88.06

(2) Valid Votes "against" the Resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
19	1,457	11.94

(3) Invalid Votes

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
0	0	0

#### **Resolution No. 4 - As a Special Resolution**

**To consider and approve the appointment and remuneration to Mr. Ishant Malhotra (DIN: 06459062) as the Managing Director of the Company.**

(1) Voting "in favour" of resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
19	11,741	96.25

(2) Valid Votes "against" the Resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
18	457	3.75

(3) Invalid Votes

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
0	0	0

#### **Resolution No. 5 - As an Ordinary Resolution**

**To approve regularization of Mr. Love Kumar (DIN: 10180176) as a Non-Executive Director of the Company.**

(1) Voting "in favour" of resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
19	11,741	96.25

(2) Valid Votes "against" the Resolution

<b>Number of Members</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
18	457	3.75

(3) Invalid Votes

<b>Number of Members</b>	<b>of</b>	<b>Number of Votes cast by them (shares)</b>	<b>% of total number of valid votes cast</b>
0		0	0

## 6. Custody of Records

All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You.

Yours faithfully,

**For Anu Malhotra & Associates**  
Practicing Company Secretaries  
(Peer Reviewed Unit)

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**Anu Malhotra**

Proprietor

Membership No.: A39971

COP No.: 16221

**Countersigned by**  
**For Kalpa Commercial Limited**

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**Satish Kumar Gola**

Company Secretary and Compliance Officer

Membership No.: A11360

**Peer Review No.:** 3819/2023

**UDIN:** A039971E001138607

**Place:** Vaishali

**Date:** September 30, 2023